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Form 990



Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014

B Check if applicable

☒ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

PHILADELPHIA FREEDOM VALLEY YMCA

Doing business as

Number and street (or P O box if mail is not delivered to street address)

400 FAYETTE STREET NO 250

Room/suite

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

CONSHOHOCKEN, PA 19428

F Name and address of principal officer

JOHN F FLYNN

400 FAYETTE STREET NO 250

CONSHOHOCKEN, PA 19428

H(a) Is this a group return for subordinates?

☐ Yes☒ No

H(b) Are all subordinates included?

☐ Yes☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) ( ) ☐ (insert no ) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW.PHILAYMCA.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1857

M State of legal domicile

PA

| Part I                      | Summary  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|-----------------------------|--|---------------------------|---|---------------------------|--------------|----|---|-------------|-------------|----|---|------------|------------|-----|--|------------|-------------|-----|--|---------|---------|----|--|------------|------------|----|--|------------|------------|----|---|-----------|-----------|
| Activities & Governance     | <div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>SEE SCHEDULE O</div></div>  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             | <div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>   |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             | <table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>49</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>47</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2014 (Part V, line 2a)</td><td>5</td><td>5,269</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>6,000</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>0</td></tr></table>  | 3                         | Number of voting members of the governing body (Part VI, line 1a) | 3                         | 49           | 4  | Number of independent voting members of the governing body (Part VI, line 1b) | 4           | 47          | 5  | Total number of individuals employed in calendar year 2014 (Part V, line 2a)      | 5          | 5,269      | 6   | Total number of volunteers (estimate if necessary)                       | 6          | 6,000       | 7a  | Total unrelated business revenue from Part VIII, column (C), line 12             | 7a      | 0       | 7b | Net unrelated business taxable income from Form 990-T, line 34 | 7b         | 0          |    |  |            |            |    |   |           |           |
| 3                           | Number of voting members of the governing body (Part VI, line 1a)  | 3                         | 49  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 4                           | Number of independent voting members of the governing body (Part VI, line 1b)  | 4                         | 47  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 5                           | Total number of individuals employed in calendar year 2014 (Part V, line 2a)   | 5                         | 5,269   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 6                           | Total number of volunteers (estimate if necessary)   | 6                         | 6,000   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 7a                          | Total unrelated business revenue from Part VIII, column (C), line 12   | 7a                        | 0   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 7b                          | Net unrelated business taxable income from Form 990-T, line 34   | 7b                        | 0   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| Revenue                     | <table><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>Prior Year</td><td>Current Year</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>8,268,560</td><td>9,260,382</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d )</td><td>68,103,444</td><td>78,033,586</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>2,176,154</td><td>424,789</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>-31,592</td><td>548,116</td></tr><tr><td></td><td></td><td>78,516,566</td><td>88,266,873</td></tr></table>   | 8                         | Contributions and grants (Part VIII, line 1h)                     | Prior Year                | Current Year | 9  | Program service revenue (Part VIII, line 2g)                                  | 8,268,560   | 9,260,382   | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d )                    | 68,103,444 | 78,033,586 | 11  | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 2,176,154  | 424,789     | 12  | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | -31,592 | 548,116 |    |  | 78,516,566 | 88,266,873 |    |  |            |            |    |   |           |           |
| 8                           | Contributions and grants (Part VIII, line 1h)  | Prior Year                | Current Year  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 9                           | Program service revenue (Part VIII, line 2g)   | 8,268,560                 | 9,260,382   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 10                          | Investment income (Part VIII, column (A), lines 3, 4, and 7d )   | 68,103,444                | 78,033,586  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 11                          | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)   | 2,176,154                 | 424,789   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 12                          | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)   | -31,592                   | 548,116   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  | 78,516,566                | 88,266,873  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| Expenses                    | <table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3 )</td><td>6,762,766</td><td>7,862,181</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>40,575,858</td><td>47,477,496</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>16b</td><td>Total fundraising expenses (Part IX, column (D), line 25) <div>1,093,564</div></td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>24,836,593</td><td>26,914,232</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>72,175,217</td><td>82,253,909</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>6,341,349</td><td>6,012,964</td></tr></table> | 13                        | Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) | 6,762,766                 | 7,862,181    | 14 | Benefits paid to or for members (Part IX, column (A), line 4)                 | 0           | 0           | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 40,575,858 | 47,477,496 | 16a | Professional fundraising fees (Part IX, column (A), line 11e)            | 0          | 0           | 16b | Total fundraising expenses (Part IX, column (D), line 25) <div>1,093,564</div>   |         |         | 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)   | 24,836,593 | 26,914,232 | 18 | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 72,175,217 | 82,253,909 | 19 | Revenue less expenses Subtract line 18 from line 12 | 6,341,349 | 6,012,964 |
| 13                          | Grants and similar amounts paid (Part IX, column (A), lines 1–3 )  | 6,762,766                 | 7,862,181   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 14                          | Benefits paid to or for members (Part IX, column (A), line 4)  | 0                         | 0   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 15                          | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)  | 40,575,858                | 47,477,496  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 16a                         | Professional fundraising fees (Part IX, column (A), line 11e)  | 0                         | 0   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 16b                         | Total fundraising expenses (Part IX, column (D), line 25) <div>1,093,564</div>   |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 17                          | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)   | 24,836,593                | 26,914,232  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 18                          | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)   | 72,175,217                | 82,253,909  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 19                          | Revenue less expenses Subtract line 18 from line 12  | 6,341,349                 | 6,012,964   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| Net Assets or Fund Balances | <table><tr><td></td><td></td><td>Beginning of Current Year</td><td>End of Year</td></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>140,711,072</td><td>164,741,122</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>44,209,668</td><td>59,609,578</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>96,501,404</td><td>105,131,544</td></tr></table>   |                           |   | Beginning of Current Year | End of Year  | 20 | Total assets (Part X, line 16)  | 140,711,072 | 164,741,122 | 21 | Total liabilities (Part X, line 26)   | 44,209,668 | 59,609,578 | 22  | Net assets or fund balances Subtract line 21 from line 20                | 96,501,404 | 105,131,544 |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  | Beginning of Current Year | End of Year   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 20                          | Total assets (Part X, line 16)   | 140,711,072               | 164,741,122   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 21                          | Total liabilities (Part X, line 26)  | 44,209,668                | 59,609,578  |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
| 22                          | Net assets or fund balances Subtract line 21 from line 20  | 96,501,404                | 105,131,544   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |
|                             |  |                           |   |                           |              |    |   |             |             |    |   |            |            |     |  |            |             |     |  |         |         |    |  |            |            |    |  |            |            |    |   |           |           |

Part II

Signature Block

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

Sign Here

\*\*\*\*\*

Signature of officer

JOHN F FLYNN PRESIDENT & CEO

Type or print name and title

2015-09-15

Date

Paid Preparer Use Only

Print/Type preparer's name

JULIUS GREEN CPA

Preparer's signature

JULIUS GREEN CPA

Date

Check ☐ if self-employed

PTIN

P00350393

Firm's name

BAKER TILLY VIRCHOW KRAUSE LLP

Firm's EIN

39-0859910

Firm's address

1650 MARKET STREET SUITE 4500

PHILADELPHIA, PA 19103

Phone no

(215) 972-0701

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2014)

Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

1

Briefly describe the organization's mission

SEE SCHEDULE O

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code ) (Expenses \$ 42,658,416 including grants of \$ 4,622,117 ) (Revenue \$ 52,323,297 )

SEE SCHEDULE O

4b

(Code ) (Expenses \$ 28,656,930 including grants of \$ 3,105,031 ) (Revenue \$ 25,211,924 )

SEE SCHEDULE O

4c

(Code ) (Expenses \$ 1,246,243 including grants of \$ 135,033 ) (Revenue \$ 499,255 )

SEE SCHEDULE O

4d

Other program services (Describe in Schedule O )






















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

4e

Total program service expenses 72,561,589

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

|     |  |     |     |    |
|-----|--|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .   | 21  |     | No |
| 22  | Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .   | 22  | Yes |    |
| 23  | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .  | 23  | Yes |    |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .                            | 24a |     | No |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .  | 24b |     |    |
| c   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .   | 24c |     |    |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .  | 24d |     |    |
| 25a | <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .   | 25a |     | No |
| b   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                       | 25b |     | No |
| 26  | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                 | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)   |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .  | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .  | 28c | Yes |    |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . .  | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .  | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .  | 32  |     | No |
| 33  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .  | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .  | 34  |     | No |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?  | 35a |     | No |
| b   | If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .   | 35b |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .   | 36  |     | No |
| 37  | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>   | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .  | 38  | Yes |    |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

|   |   |     |       |
|---|---|-----|-------|
|   |   | Yes | No    |
| 1a  | Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable   | 73  |       |
| 1b  | Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable  | 0   |       |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?  |   | 1c  | Yes   |
| 2a  | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a  | 5,269 |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)          |   | 2b  | Yes   |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  |   | 3a  | No    |
| b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O</i>  |   | 3b  |       |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? |   | 4a  | No    |
| b If "Yes," enter the name of the foreign country <input type="text"/><br>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)  |   |     |       |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  |   | 5a  | No    |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  |   | 5b  | No    |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?  |   | 5c  |       |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                    |   | 6a  | No    |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?   |   | 6b  |       |
| 7 Organizations that may receive deductible contributions under section 170(c).   |   |     |       |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?   |   | 7a  | Yes   |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided?   |   | 7b  | Yes   |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?  |   | 7c  | No    |
| d If "Yes," indicate the number of Forms 8282 filed during the year   |   | 7d  |       |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?   |   | 7e  | No    |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  |   | 7f  | No    |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  |   | 7g  |       |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?  |   | 7h  |       |
| 8 Sponsoring organizations maintaining donor advised funds.<br>Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?  |   | 8   |       |
| 9a Did the sponsoring organization make any taxable distributions under section 4966?   |   | 9a  |       |
| b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?   |   | 9b  |       |
| 10 Section 501(c)(7) organizations. Enter   |   |     |       |
| a Initiation fees and capital contributions included on Part VIII, line 12  |   | 10a |       |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities   |   | 10b |       |
| 11 Section 501(c)(12) organizations. Enter  |   |     |       |
| a Gross income from members or shareholders   |   | 11a |       |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)   |   | 11b |       |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  |   | 12a |       |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year   |   | 12b |       |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers.   |   |     |       |
| a Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O   |   | 13a |       |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans   |   | 13b |       |
| c Enter the amount of reserves on hand  |   | 13c |       |
| 14a Did the organization receive any payments for indoor tanning services during the tax year?  |   | 14a | No    |
| b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>  |   | 14b |       |

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

|    |   |     |     |
|----|---|-----|-----|
|    |   | Yes | No  |
| 1a | Enter the number of voting members of the governing body at the end of the tax year . . . . .   |     |     |
|    | If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O              |     |     |
| b  | Enter the number of voting members included in line 1a, above, who are independent . . . . .  |     |     |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .   | 2   | No  |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . . | 3   | No  |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .  | 4   | Yes |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .  | 5   | No  |
| 6  | Did the organization have members or stockholders? . . . . .  | 6   | No  |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .  | 7a  | No  |
| b  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .   | 7b  | No  |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following  |     |     |
| a  | The governing body? . . . . .   | 8a  | Yes |
| b  | Each committee with authority to act on behalf of the governing body? . . . . .   | 8b  | Yes |
| 9  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .        | 9   | No  |

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

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

Section C. Disclosure

|    |   |                   |
|----|---|-------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed  | PA , FL , NJ , NY |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |                   |
| 19 | Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year  |                   |
| 20 | State the name, address, and telephone number of the person who possesses the organization's books and records  | BETTEANN KRAMER   |

Part VII

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

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

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

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

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

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

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

| (A)<br>Name and Title | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-----------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|                       |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
|                       |  |   |                       |         |              |                              |        |  |   |   |



Part VII

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

| (A)<br>Name and Title | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-----------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|                       |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
|                       |  |   |                       |         |              |                              |        |  |   |   |

|    |   |   |           |   |         |
|----|---|---|-----------|---|---------|
| 1b | Sub-Total . . . . .   | ▶ |           |   |         |
| c  | Total from continuation sheets to Part VII, Section A . . . . . | ▶ |           |   |         |
| d  | Total (add lines 1b and 1c) . . . . .                           | ▶ | 3,168,730 | 0 | 406,598 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶17

|   |   | Yes   | No |
|---|---|-------|----|
| 3 | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .  | 3 Yes |    |
| 4 | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . . | 4 Yes |    |
| 5 | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .                       | 5     | No |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

| (A)<br>Name and business address   | (B)<br>Description of services | (C)<br>Compensation |
|--|--------------------------------|---------------------|
| WARFEL CONSTRUCTION COMPANY<br>1110 ENTERPRISE ROAD<br>EAST PETERSBURG, PA 17520 | CONSTRUCTION                   | 8,326,175           |
| BLOOMING GLEN CONTRACTORS INC<br>PO BOX 55<br>SKIPPACK, PA 19474                 | CONSTRUCTION                   | 1,711,204           |
| MAIN LINE COMMERCIAL POOL INC<br>441 FEHELEY DRIVE<br>KING OF PRUSSIA, PA 19406  | CONSTRUCTION                   | 1,260,447           |
| KINGKINER BROTHERS<br>PO BOX 5839<br>PHILADELPHIA, PA 19120                      | CONSTRUCTION                   | 913,385             |
| JJ WHITE INC<br>5500 BINGHAM STREET<br>PHILADELPHIA, PA 19120                    | CONSTRUCTION                   | 772,852             |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶61

Part VIII

Statement of Revenue

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

|   |  |  |   | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512-514 |           |         |
|---|--|--|---|----------------------|--|---|---|-----------|---------|
| Contributions, Gifts, Grants<br>and Other Similar Amounts | 1a   | Federated campaigns . . .  | 1a  | 94,195               |  |   |   |           |         |
|   | b  | Membership dues . . . . .  | 1b  |                      |  |   |   |           |         |
|   | c  | Fundraising events . . . . .   | 1c  | 291,618              |  |   |   |           |         |
|   | d  | Related organizations . . . . .  | 1d  |                      |  |   |   |           |         |
|   | e  | Government grants (contributions)  | 1e  | 4,450,698            |  |   |   |           |         |
|   | f  | All other contributions, gifts, grants, and<br>similar amounts not included above  | 1f  | 4,423,871            |  |   |   |           |         |
|   | g  | Noncash contributions included in lines<br>1a-1f \$  |   |                      |  |   |   |           |         |
|   | h  | Total. Add lines 1a-1f . . . . .   |   |                      |  |   |   | 9,260,382 |         |
| Program Service Revenue                                   |  |  | Business Code   |                      |  |   |   |           |         |
|   | 2a   | HEALTHY LIVING   | 813410  | 52,323,297           | 52,323,297   |   |   |           |         |
|   | b  | YOUTH DEVELOPMENT  | 813410  | 25,211,924           | 25,211,924   |   |   |           |         |
|   | c  | SOCIAL RESPONSIBILITY  | 813410  | 498,365              | 498,365  |   |   |           |         |
|   | d  |  |   |                      |  |   |   |           |         |
|   | e  |  |   |                      |  |   |   |           |         |
|   | f  | All other program service revenue  |   |                      |  |   |   |           |         |
|   | g  | Total. Add lines 2a-2f . . . . .   |   |                      | 78,033,586   |   |   |           |         |
|   | Other Revenue  | 3  | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . |                      | 424,789  |   |   | 424,789   |         |
| 4   |  | Income from investment of tax-exempt bond proceeds . . .   |   |                      |  |   |   |           |         |
| 5   |  | Royalties . . . . .  |   |                      |  |   |   |           |         |
| 6a  |  | (i) Real   |   | (ii) Personal        |  |   |   |           |         |
|   |  | 246,364  |   |                      |  |   |   |           |         |
|   |  | Less rental expenses   |   |                      |  |   |   |           |         |
|   |  | 302,874  |   |                      |  |   |   |           |         |
|   |  | Rental income or (loss)  |   |                      |  |   |   |           |         |
| c   |  | -56,510  |   |                      |  |   |   |           |         |
| d   |  | Net rental income or (loss) . . . . .  |   | -56,510              |  |   | -56,510   |           |         |
| 7a  |  | (i) Securities   |   | (ii) Other           |  |   |   |           |         |
|   |  |  |   |                      |  |   |   |           |         |
|   |  | Less cost or other basis and sales expenses  |   |                      |  |   |   |           |         |
|   |  |  |   |                      |  |   |   |           |         |
|   |  | Gain or (loss)   |   |                      |  |   |   |           |         |
| d   |  | Net gain or (loss) . . . . .   |   |                      |  |   |   |           |         |
| 8a  |  | Gross income from fundraising events (not including<br>\$ 291,618<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . |   | 652,900              | 429,212  |   |   | 429,212   |         |
| b   |  | Less direct expenses . . . . .   |   |                      |  |   |   |           | 223,688 |
| c   |  | Net income or (loss) from fundraising events . . .   |   |                      |  |   |   |           |         |
| 9a  |  | Gross income from gaming activities<br>See Part IV, line 19 . . . . .  |   |                      |  |   |   |           |         |
| a   |  |  |   |                      |  |   |   |           |         |
| b   |  | Less direct expenses . . . . .   |   |                      |  |   |   |           |         |
| c   |  | Net income or (loss) from gaming activities . . .  |   |                      |  |   |   |           |         |
| 10a   | Gross sales of inventory, less<br>returns and allowances . . . . . |  |   |                      |  |   |   |           |         |
| a   |  |  |   |                      |  |   |   |           |         |
| b   | Less cost of goods sold . . . . .                                  |  |   |                      |  |   |   |           |         |
| c   | Net income or (loss) from sales of inventory . . .                 |  |   |                      |  |   |   |           |         |
| Miscellaneous Revenue                                     |  |  | Business Code   |                      |  |   |   |           |         |
| 11a   | REBATES & REFUNDS  |  | 900099  | 57,766               |  |   | 57,766  |           |         |
| b   | LATE FEES  |  | 900099  | 55,165               |  |   | 55,165  |           |         |
| c   | UNUSED CREDIT  |  | 900099  | 18,801               |  |   | 18,801  |           |         |
| d   | All other revenue . . . . .  |  |   | 43,682               | 890  |   | 42,792  |           |         |
| e   | Total. Add lines 11a-11d . . . . .                                 |  |   | 175,414              |  |   |   |           |         |
| 12  | Total revenue. See Instructions . . . . .                          |  |   | 88,266,873           | 78,034,476   | 0                                       | 972,015   |           |         |

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |   | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--|---|-----------------------|---------------------------------|--|-----------------------------|
| 1  | Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.   |                       |                                 |  |                             |
| 2  | Grants and other assistance to domestic individuals. See Part IV, line 22.  | 7,819,391             | 7,819,391                       |  |                             |
| 3  | Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.   | 42,790                | 42,790                          |  |                             |
| 4  | Benefits paid to or for members.  |                       |                                 |  |                             |
| 5  | Compensation of current officers, directors, trustees, and key employees.   | 3,023,544             | 1,195,151                       | 1,596,454                              | 231,939                     |
| 6  | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).  |                       |                                 |  |                             |
| 7  | Other salaries and wages.   | 35,797,107            | 32,967,544                      | 2,464,377                              | 365,186                     |
| 8  | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).   | 2,759,231             | 2,553,893                       | 184,842                                | 20,496                      |
| 9  | Other employee benefits.  | 2,869,719             | 2,578,458                       | 255,136                                | 36,125                      |
| 10   | Payroll taxes.  | 3,027,895             | 2,732,716                       | 258,224                                | 36,955                      |
| 11   | Fees for services (non-employees):  |                       |                                 |  |                             |
| a  | Management.   |                       |                                 |  |                             |
| b  | Legal.  | 130,219               |                                 | 130,219                                |                             |
| c  | Accounting.   | 100,820               |                                 | 100,820                                |                             |
| d  | Lobbying.   | 32,164                |                                 | 32,164                                 |                             |
| e  | Professional fundraising services. See Part IV, line 17.  |                       |                                 |  |                             |
| f  | Investment management fees.   |                       |                                 |  |                             |
| g  | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).   | 874,738               | 361,990                         | 511,850                                | 898                         |
| 12   | Advertising and promotion.  | 85,597                |                                 | 85,597                                 |                             |
| 13   | Office expenses.  | 6,888,324             | 6,087,706                       | 627,200                                | 173,418                     |
| 14   | Information technology.   | 449,807               | 449,807                         |  |                             |
| 15   | Royalties.  |                       |                                 |  |                             |
| 16   | Occupancy.  | 4,758,539             | 4,110,364                       | 587,275                                | 60,900                      |
| 17   | Travel.   | 536,413               | 492,993                         | 41,176                                 | 2,244                       |
| 18   | Payments of travel or entertainment expenses for any federal, state, or local public officials.   |                       |                                 |  |                             |
| 19   | Conferences, conventions, and meetings.   | 856,054               | 653,319                         | 193,437                                | 9,298                       |
| 20   | Interest.   | 1,303,549             | 1,188,557                       | 113,532                                | 1,460                       |
| 21   | Payments to affiliates.   |                       |                                 |  |                             |
| 22   | Depreciation, depletion, and amortization.  | 4,471,752             | 3,888,574                       | 504,098                                | 79,080                      |
| 23   | Insurance.  | 800,943               | 782,511                         |  | 18,432                      |
| 24   | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):                                       |                       |                                 |  |                             |
| a  | EQUIPMENT RENTAL/MAINT  | 3,528,058             | 3,161,454                       | 331,422                                | 35,182                      |
| b  | SERVICE CHARGES   | 900,793               | 900,793                         |  |                             |
| c  | MEMBERSHIP DUES   | 466,960               | 92,647                          | 373,449                                | 864                         |
| d  | ADMISSION FEES  | 319,193               | 319,193                         |  |                             |
| e  | All other expenses  | 410,309               | 181,738                         | 207,484                                | 21,087                      |
| 25   | Total functional expenses. Add lines 1 through 24e.   | 82,253,909            | 72,561,589                      | 8,598,756                              | 1,093,564                   |
| 26   | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                       |                                 |  |                             |

Part X

Balance Sheet

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

|                             |   |  |                | (A)               |     | (B)         |
|-----------------------------|---|--|----------------|-------------------|-----|-------------|
|                             |   |  |                | Beginning of year |     | End of year |
| Assets                      | 1   | Cash—non-interest-bearing  |                | 2,460,746         | 1   | 2,298,365   |
|                             | 2   | Savings and temporary cash investments   |                | 15,715,663        | 2   | 15,836,372  |
|                             | 3   | Pledges and grants receivable, net   |                | 1,431,094         | 3   | 1,178,480   |
|                             | 4   | Accounts receivable, net   |                | 419,725           | 4   | 194,080     |
|                             | 5   | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L   |                |                   | 5   |             |
|                             | 6   | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L |                |                   | 6   |             |
|                             | 7   | Notes and loans receivable, net  |                |                   | 7   |             |
|                             | 8   | Inventories for sale or use  |                |                   | 8   |             |
|                             | 9   | Prepaid expenses and deferred charges  |                | 368,283           | 9   | 476,373     |
|                             | 10a   | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D  | 10a185,817,878 |                   |     |             |
|                             | b   | Less accumulated depreciation  | 10b53,555,146  | 108,734,941       | 10c | 132,262,732 |
|                             | 11  | Investments—publicly traded securities   |                | 10,798,285        | 11  | 11,753,873  |
|                             | 12  | Investments—other securities See Part IV, line 11  |                |                   | 12  |             |
|                             | 13  | Investments—program-related See Part IV, line 11   |                |                   | 13  |             |
|                             | 14  | Intangible assets  |                |                   | 14  |             |
|                             | 15  | Other assets See Part IV, line 11  |                | 782,335           | 15  | 740,847     |
|                             | 16  | Total assets. Add lines 1 through 15 (must equal line 34)  |                | 140,711,072       | 16  | 164,741,122 |
| Liabilities                 | 17  | Accounts payable and accrued expenses  |                | 6,703,529         | 17  | 10,607,431  |
|                             | 18  | Grants payable   |                |                   | 18  |             |
|                             | 19  | Deferred revenue   |                | 1,292,388         | 19  | 1,810,674   |
|                             | 20  | Tax-exempt bond liabilities  |                |                   | 20  |             |
|                             | 21  | Escrow or custodial account liability Complete Part IV of Schedule D   |                |                   | 21  |             |
|                             | 22  | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L  |                |                   | 22  |             |
|                             | 23  | Secured mortgages and notes payable to unrelated third parties   |                | 35,289,412        | 23  | 36,319,739  |
|                             | 24  | Unsecured notes and loans payable to unrelated third parties   |                |                   | 24  |             |
|                             | 25  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D   |                | 924,339           | 25  | 10,871,734  |
|                             | 26  | Total liabilities. Add lines 17 through 25   |                | 44,209,668        | 26  | 59,609,578  |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |  |                |                   |     |             |
|                             | 27  | Unrestricted net assets  |                | 93,304,883        | 27  | 102,935,091 |
|                             | 28  | Temporarily restricted net assets  |                | 2,222,736         | 28  | 1,214,167   |
|                             | 29  | Permanently restricted net assets  |                | 973,785           | 29  | 982,286     |
|                             | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.                          |  |                |                   |     |             |
|                             | 30  | Capital stock or trust principal, or current funds   |                |                   | 30  |             |
|                             | 31  | Paid-in or capital surplus, or land, building or equipment fund  |                |                   | 31  |             |
|                             | 32  | Retained earnings, endowment, accumulated income, or other funds   |                |                   | 32  |             |
|                             | 33  | Total net assets or fund balances  |                | 96,501,404        | 33  | 105,131,544 |
|                             | 34  | Total liabilities and net assets/fund balances   |                | 140,711,072       | 34  | 164,741,122 |

Part XI Reconciliation of Net Assets

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

|    |   |    |             |
|----|---|----|-------------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12) . . . . .   | 1  | 88,266,873  |
| 2  | Total expenses (must equal Part IX, column (A), line 25) . . . . .  | 2  | 82,253,909  |
| 3  | Revenue less expenses Subtract line 2 from line 1 . . . . .   | 3  | 6,012,964   |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .           | 4  | 96,501,404  |
| 5  | Net unrealized gains (losses) on investments . . . . .  | 5  | 249,986     |
| 6  | Donated services and use of facilities . . . . .  | 6  |             |
| 7  | Investment expenses . . . . .   | 7  |             |
| 8  | Prior period adjustments . . . . .  | 8  |             |
| 9  | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                | 9  | 2,367,190   |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 105,131,544 |

Part XII Financial Statements and Reporting

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

|    |  | Yes | No |
|----|--|-----|----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O  |     |    |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant?<br>If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | No |
| 2b | Were the organization's financial statements audited by an independent accountant?<br>If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                | Yes |    |
| 2c | If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O  | Yes |    |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .   | Yes |    |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits   |     | No |

Additional Data

Software ID:

Software Version:

EIN: 23-1243965

Name: PHILADELPHIA FREEDOM VALLEY YMCA

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A)<br>Name and Title                 | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|                                       |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (1) SANFORD LIPSTEIN<br>CHAIR         | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (1) THOMAS A DECKER ESQ<br>VICE CHAIR | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (2) RAYMOND D LUKAS<br>TREASURER      | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (3) THOMAS MCVEIGH<br>VICE CHAIR      | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (4) JEFFREY A LUTSKY<br>CHAIR ELECT   | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (5) GEORGE J SWEENEY<br>SECRETARY     | 1 00   | X   |                       | X       |              |                              |        | 0  | 0   | 0   |
| (6) AMIT DOGRA<br>DIRECTOR            | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (7) CHRISTOPHER CASHMAN<br>DIRECTOR   | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (8) CLINTON L JACKSON<br>DIRECTOR     | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (9) DANIEL R TROPEANO<br>DIRECTOR     | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (10) DARREL A GERMAN<br>DIRECTOR      | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (11) DEAN M BECKER<br>DIRECTOR        | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (12) DIANNE L SEMINGSON<br>DIRECTOR   | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (13) ED NEWMAN<br>DIRECTOR            | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (14) GEORGETTE MILLER<br>DIRECTOR     | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (15) GLORIA WATSON<br>DIRECTOR        | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (16) JAMES D SCHULTZ<br>DIRECTOR      | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (17) JANET R ELLISON<br>DIRECTOR      | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (18) JEFF ENTIN<br>DIRECTOR           | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (19) JEFF STAUFFER<br>DIRECTOR        | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (20) KENNETH R GARRETT<br>DIRECTOR    | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (21) KEVIN CHRISTMAN<br>DIRECTOR      | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (22) LEE WOOLLEY<br>DIRECTOR          | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (23) LISA R JACOBS<br>DIRECTOR        | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (24) MARC J ARMSTRONG<br>DIRECTOR     | 1 00   | X   |                       |         |              |                              |        | 0  | 0   | 0   |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |  |   |                       |         |              |                              |        |  |   |   |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (26) MARIA G ARIAS<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (1) MARIANNE LIEBERMAN<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (2) MARK DUNGAN<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (3) MARK EXLEY<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (4) MATTHEW MANDERS<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (5) MATTHEW STITT<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (6) MICHAEL FEINMAN<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (7) MICHAEL THOMPSON<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (8) MICHAEL WEST<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (9) PAUL S TOUHEY<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (10) PETE RETZLAFF<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (11) PETER C SOENS<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (12) PETER M GROLLMAN<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (13) RAY MAYO<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (14) RAYMOND PENNACCHIA<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (15) RICHARD G WEBSTER JR<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (16) RUBEN AMARO JR<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (17) STEVEN ROTHENBERGER<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (18) THEODORE P MICHAELS ESQ<br>.....<br>DIRECTOR   | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (19) THOMAS J BENDER JR ESQ<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (20) THOMAS T SHOEMAKER<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (21) WALT D'ALESSIO<br>.....<br>DIRECTOR  | 1 00<br>.....  | X   |                       |         |              |                              |        | 0  | 0   | 0   |
| (22) JOHN FLYNN<br>.....<br>PRESIDENT & CEO   | 50 00<br>.....   | X   |                       | X       |              |                              |        | 624,457  | 0   | 37,664  |
| (23) BETTEANN KRAMER<br>.....<br>CFO  | 50 00<br>.....   |   |                       | X       |              |                              |        | 178,209  | 0   | 27,873  |
| (24) JONATHAN AGNEW<br>.....<br>COO   | 50 00<br>.....   |   |                       | X       |              |                              |        | 207,028  | 0   | 37,456  |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |  |   |                       |         |              |                              |        |  |   |   |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (51) TERRI WELLMAN<br>.....<br>SENIOR GROUP VP  | 50 00<br>.....   |   |                       | X       |              |                              |        | 161,979  | 0   | 20,576  |
| (1) ANN NELSON<br>.....<br>VICE PRESIDENT   | 50 00<br>.....   |   |                       | X       |              |                              |        | 159,817  | 0   | 25,902  |
| (2) LISA WELSCH<br>.....<br>CHIEF DEVELOPMENT OFFICER   | 50 00<br>.....   |   |                       | X       |              |                              |        | 200,305  | 0   | 31,634  |
| (3) JAMIE BRUNING<br>.....<br>VP OF MEMBERSHIP  | 50 00<br>.....   |   |                       | X       |              |                              |        | 139,210  | 0   | 22,051  |
| (4) CAROL ANN MERRITT<br>.....<br>VP OF HUMAN RESOURCES   | 50 00<br>.....   |   |                       | X       |              |                              |        | 140,265  | 0   | 29,209  |
| (5) ERIC DAUGHERTY<br>.....<br>VP OF BUSINESS PLANNING & ANALYSIS   | 50 00<br>.....   |   |                       | X       |              |                              |        | 146,490  | 0   | 12,680  |
| (6) MICHAEL TROUPE<br>.....<br>VP OF FACILITIES   | 50 00<br>.....   |   |                       | X       |              |                              |        | 133,403  | 0   | 26,729  |
| (7) OMOIYE KINNEY<br>.....<br>VP OF MARKETING & COMMUNICATIONS  | 50 00<br>.....   |   |                       | X       |              |                              |        | 132,373  | 0   | 22,752  |
| (8) SEAN ELLIOTT<br>.....<br>GROUP VP   | 50 00<br>.....   |   |                       | X       |              |                              |        | 128,710  | 0   | 27,742  |
| (9) BERTRAM LAWSON<br>.....<br>GROUP VP   | 50 00<br>.....   |   |                       | X       |              |                              |        | 106,177  | 0   | 15,672  |
| (10) TERESA GEARY<br>.....<br>VP STRATEGIC & COMMUNITY ACHIEVEMENT  | 40 00<br>.....   |   |                       | X       |              |                              |        | 101,897  | 0   | 18,882  |
| (11) MARK MORRISON<br>.....<br>VP OF INFORMATION TECHNOLOGY   | 50 00<br>.....   |   |                       |         |              | X                            |        | 119,523  | 0   | 15,205  |
| (12) ZAFFERO POEHLMANN<br>.....<br>GROUP VP   | 50 00<br>.....   |   |                       |         |              | X                            |        | 111,167  | 0   | 21,769  |
| (13) MARY FRANCES REILLY<br>.....<br>BRANCH EXECUTIVE DIRECTOR  | 40 00<br>.....   |   |                       |         |              | X                            |        | 100,599  | 0   | 12,802  |
| (14) JAY SCHAEFFER<br>.....<br>FORMER FV CEO  | 0 00<br>.....  |   |                       |         |              |                              | X      | 277,121  | 0   | 0   |



SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support  
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
2014  
Open to Public Inspection

|  |  |
|--|--|
| Name of the organization<br>PHILADELPHIA FREEDOM VALLEY YMCA | Employer identification number<br>23-1243965 |
|--|--|

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state \_\_\_\_\_

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II )

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )

9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )

10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

**Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

**Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☐

**Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

**Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations . . . . . \_\_\_\_\_

g

Provide the following information about the supported organization(s)

| (i)Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|-----------------------------------|----------|--|---|----|---|---|
|                                   |          |  | Yes   | No |   |   |
|                                   |          |  |   |    |   |   |
|                                   |          |  |   |    |   |   |
| Total                             |          |  |   |    |   |   |

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

| Section A. Public Support   |          |          |          |          |          |           |
|---|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶   | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")   |          |          |          |          |          |           |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf   |          |          |          |          |          |           |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge   |          |          |          |          |          |           |
| 4 Total. Add lines 1 through 3  |          |          |          |          |          |           |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) |          |          |          |          |          |           |
| 6 Public support. Subtract line 5 from line 4   |          |          |          |          |          |           |

| Section B. Total Support   |          |          |          |          |          |           |
|--|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶  | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
| 7 Amounts from line 4  |          |          |          |          |          |           |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources   |          |          |          |          |          |           |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on   |          |          |          |          |          |           |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI )  |          |          |          |          |          |           |
| 11 Total support Add lines 7 through 10  |          |          |          |          |          |           |
| 12 Gross receipts from related activities, etc (see instructions)  |          |          |          |          | 12       |           |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . |          |          |          |          |          | ▶         |

| Section C. Computation of Public Support Percentage   |  |    |  |  |  |   |
|---|--|----|--|--|--|---|
| 14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))   |  | 14 |  |  |  |   |
| 15 Public support percentage for 2013 Schedule A, Part II, line 14  |  | 15 |  |  |  |   |
| 16a 33 1/3% support test—2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization  |  |    |  |  |  | ▶ |
| b 33 1/3% support test—2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization   |  |    |  |  |  | ▶ |
| 17a 10%-facts-and-circumstances test—2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization    |  |    |  |  |  | ▶ |
| b 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization |  |    |  |  |  | ▶ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions   |  |    |  |  |  | ▶ |

Part III

Support Schedule for Organizations Described in Section 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

| Section A. Public Support  |            |            |            |            |            |             |
|--|------------|------------|------------|------------|------------|-------------|
| Calendar year (or fiscal year beginning in) ▶  | (a) 2010   | (b) 2011   | (c) 2012   | (d) 2013   | (e) 2014   | (f) Total   |
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")  | 5,689,711  | 5,323,121  | 6,517,890  | 8,230,664  | 9,260,382  | 35,021,768  |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | 31,705,559 | 36,243,829 | 38,986,935 | 68,103,444 | 78,033,586 | 253,073,353 |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513   |            |            |            |            |            |             |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf  |            |            |            |            |            |             |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge  |            |            |            |            |            |             |
| 6 Total. Add lines 1 through 5   | 37,395,270 | 41,566,950 | 45,504,825 | 76,334,108 | 87,293,968 | 288,095,121 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons  |            |            |            |            |            | 0           |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year           |            |            |            |            |            | 0           |
| c Add lines 7a and 7b  |            |            |            |            |            | 0           |
| 8 Public support (Subtract line 7c from line 6 )   |            |            |            |            |            | 288,095,121 |

| Section B. Total Support   |            |            |            |            |            |             |
|--|------------|------------|------------|------------|------------|-------------|
| Calendar year (or fiscal year beginning in) ▶  | (a) 2010   | (b) 2011   | (c) 2012   | (d) 2013   | (e) 2014   | (f) Total   |
| 9 Amounts from line 6  | 37,395,270 | 41,566,950 | 45,504,825 | 76,334,108 | 87,293,968 | 288,095,121 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources   | 260,181    | 162,451    | 298,694    | 313,363    | 671,153    | 1,705,842   |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975  |            |            |            |            |            |             |
| c Add lines 10a and 10b  | 260,181    | 162,451    | 298,694    | 313,363    | 671,153    | 1,705,842   |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on   |            |            |            |            |            |             |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI )   | 147,820    | 267,126    | 94,210     | 78,233     | 174,524    | 761,913     |
| 13 Total support. (Add lines 9, 10c, 11, and 12 )  | 37,803,271 | 41,996,527 | 45,897,729 | 76,725,704 | 88,139,645 | 290,562,876 |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ |            |            |            |            |            |             |

| Section C. Computation of Public Support Percentage                                       |    |          |
|---|----|----------|
| 15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) | 15 | 99 150 % |
| 16 Public support percentage from 2013 Schedule A, Part III, line 15                      | 16 | 99 150 % |

| Section D. Computation of Investment Income Percentage   |    |         |
|--|----|---------|
| 17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))   | 17 | 0 590 % |
| 18 Investment income percentage from 2013 Schedule A, Part III, line 17  | 18 | 0 580 % |
| 19a 33 1/3% support tests—2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶        |    |         |
| b 33 1/3% support tests—2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ |    |         |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶  |    |         |

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

|  | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.   | 1   |    |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).  | 2   |    |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.   | 3a  |    |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.  | 3b  |    |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.   | 3c  |    |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.   | 4a  |    |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.  | 4b  |    |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.   | 4c  |    |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document). | 5a  |    |
| b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   | 5b  |    |
| c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  | 5c  |    |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .   | 6   |    |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).  | 7   |    |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).   | 8   |    |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .  | 9a  |    |
| b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .  | 9b  |    |
| c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .   | 9c  |    |
| 10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.   | 10a |    |
| b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).   | 10b |    |
| 11 Has the organization accepted a gift or contribution from any of the following persons?   |     |    |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?  | 11a |    |
| b A family member of a person described in (a) above?  | 11b |    |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.  | 11c |    |

Part IV Supporting Organizations (continued)

Section B. Type I Supporting Organizations

|  | Yes | No |
|--|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. |     |    |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.  |     |    |

Section C. Type II Supporting Organizations

|   | Yes | No |
|---|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). |     |    |

Section D. All Type III Supporting Organizations

|   | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? |     |    |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).  |     |    |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.   |     |    |

Section E. Type III Functionally-Integrated Supporting Organizations

|  |  |  |  |
|--|--|--|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)   |  |  |  |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.   |  |  |  |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.  |  |  |  |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).   |  |  |  |
| 2 <u>Activities Test</u> <b>Answer (a) and (b) below.</b>  |  |  |  |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI identify those supported organizations and explain</b> how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. |  |  |  |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.  |  |  |  |
| 3 <u>Parent of Supported Organizations</u> <b>Answer (a) and (b) below.</b>  |  |  |  |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.   |  |  |  |
| b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.   |  |  |  |

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

| Section A - Adjusted Net Income |  | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1                               | Net short-term capital gain  | 1              |                             |
| 2                               | Recoveries of prior-year distributions   | 2              |                             |
| 3                               | Other gross income (see instructions)  | 3              |                             |
| 4                               | Add lines 1 through 3  | 4              |                             |
| 5                               | Depreciation and depletion   | 5              |                             |
| 6                               | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6              |                             |
| 7                               | Other expenses (see instructions)  | 7              |                             |
| 8                               | Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)  | 8              |                             |

| Section B - Minimum Asset Amount |  | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|--|----------------|-----------------------------|
| 1                                | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | 1              |                             |
| a                                | Average monthly value of securities  | 1a             |                             |
| b                                | Average monthly cash balances  | 1b             |                             |
| c                                | Fair market value of other non-exempt-use assets   | 1c             |                             |
| d                                | Total (add lines 1a, 1b, and 1c)   | 1d             |                             |
| e                                | Discount claimed for blockage or other factors (explain in detail in Part VI) _____  |                |                             |
| 2                                | Acquisition indebtedness applicable to non-exempt use assets   | 2              |                             |
| 3                                | Subtract line 2 from line 1d   | 3              |                             |
| 4                                | Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)                                  | 4              |                             |
| 5                                | Net value of non-exempt-use assets (subtract line 4 from line 3)   | 5              |                             |
| 6                                | Multiply line 5 by .035  | 6              |                             |
| 7                                | Recoveries of prior-year distributions   | 7              |                             |
| 8                                | Minimum Asset Amount (add line 7 to line 6)  | 8              |                             |

| Section C - Distributable Amount |  |   | Current Year |
|----------------------------------|--|---|--------------|
| 1                                | Adjusted net income for prior year (from Section A, line 8, Column A)  | 1 |              |
| 2                                | Enter 85% of line 1  | 2 |              |
| 3                                | Minimum asset amount for prior year (from Section B, line 8, Column A)   | 3 |              |
| 4                                | Enter greater of line 2 or line 3  | 4 |              |
| 5                                | Income tax imposed in prior year   | 5 |              |
| 6                                | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)  | 6 |              |
| 7                                | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions) |   |              |

| Section D - Distributions  | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes  |              |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity    |              |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations  |              |
| 4 Amounts paid to acquire exempt-use assets  |              |
| 5 Qualified set-aside amounts (prior IRS approval required)  |              |
| 6 Other distributions (describe in Part VI) See instructions   |              |
| 7 Total annual distributions. Add lines 1 through 6  |              |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions |              |
| 9 Distributable amount for 2014 from Section C, line 6   |              |
| 10 Line 8 amount divided by Line 9 amount  |              |

| Section E - Distribution Allocations (see instructions)   | (i)<br>Excess Distributions | (ii)<br>Underdistributions<br>Pre-2014 | (iii)<br>Distributable<br>Amount for 2014 |
|---|-----------------------------|--|---|
| 1 Distributable amount for 2014 from Section C, line 6  |                             |  |   |
| 2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)   |                             |  |   |
| 3 Excess distributions carryover, if any, to 2014   |                             |  |   |
| a From 2009. . . . .  |                             |  |   |
| b From 2010. . . . .  |                             |  |   |
| c From 2011. . . . .  |                             |  |   |
| d From 2012. . . . .  |                             |  |   |
| e From 2013. . . . .  |                             |  |   |
| f Total of lines 3a through e   |                             |  |   |
| g Applied to underdistributions of prior years  |                             |  |   |
| h Applied to 2014 distributable amount  |                             |  |   |
| i Carryover from 2009 not applied (see instructions)  |                             |  |   |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f   |                             |  |   |
| 4 Distributions for 2014 from Section D, line 7<br>\$   |                             |  |   |
| a Applied to underdistributions of prior years  |                             |  |   |
| b Applied to 2014 distributable amount  |                             |  |   |
| c Remainder Subtract lines 4a and 4b from 4   |                             |  |   |
| 5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions) |                             |  |   |
| 6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)                        |                             |  |   |
| 7 Excess distributions carryover to 2015. Add lines 3j and 4c   |                             |  |   |
| 8 Breakdown of line 7   |                             |  |   |
| a From 2010. . . . .  |                             |  |   |
| b From 2011. . . . .  |                             |  |   |
| c From 2012. . . . .  |                             |  |   |
| d From 2013. . . . .  |                             |  |   |
| e From 2014. . . . .  |                             |  |   |

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

**Facts And Circumstances Test**

| Return Reference   | Explanation  |
|--|--|
| SCHEDULE A, PART III, LINE 12, EXPLANATION OF OTHER INCOME | MISCELLANEOUS INCOME - 2010 AMOUNT \$ 36,648 2011 AMOUNT \$ 80,113 2012 AMOUNT \$ 74,015 2013 AMOUNT \$ 61,037 2014 AMOUNT \$ 95,780 INSURANCE PROCEEDS - 2010 AMOUNT \$ 2,770 2011 AMOUNT \$ 32,190 FUNDRAISING RECEIPTS - 2010 AMOUNT \$ 108,402 2011 AMOUNT \$ 154,823 2012 AMOUNT \$ 18,365 2013 AMOUNT \$ 17,196 2014 AMOUNT \$ 4,778 EDUCATION TRAINING - 2012 AMOUNT \$ 1,830 LATE FEES - 2014 AMOUNT \$ 55,165 UNUSED CREDIT - 2014 AMOUNT \$ 18,801 |



SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at**

***www.irs.gov/form990.***

OMB No 1545-0047

2014

Open to Public Inspection

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

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

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

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

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

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

|  |  |
|--|--|
| Name of the organization<br>PHILADELPHIA FREEDOM VALLEY YMCA | Employer identification number<br>23-1243965 |
|--|--|

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

|   |  |      |
|---|--|------|
| 1 | Provide a description of the organization's direct and indirect political campaign activities in Part IV |      |
| 2 | Political expenditures   | ▶ \$ |
| 3 | Volunteer hours  |      |

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

|    |   |  |
|----|---|--|
| 1  | Enter the amount of any excise tax incurred by the organization under section 4955      | ▶ \$   |
| 2  | Enter the amount of any excise tax incurred by organization managers under section 4955 | ▶ \$   |
| 3  | If the organization incurred a section 4955 tax, did it file Form 4720 for this year?   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4a | Was a correction made?  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| b  | If "Yes," describe in Part IV   |  |

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

|   |   |  |
|---|---|--|
| 1 | Enter the amount directly expended by the filing organization for section 527 exempt function activities  | ▶ \$   |
| 2 | Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities   | ▶ \$   |
| 3 | Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b  | ▶ \$   |
| 4 | Did the filing organization file <b>Form 1120-POL</b> for this year?  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 5 | Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV |  |

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

Part II-A

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

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

| Limits on Lobbying Expenditures<br>(The term "expenditures" means amounts paid or incurred.)   |   | (a) Filing organization's totals                         | (b) Affiliated group totals        |                    |                              |   |   |   |   |  |  |                   |             |  |  |
|--|---|--|------------------------------------|--------------------|------------------------------|---|---|---|---|--|--|-------------------|-------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying)  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| b Total lobbying expenditures to influence a legislative body (direct lobbying)  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| c Total lobbying expenditures (add lines 1a and 1b)  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| d Other exempt purpose expenditures  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| e Total exempt purpose expenditures (add lines 1c and 1d)  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns   |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| <table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table> |   | If the amount on line 1e, column (a) or (b) is:          | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | Over \$17,000,000 | \$1,000,000 |  |  |
| If the amount on line 1e, column (a) or (b) is:  | The lobbying nontaxable amount is:                |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| Not over \$500,000   | 20% of the amount on line 1e                      |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| Over \$500,000 but not over \$1,000,000  | \$100,000 plus 15% of the excess over \$500,000   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| Over \$1,000,000 but not over \$1,500,000  | \$175,000 plus 10% of the excess over \$1,000,000 |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| Over \$1,500,000 but not over \$17,000,000   | \$225,000 plus 5% of the excess over \$1,500,000  |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| Over \$17,000,000  | \$1,000,000                                       |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| g Grassroots nontaxable amount (enter 25% of line 1f)  |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| h Subtract line 1g from line 1a If zero or less, enter -0-   |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| i Subtract line 1f from line 1c If zero or less, enter -0-   |   |  |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?  |   | <input type="checkbox"/> Yes <input type="checkbox"/> No |                                    |                    |                              |   |   |   |   |  |  |                   |             |  |  |

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

| Lobbying Expenditures During 4-Year Averaging Period         |          |          |          |          |           |
|--|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                  | (a) 2011 | (b) 2012 | (c) 2013 | (d) 2014 | (e) Total |
| 2a Lobbying nontaxable amount                                |          |          |          |          |           |
| b Lobbying ceiling amount<br>(150% of line 2a, column(e))    |          |          |          |          |           |
| c Total lobbying expenditures                                |          |          |          |          |           |
| d Grassroots nontaxable amount                               |          |          |          |          |           |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |          |          |          |          |           |
| f Grassroots lobbying expenditures                           |          |          |          |          |           |

Part II-B

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

| For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity. |  | (a) |    | (b)    |
|---|--|-----|----|--------|
|   |  | Yes | No | Amount |
| 1   | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |        |
| a   | Volunteers?  |     | No |        |
| b   | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?   |     | No |        |
| c   | Media advertisements?  |     | No |        |
| d   | Mailings to members, legislators, or the public?   |     | No |        |
| e   | Publications, or published or broadcast statements?  |     | No |        |
| f   | Grants to other organizations for lobbying purposes?   | Yes |    | 32,164 |
| g   | Direct contact with legislators, their staffs, government officials, or a legislative body?  |     | No |        |
| h   | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?  |     | No |        |
| i   | Other activities?  |     | No |        |
| j   | Total. Add lines 1c through 1i.  |     |    | 32,164 |
| 2a  | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?  |     | No |        |
| b   | If "Yes," enter the amount of any tax incurred under section 4912  |     |    |        |
| c   | If "Yes," enter the amount of any tax incurred by organization managers under section 4912   |     |    |        |
| d   | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?   |     |    |        |

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

| Return Reference  | Explanation   |
|-------------------|---|
| PART II-B, LINE 1 | PAID \$32,164 TO THE PA STATE ALLIANCE OF YMCAS IN ORDER FOR THE ORGANIZATION TO ADVANCE A STATE LEGISLATIVE AND ADVOCACY PROGRAM THAT PRIORITIZES ISSUES IMPORTANT TO THE PENNSYLVANIA YMCAS |
|                   |   |
|                   |   |
|                   |   |
|                   |   |
|                   |   |
|                   |   |

[illegible]

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2014

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
► Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

|  |  |
|--|--|
| Name of the organization<br>PHILADELPHIA FREEDOM VALLEY YMCA | Employer identification number<br><br>23-1243965 |
|--|--|

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

|   |   |                              |
|---|---|------------------------------|
|   | (a) Donor advised funds   | (b) Funds and other accounts |
| 1 | Total number at end of year   |                              |
| 2 | Aggregate value of contributions to (during year)   |                              |
| 3 | Aggregate value of grants from (during year)  |                              |
| 4 | Aggregate value at end of year  |                              |
| 5 | Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>  |                              |
| 6 | Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div> |                              |

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

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

2

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

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

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

4

Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► \_\_\_\_\_

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ \_\_\_\_\_

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

► \$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☒ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- |    |         |
|----|---------|
|    | Amount  |
| 1c |         |
| 1d | 165,615 |
| 1e | 126,444 |
| 1f | 39,171  |
- 2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☒ No
- b

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

☐

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

|  | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance                     | 10,798,286      | 5,672,034     | 5,591,934           | 5,635,375           | 5,155,957          |
| b Contributions                                  | 725,326         | 4,029,303     | 17,513              |                     |                    |
| c Net investment earnings, gains, and losses     | 645,541         | 1,096,949     | 735,825             | -43,441             | 479,418            |
| d Grants or scholarships                         | 365,024         |               | 173,238             |                     |                    |
| e Other expenditures for facilities and programs |                 |               | 500,000             |                     |                    |
| f Administrative expenses                        | 50,254          |               |                     |                     |                    |
| g End of year balance                            | 11,753,875      | 10,798,286    | 5,672,034           | 5,591,934           | 5,635,375          |

- 2

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

Board designated or quasi-endowment

94 750 %
- b

Permanent endowment

5 250 %
- c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

3a(i)

No

(ii) related organizations

3a(ii)

No
- b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b
- 4

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

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

| Description of property  | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land  |                                      | 12,067,289                     |                              | 12,067,289     |
| b Buildings  |                                      | 133,820,520                    | 38,043,840                   | 95,776,680     |
| c Leasehold improvements   |                                      | 678,617                        | 192,301                      | 486,316        |
| d Equipment  |                                      | 18,908,628                     | 14,550,822                   | 4,357,806      |
| e Other  |                                      | 20,342,824                     | 768,183                      | 19,574,641     |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                |                              | 132,262,732    |



Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

|   |  |    |            |
|---|--|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements . . . . .       | 1  | 83,424,935 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12                       |    |            |
| a | Net unrealized gains (losses) on investments . . . . .                                   | 2a | 249,986    |
| b | Donated services and use of facilities . . . . .   | 2b |            |
| c | Recoveries of prior year grants . . . . .  | 2c |            |
| d | Other (Describe in Part XIII ) . . . . .   | 2d | -5,394,798 |
| e | Add lines 2a through 2d . . . . .  | 2e | -5,144,812 |
| 3 | Subtract line 2e from line 1 . . . . .   | 3  | 88,569,747 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1                      |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .               | 4a |            |
| b | Other (Describe in Part XIII ) . . . . .   | 4b | -302,874   |
| c | Add lines 4a and 4b . . . . .  | 4c | -302,874   |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 ) . . . . . | 5  | 88,266,873 |

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

|   |   |    |            |
|---|---|----|------------|
| 1 | Total expenses and losses per audited financial statements . . . . .                      | 1  | 74,794,795 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25                          |    |            |
| a | Donated services and use of facilities . . . . .  | 2a |            |
| b | Prior year adjustments . . . . .  | 2b |            |
| c | Other losses . . . . .  | 2c |            |
| d | Other (Describe in Part XIII ) . . . . .  | 2d | 302,874    |
| e | Add lines 2a through 2d . . . . .   | 2e | 302,874    |
| 3 | Subtract line 2e from line 1 . . . . .  | 3  | 74,491,921 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:                        |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                | 4a |            |
| b | Other (Describe in Part XIII ) . . . . .  | 4b | 7,761,988  |
| c | Add lines 4a and 4b . . . . .   | 4c | 7,761,988  |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 ) . . . . . | 5  | 82,253,909 |

Part XIII

Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Return Reference                      | Explanation   |
|---------------------------------------|---|
| PART IV, LINE 1B                      | PHILADELPHIA FREEDOM VALLEY YMCA BECAME A CUSTODIAN FOR THE PA STATE ALLIANCE OF YMCAS IN JULY 2010   |
| PART V, LINE 4                        | TO PROVIDE SCHOLARSHIP DOLLARS FOR VARIOUS PROGRAMS, ACTIVITIES AND SERVICES  |
| PART X, LINE 2                        | THE ASSOCIATION ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD IS MET. MANAGEMENT DETERMINED THERE WERE NO TAX UNCERTAINTIES THAT MET THE RECOGNITION THRESHOLD IN 2014. THE FEDERAL EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS FOR THE ASSOCIATION FOR THE YEARS PRIOR TO 2011 ARE NO LONGER SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE. |
| PART XI, LINE 2D - OTHER ADJUSTMENTS  | CHANGE IN VALUE OF BENEFICIAL INTEREST IN PERPETUAL TRUSTS 95. CHANGE IN VALUE OF INTEREST RATE SWAP -406,557. FINANCIAL ASSISTANCE -7,761,988. IMPUTED CONTRIBUTION ON ACQUISITIONS 2,773,652.   |
| PART XI, LINE 4B - OTHER ADJUSTMENTS  | RENTAL EXPENSE -302,874   |
| PART XII, LINE 2D - OTHER ADJUSTMENTS | RENTAL EXPENSE 302,874  |
| PART XII, LINE 4B - OTHER ADJUSTMENTS | FINANCIAL ASSISTANCE 7,761,988  |



[illegible]

SCHEDULE G  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information Regarding  
Fundraising or Gaming Activities

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

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
PHILADELPHIA FREEDOM VALLEY YMCA

Employer identification number  
23-1243965

Part I

Fundraising Activities.

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

- 1

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

a

☐ Mail solicitations

e

☐ Solicitation of non-government grants

b

☐ Internet and email solicitations

f

☐ Solicitation of government grants

c

☐ Phone solicitations

g

☐ Special fundraising events

d

☐ In-person solicitations
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes

☐ No
- b

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

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

3

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

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

| Revenue         |   |   | (a) Event #1      | (b) Event #2           | (c) Other events | (d) Total events     |           |
|-----------------|---|---|-------------------|------------------------|------------------|----------------------|-----------|
|                 |   |   | <u>JWA DINNER</u> | <u>GOLF TOURNAMENT</u> | <u>19</u>        | (add col (a) through |           |
|                 |   |   | (event type)      | (event type)           | (total number)   | col (c))             |           |
|                 | 1   | Gross receipts . . . .  | 293,303           | 207,248                | 443,967          | 944,518              |           |
|                 | 2   | Less Contributions . . .  | 50,000            | 19,152                 | 222,466          | 291,618              |           |
| 3               | Gross income (line 1<br>minus line 2) . . . . | 243,303   | 188,096           | 221,501                | 652,900          |                      |           |
| Direct Expenses | 4   | Cash prizes . . . .   |                   |                        | 5,000            | 5,000                |           |
|                 | 5   | Noncash prizes . . .  | 732               | 608                    | 2,156            | 3,496                |           |
|                 | 6   | Rent/facility costs . . .   | 34,960            | 38,532                 | 56,268           | 129,760              |           |
|                 | 7   | Food and beverages .  |                   |                        | 11,122           | 11,122               |           |
|                 | 8   | Entertainment . . . .   | 4,500             |                        | 5,661            | 10,161               |           |
|                 | 9   | Other direct expenses .   | 760               | 139                    | 63,250           | 64,149               |           |
|                 | 10  | Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶  |                   |                        |                  |                      | (223,688) |
|                 | 11  | Net income summary Subtract line 10 from line 3, column (d) . . . . . ▶ |                   |                        |                  |                      | 429,212   |

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

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

9 Enter the state(s) in which the organization conducts gaming activities \_\_\_\_\_

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

b If "No," explain \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

b If "Yes," explain \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

11

Does the organization conduct gaming activities with nonmembers?

☐ Yes

☐ No

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ Yes

☐ No

13

Indicate the percentage of gaming activities conducted in

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

14

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

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ Yes

☐ No

b

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

\$ and the \$

c

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

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

Description of services provided

☐ Director/officer

☐ Employee

☐ Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

☐ Yes

☐ No

b

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

\$

Part IV

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

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Schedule G (Form 990 or 990-EZ) 2014

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

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

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

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

OMB No 1545-0047

2014

Open to Public  
Inspection

Name of the organization  
PHILADELPHIA FREEDOM VALLEY YMCA

Employer identification number  
23-1243965

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No

2

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

Part II

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
|  |         |                               |                          |                                   |   |  |                                    |

2

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

▶

3

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

▶

Part III

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

| (a)Type of grant or assistance              | (b)Number of recipients | (c)Amount of cash grant | (d)Amount of non-cash assistance | (e)Method of valuation (book, FMV, appraisal, other) | (f)Description of non-cash assistance |
|---|-------------------------|-------------------------|----------------------------------|--|---------------------------------------|
| (1) SCHOLARSHIPS FOR MEMBERSHIPS & PROGRAMS | 5157                    | 7,819,391               |                                  |  |                                       |

Part IV

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

| Return Reference | Explanation  |
|------------------|--|
| PART I, LINE 2   | THE ORGANIZATION PROVIDES THE FOLLOWING TYPES OF GRANTS AND ASSISTANCE SCHOLARSHIPS IN THE FORM OF DISCOUNTED MEMBERSHIP FEES AND OTHER FEE REDUCTIONS ARE PROVIDED TO INDIVIDUALS WHO QUALIFY FOR FINANCIAL ASSISTANCE INDIVIDUALS ARE REQUIRED TO COMPLETE A FINANCIAL ASSISTANCE APPLICATION QUALIFYING INDIVIDUALS MAY RECEIVE A PERCENTAGE DISCOUNT BASED ON GROSS FAMILY INCOME AND NUMBER OF FAMILY MEMBERS |

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.  
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
PHILADELPHIA FREEDOM VALLEY YMCA

Employer identification number  
23-1243965

Part I

Questions Regarding Compensation

|   | Yes | No |
|---|-----|----|
| <div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div> |     |    |
| <div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.</div></div>   | Yes |    |
| <div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>  | Yes |    |
| <div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>  |     |    |
| <div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:</div></div>   |     |    |
| <div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>   |     | No |
| <div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>   |     | No |
| <div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div>   |     | No |
| <div><div></div><div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div></div>   |     |    |
| <div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</div></div>  |     |    |
| <div><div>a</div><div>The organization?</div></div>   |     | No |
| <div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III.</div>  |     | No |
| <div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</div></div>  |     |    |
| <div><div>a</div><div>The organization?</div></div>   |     | No |
| <div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III.</div>  |     | No |
| <div><div>7</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.</div></div>   |     | No |
| <div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.</div></div>  |     | No |
| <div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div>  |     |    |

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

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

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

| (A) Name and Title        | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column(B) reported as deferred in prior Form 990 |
|---------------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|--|
|                           | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |  |
| See Additional Data Table |  |                                     |                                     |  |                         |                                 |  |



**Part III**   **Supplemental Information**

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

| Return Reference | Explanation   |
|------------------|---|
| PART I, LINE 1A  | PHILADELPHIA FREEDOM VALLEY YMCA PAID FOR CLUB DUES TO THE PHILADELPHIA COUNTRY CLUB FOR JOHN FLYNN, PRESIDENT/CEO<br>PAYMENTS ARE MADE UNDER THE TERMS OF JOHN FLYNN'S EMPLOYMENT CONTRACT AND ARE NOT INCLUDED IN TAXABLE<br>COMPENSATION BECAUSE ALL ACTIVITIES ARE BUSINESS RELATED |

Additional Data

Software ID:

Software Version:

EIN: 23-1243965

Name: PHILADELPHIA FREEDOM VALLEY YMCA

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name and Title                                   |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred in prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 1 JOHN FLYNN, PRESIDENT & CEO                        | (i)  | 509,022  | 110,350                             | 5,085                               | 31,200   | 6,464                   | 662,121                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 1 BETTEANN KRAMER, CFO                               | (i)  | 178,209  | 0                                   | 0                                   | 21,385   | 6,488                   | 206,082                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 2 JONATHAN AGNEW, COO                                | (i)  | 207,028  | 0                                   | 0                                   | 24,843   | 12,613                  | 244,484                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 3 TERRI WELLMAN, SENIOR GROUP VP                     | (i)  | 161,979  | 0                                   | 0                                   | 19,437   | 1,139                   | 182,555                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 4 ANN NELSON, VICE PRESIDENT                         | (i)  | 159,817  | 0                                   | 0                                   | 19,178   | 6,724                   | 185,719                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 5 LISA WELSCH, CHIEF DEVELOPMENT OFFICER             | (i)  | 160,305  | 40,000                              | 0                                   | 24,037   | 7,597                   | 231,939                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 6 JAMIE BRUNING, VP OF MEMBERSHIP                    | (i)  | 139,210  | 0                                   | 0                                   | 16,705   | 5,346                   | 161,261                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 7 CAROL ANN MERRITT, VP OF HUMAN RESOURCES           | (i)  | 140,265  | 0                                   | 0                                   | 16,832   | 12,377                  | 169,474                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 8 ERIC DAUGHERTY, VP OF BUSINESS PLANNING & ANALYSIS | (i)  | 146,490  | 0                                   | 0                                   | 11,608   | 1,072                   | 159,170                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 9 MICHAEL TROUPE, VP OF FACILITIES                   | (i)  | 128,403  | 5,000                               | 0                                   | 16,008   | 10,721                  | 160,132                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 10 OMOIYE KINNEY, VP OF MARKETING & COMMUNICATIONS   | (i)  | 132,373  | 0                                   | 0                                   | 15,885   | 6,867                   | 155,125                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 11 SEAN ELLIOTT, GROUP VP                            | (i)  | 128,710  | 0                                   | 0                                   | 15,445   | 12,297                  | 156,452                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 12 JAY SCHAEFFER, FORMER FV CEO                      | (i)  | 277,121  | 0                                   | 0                                   | 0  | 0                       | 277,121                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons  
▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.  
▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
**2014**  
Open to Public Inspection

|  |  |
|--|--|
| Name of the organization<br>PHILADELPHIA FREEDOM VALLEY YMCA | Employer identification number<br>23-1243965 |
|--|--|

| Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)<br>Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b |                                 |   |                                |                |
|---|---------------------------------|---|--------------------------------|----------------|
| 1   | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? |
|   |                                 |   |                                | YesNo          |
|   |                                 |   |                                |                |

|   |  |      |  |
|---|--|------|--|
| 2 | Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . | ▶ \$ |  |
| 3 | Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . .                                    | ▶ \$ |  |

Part II

Loans to and/or From Interested Persons.  
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? |      | (e) Original principal amount | (f) Balance due | (g) In default? |    | (h) Approved by board or committee? |    | (i) Written agreement? |    |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
|                               |                                    |                     | To                                    | From |                               |                 | Yes             | No | Yes                                 | No | Yes                    | No |
|                               |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |

|       |      |  |  |  |
|-------|------|--|--|--|
| Total | ▶ \$ |  |  |  |
|-------|------|--|--|--|

| Part III Grants or Assistance Benefiting Interested Persons.<br>Complete if the organization answered "Yes" on Form 990, Part IV, line 27. |   |                          |                        |                           |
|--|---|--------------------------|------------------------|---------------------------|
| (a) Name of interested person  | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|  |   |                          |                        |                           |

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction   | (e) Sharing of organization's revenues? |    |
|-------------------------------|---|---------------------------|--|---|----|
|                               |   |                           |  | Yes                                     | No |
| (1) CHRIS CASHMAN             | OFFICER   | 199,632                   | INDEPENDENCE BLUE CROSS HEALTH CARE PROVIDER, PREMIUMS PAID TO INDEPENDENCE BLUE CROSS THROUGH THIRD PARTY ADMINISTRATOR - BROWN & BROWN     |   | No |
| (2) CHRIS CASHMAN             | OFFICER   | 2,819,783                 | KEYSTONE HEALTH PLAN EAST HEALTH CARE PROVIDER, PREMIUMS PAID TO KEYSTONE HEALTH PLAN EAST THROUGH THIRD PARTY ADMINISTRATOR - BROWN & BROWN |   | No |

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2014

Open to Public  
Inspection

|  |  |
|--|--|
| Name of the organization<br>PHILADELPHIA FREEDOM VALLEY YMCA | Employer identification number<br><br>23-1243965 |
|--|--|

| Return<br>Reference         | Explanation   |
|-----------------------------|---|
| FORM 990,<br>PART I, LINE 1 | TO TRANSLATE THE PRINCIPLES OF THE YMCA'S CHRISTIAN HERITAGE INTO PROGRAMS THAT NURTURE CHILDREN, STRENGTHEN FAMILIES, BUILD COMMUNITIES AND DEVELOP HEALTHY MINDS, SPIRITS AND BODIES FOR ALL AT THE YMCA, DEVELOPING CHARACTER IS THE DRIVING FORCE BEHIND ALL OF OUR INITIATIVES BY TEACHING THE VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY, WE ENCOURAGE INDIVIDUALS TO DO GOOD WORK, AND PROVIDE THEM WITH THE SKILLS TO BECOME RESPONSIBLE CITIZENS BUILDING STRONG CHARACTER IS THE CORNERSTONE WE USE TO BUILD STRONG KIDS, STRONG FAMILIES AND STRONG COMMUNITIES |

| Return Reference | Explanation                 |  |
|------------------|-----------------------------|--|
|                  | FORM 990, PART III, LINE 4A | <p>THE PHILADELPHIA FREEDOM VALLEY YMCA, ONE OF THE NATION'S LEADING NONPROFITS FOR OVER 160 YEARS, STRENGTHENS COMMUNITIES THROUGH YOUTH DEVELOPMENT, HEALTHY LIVING AND SOCIAL RESPONSIBILITY THROUGHOUT SOUTHEASTERN PA, THE PHILADELPHIA FREEDOM VALLEY YMCA SERVES NEARLY 90,000 MEMBERS AND MORE THAN 230,000 INDIVIDUALS A YEAR ANCHORED IN 18 LOCATIONS IN CHESTER, DELAWARE, MONTGOMERY AND PHILADELPHIA COUNTIES AND AN 1,100 ACRE SUMMER RESIDENT CAMP, CAMP SPEERS IN THE POCONOS, THE Y PROVIDES PROGRAMS AND SERVICES THAT INCLUDE HEALTH AND WELLNESS, AQUATICS, CHILD CARE AND AFTER SCHOOL PROGRAMS, YOUTH SPORTS LEAGUES, SUMMER DAY CAMP PROGRAMS, TEEN LEADERSHIP CLUBS AND Y ACHIEVERS THE PHILADELPHIA FREEDOM VALLEY YMCA FULFILLS ITS NON-PROFIT OBLIGATIONS IN COUNTLESS WAYS THROUGH FINANCIAL ASSISTANCE SUBSIDIES FOR PARTICIPATION IN MEMBERSHIP AND PROGRAMS, AND THROUGH TARGETED MISSION-BASED INITIATIVES THAT MEET THE SPECIFIC NEEDS OF INDIVIDUALS AND FAMILIES IN ADDITION TO MEMBERSHIP DUES AND PROGRAM SERVICE FEES, THE PHILADELPHIA FREEDOM VALLEY YMCA RAISED \$3,699,036 IN GRANTS AND CONTRIBUTIONS IN 2014 IN THE SAME YEAR, THE FINANCIAL ASSISTANCE PROGRAM PROVIDED \$7,761,987.96 IN SUBSIDIES TO OVER 6,000 INDIVIDUALS WHO OTHERWISE WOULD NOT BE ABLE TO AFFORD THE FULL COST OF OUR SERVICES ACHIEVEMENTS FOR THE THREE LARGEST PROGRAM SERVICE AREAS - THE THREE LARGEST PROGRAM SERVICE AREAS OF THE PHILADELPHIA FREEDOM VALLEY YMCA FOR 2014 WERE 1 YOUTH DEVELOPMENT (CHILD CARE, SCHOOL AGE CARE &amp; SUMMER DAY CAMP) - \$25,763,000 2 HEALTHY LIVING (HEALTH AND WELL-BEING FOR ALL) - \$38,350,542 3 SOCIAL RESPONSIBILITY (EDUCATION &amp; COMMUNITY OUTREACH) - \$1,120,390 TOGETHER THESE CORE PROGRAMS CONSTITUTE 87% OF THE INSTITUTION'S OPERATING EXPENSES, WITH THE REMAINING 13% COVERING MANAGEMENT/GENERAL EXPENSES AND FUND-RAISING EXPENSE HEALTHY LIVING THE Y IS A LEADING VOICE ON HEALTH AND WELL-BEING WE BRING FAMILIES CLOSER TOGETHER, ENCOURAGE GOOD HEALTH, AND FOSTER CONNECTIONS THROUGH FITNESS, SPORTS, FUN AND SHARED INTERESTS AS A RESULT, 90,000 PEOPLE IN OUR COMMUNITY ARE RECEIVING THE SUPPORT, GUIDANCE, AND RESOURCES THEY NEED TO ACHIEVE GREATER HEALTH IN SPIRIT, MIND AND BODY OUR PROGRAMS ARE ACCESSIBLE, AFFORDABLE, AND OPEN TO ALL FAITHS, BACKGROUNDS, ABILITIES AND INCOME LEVELS IN 2014, WE PROVIDED OVER \$7.7 MILLION IN FINANCIAL ASSISTANCE TO PEOPLE WHO OTHERWISE COULD NOT AFFORD THE MEMBERSHIP WE FOCUS OUR EFFORTS ON "HEALTH SEEKERS," WHICH WE DEFINE AS CHILDREN, YOUTH, TEENS, ADULTS AND FAMILIES WHOSE SUCCESSFUL PURSUIT OF HEALTH AND WELL-BEING REQUIRES CONTINUOUSLY SUPPORTIVE RELATIONSHIPS AND ENVIRONMENTS INSIDE THE Y, WE INFLUENCE AND MOTIVATE HEALTH SEEKERS TO MAKE POSITIVE CHANGES IN THEIR PURSUIT OF WELL-BEING OUTSIDE THE Y, WE HELP TO CREATE AND SUSTAIN HEALTHIER COMMUNITIES THROUGH COLLABORATIVE PARTNERSHIPS WITH OTHER COMMUNITY-BASED HEALTH AND SOCIAL SERVICE ORGANIZATIONS HEALTHY LIVING INITIATIVES AND PROGRAMS ARE THE Y'S RESPONSE TO OUR NATION'S GROWING HEALTH CRISIS THE Y IS REDEFINING ITSELF AND ENGAGING COMMUNITIES ACROSS THE COUNTRY TO BETTER SUPPORT AMERICANS OF ALL AGES WHO ARE STRUGGLING TO ACHIEVE AND MAINTAIN HEALTHY SPIRITS, MINDS AND BODIES FOR ALL MEMBERSHIP &amp; HEALTH AND WELLNESS WE PROVIDE RESOURCES AND GUIDANCE TO ASSIST MEMBERS IN MAINTAINING OR IMPROVING THEIR HEALTH AND WELLNESS AT ANY STAGE OF LIFE THE Y PROVIDES A VARIETY OF HEALTH AND WELLNESS PROGRAMS INCLUDING GROUP EXERCISE AND WATER FITNESS CLASSES, HEALTH AND WELLNESS SEMINARS, EDUCATIONAL CLASSES, PERSONALIZED TRAINING PROGRAMS, NON-COMPETITIVE YOUTH AND ADULT SPORTS LEAGUES AND SOCIAL OPPORTUNITIES FOR SENIORS AND FAMILIES THE PHILADELPHIA FREEDOM VALLEY YMCA ENSURES THAT EVERYONE, REGARDLESS OF INCOME, HAS THE OPPORTUNITY TO PARTICIPATE IN ALL PROGRAMS AND SERVICES THROUGH THE ANNUAL CAMPAIGN IN 2014, THE YMCA RAISED OVER \$5 MILLION WITH THESE FUNDS, THE Y PROVIDES QUALITY PROGRAMS AND SERVICES AND FINANCIAL ASSISTANCE TO 1-IN-4 OF OUR ACTIVE CHILDREN AND FAMILY MEMBERS PREVENTION THE Y IS INCREASINGLY FOCUSED ON HELPING INDIVIDUALS TO PREVENT OR MITIGATE THE ADVERSE EFFECTS OF CHRONIC HEALTH CONDITIONS SUCH AS TYPE II DIABETES AND OBESITY IN 2014, WE CONTINUED TO PROVIDE THE YMCA DIABETES PREVENTION PROGRAM, Y-USA'S MODEL PROGRAM DESIGNED TO HELP THOSE AT RISK OF DEVELOPING THE DISEASE TO ENGAGE IN POSITIVE NUTRITION AND PHYSICAL FITNESS HABITS OUR Y IS ALSO A SUPPORT TO CANCER SURVIVORS IN OUR COMMUNITIES WE OFFER SUPPORT TO BREAST CANCER SURVIVORS AT THE SPRING VALLEY AND PHOENIXVILLE YMCAS THROUGH THE PINK CONFETTI PROGRAM WE ADOPTED Y-USA AND THE LIVESTRONG FOUNDATION'S LIVESTRONG AT THE YMCA, WHICH WAS PILOTED AT THE ROCKY RUN YMCA HEALTH SCREENINGS THE PHILADELPHIA FREEDOM VALLEY YMCA PROVIDES HEALTH EDUCATION AND SCREENINGS FOR OUR COMMUNITY THROUGHOUT THE YEAR AT ALL OF OUR LOCATIONS AS WELL AS COMMUNITY EVENTS OFTEN PROVIDED THROUGH PARTNERSHIPS WITH LOCAL HOSPITALS AND HEALTH SYSTEMS, HEALTH EDUCAT</p> |

| Return Reference | Explanation                 |   |
|------------------|-----------------------------|---|
|                  | FORM 990, PART III, LINE 4A | ION AND SCREENINGS INCLUDE SUCH TOPICS AS WEIGHT MANAGEMENT, STRESS REDUCTION, SMOKING CESSATION CLASSES, NUTRITION, BLOOD SUGAR AND BLOOD PRESSURE CHECKS AND SKELETAL MUSCULAR SCREENS. IN ADDITION, WE PROVIDE HEALTH AND WELLNESS PREVENTION INSTRUCTION AND MATERIALS TO EDUCATE OUR MEMBERS ON THE IMPORTANCE OF MAINTAINING GOOD HEALTH. AS SERVICE TO OUR MEMBERS AND THE OVERALL COMMUNITY, HEALTH EDUCATION AND SCREENINGS ARE EITHER PROVIDED AT LOW OR NO COST TO THE PARTICIPANT. HEALTHY KIDS DAY EVERY YEAR THE PHILADELPHIA FREEDOM VALLEY YMCA PARTICIPATES IN THE NATIONAL YMCA OF THE USA HEALTHY KIDS DAY. AS A LEADING NONPROFIT STRENGTHENING COMMUNITY THROUGH HEALTHY LIVING, THE Y HOLDS HEALTHY KIDS DAY TO TEACH HEALTHY HABITS TO KIDS AND FAMILIES TO INSPIRE A LIFETIME LOVE OF PHYSICAL ACTIVITY. FAMILIES ARE ENCOURAGED TO PARTICIPATE IN THIS EVENT TOGETHER AND TAKE PART IN THE ACTIVITIES, SCREENINGS AND OTHER LEARNING OPPORTUNITIES. WITH HELP FROM LOCAL ORGANIZATIONS, THE Y IS ABLE TO PROVIDE THIS FREE EVENT TO THE COMMUNITY. IN 2014, APPROXIMATELY 9,654 YOUTH AND ADULTS ATTENDED OUR HEALTHY KIDS DAY EVENT THROUGHOUT OUR ASSOCIATION. SPLASH WEEK ONCE A YEAR, THE PHILADELPHIA FREEDOM VALLEY YMCA PROVIDES SPLASH WEEK AS A SERVICE FOR THE COMMUNITY. SPLASH WEEK IS A FREE PROGRAM DESIGNED TO HELP CHILDREN AND FAMILIES LEARN IMPORTANT SWIMMING AND WATER SAFETY SKILLS, DEVELOP SELF CONFIDENCE, PRIDE AND INNER STRENGTH. DROWNING IS THE LEADING CAUSE OF DEATH FOR CHILDREN AGES 12 AND UNDER. IN 2014, WE SERVED OVER 1,386 CHILDREN AND FAMILIES THROUGHOUT OUR ASSOCIATION. |

| Return Reference | Explanation                 |   |
|------------------|-----------------------------|---|
|                  | FORM 990, PART III, LINE 4B | <p>YOUTH DEVELOPMENT OUR YMCA IS COMMITTED TO NURTURING THE POTENTIAL OF EVERY CHILD AND TEE N WE BELIEVE THAT ALL KIDS DESERVE THE OPPORTUNITY TO DISCOVER WHO THEY ARE AND WHAT THEY CAN ACHIEVE THAT'S WHY WE HELP YOUNG PEOPLE CULTIVATE THE VALUES, SKILLS AND RELATIONSHI PS THAT LEAD TO POSITIVE BEHAVIOR, BETTER HEALTH, AND EDUCATIONAL ACHIEVEMENT OUR YMCA PR OGRAMS, SUCH AS CHILD CARE, SCHOOL AGE CARE AND SUMMER DAY CAMP PROGRAMS, OFFER A RANGE OF EXPERIENCES THAT ENRICH COGNITIVE, SOCIAL, PHYSICAL AND EMOTIONAL GROWTH EXPENSES INCLUD E SUBSIDIES AND DIRECT FINANCIAL ASSISTANCE THAT MAKE PARTICIPATION POSSIBLE FOR 3,000 KID S DAILY TO RECEIVE OUR SERVICES EARLY CHILDHOOD EDUCATION THE PHILADELPHIA FREEDOM VALLEY YMCA IS THE LARGEST NONPROFIT PROVIDER OF CHILD CARE SERVICES IN SOUTHEASTERN PA, CARING FOR OVER 3,000 CHILDREN EACH DAY WE OFFER STATE-LICENSED AND KEY STONE STAR RANKED CHILD C ARE PROGRAMS AT 18 BRANCH LOCATIONS AND 90 PROGRAM SITES INCLUDING THE AUDUBON, ABINGTON, AMBLER AREA, BOYERTOWN, CHRISTIAN STREET, COLUMBIA NORTH, HAVERFORD, NORTHEAST FAMILY, PH OENIXVILLE, POTTSTOWN, ROCKY RUN, ROXBOROUGH, SPRING VALLEY, UPPER PERKIOMEN VALLEY AND WE ST PHILADELPHIA YMCAS WE OFFER HIGH-QUALITY PRE-K PROGRAMS AT THE AUDUBON, COLUMBIA NORT H, NORTHEAST FAMILY, ROXBOROUGH, PHOENIXVILLE, POTTSTOWN AND SPRING VALLEY YMCAS ALL OF O UR CHILD CARE PROGRAMS PROVIDE A SAFE, NURTURING ENVIRONMENT IN WHICH CHILDREN LEARN, GROW AND DEVELOP SOCIAL SKILLS WE PROVIDE FINANCIAL ASSISTANCE, MITIGATING ECONOMIC BARRIERS THAT WORKING FAMILIES MIGHT FACE IN CHOOSING HIGH-QUALITY CARE FOR THEIR CHILDREN OUR EAR LY CHILDHOOD EDUCATION CLASSROOMS ARE SET UP BY AGE AND STRUCTURE USING THE "CENTER METHOD " OUR TEACHERS UTILIZE THE CREATIVE CURRICULUM, WHICH ASSISTS CHILDREN'S LEARNING THROUGH THEIR EVERY DAY PLAY THE CENTER METHOD AND THE CREATIVE CURRICULUM ARE THEMED-BASED WITH SPECIFIC GOALS FOR INDIVIDUAL DEVELOPMENT THAT PREPARES EACH STUDENT FOR HIGHER LEVELS OF LEARNING AT THE Y, CHILDREN ALSO BENEFIT FROM MEANINGFUL PHYSICAL ACTIVITY, SUCH AS SWIM LESSONS AND GYM ACTIVITIES A KEY FEATURE OF OUR EARLY CHILDHOOD EDUCATION PROGRAM IS PARE NTAL INVOLVEMENT WE WORK WITH PARENTS AS PARTNERS, HELPING THEM TO BUILD KNOWLEDGE OF EAR LY CHILDHOOD DEVELOPMENT AND UNDERSTAND THE IMPORTANCE OF EARLY CHILDHOOD EDUCATION EQUIP PED WITH THIS KNOWLEDGE, PARENTS WORK DILIGENTLY WITH THEIR CHILDREN TO REINFORCE AT HOME LESSONS AND SKILLS LEARNED AT THE YMCA STAFF AND PROGRAM HIGH QUALITY CREDENTIALS AND STR UCTURE AT THE PHILADELPHIA FREEDOM VALLEY YMCA QUALITY CARE DEPENDS ON QUALITY TEACHERS A LL OF OUR EARLY CHILDHOOD EDUCATION CLASSROOM TEACHERS HAVE A MINIMUM OF AN ASSOCIATE'S DE GREE IN EARLY CHILDHOOD EDUCATION TEACHING ASSISTANTS MUST HAVE ATTAINED THEIR CHILD DEVE LOPMENT ASSOCIATE (CDA) CREDENTIAL THE Y IS COMMITTED TO PROFESSIONAL DEVELOPMENT AND ENC OURAGES STAFF TO FURTHER THEIR EDUCATION IN ORDER TO PROVIDE THE MOST KNOWLEDGEABLE AND EX PERIENCED CARE POSSIBLE EXCELLENT CHILD CARE ALSO HINGES UPON DELIVERING INDIVIDUALIZED C ONSIDERATION OF THE SPECIAL NEEDS OF EACH STUDENT SMALL CLASSROOMS THAT ENABLE AMPLE PERS ONAL ATTENTION BETWEEN TEACHERS AND STUDENTS ARE A HALLMARK ATTRIBUTE OF EARLY CHILDHOOD E DUCATION AT THE Y FOR CHILDREN AGES 12-24 MONTHS, THE TEACHER TO STUDENT RATIO IS 1 5 FO R STUDENTS 2 5-3 YEARS OLD, THE TEACHER TO STUDENT RATIO IS 1 6 FOR STUDENTS 3-5 YEARS OL D, THE TEACHER TO STUDENT RATIO NEVER EXCEEDS 1 10 CHILD DEVELOPMENT ASSOCIATE TRAINING P ROGRAM (CDA) THE CHILD DEVELOPMENT ASSOCIATE TRAINING PROGRAM PROVIDES AN ESSENTIAL CREDEN TIAL TO AN EMERGING CHILDCARE PROFESSIONAL THIS NATIONALLY RECOGNIZED CREDENTIAL ASSISTS PRACTITIONERS IN MEETING THE SPECIFIC NEEDS OF CHILDREN AND GAINING THE KNOWLEDGE TO WORK WITH PARENTS AND OTHER ADULTS TO SUPPORT AND NURTURE A CHILD'S PHYSICAL, SOCIAL, EMOTIONAL AND INTELLECTUAL GROWTH IN A CHILD DEVELOPMENT FRAMEWORK IN 2014, THE PHILADELPHIA FREED OM VALLEY YMCA GRADUATED 135 INDIVIDUALS WITH A CDA THIS TRAINING PROGRAM IS FUNDED WITH THE ASSISTANCE OF THE PENNSYLVANIA OFFICE OF CHILD DEVELOPMENT AND EARLY LEARNING FAMILY CHILDCARE NETWORK THE ACCREDITATION INITIATIVE IS THE FAMILY CHILDCARE NETWORK'S WAY TO IN CREASE THE QUALITY AND QUANTITY OF INFANT/TODDLER CARE CENTERS IN THE CITY OF PHILADELPHIA AND SURROUNDING COUNTIES WHILE PROVIDING TRAINING AND TECHNICAL ASSISTANCE TO MEET THE PR EREQUISITES FOR ACCREDITATION UNDER NATIONAL ASSOCIATION OF FAMILY CHILD CARE CENTERS (NAF CC) ANY RESIDENT OF PHILADELPHIA, MONTGOMERY OR DELAWARE COUNTY WITH A DESIRE TO COMMIT T O THE EDUCATION OF YOUNG CHILDREN CAN BECOME A LICENSED FAMILY CHILDCARE PROVIDER THROUGH OUR PROGRAM WE ASSIST A MINIMUM OF 75 PARTICIPANTS, CARING FOR 450 CHILDREN ANNUALLY, TO ATTAIN ALL REQUIRED LICENSES AND PERMITS FROM THE CITY AND STATE IN ORDER TO LEGALLY OPERA TE A CHILD CARE BUSINESS SCHOOL-AGE CHILDCARE BEFORE AND AFTER SCHOOL PROGRAMS AFTER CHI LDREN ENTER KINDERGARTEN, THE PHILADELPHIA FREEDOM</p> |



| Return Reference            | Explanation  |  |
|-----------------------------|--|--|
| FORM 990, PART III, LINE 4B | <p>VALLEY YMCA ENCOURAGES THEIR SOCIAL AND PSYCHOLOGICAL DEVELOPMENT THROUGH STATE-LICENSED BEFORE AND AFTER SCHOOL CARE PROGRAMS. ACROSS THE ENTIRE ASSOCIATION IN 2014, WE SERVED OVER 1,500 STUDENTS IN GRADES K-8 WITH BOTH BEFORE AND AFTER-SCHOOL PROGRAMS. MONDAY - FRIDAY, BEFORE SCHOOL CARE BEGINS AT 6:30AM OR 7:00AM, DEPENDING ON THE BRANCH SITE, AND INCLUDES TRANSPORTATION TO SELECT SCHOOLS IN THE BRANCH'S LOCAL COMMUNITY. AFTER SCHOOL CARE RUNS FROM SCHOOL DISMISSAL TO 6:00PM AND ALSO INCLUDES TRANSPORTATION FROM SELECT SCHOOLS IN EACH BRANCH'S NEIGHBORHOOD TO THE YMCA. ON EARLY-DISMISSAL DAYS AND SCHOOL HOLIDAYS, THE Y OFFERS HALF AND FULL DAY CHILD CARE SERVICE, ENSURING THAT CHILDREN SPEND THAT TIME IN A SAFE, NURTURING, AND STRUCTURED ENVIRONMENT. SCHOOL-AGE CHILD CARE AT THE Y PROVIDES A SETTING IN WHICH CHILDREN CAN RECEIVE ACADEMIC ASSISTANCE THAT ACCOMMODATES THEIR PERSONAL LEARNING STYLE AND NEEDS. HOMEWORK HELP AND TUTORING IS A PRIMARY COMPONENT OF SCHOOL-AGE CHILD CARE AND SERVES TO REINFORCE THE LEARNING ACCOMPLISHED DURING SCHOOL HOURS. OUR SCHOOL-AGE CHILD CARE PROGRAMS ALSO STRIVE TO ENGAGE CHILDREN IN PRODUCTIVE EXTRACURRICULAR ACTIVITIES THAT ARE VOLUNTARY AND CONFIDENCE-BUILDING. PARTICIPATING STUDENTS MAY CHOOSE FROM A VARIETY OF RECREATIONAL ACTIVITIES, INCLUDING SWIMMING LESSONS, ARTS &amp; CRAFTS, BASKETBALL AND OTHER SPORTS, AND CHESS INSTRUCTION. HEALTHY SNACKS AND/OR DINNER ARE ALSO AVAILABLE TO STUDENTS. ADDITIONALLY, CERTAIN BRANCHES, SUCH AS THE COLUMBIA NORTH YMCA, OFFER MIDDLE SCHOOL CLUBS FOR YOUTH IN GRADES 6-8. DESIGNED TO MEET THE NEEDS OF YOUNG TEENS, MIDDLE SCHOOL CLUBS ARE THEMED AROUND SWIMMING, COMPUTERS, SPORTS AND HOMEWORK/TEST PREP. SIMILAR TO OUR OTHER SCHOOL-AGE CHILD CARE PROGRAMS, MIDDLE SCHOOL CLUBS SEEK TO EMPHASIZE CHARACTER DEVELOPMENT OF THE Y'S FOUR CORE VALUES: HONESTY, CARING, RESPECT AND RESPONSIBILITY. SUMMER DAY CAMPS AT THE PHILADELPHIA FREEDOM VALLEY YMCA. THE PHILADELPHIA FREEDOM VALLEY YMCA BELIEVES THAT CHILDREN NEED QUALITY SUMMER PROGRAMS TO BOTH REINFORCE AND ADVANCE THEIR PHYSICAL, PSYCHOLOGICAL AND SOCIAL GROWTH THEY EXPERIENCE THROUGHOUT THE SCHOOL YEAR. IN 2014, MORE THAN 5,500 YOUTH PARTICIPATED IN OUR SUMMER DAY CAMP PROGRAMS. WE PROVIDED 1-1N-3 CAMPERS FINANCIAL ASSISTANCE FOR THE 2014 SUMMER DAY CAMP SEASON. THE Y SUMMER DAY CAMPS ARE VITAL TO CHARACTER DEVELOPMENT WHILE ALSO BEING A FUN AND ENRICHING ENVIRONMENT FOR CHILDREN TO DEVELOP THEIR EXTRACURRICULAR INTERESTS - THINGS THEY MAY NOT HAVE FULL OPPORTUNITY TO DO THROUGHOUT THE SCHOOL YEAR GIVEN BUDGET CUTS TO ARTS, MUSIC, AND PHYSICAL EDUCATION PROGRAMS. CAMP AT THE Y ACCOMMODATES CHILDREN AGES 3-16 IN A VARIETY OF ACTIVITIES THAT ALLOW CHILDREN TO EXPLORE THEIR INTERESTS IN AREAS INCLUDING SPORTS, GYMNASTICS, SWIMMING, THEATER, DANCE, ART, AND COMMUNITY INVOLVEMENT AND VOLUNTEERISM. THE Y ENCOURAGES YOUTH TO TRY OUT DIFFERENT ACTIVITIES IN ORDER TO GROW THEIR PERSONAL INTERESTS AND STRENGTHS WHILE ALSO BUILDING THEIR SOCIAL SKILLS, PHYSICAL HEALTH AND WELLNESS, AND SELF-CONFIDENCE. EXTRACURRICULAR INTERESTS BUTTRESS CHARACTER BUILDING, AND THE Y HOPES TO INSTILL AN APPRECIATION FOR ITS FOUR CORE VALUES - HONESTY, CARING, RESPECT, AND RESPONSIBILITY - IN ALL ITS CAMPERS. EVERY BRANCH OF THE PHILADELPHIA FREEDOM VALLEY YMCA OFFERS A VARIETY OF AGE-APPROPRIATE SUMMER EXPERIENCES FOR CHILDREN. THERE IS PRE-SCHOOL CAMP (CAMP SMALL FEET) THAT INTRODUCES CHILDREN AGES 3-5 TO NATURE AND SCIENCE IN THE WORLD AROUND THEM THROUGH GAMES AND OUTDOOR PLAY, ARTS &amp; CRAFTS, SONGS AND SWIMMING. THERE ARE TRADITIONAL SUMMER DAY CAMPS THAT EMPLOY A DIFFERENT THEME EACH WEEK TO ENGAGE CAMPERS IN ACTIVITIES RANGING FROM FITNESS AND SPORTS, ARTS &amp; CRAFTS AS WELL AS WEEKLY FIELD TRIPS. THERE ARE SPECIALTY SPORTS, GYMNASTICS, THEATER, DANCE, AND VOLUNTEERISM/CIVIC ENGAGEMENT CAMPS. THE ABINGTON, A MBLER AREA, SPRING VALLEY AND ROXBOROUGH Y'S OFFER CAMP MAGIC OR CAMP OUTLOOK. THESE CAMPS ARE SPECIFICALLY DESIGNED FOR CHILDREN.</p> |  |

| Return<br>Reference               | Explanation   |
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| FORM 990,<br>PART III,<br>LINE 4C | <p>SOCIAL RESPONSIBILITY OUR YMCA BELIEVES IN GIVING BACK AND SUPPORTING OUR NEIGHBORS WE HAVE BEEN LISTENING AND RESPONDING TO OUR COMMUNITY'S MOST CRITICAL SOCIAL NEEDS FOR MORE THAN 160 YEARS OUR Y PROGRAMS DELIVER TRAINING, RESOURCES, AND SUPPORT THAT EMPOWER OUR NEIGHBORS TO EFFECT CHANGE, BRIDGE GAPS, AND OVERCOME OBSTACLES IN 2014, WE ENGAGED MORE MEMBERS, PARTICIPANTS, AND VOLUNTEERS IN ACTIVITIES THAT STRENGTHEN OUR COMMUNITY AND PAVE THE WAY FOR FUTURE GENERATIONS TO THRIVE FOR ADDITIONAL DETAILS REGARDING THESE CRITICAL PROGRAMS AND THEIR IMPACT, SEE BELOW Y ACHIEVERS PROGRAM THE Y ACHIEVERS PROGRAM IS AN ACADEMIC ACHIEVEMENT/CAREER DEVELOPMENT INITIATIVE THAT HELPS TEENS AND PRE-TEENS SET AND PURSUE HIGHER EDUCATIONAL AND CAREER GOALS, RESULTING IN GRADUATION AND ACCEPTANCE TO AN INSTITUTION OF HIGHER LEARNING Y ACHIEVERS PURSUES THIS GOAL BY PROVIDING DEVELOPMENTALLY BASED, MENTORSHIP AND WORKSHOP ACTIVITIES, DESIGNED TO GIVE 5TH-12TH GRADE YOUTH THE TOOLS THEY NEED TO SUCCEED IN POST-SECONDARY EDUCATION AND BEYOND THE Y ACHIEVERS PROGRAM IS FOUNDED ON FIVE PROGRAMMATIC THRUSTS 1 CAREER EXPLORATION 2 COLLEGE READINESS 3 LEADERSHIP DEVELOPMENT 4 PERSONAL (CHARACTER) DEVELOPMENT 5 COMMUNITY INVESTMENT THE Y ACHIEVERS PROGRAM WAS CREATED WITH THE FOLLOWING 3 GOALS 1 TO ENCOURAGE YOUTH TO SET AND ACHIEVE HIGH EDUCATIONAL, PERSONAL AND PROFESSIONAL GOALS, 2 TO HELP YOUTH CREATE POSITIVE MENTORING RELATIONSHIPS WITH ADULTS WHO HAVE ACHIEVED PERSONAL AND PROFESSIONAL SUCCESS, AND TO ACKNOWLEDGE BOTH FOR THEIR SUCCESS, 3 TO CREATE CHANNELS FOR CONTINUING COMMUNITY INVESTMENT AND INVOLVEMENT OF BUSINESS AND INDUSTRY IN 2014, WE SERVED APPROXIMATELY 1,240 STUDENTS IN THE Y ACHIEVERS PROGRAM, AT LOCATIONS THROUGHOUT THE GREATER PHILADELPHIA AREA OF THOSE, 46% ARE FEMALE AND 54% ARE MALE 89% OF OUR Y ACHIEVERS WERE AFRICAN AMERICAN, 5% WERE MULTI-RACIAL, 4% WERE LATINO AND 1% WERE ASIAN OR CAUCASIAN OF THE ACHIEVERS WHO RESPONDED TO SURVEY QUESTIONS ON FAMILY INCOME, 43% CAME FROM HOUSEHOLDS MAKING LESS THAN \$30,000 PER YEAR 73% OF Y ACHIEVERS PARTICIPANTS ATTEND PUBLIC SCHOOL IN THE PHILADELPHIA SCHOOL DISTRICT 54% OF ALL Y ACHIEVERS PARTICIPANTS LIVE IN THE SERVICE AREA OF THE INNER CITY BRANCHES, COLUMBIA NORTH, WEST AND CHRISTIAN STREET ALSO, 100% OF GRADUATING SENIORS COMPLETED 12TH GRADE AND RECEIVED THEIR HIGH SCHOOL DIPLOMAS INTERNATIONAL &amp; CULTURAL PROGRAMS THE PHILADELPHIA FREEDOM VALLEY YMCA'S INTERNATIONAL PROGRAM IS ENGAGED IN ONGOING ACTIVITIES THAT HELP TO DEVELOP A SENSE OF WORLD-MINDEDNESS, PROMOTE WORLDWIDE UNDERSTANDING OF VARIOUS CULTURES, AND CELEBRATE CULTURAL DIVERSITY WE DO THIS THROUGH VOLUNTEER OPPORTUNITIES, PROGRAM INITIATIVES LIKE YOUTH AND ADULT EXCHANGE PROGRAMS, INTERNATIONAL STAFF EXCHANGES, PROGRAM COURSES INCLUDING ESL AND CITIZENSHIP CLASSES, TOEFL PREPARATION AND PROGRAM EVENTS THE PHILADELPHIA FREEDOM VALLEY YMCA WAS SELECTED TO PARTICIPATE AS PART OF A PILOT GROUP OF LEADING YMCAS TO DRIVE AND SHOWCASE THE U.S. EFFORTS TO LEAD THE EXPANSION OF OPPORTUNITIES FOR INCLUSION AND THE BUILDING OF A GLOBAL COMMUNITY</p> |

| Return<br>Reference                           | Explanation  |
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| FORM 990,<br>PART VI,<br>SECTION A,<br>LINE 4 | <p>AS A RESULT OF AN ACQUISITION, THE ORGANIZATION UPDATED ITS BY LAWS. WITHIN THE NEW BY LAWS, CHANGES WERE MADE THAT INCLUDED A MORE EXPANSIVE EXEMPT PURPOSE. AT BOARD MEETINGS, THE BOARD QUORUM HAS BEEN ESTABLISHED AT A MINIMUM OF 15 MEMBERS AND THE ATTENDANCE POLICY HAS BEEN REMOVED. SEVERAL STANDING COMMITTEES HAVE BEEN ESTABLISHED AND ARE TO BE MANAGED BY NO LESS THAN TWO BOARD MEMBERS AS APPOINTED BY THE CHAIRPERSON OF THE BOARD AND ARE RESPONSIBLE TO THE ENTIRE BOARD OF DIRECTORS. THE COMMITTEES THAT HAVE BEEN ESTABLISHED ARE THE EXECUTIVE COMMITTEE, THE FINANCE COMMITTEE, THE HUMAN RESOURCES COMMITTEE, THE LEADERSHIP DEVELOPMENT COMMITTEE, THE FACILITIES MANAGEMENT COMMITTEE AND THE BRANCH ADVISORY COMMITTEE. FINALLY, DISSOLUTION NOW REQUIRES TWO THIRDS OF THE VOTE OF THE BOARD OF DIRECTORS AND LIQUIDATED ASSETS, AFTER ALL DEBTS HAVE BEEN PAID, ARE NO LONGER DESIGNATED TO BE DISTRIBUTED TO ONE ORGANIZATION, BUT MAY BE GIFTED TO ANY CHARITABLE ORGANIZATION AS AGREED UPON BY THE BOARD OF DIRECTORS.</p> |

| Return Reference                         | Explanation   |
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| FORM 990, PART VI,<br>SECTION B, LINE 11 | THE FINANCE/AUDIT COMMITTEE MET WITH THE AUDITORS TO REVIEW THE DRAFT OF THE AUDIT AND THE FORM 990 THE CHAIRMAN OF THE FINANCE/AUDIT COMMITTEE PRESENTED THE FORM 990 TO THE EXECUTIVE COMMITTEE PRIOR TO FILING |

| Return<br>Reference                             | Explanation  |
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| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 12C | <p>THE CONFLICT OF INTEREST PROCESS BEGINS IN SEPTEMBER FOR THE NEXT CALENDAR YEAR THE STEPS THAT ARE TAKEN ARE AS FOLLOWS 1) EMAIL IS SENT TO ASSOCIATION BOARD OF DIRECTORS INFORMING THEM THAT A NEW CONFLICT OF INTEREST POLICY WILL BE DISTRIBUTED AT THE SEPTEMBER BOARD OF DIRECTORS MEETING 2) HARD COPY OF POLICY IS TAKEN TO SEPTEMBER ASSOCIATION BOARD OF DIRECTORS MEETING 3) EMAIL IS SENT TO ALL EXECUTIVE DIRECTORS WITH POLICY ATTACHED TO BE DISTRIBUTED AT BRANCH BOARD OF MANAGERS MEETINGS 4) PAYROLL MANAGERS ALSO RECEIVE AN EMAIL WITH POLICY ATTACHED TO BE DISTRIBUTED TO ALL FULLTIME EMPLOYEES 5) FOLLOW-UP EMAILS WILL BE SENT TO DIRECTORS UNTIL THE PROCESS IS COMPLETE 6) SIGNED POLICIES WILL BE KEPT IN A BINDER FILED BY YEAR IN THE ASSOCIATION OFFICE THE PRESIDENT SHALL SUBMIT A CONFIDENTIAL REPORT TO THE EXECUTIVE COMMITTEE CONCERNING ANY INTERESTS OF ASSOCIATION PERSONNEL, TOGETHER WITH HIS/HER ACTIONS CONCERNING THE SAME THE PRESIDENT WILL ADMINISTER THIS POLICY, AND ANY DISPUTED ACTION OF THE PRESIDENT WITH RESPECT TO CONFLICT OF INTEREST MATTERS SHALL BE RESOLVED BY THE EXECUTIVE COMMITTEE BOARD MEMBERS WITH A CONFLICT OF INTEREST WILL ABSTAIN FROM VOTING ON THE MATTER</p> |

| Return<br>Reference                            | Explanation   |
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| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 15 | THE CEO'S COMPENSATION IS DETERMINED BY AN INDEPENDENT COMMITTEE OF THE BOARD OF DIRECTORS. THE COMMITTEE CONVENES ANNUALLY WITH THE SOLE PURPOSE OF EVALUATING THE CEO'S PERFORMANCE, REVIEWING COMPARABLE ORGANIZATIONS' COMPENSATION INFORMATION AND DETERMINING ANNUAL TOTAL COMPENSATION OF THE CEO. THE COMPENSATION OF ALL OTHER OFFICERS OF THE ORGANIZATION IS REVIEWED ANNUALLY BY THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS. THE CEO RECOMMENDS TOTAL COMPENSATION FOR THESE OFFICERS AND THESE RECOMMENDATIONS ARE REVIEWED AND APPROVED BY THE COMMITTEE. THE COMPENSATION DETERMINATION PROCESS IS DOCUMENTED IN THE BOARD MINUTES. |

| Return Reference                         | Explanation  |
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| FORM 990, PART VI,<br>SECTION C, LINE 19 | GOVERNING DOCUMENTS, ANNUAL REPORT (INCLUDING CERTAIN FINANCIAL DISCLOSURES) AND CONFLICT OF INTEREST POLICY IS PROVIDED ON THE ORGANIZATION'S WEBSITE |

| Return Reference             | Explanation  |
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| FORM 990, PART XI,<br>LINE 9 | CHANGE IN VALUE OF BENEFICIAL INTEREST IN PERPETUAL TRUSTS 95 CHANGE IN VALUE OF INTEREST RATE<br>SWAP -406,557 IMPUTED CONTRIBUTION ON ACQUISITIONS 2,773,652 |