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Extended to August 17, 2015

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 and ending

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization  UCare Foundation		<b>D</b> Employer identification number  46-4795214
	Doing business as		<b>E</b> Telephone number  612-676-6500
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	500 Stinson Blvd NE		<b>G</b> Gross receipts \$ 6,589,886.
	City or town, state or province, country, and ZIP or foreign postal code Minneapolis, MN 55413		
<b>F</b> Name and address of principal officer James W Eppel Jr same as C above		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <a href="http://www.ucare.org">www.ucare.org</a>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: 2014 <b>M</b> State of legal domicile: MN	

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities: Grant making to improve the health of under-served populations in Minnesota.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
	3	Number of voting members of the governing body (Part VI, line 1a)	3	15	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7	
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	0	
	6	Total number of volunteers (estimate if necessary)	6	0	
	<b>Revenue</b>	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.	
8		Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
9		Program service revenue (Part VIII, line 2g)		6,589,696.	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8, 9c, 10c, and 11e)		190.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		6,589,886.	
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)		1,338,719.	
<b>Expenses</b>		14	Benefits paid to or for members (Part IX, column (A), line 4)		0.
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0.	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.			
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		2,882.	
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		1,341,601.	
	19	Revenue less expenses Subtract line 18 from line 12		5,248,285.	
	<b>Net Assets or Fund Balances</b>	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21		Total liabilities (Part X, line 26)		5,266,624.	
22		Net assets or fund balances. Subtract line 21 from line 20		0.	

**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.

<b>Sign Here</b>	Signature of officer	Date	
	Beth Monsrud, SVP & Treasurer	8/13/2015	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date
	Firm's name ▶	Firm's EIN ▶	Check if self-employed <input type="checkbox"/>
	Firm's address ▶	Phone no	PTIN

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

☐ Yes ☐ No

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**Part III** Statement of Program Service Accomplishments

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

☒ X**1** Briefly describe the organization's mission:

The UCare Foundation is a community-directed initiative of UCare. The focus is grant-making to programs and initiatives that improve the health of underserved populations in the Twin Cities and throughout Minnesota and western Wisconsin.

**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 \$ 1,341,601. including grants of \$ 1,338,719. ) (Revenue \$ 0. )

In 2014, UCare distributed 33 community grants and three research grants to Minnesota organizations working to improve the health of people of all ages, cultures, and abilities. UCare Foundation grants were awarded to organizations meeting four health improvement-related grant criteria for 2014:

- ☐ Preventive health care
- ☐ Chronic disease management
- ☐ Promoting healthy lifestyles
- ☐ Programs for people with disabilities

Examples of UCare Foundation grants awarded in 2014 include support for

**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )**4c** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )**4d** Other program services (Describe in Schedule O)

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

**4e** Total program service expenses 1,341,601.

**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)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule C, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule C, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part VI</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part VII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part VIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part IX</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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)? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule G, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input type="checkbox"/>	<input type="checkbox"/>

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**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> 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>	X	
<b>22</b> 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>		X
<b>23</b> 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>	X	
<b>24a</b> 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>		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <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>		X
<b>25b</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>		X
<b>26</b> 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>		X
<b>27</b> 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>		X
<b>28</b> 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)		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
<b>28c</b> 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>		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
<b>32</b> 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>		X
<b>33</b> 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>		X
<b>34</b> 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>	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
<b>35b</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>		
<b>36</b> <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>		X
<b>37</b> 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>		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

**Note.** All Form 990 filers are required to complete Schedule O

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

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

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

☒ X
**Section A. Governing Body and Management**

- 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.
- 1b** 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?
- 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?
- 4** Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5** Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6** Did the organization have members or stockholders?
- 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?
- b** Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8** Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a** The governing body?
- b** Each committee with authority to act on behalf of the governing body?
- 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.

	Yes	No
<b>1a</b>		
<b>1b</b>		
<b>2</b>		X
<b>3</b>		X
<b>4</b>		X
<b>5</b>		X
<b>6</b>	X	
<b>7a</b>	X	
<b>7b</b>	X	
<b>8a</b>	X	
<b>8b</b>	X	
<b>9</b>		X

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

- 10a** Did the organization have local chapters, branches, or affiliates?
- 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?
- 11a** Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
- 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.
- b** Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
- c** Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.
- 13** Did the organization have a written whistleblower policy?
- 14** Did the organization have a written document retention and destruction policy?
- 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
- b** Other officers or key employees of the organization
- 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?
- 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?

	Yes	No
<b>10a</b>		X
<b>10b</b>		
<b>11a</b>	X	
<b>12a</b>	X	
<b>12b</b>	X	
<b>12c</b>	X	
<b>13</b>	X	
<b>14</b>	X	
<b>15a</b>		X
<b>15b</b>		X
<b>16a</b>		X
<b>16b</b>		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed. **MN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
- ☐ Own website ☐ Another's website ☒ Upon request ☒ Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **Greg Marshall - 612-676-6500**  
**500 Stinson Blvd NE, Minneapolis, MN 55413**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Macaran Baird, MD	0.20									
Board Chair	40.20	X		X				0.	322,843.	58,456.
James Van Vorren, MD	0.20									
Vice Chair	40.20	X		X				0.	187,850.	47,195.
Patricia Adam, MD	0.20									
Director	40.20	X						0.	178,017.	44,093.
Kimberly Carter	0.10									
Director	0.20	X						0.	8,915.	0.
Catherine Godlewski	0.20									
Director	40.20	X						0.	185,477.	41,590.
John Gross	0.10									
Director	0.20	X						0.	12,126.	0.
P Jay Kiedrowski	0.10									
Director	0.20	X						0.	11,130.	0.
Teresa McCarthy, MD	0.20									
Director	40.20	X						0.	187,727.	47,242.
Bert McKasy	0.10									
Director	0.20	X						0.	9,152.	0.
James Miller	0.10									
Director	0.20	X						0.	9,611.	0.
Peter Mitsch	0.20									
Director	40.20	X						0.	219,196.	49,798.
William Roberts, MD	0.20									
Director	40.20	X						0.	202,360.	52,747.
Sharon Shonka	0.10									
Director	0.20	X						0.	10,202.	0.
Lance Teachworth	0.10									
Director	0.20	X						0.	2,828.	0.
Michael Wootten, MD	0.20									
Director	40.20	X						0.	228,041.	47,224.
William Brombach	0.10									
Director	0.20	X						0.	6,428.	0.
Nancy Feldman	40.00									
President & Chief Executive Officer	0.20			X				0.	1,008,645.	129,241.



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Mark Traynor	40.00									
Secretary/SVP & General Counsel	0.20			X				0.	365,251.	59,960.
Beth Monsrud	40.00									
Treasurer/SVP & CFO	0.20			X				0.	408,617.	73,682.
Edith Dorsey	40.00									
SVP Operations	0.20				X			0.	231,007.	59,093.
Russel Kuzel	40.00									
SVP & Chief Medical Officer	0.20				X			0.	471,332.	63,931.
Thomas Mahowald	40.00									
SVP Strategy & Product Development	0.20				X			0.	316,666.	66,815.
Hilary Marden-Resnik	40.00									
SVP & Chief Administrative Officer	0.20				X			0.	357,647.	66,026.
Ghitann Worcester	40.00									
SVP Public Affairs & Development	0.20				X			0.	375,235.	57,231.
Michael Lynch	40.00									
Medical Director	0.10					X		0.	304,674.	29,954.
Jamie Carsello	40.00									
Chief Informatics Officer	0.10					X		0.	235,303.	22,077.
<b>1b Sub-total</b>								0.	5,856,280.	1,016,355.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	605,641.	39,110.
<b>d Total (add lines 1b and 1c)</b>								0.	6,461,921.	1,055,465.

**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 **0**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

**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 **0**

See Part VII, Section A Continuation sheets

Form 990 (2014)



**Part VIII Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d	1,000,000.		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,589,696.		
	g Noncash contributions included in lines 1a-1f \$				
	h <b>Total.</b> Add lines 1a-1f		6,589,696.		
<b>Program Service Revenue</b>	Business Code				
	2 a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
g <b>Total.</b> Add lines 2a-2f					
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)		190.		190.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6 a Gross rents	(i) Real (ii) Personal			
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	b Less cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss)				
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a			
	b Less direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities See Part IV, line 19	a			
	b Less direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
<b>Miscellaneous Revenue</b>		<b>Business Code</b>			
11 a					
b					
c					
d All other revenue					
e <b>Total.</b> Add lines 11a-11d					
12 <b>Total revenue.</b> See instructions.		6,589,886.	0.	0.	190.

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	1,338,719.	1,338,719.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
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				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
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 Sch O.)				
12 Advertising and promotion				
13 Office expenses	2,882.	2,882.		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
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				
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,341,601.	1,341,601.	0.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

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

		(A) Beginning of year	(B) End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	<b>1</b>	100,988.	
	<b>2</b> Savings and temporary cash investments	<b>2</b>	5,165,636.	
	<b>3</b> Pledges and grants receivable, net	<b>3</b>		
	<b>4</b> Accounts receivable, net	<b>4</b>		
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.	<b>5</b>		
	<b>6</b> 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 instr). Complete Part II of Sch L.	<b>6</b>		
	<b>7</b> Notes and loans receivable, net	<b>7</b>		
	<b>8</b> Inventories for sale or use	<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges	<b>9</b>		
	<b>10a</b> Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D.	<b>10a</b>		
	<b>b</b> Less: accumulated depreciation	<b>10b</b>	<b>10c</b>	
	<b>11</b> Investments - publicly traded securities	<b>11</b>		
	<b>12</b> Investments - other securities. See Part IV, line 11.	<b>12</b>		
	<b>13</b> Investments - program-related. See Part IV, line 11.	<b>13</b>		
	<b>14</b> Intangible assets	<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11.	<b>15</b>		
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34).	0.	<b>16</b>	5,266,624.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	<b>17</b>		
	<b>18</b> Grants payable	<b>18</b>		
	<b>19</b> Deferred revenue	<b>19</b>		
	<b>20</b> Tax-exempt bond liabilities	<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D.	<b>21</b>		
	<b>22</b> 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.	<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	<b>24</b>		
	<b>25</b> 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.	<b>25</b>		
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25.	0.	<b>26</b>	0.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	0.	<b>27</b>	5,266,624.
	<b>28</b> Temporarily restricted net assets		<b>28</b>	
	<b>29</b> Permanently restricted net assets		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33</b> <b>Total net assets or fund balances</b>	0.	<b>33</b>	5,266,624.
<b>34</b> <b>Total liabilities and net assets/fund balances</b>	0.	<b>34</b>	5,266,624.	

Form 990 (2014)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	6,589,886.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	1,341,601.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	5,248,285.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	0.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	18,339.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	5,266,624.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

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

Form **990** (2014)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

UCare Foundation

Employer identification number

46-4795214

**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

1

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		
UCare Minnesota	36-3573805	9	X		1,341,601.	
<b>Total</b>					1,341,601.	0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 432021 09-17-14

Schedule A (Form 990 or 990-EZ) 2014

**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
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4</b> Total. Add lines 1 through 3						
<b>5</b> 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)						
<b>6</b> 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
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>11</b> Total support. Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					12	
<b>13</b> 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 <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	%
<b>15</b> Public support percentage from 2013 Schedule A, Part II, line 14	15	%
<b>16a</b> 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 <input type="checkbox"/>		
<b>b</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 <input type="checkbox"/>		
<b>17a</b> 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 <input type="checkbox"/>		
<b>b</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 <input type="checkbox"/>		
<b>18</b> Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2014



**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
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6</b> Total. Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8</b> Public support. (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>13</b> Total support. (Add lines 9, 10c, 11, and 12.)						

**14** First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2013 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2013 Schedule A, Part III, line 17	<b>18</b>	%

**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
<b>1</b> 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.	X	
<b>2</b> 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).		X
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		X
<b>b</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.		
<b>c</b> 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.		
<b>4a</b> 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.		X
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
<b>c</b> 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 <b>Part VI</b> 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.		
<b>5a</b> 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 <b>Part VI</b> , 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).		X
<b>b</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?		
<b>c</b> <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> 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> .		X
<b>7</b> 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).		X
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		X
<b>9a</b> 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> .		X
<b>b</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> .		X
<b>c</b> 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> .		X
<b>10a</b> 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.		X
<b>b</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.)		

**Part IV Supporting Organizations** (continued)

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?

	Yes	No
11a		X
11b		X
11c		X

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

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.

**Section B. Type I Supporting Organizations**

- 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 Part VI 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 Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

	Yes	No
1	X	
2		X

**Section C. Type II Supporting Organizations**

- 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 Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
1		

**Section D. Type III Supporting Organizations**

- 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 Part VI 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 Part VI the role the organization's supported organizations played in this regard.

	Yes	No
1		
2		
3		

**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 ☐ The organization satisfied the Activities Test. Complete line 2 below.
- b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.
- c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

- 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 Part VI identify those supported organizations and explain 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 Part VI 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 Parent of Supported Organizations. Answer (a) and (b) below.

- 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.

	Yes	No
2a		
2b		
3a		
3b		

**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 <b>Adjusted Net Income</b> (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)			
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 <b>Total</b> (add lines 1a, 1b, and 1c)	1d		
e <b>Discount</b> 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 <b>Minimum Asset Amount</b> (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 <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

Schedule A (Form 990 or 990-EZ) 2014

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

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) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable 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			
b			
c			
d			
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 \$			
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			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

## Part VI

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990.▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

**2014**Open to Public  
Inspection

Name of the organization

UCare Foundation

Employer identification number

46-4795214

**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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

(i) 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

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other \_\_\_\_\_

c ☐ Preservation for future generations

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:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

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

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

a Board designated or quasi-endowment  %

b Permanent endowment  %

c Temporarily restricted endowment  %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)  0.

Schedule D (Form 990) 2014



**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2014

**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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

**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	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

**Part XIII Supplemental Information.**

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

Part X, Line 2:

UCare has elected to adopt guidance in the income tax standard regarding

the recognition and measurement of uncertain tax positions. UCare follows

the accounting standard for contingencies for evaluating uncertain tax

positions. The adoption of this standard has no effect on UCare's

Financial Statements. UCare's tax returns are subject to review and

examination by federal, state and local authorities.

**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.

OMB No 1545-0047

**2014**

Open to Public  
Inspection

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

Name of the organization

UCare Foundation

Employer identification number  
46-4795214

**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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMHERST H WILDER FOUNDATION 451 LEXINGTON BLVD N St Paul, MN 55104	410693889	501(c)3	90,000.	0.			Mobile Market (grocery store) selling healthy foods at below market cost to low income
CAPI 3702 E LAKE ST Minneapolis, MN 55406	411417198	501(c)3	20,000.	0.			Increase immunization rates within Southeast Asian and East African communities.
CENTER FOR VICTIM OF TORTURE 2356 UNIVERSITY AVE #430 Minneapolis, MN 55114	363383933	501(c)3	75,000.	0.			Testing if case management/MH services at primary care clinics lead to better outcomes for
CLAY COUNTY 715 N 11TH ST #502 Moorhead, MN 56560-2095	416005775	Government	50,000.	0.			Work with food pantries to improve healthy food options for low income families.
COMMUNITY DENTAL CARE 1670 BEAM AVE #204 Maplewood, MN 55109	043692982	501(c)3	50,000.	0.			In-clinic, school-based, and outreach prevention services to low-income/minority
COMUNIDADES LATINAS UNIDAS EN SERVICIO - 797 E 7TH ST - St Paul, MN 55106	411386986	501(c)3	50,000.	0.			Linguistic and culturally-competent health outreach to low-income, Latino
<b>2</b> Enter total number of section 501(c)(3) and government organizations listed in the line 1 table			31.				
<b>3</b> Enter total number of other organizations listed in the line 1 table			0.				

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

See Part IV for Column (h) descriptions

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
DAKOTA COUNTY 14955 GALAXIE AVE W Apple Valley, MN 55124	416005786	Government	49,921.	0.			Identify low-income families with asthma risk factors and provide cost-effective
DES MOINES VALLEY HEALTH AND HUMAN SERVICES - 402 WHITE ST #201 - Jackson, MN 56143	463299916	Government	50,000.	0.			Build rural county capacity to offer healthier food, exercise, practices, and active
HEALTHFINDERS COLLABORATIVE INC PO BOX 731 North Field, MN 55057	201805262	501(c)3	50,000.	0.			Assist Latino/Hispanic/Somali immigrants/refugees navigate health
HIGHLAND FRIENDSHIP CLUB PO BOX 16437 St Paul, MN 55116	411708179	501(c)3	5,000.	0.			Support teens/adults with disabilities in making healthy choices through health and fitness
JUST KIDS DENTAL PO BOX 146 Two Harbors, MN 55616	272311353	501(c)3	40,000.	0.			Oral health services to provide dental home for Medicaid enrolled children.
KEYSTONE COMMUNITY SERVICES 2000 ST ANTHONY AVE St Paul, MN 55104-5199	410693924	501(c)3	30,000.	0.			Project to improve seniors' access to evidence-based exercise programs.
MENTAL HEALTH ASSOCIATION 475 CLEVELAND AVE N #222 St Paul, MN 55114	410722639	501(c)3	3,000.	0.			Providing education/tools to help persons with mental illness improve physical health.
MILLER DWAN FOUNDATION 502 E 2ND ST Duluth, MN 55805	237396466	501(c)3	50,000.	0.			Inpatient psychiatric unit exercise room and programming that encourages physical
MINNESOTA COMMUNITY MEASUREMENT 3433 BROADWAY ST NE Minneapolis, MN 55413	35-2246162	501(c)3	50,000.	0.			MN Oral Health Project-Works with partners to reduce childhood "caries" in 7

Schedule I (Form 990)

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)						
(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
NATIONAL MULTIPLE SCLEROSIS SOCIETY, UPPER MIDWEST CHAPTER - 200 12TH AVE S - Minneapolis, MN 55415	410790658	501(c)3	15,000.	0.			Partnerships with exercise facilities to give MS survivors greater access to fitness
NEIGHBORHOOD HEALTHSOURCE 3300 FREMONT AVE N Minneapolis, MN 55412	411235064	501(c)3	48,352.	0.			Colorectal screening project targeted at patients 50+ and/or higher risk of colorectal
NEIGHBORHOOD INVOLVEMENT PROGRAM INC - 2431 HENNEPIN AVE - Minneapolis, MN 55405	410956858	501(c)3	15,000.	0.			Pilot program offering foot care to disadvantaged individuals with chronic illness
NORTH END-SOUTH COMO BLOCK NURSE PROGRAM - 2242 UNIVERSITY AVE W - St Paul, MN 55114	411630847	501(c)3	17,000.	0.			Pilot will lead seniors in different exercises for strength, stress relief, reducing
NORTH METRO PEDIATRICS, PA 10081 DOGWOOD ST NW #100 Minneapolis, MN 55448-5282	201773869	501(c)3	29,780.	0.			Program increases child/family immunization rates, oral health, health education in North
PARTNERSHIP RESOURCES INC 4226 PARK GLEN RD St Louis Park, MN 55416	410837660	501(c)3	23,048.	0.			Procurement and use of adaptive and barrier free exercise equipment for a disabilities wellness
PILLSBURY UNITED COMMUNITIES 125 W BROADWAY #130 Minneapolis, MN 55411	410916478	501(c)3	45,000.	0.			Close health disparity gap for East African immigrants with focus on diabetes and
RAMSEY COUNTY PUBLIC HEALTH 1670 BEAM AVE Maplewood, MN 55109	416005875	Government	50,000.	0.			Expand Club MOM offerings, network with community partners, and build resources to help
RICE MEMORIAL HOSPITAL 301 BECKER AVE SW Willmar, MN 56201-3302	411611555	Government	50,000.	0.			Build community nutrition awareness in schools, grocery stores, promote healthy food choices, and

Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
SOMALI COMMUNITY RESETTLEMENT SERVICES, INC - 1312 1/2 7TH ST #206 - Rochester, MN 55901	311668255	501(c)3	25,000.	0.			Improve health/reduce disparity gap for East African communities in Faribault/Rochester
SOMALI SALVATION ORGANIZATION 22 WILSON AVE NE #26 St Cloud, MN 56304	412019519	501(c)3	25,000.	0.			Provide in-house services to clients, including appointments, rides, finding providers, and
SPRINGBOARD FOR THE ARTS 308 PRINCE ST #270 St Paul, MN 55101	411690483	501(c)3	10,000.	0.			Connects self-employed artists and their families to no-charge health care
ST DAVIDS CENTER FOR CHILD AND FAMILY DEVELOPMENT - 3395 PLYMOUTH RD - Minnetonka, MN 55305	411429208	501(c)3	50,000.	0.			Autism Day Treatment community site to improve overall health of/reduce disparities for Mpls
UNITED FAMILY PRACTICE HEALTH CENTER - 1026 7TH ST W - St Paul, MN 55102-3828	270052697	501(c)3	50,000.	0.			Medical Home Program providing coordinated care to underserved with diabetes and other
UNIVERSITY OF MINNESOTA 200 OAK ST SE Minneapolis, MN 55455-2002	416007513	115	50,619.	0.			Apply three strategies to improve immunization rates for underserved, racially diverse children
UNIVERSITY OF MINNESOTA 200 OAK ST SE Minneapolis, MN 55455-2002	416007513	115	49,999.	0.			Address disparities in preterm births and infant mortality rates among young African-American
UNIVERSITY OF MINNESOTA 200 OAK ST SE Minneapolis, MN 55455-2002	416007513	115	75,000.	0.			16-week health promotion program for Latino teens.
UNIVERSITY OF MINNESOTA PHYSICIANS 1414 MARYLAND AVE E St Paul, MN 55106	411843943	501(c)3	47,000.	0.			Improve outcomes/reduce cost using point-of-care ultrasound for screenings at community care

Schedule I (Form 990)

**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

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

Part I, Line 2:

UCare Foundation has a formal board that oversees and approves annual grant awards. The board meets annually to determine priority areas of focus for current year solicitations. Grantees apply via an online grant system and all organizations must meet funding eligibility guidelines. Grant applications are reviewed by UCare Minnesota assigned individuals as well as certain members of the UCare Foundation board. Once approved grantees sign a conditions of grant agreement and are responsible to submit an interim and final report as well as participate in a site visit by UCare

**Part IV** Supplemental Information

staff. The Board of Directors receives an annual report on the use of the funds.

Part II, line 1, Column (h):

Name of Organization or Government: AMHERST H WILDER FOUNDATION

(h) Purpose of Grant or Assistance: Mobile Market (grocery store)

selling healthy foods at below market cost to low income neighborhoods.

Name of Organization or Government: CENTER FOR VICTIM OF TORTURE

(h) Purpose of Grant or Assistance: Testing if case management/MH

services at primary care clinics lead to better outcomes for refugees

with Depressive Disorders.

Name of Organization or Government: COMMUNITY DENTAL CARE

(h) Purpose of Grant or Assistance: In-clinic, school-based, and

outreach prevention services to low-income/minority children/pregnant

women.

Name of Organization or Government:

COMUNIDADES LATINAS UNIDAS EN SERVICIO

(h) Purpose of Grant or Assistance: Linguistic and culturally-competent

health outreach to low-income, Latino families in South Central MN.

Name of Organization or Government: DAKOTA COUNTY

(h) Purpose of Grant or Assistance: Identify low-income families with

asthma risk factors and provide cost-effective interventions.

Name of Organization or Government:



**Part IV** Supplemental Information

DES MOINES VALLEY HEALTH AND HUMAN SERVICES

(h) Purpose of Grant or Assistance: Build rural county capacity to offer  
healthier food, exercise, practices, and active living choices.

Name of Organization or Government: HEALTHFINDERS COLLABORATIVE INC

(h) Purpose of Grant or Assistance: Assist Latino/Hispanic/Somali  
immigrants/refugees navigate health system/receive services.

Name of Organization or Government: HIGHLAND FRIENDSHIP CLUB

(h) Purpose of Grant or Assistance: Support teens/adults with  
disabilities in making healthy choices through health and fitness  
classes.

Name of Organization or Government: MILLER DWAN FOUNDATION

(h) Purpose of Grant or Assistance: Inpatient psychiatric unit exercise  
room and programming that encourages physical activity for patients.

Name of Organization or Government: MINNESOTA COMMUNITY MEASUREMENT

(h) Purpose of Grant or Assistance: MN Oral Health Project-Works with  
partners to reduce childhood "caries" in 7 SW MN counties.

Name of Organization or Government:

NATIONAL MULTIPLE SCLEROSIS SOCIETY, UPPER MIDWEST CHAPTER

(h) Purpose of Grant or Assistance: Partnerships with exercise  
facilities to give MS survivors greater access to fitness opportunities.

Name of Organization or Government: NEIGHBORHOOD HEALTHSOURCE

(h) Purpose of Grant or Assistance: Colorectal screening project

**Part IV** Supplemental Information

targeted at patients 50+ and/or higher risk of colorectal cancer.

Name of Organization or Government: NEIGHBORHOOD INVOLVEMENT PROGRAM INC

(h) Purpose of Grant or Assistance: Pilot program offering foot care to disadvantaged individuals with chronic illness (diabetes/heart disease).

Name of Organization or Government:

NORTH END-SOUTH COMO BLOCK NURSE PROGRAM

(h) Purpose of Grant or Assistance: Pilot will lead seniors in different exercises for strength, stress relief, reducing depression, pain reduction, and overall well-being.

Name of Organization or Government: NORTH METRO PEDIATRICS, PA

(h) Purpose of Grant or Assistance: Program increases child/family immunization rates, oral health, health education in North Metro.

Name of Organization or Government: PARTNERSHIP RESOURCES INC

(h) Purpose of Grant or Assistance: Procurement and use of adaptive and barrier free exercise equipment for a disabilities wellness program.

Name of Organization or Government: PILLSBURY UNITED COMMUNITIES

(h) Purpose of Grant or Assistance: Close health disparity gap for East African immigrants with focus on diabetes and cardiovascular disease.

Name of Organization or Government: RAMSEY COUNTY PUBLIC HEALTH

(h) Purpose of Grant or Assistance: Expand Club MOM offerings, network with community partners, and build resources to help at-risk African American mothers.

**Part IV** Supplemental Information

Name of Organization or Government: RICE MEMORIAL HOSPITAL

(h) Purpose of Grant or Assistance: Build community nutrition awareness  
in schools, grocery stores, promote healthy food choices, and offer  
physical activity opportunities.

Name of Organization or Government:

SOMALI COMMUNITY RESETTLEMENT SERVICES, INC

(h) Purpose of Grant or Assistance: Improve health/reduce disparity gap  
for East African communities in Faribault/Rochester through education,  
immunizations, and partnerships.

Name of Organization or Government: SOMALI SALVATION ORGANIZATION

(h) Purpose of Grant or Assistance: Provide in-house services to  
clients, including appointments, rides, finding providers, and health  
education.

Name of Organization or Government: SPRINGBOARD FOR THE ARTS

(h) Purpose of Grant or Assistance: Connects self-employed artists and  
their families to no-charge health care screenings/preventive offerings.

Name of Organization or Government:

ST DAVIDS CENTER FOR CHILD AND FAMILY DEVELOPMENT

(h) Purpose of Grant or Assistance: Autism Day Treatment community site  
to improve overall health of/reduce disparities for Mpls Somali children.

Name of Organization or Government: UNITED FAMILY PRACTICE HEALTH CENTER

(h) Purpose of Grant or Assistance: Medical Home Program providing

**Part IV** Supplemental Information

coordinated care to underserved with diabetes and other chronic illnesses.

Name of Organization or Government: UNIVERSITY OF MINNESOTA

(h) Purpose of Grant or Assistance: Apply three strategies to improve immunization rates for underserved, racially diverse children at Smiley's Clinic.

Name of Organization or Government: UNIVERSITY OF MINNESOTA

(h) Purpose of Grant or Assistance: Address disparities in preterm births and infant mortality rates among young African-American women in North Mpls.

Name of Organization or Government: UNIVERSITY OF MINNESOTA PHYSICIANS

(h) Purpose of Grant or Assistance: Improve outcomes/reduce cost using point-of-care ultrasound for screenings at community care clinics.

**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" on 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

UCare Foundation

Employer identification number

46-4795214

**Part I Questions Regarding Compensation**

**1a** 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.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes on 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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

**3** 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.

☐ Compensation committee

☐ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☐ Approval by the board or compensation committee

**4** 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:

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** 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:

**a** The organization?

**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

**6** 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:

**a** The organization?

**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

**7** 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.

**8** 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.

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2014

**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				
Macaran Baird, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Board Chair	(ii) 322,500.	0.	343.	33,800.	24,656.	381,299.	0.
James Van Vorren, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Vice Chair	(ii) 187,507.	0.	343.	25,415.	21,780.	235,045.	0.
Patricia Adam, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 177,674.	0.	343.	24,375.	19,718.	222,110.	0.
Catherine Godlewski	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 185,134.	0.	343.	24,463.	17,127.	227,067.	0.
Teresa McCarthy, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 187,384.	0.	343.	22,750.	24,492.	234,969.	0.
Peter Mitsch	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 218,853.	0.	343.	28,373.	21,425.	268,994.	0.
William Roberts, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 202,017.	0.	343.	27,755.	24,992.	255,107.	0.
Michael Wootten, MD	(i) 0.	0.	0.	0.	0.	0.	0.
Director	(ii) 227,698.	0.	343.	27,755.	19,469.	275,265.	0.
Nancy Feldman	(i) 0.	0.	0.	0.	0.	0.	0.
President & Chief Executive Officer	(ii) 669,712.	233,417.	105,516.	116,320.	12,921.	1,137,886.	105,516.
Mark Traynor	(i) 0.	0.	0.	0.	0.	0.	0.
Secretary/SVP & General Counsel	(ii) 269,232.	61,118.	34,901.	45,779.	14,181.	425,211.	34,901.
Beth Monsrud	(i) 0.	0.	0.	0.	0.	0.	0.
Treasurer/SVP & CFO	(ii) 331,122.	77,495.	0.	51,837.	21,845.	482,299.	0.
Edith Dorsey	(i) 0.	0.	0.	0.	0.	0.	0.
SVP Operations	(ii) 231,007.	0.	0.	37,536.	21,557.	290,100.	0.
Russel Kuzel	(i) 0.	0.	0.	0.	0.	0.	0.
SVP & Chief Medical Officer	(ii) 344,720.	78,596.	48,016.	54,184.	9,747.	535,263.	48,016.
Thomas Mahowald	(i) 0.	0.	0.	0.	0.	0.	0.
SVP Strategy & Product Development	(ii) 258,365.	58,301.	0.	44,307.	22,508.	383,481.	0.
Hilary Marden-Resnik	(i) 0.	0.	0.	0.	0.	0.	0.
SVP & Chief Administrative Officer	(ii) 265,235.	62,507.	29,905.	43,401.	22,625.	423,673.	29,905.
Ghitann Worcester	(i) 0.	0.	0.	0.	0.	0.	0.
SVP Public Affairs & Development	(ii) 277,041.	66,793.	31,401.	46,383.	10,848.	432,466.	31,401.

Schedule J (Form 990) 2014

**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				
Michael Lynch	(i) 0.	0.	0.	0.	0.	0.	0.
Medical Director	(ii) 255,155.	49,519.	0.	9,449.	20,505.	334,628.	0.
Jamie Carsello	(i) 0.	0.	0.	0.	0.	0.	0.
Chief Informatics Officer	(ii) 198,838.	36,465.	0.	8,976.	13,101.	257,380.	0.
Alan Heaton	(i) 0.	0.	0.	0.	0.	0.	0.
Pharmacy Director	(ii) 165,364.	31,272.	0.	7,783.	14,260.	218,679.	0.
Patricia Ball	(i) 0.	0.	0.	0.	0.	0.	0.
Director of Provider Network	(ii) 174,843.	30,534.	0.	8,443.	155.	213,975.	0.
Jeri Peters	(i) 0.	0.	0.	0.	0.	0.	0.
Chief Nursing Officer	(ii) 171,603.	32,025.	0.	8,315.	154.	212,097.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
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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.

Supplemental Information

The compensation for the President and CEO is determined by Ucare

Minnesota, the sole member. The following methods are used by Ucare

Minnesota when determining the President and CEO's compensation. (1)

compensation committee; (2) independent compensation consultant; (3)

Form 990 of other organizations; (4) written employment contract;

(5) compensation survey or study; and (6) approval by the Board or

Compensation Committee.



**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

UCare Foundation

Employer identification number  
46-4795214

Form 990, Part III, Line 4a, Program Service Accomplishments:

the following programs and projects:

Amherst H. Wilder Foundation: The Twin Cities Mobile Market is a  
grocery store on wheels that sells healthy foods at below-market prices  
in low-income neighborhoods. The mobile market benefits over 275,000  
low-income residents who do not have ready access to grocery stores  
that sell fresh, healthy foods and are thus at higher risk of obesity,  
diabetes, and other diet-related diseases.

Highland Friendship Club (HFC): HFC serves teens through adults with  
disabilities and supports its members in making healthy choices by  
providing a range of health, fitness, social, recreational  
opportunities.

Mental Health Association of Minnesota: The Association's Mental  
Health and Wellness Outreach Program provides education and tools to  
help individuals living with mental illnesses improve their overall  
health and well-being.

St. Paul Ramsey County Public Health: Club MOM offers community  
education, referrals, and resources to help at-risk moms thrive in  
their environments and, in turn, to be peer resources to other mothers  
in the community who face isolation and access barriers.

The Foundation also distributed funds to new immigrant/refugee

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.  
432211  
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

UCare Foundation

Employer identification number

46-4795214

organizations in targeted rural Minnesota which offered activities and

demonstrable outcomes in the following areas:

o Education about preventive care, chronic condition management, the importance of health care protocols, and the overall provision of health care to new immigrant/refugee communities.

o Education about the structure of benefits (e.g., pharmacy formulary and generic drugs) and access to services such as transportation and interpreter services for members of new immigrant/refugee communities.

o Support to help individuals identify local care systems appropriate for their primary and specialty care services and, as appropriate, to help people with initial care system identification and relationship development.

o Coordination of services with UCare's Clinical and Customer Services staff when issues are identified.

Examples of UCare Foundation grants for new immigrant/refugee

organizations include support for the following programs:

Somali Community Resettlement, together with partners such as clinics, hospitals, and schools, as well as other nonprofit organizations (Workforce Development, Three Rivers, and Intercultural Mutual Assistance Association), are committed to increase access and immunizations, and reduce health disparities in the state.

Name of the organization

UCare Foundation

Employer identification number

46-4795214

Healthfinders Collaborative Funds support patient-centered programming

to specifically help new Latino/Hispanic and Somali immigrants and

refugees in Rice County navigate the healthcare system, obtain

healthcare services, medications, and insurance/medical assistance, and

learn about preventive care, healthy lifestyles, and chronic disease

management.

Form 990, Part VI, Section A, line 1:

The Member shall appoint an Executive Committee comprised of five members

of the Board. The Chair of the Board shall be a member of, and shall chair,

the Executive Committee. The Executive Committee shall have and exercise

the authority of the Board in the management of the business of the

corporation, except with respect to matters requiring approval of greater

than a majority of the Directors and except as otherwise limited by the

Board. The Executive Committee shall act only in the interval between

meetings of the Board and shall be subject at all time to the control and

direction of the Board. This Executive Committee rarely is convened and did

not meet during 2014.

Form 990, Part VI, Section A, line 6:

The sole member of this corporation is UCare Minnesota, a Minnesota

nonprofit corporation.

Form 990, Part VI, Section A, line 7a:

The sole corporate member of UCare Foundation is UCare Minnesota which

elects the directors for the UCare Foundation.

Form 990, Part VI, Section A, line 7b:

432212  
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

UCare Foundation

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46-4795214

Such rights shall be reserved to the power of the Member of the

organization: (1) the number of Board of Directors, (2) the terms of each

Board Member, (3) any elected or appointed Director may be removed from

office with or without cause by the Member, (4) vacancies in the Board of

Directors shall be filled by the Member, (5) appoint an Executive

Committee, (6) appoint a Finance and Audit Committee and its designated

Chair-person, and (7) appoint individuals to serve as the UCare Foundation

Council.

Form 990, Part VI, Section B, line 11:

The form 990 is prepared by the controller and reviewed by an independent

accounting firm. UCare Foundation provides a copy and reviews the detail of

the completed 990 Form with the Board's Finance and Audit Committee. UCare

Foundation also provides a copy of the completed 990 Form to all members of

the Board of Directors via email, and the Board's on-line portal prior to

the Finance and Audit Committee's report to the Board. Upon approval by the

Board of Directors, the 990 Form is filed with the Internal Revenue

Service.

Form 990, Part VI, Section B, Line 12c:

The UCare Foundation requires completion of an annual questionnaire by its

Board members, Officers, and Senior Executives, which is designed to

identify potential conflicts of interest. In addition, UCare's policy

requires disclosure to the Board Chair and/or CEO of a potential conflict

involving a Director, Officer, or Management staff when a particular

transaction arises. If the Board or designated Board Committee determines

that a potential conflict exists related to a transaction requiring action

by the Board, the policy calls for the Board Member with the potential

432212  
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

UCare Foundation

Employer identification number  
46-4795214

conflict to abstain from voting and for a majority of the disinterested

Directors to find that the transaction is fair and reasonable to the

operation, and that the organization could not reasonably find a more

advantageous transaction from another entity without a potential conflict.

The policy requires disclosure of potential conflicts to the Board to the

designated committee even for transactions not requiring Board action.

Form 990, Part VI, Section C, Line 18:

UCare Foundation's 990 Form is available on [www.guidestar.org](http://www.guidestar.org) in addition

to being made available upon request.

Form 990, Part VI, Section C, Line 19:

UCare Foundation's Conflict of Interest Policy and financial statements are

available upon request.

Form 990, Part XI, line 9, Changes in Net Assets:

Unused 2013 Grant returned to Foundation in 2014	18,339.
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**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entry**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				





**Part VII** Supplemental Information

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

**Part II, Identification of Related Tax-Exempt Organizations:**

Name of Related Organization:

UCare Minnesota

Direct Controlling Entity: U of M Medical School/Department of Family

Practice

**ARTICLES OF INCORPORATION  
OF  
UCARE FOUNDATION**

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be UCare Foundation.

**ARTICLE II**  
**PURPOSES AND POWERS**

1. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). Within the framework and limitations of the foregoing, the purposes for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows: to promote the health of the residents of the communities served by UCare Minnesota, a Minnesota nonprofit corporation. In carrying out its purposes, the Corporation shall at all times be organized and operated exclusively to act for the benefit of, perform the functions of, and carry out the purposes of UCare Minnesota, all within the meaning of Code Section 509(a)(3).

2. The Corporation may receive gifts and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the Corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, as amended.

3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3).

4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III  
NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV  
DURATION

The period of duration of corporate existence of the Corporation shall be perpetual.

ARTICLE V  
REGISTERED OFFICE

The location of the registered office of the Corporation in the State of Minnesota shall be:

500 Stinson Boulevard NE  
Minneapolis, Minnesota 55413

ARTICLE VI  
SOLE MEMBER

The sole member of the Corporation shall be UCare Minnesota.

ARTICLE VII  
BOARD OF DIRECTORS

1. The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation, shall be as specified in the Bylaws of the Corporation.

2. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that when the action is taken by less than all Directors, all Directors must be notified immediately of its text and effective date. The written action shall be effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

ARTICLE VIII  
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to UCare Minnesota if such corporation is then qualified for tax exemption as an organization described in Code Section 501(c)(3). In the event UCare Minnesota is not then qualified for tax exemption, the Board of Directors shall distribute the remaining assets of the Corporation to such organization or organizations as the Board may determine which are exempt from federal tax under the Internal Revenue Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

I certify that I am authorized to execute this instrument, and I further certify that I understand that by signing this instrument I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this instrument under oath.

Dated: February 5, 2014

  
Secretary

**BYLAWS  
OF  
UCARE FOUNDATION**

**ARTICLE 1 - OFFICES**

1.1 **Registered Office.** The principal office of this corporation shall be at 500 Stinson Boulevard Northeast, Minneapolis, Minnesota, or such other address as the Board of Directors may as time to time determine.

1.2 **Other Offices.** The corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors shall from time to time determine.

**ARTICLE 2 - MEMBER**

2.1 **Corporate Member.** The sole member of this corporation is UCare Minnesota, a Minnesota nonprofit corporation ("Member").

2.2 **Member Rights.** In addition to any other rights reserved to the Member by this corporation's Articles of Incorporation or by these Bylaws, all powers afforded to voting members of nonprofit corporations shall be vested solely and exclusively in the Member. The Member shall vote or otherwise act through its board of directors or any person designated by its board of directors.

**ARTICLE 3 - DIRECTORS**

3.1 **General Powers.** The business, property and affairs of the corporation shall be managed by or under the direction of the Board of Directors. The Board shall have all powers that may be exercised by the corporation.

3.2 **Number, Qualifications and Election.** The Board of Directors shall consist of such number of directors as may be determined by the Member from time to time.

3.3 **Terms.** Each director shall serve for a term established by the Member.

3.4 **Removal.** Any elected or appointed director may be removed from office with or without cause by the Member.

3.5 **Resignation.** Any director may resign at any time by giving written notice to the Chair of the Board or the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.6 **Vacancies.** Vacancies in the Board of Directors shall be filled by the Member.

3.7 **Board Meetings.** Meetings of the Board of Directors shall be conducted as described below.

3.7.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as may be fixed by resolution adopted by a majority of the entire Board of Directors.

3.7.2 **Special Meetings.** Special meetings of the Board of Directors may be held at such time and place as may be designated in a notice or waiver of notice of the meeting. Special meetings of the Board of Directors may be called by the Chair of the Board, the President and Chief Executive Officer, or by written petition signed by any two directors and delivered to the Secretary. Notice of a special meeting (including a statement of the purposes for the meeting) shall be given to each director at least 24 hours in advance if the notice is oral or two days in advance if the notice is written.

3.7.3 **Meetings by Remote Communication.** Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar remote communication equipment by means of which all persons participating in the meeting can communicate with each other, which participation shall constitute presence in person at the meeting. Meetings may occur solely by means of remote communication under Minnesota Statutes, Section 317A.231.

3.7.4 **Notice.** Except as otherwise provided in these Bylaws, notice of Board meetings shall be made by giving written notice not less than five nor more than 30 days prior to the meeting. The notice shall be given to all directors and shall state the date, time and place of the meeting. The notice should, but need not, state the purposes of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given by mail, courier, or facsimile transmission delivered to the address maintained for each director in the records of the corporation. Notice may also be provided by electronic mail when directed to an electronic mail address at which a director has consented to receive notice, or by other electronic communication by which a director has consented to receive notice. When oral notice is permitted, it may be given by telephone or in person. If a meeting schedule is adopted by resolution of the Board, or if the date and time of a Board meeting has been announced at a previous meeting, additional notice should, but need not, be given, and no director may object to such meeting on the grounds of failure to provide timely notice.

3.7.5 **Waiver of Notice.** A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and does not participate thereafter in the meeting. All waivers of notice shall be filed with the records of the corporation.

3.8 **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by that number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors are present.

3.9 **Quorum; Voting.** The presence of a majority of the Board of Directors in office at the time of the meeting shall constitute a quorum for the transaction of business. A meeting at

which a quorum is initially present may continue to transact business until adjournment, despite the withdrawal of a number of directors such that fewer than a quorum remain; provided, however, that any action taken thereafter must be approved by at least a majority of the required quorum for the meeting or by such greater number as may be required under the law, the Articles of Incorporation or these Bylaws. In the absence of a quorum, a majority of the directors present may adjourn a meeting until a quorum is present. Except as otherwise required under the law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

3.10 Compensation. Directors shall receive no compensation for their services as directors, except as may otherwise be determined by resolution of a majority of the entire Board of Directors. Directors may be reimbursed for reasonable expenses, but only as determined from time to time by resolution of the Board of Directors. This shall not be construed to preclude any director from serving the corporation in any other capacity and receiving appropriate compensation for his or her services.

#### ARTICLE 4 - OFFICERS

4.1 General. The corporation shall have a Chair, a Vice Chair, a President and Chief Executive Officer, a Secretary and a Treasurer. The Board may elect or appoint such other officers as it deems necessary. Any of the offices or functions may be held or exercised by the same person. Officers may receive compensation for their services and reimbursement for their expenses as determined from time to time by the Board.

4.2 Election; Term of Office; Qualifications. The officers shall be elected by the Board of Directors and shall serve terms as provided by resolution adopted by the Board. Each officer shall hold office until his or her successor has been duly elected and qualified, or until the earlier death, resignation, retirement, termination or other removal of the officer. Except as otherwise provided in these Bylaws, officers need not be directors of the corporation.

4.3 Chair of the Board. The Chair shall (a) preside at all meetings of the Board of Directors; (b) be generally responsible for all matters of protocol of the Board of Directors; and (c) preside at all meetings of the Executive Committee. If the Chair is not present at a meeting of the Board or the Executive Committee, the Vice Chair shall preside at the meeting. If the Chair later joins the meeting, he or she shall preside from the point of his or her arrival.

4.4 Vice Chair of the Board. The Vice Chair shall assist and serve in the absence of the Chair, and shall preside at all meetings of the Board and the Executive Committee in the absence of the Chair.

4.5 President and Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the President and Chief Executive Officer shall (a) have general active management of the business of the corporation; (b) preside at meetings of the Board of Directors and the Executive Committee in the absence of the Chair and the Vice Chair; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and



deliver is required by law to be exercised by another person or is expressly delegated to some other officer, employee or agent of the corporation; (e) maintain records of and, when necessary as an alternate to the Secretary, certify proceedings of the Board, its committees or the members of the corporation; and (f) perform all duties incident to the office of the President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board. The President and Chief Executive Officer may delegate duties as provided in Section 4.12.

**4.6 Secretary.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Secretary shall (a) be secretary of and attend all meetings of the Board of Directors; (b) record the proceedings of the meetings in the minute book of the corporation; (c) give notices as required by these Bylaws; and (d) perform such other duties as may from time to time be prescribed by the Chair, the President and Chief Executive Officer or the Board of Directors. The Secretary may delegate duties as provided in Section 4.12.

**4.7 Treasurer.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the Chair, the President and Chief Executive Officer and the Board of Directors, whenever requested, an account of all of his or her transactions as treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by Chair, the President and Chief Executive Officer or the Board of Directors. The Treasurer may delegate duties as provided in Section 4.12.

**4.8 Removal.** Any officer elected or appointed by the Board of Directors may be removed, with or without cause, upon a vote of not less than 75% of those directors present at a meeting duly called and held by the Board of Directors. The Board may take such action whenever in its judgment the best interests of the corporation would be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person removed.

**4.9 Resignation.** Any officer may resign at any time by giving written notice to the corporation. The resignation is effective when notice is given to the corporation, unless a later date is specified in the notice; provided, however, the Board may elect to make the resignation effective at an earlier date. Acceptance of the resignation is not necessary to make it effective.

**4.10 Vacancies.** A vacancy in any elective office because of death, resignation, removal or otherwise may be filled by the Member or the Board of Directors for the unexpired term.

**4.11 Other Officers.** Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

**4.12 Delegation of Duties.** Unless prohibited under the law, the Articles of Incorporation, these Bylaws or any resolution adopted by the Board, an officer may delegate

some or all of his or her duties and powers to other persons. An officer who delegates the duties and powers of his or her office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

4.13 **Standard of Conduct.** An officer shall discharge the duties of his or her office in good faith, in a manner he or she reasonably believes to be in the best interest of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

## **ARTICLE 5 - COMMITTEES**

5.1 **Executive Committee.** The Member shall appoint an Executive Committee comprised of five members of the Board. The Chair of the Board shall be a member of, and shall chair, the Executive Committee. The Executive Committee shall have and exercise the authority of the Board in the management of the business of the corporation, except with respect to matters requiring approval of greater than a majority of the directors and except as otherwise limited by the Board. The Executive Committee shall act only in the interval between meetings of the Board and shall be subject at all times to the control and direction of the Board.

5.2 **Finance and Audit Committee.** The Member shall appoint a Finance and Audit Committee, and shall designate a director among the members to chair the committee. The Finance and Audit Committee shall oversee the financial affairs of the corporation, including external and internal audits. The committee's responsibilities shall include: review of the corporation's financial statements, oversight of the corporation's investment policy, including compliance with that policy; general oversight of the corporation's financial reporting obligations; hiring and overseeing the external financial auditor; and reviewing the results of audits by regulatory agencies and the external financial auditor, and of internal audits addressing appropriate financial controls and compliance with financial or tax-exempt regulations, including reviewing the corporation's response to such audits.

5.3 **The UCare Fund Council.** The Member shall appoint individuals to serve as the UCare Fund Council, and shall designate a member to chair the Council. The primary duty of the UCare Fund Council shall be to make determinations on the expenditure or other distribution of funds of the corporation.

5.4 **Committees in General.** The Member or Board of Directors may appoint such other committees as it may deem proper and shall prescribe the functions and membership of each such committee. Each committee, including those described above in this Article 5, shall be subject to the control and direction of the Board.

## **ARTICLE 6 - INDEMNIFICATION; CONFLICTS OF INTEREST**

6.1 **Conflicts of Interest.** Minnesota Statutes, Section 317A.251 requires that directors of nonprofit corporations discharge their duties in good faith and with that diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances. Directors, officers, committee members and management staff have a duty to serve the corporation with diligence and loyalty, including the maintenance of confidentiality

with respect to corporate business and interests, and to act honestly, in good faith, and in the best interests of the corporation.

The varied interests, backgrounds and representative roles of the directors, officers and committee members, and the potentially varied interests of management staff, may result in circumstances that might be viewed as possible conflicts of interest. A duality of interest or possible conflict of interest shall be considered through full disclosure of such interest and diligent efforts to clarify the extent to which a director, officer, committee member or management staff member is acting in his or her respective role with the corporation. The Board of Directors shall adopt a conflict of interest resolution or policy to provide guidance to the directors, officers, committee members and management staff in disclosing and resolving possible conflicts of interest in the performance of their duties on behalf of the corporation.

6.2 **Indemnification**. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as is permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

6.3 **Standard of Conduct**. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

#### **ARTICLE 7 - FINANCIAL REPORTING**

7.1 **Quarterly Report**. The Board of Directors shall be provided with regular reports, no less than quarterly, as to the financial status and activities of the corporation.

7.2 **Annual Audit**. The Board shall cause the records and books of account of this corporation to be audited by an independent certified public accounting firm at least once each fiscal year and at such other times as it may deem appropriate.

#### **ARTICLE 8 - AMENDMENTS**

These Bylaws may be amended in the manner provided by the Minnesota Nonprofit Corporation Act, provided the resolution of amendment has been adopted by a two-thirds majority vote of all the directors.

Dated this 5th day of February 2014

  
Secretary