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EXTENDED TO FEBRUARY 16, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

JUL 1, 2014

, and ending

JUN 30, 2015

Name of foundation

RICHMOND MEMORIAL HEALTH FOUNDATION

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

4901 LIBBIE MILL EAST BLVD

Room/suite

210

A Employer identification number

51-0211020

B Telephone number

804-282-6282

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

RICHMOND, VA 23230

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 226,932,735.

J Accounting method:

☐

Cash

☒

Accrual

☐

Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	123,862.		N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,218,262.	1,218,262.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,551,374.			
	b	Gross sales price for all assets on line 6a	5,551,374.			
	7	Capital gain net income (from Part IV, line 2)		5,551,374.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	100,124.	0.		STATEMENT 2
	12	Total. Add lines 1 through 11	6,993,622.	6,769,636.		
	13	Compensation of officers, directors, trustees, etc.	206,625.	41,325.		134,306.
	14	Other employee salaries and wages	391,245.	11,250.		332,411.
	15	Pension plans, employee benefits	145,853.	14,497.		107,422.
	16a	Legal fees	2,402.	288.		1,705.
	b	Accounting fees	140,846.	16,902.		100,001.
	c	Other professional fees	641,311.	453,810.		179,336.
	17	Interest				
	18	Taxes	3,692.	443.		2,621.
	19	Depreciation and depletion	17,281.	0.		
	20	Occupancy	123,669.	14,840.		87,805.
	21	Travel, conferences, and meetings	60,455.	7,254.		42,923.
	22	Printing and publications				
	23	Other expenses	201,093.	16,936.		164,503.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,934,472.	577,545.		1,153,033.
	25	Contributions, gifts, grants paid	2,785,752.			2,785,752.
	26	Total expenses and disbursements. Add lines 24 and 25	4,720,224.	577,545.		3,938,785.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	2,273,398.			
	b	Net investment income (if negative, enter -0-)		6,192,091.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	934,941.	1,689,539.	1,689,539.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,701.	25,759.	25,759.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	19,671,206.	9,734,767.	9,734,767.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶	173,092.	
Less accumulated depreciation ▶		17,281.	155,811.	155,811.
12 Investments - mortgage loans				
13 Investments - other STMT 10		60,168,665.	65,654,859.	65,654,859.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)		137,762,000.	149,672,000.	149,672,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		218,549,513.	226,932,735.	226,932,735.
17 Accounts payable and accrued expenses		221,310.	172,438.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	221,310.	172,438.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒			
	24 Unrestricted	213,382,751.	221,693,469.	
	25 Temporarily restricted	42,631.	42,631.	
	26 Permanently restricted	4,902,821.	5,024,197.	
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	218,328,203.	226,760,297.	
	31 Total liabilities and net assets/fund balances	218,549,513.	226,932,735.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	218,328,203.
2 Enter amount from Part I, line 27a	2	2,273,398.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	11,910,000.
4 Add lines 1, 2, and 3	4	232,511,601.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	5,751,304.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	226,760,297.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,551,374.			5,551,374.
b			0.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			5,551,374.
b			0.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	5,551,374.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	3,525,405.	76,308,265.	.046200
2012	3,245,905.	70,165,572.	.046261
2011	2,727,668.	65,316,374.	.041761
2010	2,047,719.	62,995,760.	.032506
2009	2,363,416.	58,315,527.	.040528

2 Total of line 1, column (d)	2	.207256
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.041451
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	76,895,590.
5 Multiply line 4 by line 3	5	3,187,399.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61,921.
7 Add lines 5 and 6	7	3,249,320.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	4,038,785.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	61,921.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	61,921.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	61,921.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 45,600.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 16,321.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	61,921.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE ORGANIZATION</u> Telephone no. ► <u>804-282-6282</u> Located at ► <u>4901 LIBBIE MILL EAST BLVD, SUITE 210, RICHMOND,</u> ZIP+4 ► <u>23230</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☒ Yes ☐ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		206,625.	36,821.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN H. ESTES - 4901 LIBBIE MILL	VP FOR PROGRAMS			
EAST BOULEVARD, SUITE 210, RICHMOND,	40.00	130,500.	24,317.	0.
CYNTHIA I. NEWBILLE - 4901 LIBBIE	PROGRAMS OFFICER & COORDINATOR			
MILL EAST BOULEVARD, SUITE 210,	35.00	64,750.	10,398.	0.
KENDRA J. JONES - 4901 LIBBIE MILL	OPERATIONS MANAGER & ACCOUNTANT			
EAST BOULEVARD, SUITE 210, RICHMOND,	40.00	56,000.	18,155.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WARREN WHITNEY - 7231 FOREST AVENUE, SUITE 203, RICHMOND, VA 23226	ACCOUNTING & PERSONNEL CONSULTANT	123,538.
MANGHAM ASSOCIATES, INC. - 630 PETER JEFFERSON PKWY, CHARLOTTESVILLE, VA 22911	INVESTMENT CONSULTANT	116,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NURSE LEADERSHIP INSTITUTE OF VIRGINIA - SEE ATTACHED	
	147,411.
2 THE GREATER RICHMOND PATIENT CENTERED MEDICAL HOME INITIATIVE - SEE ATTACHED	
	261,908.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 RICHMOND MEMORIAL HEALTH FOUNDATION'S 17% MEMBER INTEREST IN BON SECOURS RICHMOND HEALTH SYSTEM IS RECOGNIZED BY THE IRS AS A PROGRAM-RELATED INVESTMENT.	100,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	100,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	75,896,003.
b	Average of monthly cash balances	1b	2,170,586.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	78,066,589.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	78,066,589.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,170,999.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,895,590.
6	Minimum investment return. Enter 5% of line 5	6	3,844,780.

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

1	Minimum investment return from Part X, line 6	1	3,844,780.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	61,921.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	61,921.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,782,859.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,782,859.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,782,859.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,938,785.
b	Program-related investments - total from Part IX-B	1b	100,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,038,785.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	61,921.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,976,864.

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

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,782,859.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			2,554,590.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 4,038,785.				
a Applied to 2013, but not more than line 2a			2,554,590.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,484,195.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				2,298,664.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL ROAD RICHMOND, VA 23228	N/A	PC	PROGRAM SUPPORT AN EVIDENCED BASED FITNESS PROGRAM	35,000.
ACCESS NOW 2201 WEST BROAD STREET, SUITE 205 RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT CARE COORDINATION PROGRAM	40,000.
ALZHEIMER'S ASSOCIATION 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	PC	PROGRAM SUPPORT CARE CONSULTANTS FOR CAREGIVERS OF LOVED ONES WITH DEMENTIA	15,000.
BETTER HOUSING COALITION P.O. BOX 12117 RICHMOND, VA 23241	N/A	PC	PROGRAM SUPPORT SENIOR HEALTH INITIATIVE	50,000.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMONT RD., RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT COMMUNITY HOSPICE HOUSE	100,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,685,350.
b Approved for future payment				
ALZHEIMER'S ASSOCIATION 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	PC	PROGRAM SUPPORT EARLY INTERVENTION & CARE CONSULTATION PROGRAM	15,000.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMONT RD., RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT RESIDENTIAL COMMUNITY HOSPICE HOUSE	200,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA ROAD, SUITE 211 RICHMOND, VA 23229	N/A	PC	PROGRAM SUPPORT VIRGINIA HEALTH CENTER SATELLITE COUNSELING	75,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				2,162,550.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL AREA HEALTH NETWORK-VERNON J. HARRIS COMMUNITY HEALTH CENTER 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PC	PROGRAM SUPPORT CAHN 24 HOUR NURSE ADVICE LINE	175,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD, SUITE 211 RICHMOND, VA 23229	N/A	PC	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	30,000.
CHILDSAVERS-MEMORIAL CHILD GUIDANCE CLINIC 200 NORTH 22ND STREET RICHMOND, VA 23223	N/A	PC	PROGRAM SUPPORT PRACTICE TRANSITION TO ELECTRONIC HEALTH RECORDS	100,000.
CIRCLE CENTER ADULT DAY SERVICES 4900 WEST MARSHALL STREET RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT CIRCLE CENTER STAFF DEVELOPMENT PROGRAM & CIRCLE CENTER CAPITAL NEEDS PROGRAM	170,000.
CODE FOR AMERICAN LABS, INC. 155 NINTH STREET SAN FRANCISCO, CA 94103	N/A	PC	PROGRAM SUPPORT MATCH FUNDING FOR 2015 RICHMOND FELLOWSHIP	50,000.
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT PRIMARY CARE INTEGRATION INTO A BEHAVIORAL HEALTH OUTREACH SETTING	50,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PC	PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE & YOUTH HEALTH EQUITY LEADERSHIP INSTITUTE	120,000.
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT CLINICAL EXPANSION PROGRAM	150,000.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT PCMH INTEGRATED CARE PROJECT	100,000.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PC	PROGRAM SUPPORT ENHANCING CLINICAL SERVICES PROGRAM	40,000.
Total from continuation sheets				2,445,350.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GATEWAY HOMES 11901 REEDY BRANCH ROAD CHESTERFIELD, VA 23838	N/A	PC	PROGRAM SUPPORT - NURSE PRACTITIONER PROGRAM	37,500.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PC	PROGRAM SUPPORT HEALTH CARE SVCS PROGRAM	54,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	40,000.
GREATER RICHMOND STOP CHILD ABUSE NOW 103 EAST GRACE STREET RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	25,000.
HEART HAVENS, INC 812 MOOREFIELD PARK DRIVE, SUITE 301 RICHMOND, VA 23236	N/A	PC	PROGRAM SUPPORT BUILDING A CAREER LADDER FOR DIRECT SUPPORT PROVIDERS PROGRAM	15,990.
INSTITUTE FOR PUBLIC HEALTH INNNOVATION 1301 CONNECTICUT AVENUE NW, SUITE 200 WASHINGTON, DC 20036	N/A	PC	PROGRAM SUPPORT COMMUNITY ADVOCATES PROGRAM	92,225.
J. SARGEANT REYNOLDS COMMUNITY COLLEGE EDUCATIONAL FUND P.O. BOX 26924 RICHMOND, VA 23261	N/A	PC	PROGRAM SUPPORT HEALTH INFORMATION MANAGEMENT CAREER PATHWAYS	50,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BOULEVARD, PO DRAWER 170 CHESTERFIELD, VA 23832	N/A	PC	PROGRAM SUPPORT LCV DENTAL CLINIC	25,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PC	PROGRAM SUPPORT CLINICAL SCHOLARS PROGRAM, INJURY & VIOLENCE PREVENTION-PROJECT	203,700.
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, SUITE 300 RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT BIKE WALK RVA PROGRAM	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NUEVA VIDA 206 NORTH WASHINGTON STREET, SUITE 300 ALEXANDRIA, VA 22314	N/A	PC	PROGRAM SUPPORT HEALTHCARE NEEDS OF VULNERABLE, HIGH RISK LATINA WOMEN WITH CANCER	38,350.
RICHMONT ACADEMY OF MEDICINE 2201 WEST BROAD STREET, SUITE 205 RICHMONT, VA 23220	N/A	PC	PROGRAM SUPPORT ADVANCED CARE PLANNING, "FIRST STEPS" PROJECT	30,000.
ROSMY P.O. BOX 5542 RICHMONT, VA 23220	N/A	PC	PROGRAM SUPPORT SUICIDE PREVENTION PROGRAM	48,800.
RX PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMONT, VA 23294	N/A	PC	PROGRAM SUPPORT RXPARTNERSHIP SUPPORT & EXPANSION PROG	30,000.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMONT, VA 23219	N/A	PC	PROGRAM SUPPORT GREATER RICHMOND AGE WAVE INITIATIVE	56,250.
SENIORNAVIGATOR 7501 BOULDERS VIEW DR., SUITE 110 RICHMONT, VA 23225	N/A	PC	PROGRAM SUPPORT VA HEALTH NAVIGATOR SOLUTION CENTER	41,200.
SOUTH RICHMOND ADULT DAY CARE CENTER 1500 HULL STREET RICHMONT, VA 23224	N/A	PC	PROGRAM SUPPORT ADULT DAY HEALTH CARE PROGRAM	30,000.
SPECIAL OLYMPICS OF VIRGINIA 3212 SKIPWITH ROAD, SUITE 100 RICHMONT, VA 23294	N/A	PC	PROGRAM SUPPORT RAISING THE BAR	27,000.
TRICYCLE GARDENS 2107 EAST CARY STREET RICHMONT, VA 23219	N/A	PC	PROGRAM SUPPORT HEALTHY CORNER STORE - GET FRESH INITIATIVE	45,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMONT, VA 23221	N/A	PC	PROGRAM SUPPORT EXPANDING PRIMARY CARE PROGRAM	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT A PLACE TO START PROGRAM	50,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT DIABETES PREVENTION	97,000.
CAPITAL AREA HEALTH NETWORK 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES P.O. BOX 116 GOOCHLAND, VA 23063	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PC	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	1,830.
GRANTMAKERS IN AGING 2001 JEFFERSON DAVIS HWY, SUITE 504 ARLINGTON, VA 22202	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	2,900.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVENUE, NW, SUITE 1200 WASHINGTON, DC 20039-4110	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	4,600.
GRANT MANAGERS NETWORK, INC. 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	4,500.
GREATER RICHMOND CHAMBER FOUNDATION 600 EAST MAIN STREET, SUITE 700 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT GREATER RICHMOND CAPITAL REGION COLLABORATIVE PROJECT	10,000.
SENIOR NAVIGATOR 7501 BOULDERS VIEW DR., SUITE 201 RICHMOND, VA 23225	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	500.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	7,500.
UNITED WAY OF CENTRAL LOUISIANA 1101 4TH STREET, SUITE 202 ALEXANDRIA, LA 71301	N/A	PC	PROGRAM SUPPORT DONATION IN HONOR OF JOSEPH ROSIER, JR.	1,000.
VIRGINIA CENTER FOR HEALTH INNOVATION 919 EAST MAIN STREET, SUITE 900 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT PRE-SIM BEHAVIORAL HEALTH INTEGRATION SUMMIT	8,480.
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL ROAD #202 RICHMOND, VA 23228	N/A	PC	PROGRAM SUPPORT HUMANITARIAN AWARDS	525.
VIRGINIA COMMONWEALTH UNIVERSITY-GIFTS AND RECORDS MANAGEMENT P.O. BOX 843042 RICHMOND, VA 23284-3042	N/A	PC	PROGRAM SUPPORT EXCELLENCE IN VIRGINIA GOVERNMENT AWARDS	1,000.
VA CONSORTIUM FOR HEALTH PHILANTHROPY 5308 DISCOVERY PARK BLVD, SUITE 10 WILLIAMSBURG, VA 23188	N/A	PC	PROGRAM SUPPORT MEMBER SUPPORT	500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT ORAL HEALTH-PRIMARY HEALTH INTEGRATION IN A SAFETY NET SETTING	160,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PC	PROGRAM SUPPORT 7TH DIST. HEALTH & WELLNESS INITIATIVE	25,000.
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT CLINICAL EXPANSION PROGRAM	150,000.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PC	PROGRAM SUPPORT CLINICAL SERVICES PROGRAM	40,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT FIT4KIDS WELLNESS INTEGRATION	150,000.
HEART HAVENS, INC 812 MOOREFIELD PARK DRIVE, SUITE 301 RICHMOND, VA 23236	N/A	PC	PROGRAM SUPPORT BUILDING A CAREER LADDER FOR DIRECT SUPPORT PROVIDERS PROGRAM	11,150.
J. SARGEANT REYNOLDS P.O. BOX 26924 RICHMOND, VA 23261	N/A	PC	PROGRAM SUPPORT HEALTH INFORMATION MANAGEMENT CAREER PATHWAY	50,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BOULEVARD, PO DRAWER 170 CHESTERFIELD, VA 23832	N/A	PC	PROGRAM SUPPORT LCV DENTAL CLINIC COMMUNITY PROJECT	25,000.
NUEVA VIDA 206 NORTH WASHINGTON STREET, SUITE 300 ALEXANDRIA, VA 22314	N/A	PC	PROGRAM SUPPORT HEALTHCARE NEEDS OF VULNERABLE, HIGH RISK LATINA WOMEN WITH CANCER	19,175.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DR., SUITE 101 RICHMOND, VA 23225	N/A	PC	PROGRAM SUPPORT GENERAL OPERATING SUPPORT	100,000.
Total from continuation sheets				1,872,550.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD	92,225.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT GREATER RICHMOND AGE WAVE COLLABORATIVE	250,000.
SOUTH RICHMOND ADULT DAY CARE CENTER 1500 HULL STREET RICHMOND, VA 23224	N/A	PC	PROGRAM SUPPORT CLINICAL NURSE MANAGER FOR THE ADULT DAY HEALTH CARE PROGRAM	100,000.
VCU DEPARTMENT OF PSYCHOLOGY/VCU FOUNDATION 909 WEST FRANKLIN STREET RICHMOND, VA 23284	N/A	PC	PROGRAM SUPPORT	100,000.
VIRGINIA SUPPORTIVE HOUSING P. O. BOX 8585 RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT A PLACE TO START	100,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PC	PROGRAM SUPPORT EXPANDING PRIMARY CARE PROGRAM	150,000.
VIRGINIA TREATMENT CENTER FOR CHILDREN/MCV FOUNDATION 1228 EAST BROAD STREET RICHMOND, VA 23298	N/A	PC	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCE CENTER	200,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT DIABETES CONTROL PROGRAM	150,000.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - EAST DISTRICT FAMILY RESOURCE CENTER

PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE & YOUTH

HEALTH EQUITY LEADERSHIP INSTITUTE PROGRAM

NAME OF RECIPIENT - MEDICAL COLLEGE OF VIRGINIA FOUNDATION

PROGRAM SUPPORT CLINICAL SCHOLARS PROGRAM, INJURY & VIOLENCE

PREVENTION-PROJECT EMPOWER INITIATIVE, AND CHILDREN'S MENTAL HEALTH

RESOURCE CENTER PROGRAM

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - RICHMOND CITY HEALTH DISTRICT

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

Richmond Memorial Health Foundation

2014 Form 990-PF, Part IX-A

Summary of Direct Charitable Activities

Nurse Leadership Institute of Virginia

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

The NLI is a 9-month intensive leadership development program for nurse managers and emerging nurse leaders with exceptional clinical skills, equipping them with leadership, financial and performance improvement skills to meet the challenges of leading a staff in a complex work environment. The NLI enjoys broad community support from Virginia's nursing professional associations, healthcare employers and others. Since inception, 254 nurses from across the Commonwealth have participated in the program.

The Greater Richmond Patient Centered Medical Homes Initiative

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

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



RESPONSIVE GRANT GUIDELINES & ELIGIBILITY CRITERIA

OUR APPROACH

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

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

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

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

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

- **Leadership:** The Foundation strives to provide *Leadership* in the community by partnering with others sharing RMHF's vision and mission to create healthier communities.
- **Heritage:** The Foundation's *Heritage* is vital to a legacy of community centered care. Trustees and Staff are stewards of the financial and social capital invested to create our legacy institution, Richmond Memorial Hospital.

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

FUNDING PRIORITIES

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

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

ELIGIBILITY CRITERIA

To be eligible for funding from the Richmond Memorial Health Foundation, organizations must meet the following requirements:

- Have a mission consistent with the mission, vision and priorities of RMHF.
- Be a nonprofit tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Private Foundations and non-functionally integrated "Type III" supporting organization as defined by Section 509(a) of the IRS Code may be considered at the discretion of the Foundation and may be subject to additional reporting guidelines. This consideration will be based on the charitable and strategic intent of the proposal.
- Organizations described in Section 170(c)(1) (governmental entities) and/or Section 511(a)(2)(B) (colleges and universities) may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal.
- Be located within, or having program(s) focused within Richmond or Central Virginia. Organizations located or having program(s) outside this geographic area may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal and where the outcomes demonstrate a direct benefit to Richmond and Central Virginia and/or the Foundation.
- Have a recent financial audit or financial review performed by an independent outside agency.

The Foundation does not fund:

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

APPLICATION PROCESS

The Foundation employs a three step process for receiving and considering responsive grant requests. These steps include a Letter of Inquiry, a pre-application meeting with Foundation Staff, and the submission of a full Grant Application. The Foundation intends to administer up to two grant cycles per year. Organizations that meet the eligibility requirements, address funding priorities, and share Richmond Memorial Health Foundation's mission, vision and values, are invited to register your organization and begin the online process.

Direct contact with Foundation Trustees to advocate for a specific request is submitted is strongly discouraged.

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

RMHF has identified several priority considerations that apply as review criteria. Requests will be assessed on factors including, but not limited to:

- Demonstration of need.
- Demonstration that project is grounded in evidence based practices or is a well thought out new idea.
- Demonstration of clearly defined and measurable program goals, objectives, and outcomes.
- Demonstration of an ability to make significant and measurable impact or improvement in health and healthcare in Richmond and Central Virginia.
- Demonstration of an ability to be sustained following the grant award period.
- Demonstration of strong organizational leadership.
- Demonstration of a commitment to a broader community education/learning component whereby the results, reports and appropriate grant related information gained through the grant funded activities are systematically shared with others.
- Participation by other partners, nonprofit organizations, foundations, government, businesses and academic institutions, and/or the inclusion of matching funds.
- Multi-year funding may be considered. Funding requests spanning more than one year will be awarded on a year-by-year basis contingent upon satisfactory completion of stated performance goals and objectives.

EVALUATION AND IMPACT:

Richmond Memorial Health Foundation is committed to advancing learning and evaluation through a review of each Grant Award and believes that lessons, successes and failures learned are important. The evaluation process will take place on two

levels - project monitoring and shared learning on the community level that hopefully will drive improvement. To support this we ask that all grantees agree to have their results, findings, progress reports and appropriate grant related information shared with the broader community.

CONDITIONS FOR ACCEPTING GRANT AWARDS

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

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

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

For more information about Richmond Memorial Health Foundation or for questions concerning the Grant Guidelines, please contact the Foundation Offices.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENTS	1,218,262.	0.	1,218,262.	1,218,262.	
TO PART I, LINE 4	1,218,262.	0.	1,218,262.	1,218,262.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NURSE LEADERSHIP INSTITUTE - TUITION	92,400.	0.	
OTHER REVENUE	426.	0.	
TAX REFUND	7,298.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100,124.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,402.	288.		1,705.
TO FM 990-PF, PG 1, LN 16A	2,402.	288.		1,705.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDITING AND TAX COMPLIANCE	17,571.	2,109.		12,475.	
ACCOUNTING SERVICES	123,275.	14,793.		87,526.	
TO FORM 990-PF, PG 1, LN 16B	140,846.	16,902.		100,001.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	334,524.	334,524.		0.	
INVESTMENT CONSULTANT	116,000.	116,000.		0.	
COMMUNICATIONS CONSULTANT	12,108.	0.		8,597.	
PROGRAM CONSULTANTS	151,298.	0.		151,298.	
WARREN WHITNEY	49.	6.		35.	
IT, DESIGN & ARCHITECTURE					
CONSULTANTS	12,756.	1,531.		9,057.	
MISCELLANEOUS	14,576.	1,749.		10,349.	
TO FORM 990-PF, PG 1, LN 16C	641,311.	453,810.		179,336.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUSINESS PERSONAL PROPERTY TAX	3,692.	443.		2,621.	
TO FORM 990-PF, PG 1, LN 18	3,692.	443.		2,621.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DCA-NURSE LEADERSHIP INSTITUTE	53,962.	0.		53,962.	
DCA-PATIENT CENTERED MEDICAL HOME	908.	0.		908.	
DIRECT GRANT ADMINISTRATIVE EXPENSES	27,551.	0.		27,551.	
DIRECT INVESTMENT ADMINISTRATIVE EXPENSE	3,063.	3,063.		0.	
EQUIP. LEASES, SVC CONTRACTS, MAINTENANCE	5,779.	694.		4,103.	
INFORMATION TECHNOLOGY	10,421.	1,251.		7,399.	
INSURANCE	6,025.	723.		4,278.	
INTERNET ACCESS	1,407.	169.		999.	
SUPPLIES AND MATERIALS	5,972.	717.		4,240.	
TELEVISION ACCESS	702.	84.		498.	
MEMBERSHIPS	1,450.	174.		1,030.	
BANK SERVICE FEES	1,786.	214.		1,268.	
RECOGNITION AND GIFTS	1,860.	223.		1,320.	
POSTAGE	996.	120.		707.	
CATERING/MEALS	3,451.	414.		2,450.	
FURNISHINGS AND EQUIPMENT	70,949.	8,512.		50,374.	
SUBSCRIPTIONS	1,731.	208.		1,229.	
COPORATE FILINGS	50.	6.		36.	
OTHER MISCELLANEOUS EXPENSES	3,030.	364.		2,151.	
TO FORM 990-PF, PG 1, LN 23	201,093.	16,936.		164,503.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
CHANGE IN EQUITY INTEREST OF PROGRAM RELATED INVESTMENT		11,910,000.	
TOTAL TO FORM 990-PF, PART III, LINE 3		11,910,000.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	9,734,767.	9,734,767.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,734,767.	9,734,767.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	22,276,565.	22,276,565.
PARTNERSHIPS	COST	43,378,294.	43,378,294.
TOTAL TO FORM 990-PF, PART II, LINE 13		65,654,859.	65,654,859.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT IN BONSECOURS RICHMOND HEALTH SYSTEM	137,762,000.	149,672,000.	149,672,000.
TO FORM 990-PF, PART II, LINE 15	137,762,000.	149,672,000.	149,672,000.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY S. CRIBBS, SR. 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	PRESIDENT & CEO 40.00	206,625.	36,821.	0.
MICHELE A.W. MCKINNON, ESQUIRE 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	CHAIR 2.00	0.	0.	0.
JR HIPPLE 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	VICE CHAIR 2.00	0.	0.	0.
SHERYL L. GARLAND 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	IMMEDIATE PAST CHAIR 2.00	0.	0.	0.
JOSEPH SCHILLING 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	SECRETARY 2.00	0.	0.	0.
HARRY A. TURTON, JR. 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TREASURER 2.00	0.	0.	0.
A. DALE CANNADY 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	ASSISTANT TREASURER 2.00	0.	0.	0.
DANNY TK AVULA 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
REGINALD E. GORDON, ESQUIRE 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.

JOHN W. MARTIN 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
WILLIAM R. NELSON, MD, MPH 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
ROBERT L. THALHIMER 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
DEBORAH L. ULMER, RN, PHD 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
RICHARD L. GRIER 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
DELORES A. REMO 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
MATT J. ILLIAN 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
ABRAHAM SEGRES 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
VANESSA WALKER HARRIS, MD 4901 LIBBIE MILL EAST BOULEVARD, SUITE 210 RICHMOND, VA 23230	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		206,625.	36,821.	0.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

804-282-6282

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.