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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK		A Employer identification number 22-3804398
Number and street (or P O box number if mail is not delivered to street address) 726 EXCHANGE STREET	Room/suite 518	B Telephone number (716) 852-3030
City or town, state or province, country, and ZIP or foreign postal code BUFFALO, NY 14210-1485		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 114,097,938.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				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		1,614,200.	1,723,899.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,691,376.			STATEMENT 1
b Gross sales price for all assets on line 6a 17,687,608.					
7 Capital gain net income (from Part IV, line 2)			2,832,836.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		107,491.	15,726.		STATEMENT 3
12 Total Add lines 1 through 11		3,413,067.	4,572,461.		
13 Compensation of officers, directors, trustees, etc		511,866.	0.		511,866.
14 Other employee salaries and wages		566,786.	0.		566,786.
15 Pension plans, employee benefits		156,542.	0.		156,542.
16a Legal fees STMT 4		2,775.	0.		2,775.
b Accounting fees STMT 5		19,500.	4,875.		14,625.
c Other professional fees STMT 6		2,010,467.	685,854.		1,324,613.
17 Interest					
18 Taxes STMT 7		72,925.	57,126.		0.
19 Depreciation and depletion		58,150.	0.		
20 Occupancy		111,753.	0.		111,753.
21 Travel, conferences, and meetings		289,649.	0.		289,649.
22 Printing and publications		16,897.	0.		16,897.
23 Other expenses STMT 8		459,632.	12,922.		459,632.
24 Total operating and administrative expenses. Add lines 13 through 23		4,276,942.	760,777.		3,455,138.
25 Contributions, gifts, grants paid		2,402,578.			2,402,578.
26 Total expenses and disbursements. Add lines 24 and 25		6,679,520.	760,777.		5,857,716.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,266,453.>			
b Net investment income (if negative, enter -0-)			3,811,684.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED DEC 08 2017

Operating and Administrative Expenses

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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	131,303.	303,809.	303,809.
	2 Savings and temporary cash investments	875,997.	261,669.	261,669.
	3 Accounts receivable ▶ 15,404.			
	Less: allowance for doubtful accounts ▶	25,661.	15,404.	15,404.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	20,539,639.	23,466,181.	23,466,181.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		90,173,353.	89,234,370.	89,234,370.
14 Land, buildings, and equipment basis ▶ 472,007.				
Less accumulated depreciation ▶ 259,695.		235,700.	212,312.	212,312.
15 Other assets (describe ▶ STATEMENT 11)		649,349.	604,193.	604,193.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		112,631,002.	114,097,938.	114,097,938.
17 Accounts payable and accrued expenses		29,750.	19,000.	
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 ▶ STATEMENT 12)	235,568.	282,093.	
23 Total liabilities (add lines 17 through 22)	265,318.	301,093.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	112,365,684.	113,796,845.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	112,365,684.	113,796,845.		
31 Total liabilities and net assets/fund balances	112,631,002.	114,097,938.		

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)	112,365,684.
2 Enter amount from Part I, line 27a	<3,266,453.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	4,697,614.
4 Add lines 1, 2, and 3	113,796,845.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	113,796,845.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b NONPUBLICLY TRADED SECURITIES - TAB B	P	VARIOUS	VARIOUS
c PASSED THROUGH K-1S	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,271,398.		3,067,773.	203,625.
b 13,229,483.		12,928,459.	301,024.
c		<1,141,460.>	1,141,460.
d 1,186,727.			1,186,727.
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			203,625.
b			301,024.
c			1,141,460.
d			1,186,727.
e			

2 Capital gain net income or (net capital loss)	2	2,832,836.
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))
2015	5,784,080.	115,975,430.	.049873
2014	5,856,177.	120,458,209.	.048616
2013	5,292,642.	115,780,290.	.045713
2012	4,880,700.	104,071,991.	.046897
2011	4,230,180.	99,769,245.	.042400

2 Total of line 1, column (d)	2	.233499
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	.046700
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	109,897,074.
5 Multiply line 4 by line 3	5	5,132,193.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,117.
7 Add lines 5 and 6	7	5,170,310.
8 Enter qualifying distributions from Part XII, line 4	8	5,892,478.

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.

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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	38,117.
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	38,117.
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	38,117.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	23,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	33,000.	
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	5,117.	
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 2017 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

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?		Yes	No
1b 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
1c 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.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</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	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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	Yes		No
				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>WWW.HFWCNY.ORG</u>	13	X		
14 The books are in care of ► <u>CAROL L. QUARANTILLO</u> Telephone no. ► <u>716-852-3030</u>				
Located at ► <u>726 EXCHANGE STREET, SUITE 518, BUFFALO, NY</u> ZIP+4 ► <u>14210-1485</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 2016, 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. 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.

1a During the year did the foundation (either directly or indirectly):		Yes	No
(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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►		☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A	
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 2016 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 2016.)	3b	N/A	
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 2016?	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)?
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? ☒ 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? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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 13		431,099.	80,767.	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
KARA WILLIAMS - 431 E. FAYETTE STREET, SUITE 250, SYRACUSE, NY	SENIOR PROGRAM OFFICER 40.00	92,807.	13,628.	0.
MONICA BROWN - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	PROGRAM OFFICER 40.00	89,625.	12,653.	0.
KATHERINE MCLAUGHLIN - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	DIRECTOR OF COMMUNICATIONS 40.00	80,861.	8,045.	0.
STEVEN COPPS - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	OFFICE/EVENTS MANAGER 40.00	46,478.	11,503.	0.
CORALIE BROWN - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	GRANTS MANAGER 40.00	53,737.	3,554.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CATALYST RESEARCH LLC 25 BLOOMFIELD AVE, DEPEW, NY 14043	CONSULTANT FEES	109,427.
VIRGINIA OEHLER 305 LAKEFRONT BLVD, BUFFALO, NY 14202	CONSULTANT FEES	96,000.
VISCERAL, LLC 1355 6TH AVENUE, SAN DIEGO, CA 92101	CONSULTANT FEES	94,737.
LD PULLANO RESOURCES, LLC 3814 WINDOVER DR, HAMBURG, NY 14075	CONSULTANT FEES	88,641.
THE RED GROUP, LLC PO BOX 35150, SYRACUSE, NY 13235	CONSULTANT FEES	59,750.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 14	533,771.
2 SEE STATEMENT 15	259,050.
3 SEE STATEMENT 16	162,493.
4 SEE STATEMENT 17	134,124.

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

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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	110,707,508.
b	Average of monthly cash balances	1b	863,125.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	111,570,633.
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	111,570,633.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,673,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	109,897,074.
6	Minimum investment return. Enter 5% of line 5	6	5,494,854.

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	5,494,854.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	38,117.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,117.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,456,737.
4	Recoveries of amounts treated as qualifying distributions	4	183,446.
5	Add lines 3 and 4	5	5,640,183.
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	5,640,183.

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	5,857,716.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	34,762.
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	5,892,478.
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	38,117.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,854,361.

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.

**HEALTH FOUNDATION FOR WESTERN &
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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,640,183.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			5,675,882.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5,892,478.				
a Applied to 2015, but not more than line 2a			5,675,882.	
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 2016 distributable amount				216,596.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				5,423,587.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

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

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Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	1,614,200.	
		18	15,726.	
		18	1,691,376.	
				91,765.
	0.		3,321,302.	91,765.
			13	3,413,067.

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HEALTH FOUNDATION FOR WESTERN &
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Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
CATHY J BERRY, MD, PC 101 PINE STREET SYRACUSE, NY 13210		25,000.	04/20/15	25,000.	
Purpose of Grant MIDWIFERY SERVICES FOR LOW-INCOME WOMEN IN WESTERN AND CENTRAL NEW YORK					
Date of Reports by Grantee		Diversions by Grantee			
9/17/2015; 3/23/16; 11/18/16					
Results of Verification					

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
WOMEN'S HEALTH OF WESTERN NEW YORK 130 S UNION STREET #7 OLEAN, NY 14760		25,000.	11/24/15	3,879.	
Purpose of Grant MIDWIFERY SERVICES FOR LOW-INCOME WOMEN IN WESTERN AND CENTRAL NEW YORK					
Date of Reports by Grantee		Diversions by Grantee			
FIRST REPORT DUE 3/31/17					
Results of Verification					

HEALTH FOUNDATION FOR WESTERN &
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Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
WECGOD, LLC 107 MARIGOLD AVENUE BUFFALO, NY 14215		2,400.	11/01/16	2,400.	
Purpose of Grant DISTRIBUTION OF HEALTHY FOOD TO THE UNDERSERVED CHILDREN IN THEIR DAYCARE CENTER					
Date of Reports by Grantee		Diversions by Grantee			
FIRST REPORT DUE 3/31/17					
Results of Verification					

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date
Purpose of Grant				
Date of Reports by Grantee		Diversions by Grantee		
Results of Verification				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,271,398.	3,067,773.	0.	0.	203,625.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
NONPUBLICLY TRADED SECURITIES - TAB B	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,229,483.	12,928,459.	0.	0.	301,024.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSED THROUGH K-1S	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

1,186,727.

TOTAL TO FORM 990-PF, PART I, LINE 6A

1,691,376.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONPUBLICLY TRADED INVESTMENTS	829,681.	0.	829,681.	829,681.	
PUBLICLY TRADED INVESTMENTS	784,519.	0.	784,519.	894,218.	
PUBLICLY TRADED INVESTMENTS	1,186,727.	1,186,727.	0.	0.	
TO PART I, LINE 4	2,800,927.	1,186,727.	1,614,200.	1,723,899.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - PRI	15,726.	15,726.	
RETURNED GRANT FUNDS	91,765.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	107,491.	15,726.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,775.	0.		2,775.
TO FM 990-PF, PG 1, LN 16A	2,775.	0.		2,775.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,500.	4,875.		14,625.
TO FORM 990-PF, PG 1, LN 16B	19,500.	4,875.		14,625.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	685,854.	685,854.		0.
EVALUATION CONSULTANTS	708,323.	0.		708,323.
PROGRAM CONSULTANTS	616,290.	0.		616,290.
TO FORM 990-PF, PG 1, LN 16C	2,010,467.	685,854.		1,324,613.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	72,925.	0.		0.
PASSED THROUGH K-1	0.	57,126.		0.
TO FORM 990-PF, PG 1, LN 18	72,925.	57,126.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE/ELECTRONIC COMMUNICATION	168,489.	0.		168,489.
OFFICE EXPENSE	181,941.	0.		181,941.
INSURANCE	5,200.	0.		5,200.
SPONSORED EVENTS	61,079.	0.		61,079.
MAINTENANCE EXPENSE	28,622.	0.		28,622.
MISCELLANEOUS EXPENSE	7,426.	0.		7,426.
NYS FILING FEES	1,500.	0.		1,500.
MEMBERSHIP DUES	5,375.	0.		5,375.
PASSED THROUGH K-1	0.	12,922.		0.
TO FORM 990-PF, PG 1, LN 23	459,632.	12,922.		459,632.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-SEE TAB A	23,466,181.	23,466,181.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,466,181.	23,466,181.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS AND COMMON TRUST FUNDS -SEE TAB A	FMV	79,899,849.	79,899,849.
FIXED INCOME-SEE TAB A	FMV	9,334,521.	9,334,521.
TOTAL TO FORM 990-PF, PART II, LINE 13		89,234,370.	89,234,370.

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
DEFERRED COMPENSATION	235,568.	282,093.	282,093.
PROGRAM RELATED INVESTMENT	413,781.	322,100.	322,100.
TO FORM 990-PF, PART II, LINE 15	649,349.	604,193.	604,193.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION LIABILITY	235,568.	282,093.
TOTAL TO FORM 990-PF, PART II, LINE 22	235,568.	282,093.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MELVA D. VISHER 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0. 0.
DENISE DUNFORD, DNS, FNP, RN 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0. 0.
CARRIE B. FRANK 726 EXCHANGE STREET, SUITE 518 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0. 0.
VINCENT J. MANCUSO 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TREASURER 4.00	0.	0. 0.
ARTHUR R. GOSHIN, MD, MPH 726 EXCHANGE STREET, SUITE 518 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0. 0.

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EUGENE MEEKS 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
RAYMOND R. D'AGOSTINO 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	SECRETARY 4.00	0.	0.	0.
ANN ZIEGLER SEDORE 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
C. ANTHONY RIDER, CPA 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 8.00	0.	0.	0.
CHERYL SMITH FISHER 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
JOANNE E. HAEFNER 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
PATRICIA J. NUMANN, MD 727 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
DAVID A. MILLING, MD 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
ANN F. MONROE 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	PRESIDENT 40.00	238,702.	57,134.	0.
MICHAEL D. SHAFFER, CPA 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
LISA D. ALFORD 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
LEOLA RODGERS, MPH 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
LEANNE F. FISCOE 431 E. FAYETTE STREET, SUITE 250 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.

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JOSEPH J. COZZO, MA, MS, LMHC 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	BOARD CHAIR 4.00	0.	0.	0.
DAVID FELTON 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
AMBER SLICHTA 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	VICE PRESIDENT (THRU 6/30/16) 40.00	85,531.	9,456.	0.
CAROL QUARANTILLO 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	VICE PRESIDENT OF FINANCE AND OPS. 40.00	106,866.	14,177.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		431,099.	80,767.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	14
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ACTIVITY ONE

FELLOWS - A PROGRAM DESIGNED TO EXPAND A NETWORK OF SKILLED LEADERS THAT WILL LEARN TO LEAD COLLABORATIVELY FROM BOTH WITHIN AND OUTSIDE OF THEIR ORGANIZATIONS AND BECOME ADVOCATES FOR IMPROVED HEALTH CARE DELIVERY PARTICULARLY FOR THE FRAIL ELDERLY AND CHILDREN LIVING IN COMMUNITIES OF POVERTY.

EXPENSES

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

533,771.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	15
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ACTIVITY TWO

PEDALS PROJECT - THE POSITIVE EMOTIONAL DEVELOPMENT AND LEARNING SKILLS PROGRAM (PEDALS) WORKS WITH PRESCHOOL PROVIDERS TO (1) BUILD KIDS SOCIAL EMOTIONAL SKILLS, INCREASING KINDERGARTEN READINESS, (2) IDENTIFY THOSE CHILDREN WITH SOCIAL EMOTIONAL NEEDS, MAKE ACCOMMODATIONS FOR THOSE CHILDREN IN THE CLASSROOM, AND ENSURE THEY, AND THEIR FAMILIES, ARE CONNECTED TO APPROPRIATE SUPPORTS, (3)

INCREASE TEACHERS SKILLS IN SUPPORTING SOCIAL EMOTIONAL
DEVELOPMENT AND ADDRESSING PROBLEM BEHAVIORS.EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

259,050.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY THREE

AGING BY DESIGN - A PROGRAM TO IMPROVE THE HEALTH OF VULNERABLE OLDER ADULTS THAT USES A PROCESS CALLED DESIGN THINKING. DESIGN THINKING IS AN APPROACH TO PROBLEM SOLVING THAT PUTS THE NEEDS OF PEOPLE EXPERIENCING A PROBLEM AT THE CORE. IT PROVIDES A TOOLKIT FOR DEEPLY UNDERSTANDING PEOPLE'S NEEDS AND EXPERIENCES, GENERATING IDEAS TO MEET THOSE NEEDS, AND THEN IMPLEMENTING INNOVATIVE AND PRACTICAL SOLUTIONS

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

162,493.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY FOUR

READY OR NOT - THIS PROGRAM IS DESIGNED TO PROVIDE ORGANIZATIONS WITH FINANCIAL AND EXPERT ASSISTANCE THAT WILL HELP THEM BECOME STRATEGIC INSTEAD OF REACTIVE, AND GIVE THEM THE TIME AND BREATHING SPACE TO POSITION THEMSELVES FOR FUTURE SUCCESS. SELECTED ORGANIZATIONS WILL FOCUS ON IMPROVING THEIR ORGANIZATIONAL CAPACITY IN ORDER TO STRENGTHEN THE CORE OF THE ORGANIZATION. AS A RESULT, THE FOUNDATION BELIEVES THIS WILL ENABLE THEM TO BETTER PROVIDE EFFECTIVE PROGRAMS AND SUPPORTS TO THOSE THEY SERVE, AND IN THE LONG TERM, ULTIMATELY IMPROVE HEALTH OUTCOMES FOR CHILDREN IN POVERTY AND/OR FRAIL ELDERS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

134,124.

FORM 990-PF

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

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NORA OBRIEN-SURIC
726 EXCHANGE STREET, SUITE 518
BUFFALO, NY 14210

TELEPHONE NUMBER

(716)852-3030

FORM AND CONTENT OF APPLICATIONS

NO SET FORM

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINES VARY BASED ON THE PROJECT. SEE FOUNDATION WEBSITE AT
WWW.HFWCNY.ORG FOR ADDITIONAL INFORMATION

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION PROVIDES GRANTS FOR THE PURPOSE OF IMPROVING THE HEALTH AND
HEALTH CARE ACROSS WESTERN AND CENTRAL NEW YORK WITH A SPECIAL FOCUS ON
YOUNG CHILDREN, OLDER ADULTS, AND THE SYSTEMS SERVING THEM. (SEE THE
FOUNDATION'S WEBSITE AT WWW.HFWCNY.ORG FOR ADDITIONAL INFORMATION)