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Form 990

Department of the Treasury
Internal Revenue ServiceEXTENDED TO MAY 15, 2018
Return of Organization Exempt From Income Tax

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No. 1545-0047
2016
Open to Public
Inspection

A For the 2016 calendar year, or tax year beginning JUL 1, 2016 and ending JUN 30, 2017

B Check if applicable	C Name of organization MERCYHEALTH DEVELOPMENT FOUNDATION		D Employer identification number 36-3197918
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Doing business as		E Telephone number 815.971.5000
	Number and street (or P.O. box if mail is not delivered to street address) 2400 N ROCKTON AVE		F Gross receipts \$ 25,773,584.
	City or town, state or province, country, and ZIP or foreign postal code ROCKFORD, IL 61103		G H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	F Name and address of principal officer JAVON BEA SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 521	If "No," attach a list (see instructions)		
J Website: ► WWW.MERCYHEALTHSYSTEM.ORG	H(c) Group exemption number ►		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation: 1982 M State of legal domicile IL		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO SUPPORT THE OPERATIONS OF ALL ENTITIES OF THE MERCY HEALTH SYSTEM & PROVIDE ASSISTANCE TO THESE		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)		
	4 Number of independent voting members of the governing body (Part VI, line 1b)		
	5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)		
	6 Total number of volunteers (estimate if necessary)		
	7 a Total unrelated business revenue from Part VIII, column (C), line 12 b Net unrelated business taxable income from Form 990-T, line 34		
Revenue	8 Contributions and grants (Part VIII, line 1h)	3	17
	9 Program service revenue (Part VIII, line 2g)	4	16
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5	4
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6	50
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7a	0.
		7b	0.
		Prior Year	Current Year
		1,445,322.	1,534,307.
		0.	0.
		5,018,591.	713,582.
		-6,007.	39,465.
		6,457,906.	2,287,354.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,515,128.	886,226.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	350,558.	386,942.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 190,598.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	524,461.	453,221.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,390,147.	1,726,389.
19 Revenue less expenses Subtract line 18 from line 12	4,067,759.	560,965.	
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	29,430,919.	34,180,970.	
	935,711.	1,114,371.	
	28,495,208.	33,066,599.	

Part II Signature Block

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

Sign Here	Signature of officer <i>Javon Bea</i>	Date <i>5/10/18</i>
	JAVON BEA, PRESIDENT/CEO	
	Type or print name and title	
Paid Preparer	Print/Type preparer's name TROY E. MARINE, CPA	Preparer's signature <i>Troy E. Marine, CPA</i> Date <i>05/07/18</i> Check <input type="checkbox"/> PTIN <input type="checkbox"/> self employed P00187863
Use Only	Firm's name ► BAKER TILLY VIRCHOW KRAUSE, LLP	Firm's EIN ► 39-0859910
	Firm's address ► 500 MIDLAND COURT, PO BOX 8130 JANEVILLE, WI 53547-8130	Phone no. 608.752.5835

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

 Yes No

632001 11-11-16 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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SCANNED AUG 1 2018

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III 1 Briefly describe the organization's mission

THE MISSION OF MERCY HEALTH SYSTEM (MHS) IS "EXCEPTIONAL HEALTHCARE SERVICES WITH A PASSION FOR MAKING LIVES BETTER." MERCYHEALTH DEVELOPMENT FOUNDATION (MHDF) ASSISTS THIS MISSION SPECIFICALLY BY APPLYING RESOURCES TO THE VISION OF MHS WHICH IS "TO FULFILL THIS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code _____) (Expenses \$ 209,882. including grants of \$ 175,139.) (Revenue \$ _____)
 IN FY2017 ENDOWMENTS AND RESTRICTED FUNDS PROVIDED EDUCATION AND TRAINING FOR EMPLOYEES THROUGHOUT THE HEALTH SYSTEM INCLUDING TRAINING AND CONFERENCES FOR NURSES IN PREPARATION FOR ACHIEVING THE HIGHLY REGARDED MAGNET STATUS. IN ADDITION, RESTRICTED GIFTS AND ENDOWMENTS HELPED FUND A VARIETY OF EQUIPMENT AND SEVERAL FACILITIES PROJECTS THROUGHOUT THE SYSTEM.

DONATIONS FROM THE AUXILIARY ASSISTED WITH CARE ON THE CARE MOBILE, NURSING SCHOLARSHIPS FOR MINORITY STUDENTS, VARIOUS IMPROVEMENT PROJECTS AND THE HEALING HARP PROGRAM THAT CREATES AN ATMOSPHERE OF CARE AND COMFORT FOR HOSPITALIZED PATIENTS.

4b (Code _____) (Expenses \$ 429,834. including grants of \$ 216,949.) (Revenue \$ _____)
 THROUGH CHARITABLE CONTRIBUTIONS, THE FOUNDATION SUPPORTS THE RONALD MCDONALD CARE MOBILE STAFFED AND OPERATED BY MERCYHEALTH EMPLOYEES, WHICH PROVIDES FREE MEDICAL AND DENTAL CARE TO UNINSURED AND UNDERINSURED CHILDREN AT MORE THAN 12 DIFFERENT SITES IN NORTHERN ILLINOIS AND SOUTHERN WISCONSIN. THE CARE MOBILE VISITS INCLUDE VACCINATIONS, LEAD OR BLOOD SCREENINGS, MEDICAL DIAGNOSES, PREVENTATIVE AND RESTORATIVE DENTAL CARE AND TREATMENT/CARE TO AVOID AN EMERGENCY ROOM VISIT.

AN ANNUAL CHARITY BALL FUNDRAISER BENEFITS THE HOUSE OF MERCY: A HOMELESS SHELTER IN JANEVILLE. IN FY2017 THE HOUSE OF MERCY PROVIDED 8,042 SHELTER NIGHTS. A TOTAL OF 228 INDIVIDUALS (137 ADULTS AND 91

4c (Code _____) (Expenses \$ 647,016. including grants of \$ 494,138.) (Revenue \$ _____)
 THE PARTNER CRISIS FUND RAISED FUNDS IN FY17 FOR AN EMPLOYEE CRISIS FUND. THE CRISIS FUND PROVIDES ASSISTANCE TO EMPLOYEES WHO HAVE EXPERIENCED A CRISIS SUCH AS A FLOOD OR FIRE IN THEIR HOME OR A SEVERE ILLNESS, INJURY OR DEATH OF A SPOUSE OR CHILD.

MERCY FOUNDATION PROVIDED FUNDING ASSISTANCE FOR PATIENT CARE EXAMS AND THERAPIES, CLASSES, AND EQUIPMENT AS WELL AS PROVIDED INDIGENT INDIVIDUALS/FAMILIES WITH RENT ASSISTANCE AND TRANSPORTATION COSTS (BUS TOKENS). DONATIONS WERE ALSO USED TO ASSIST MERCYHEALTH AT HOME, A RELATED ORGANIZATION, IN CARING FOR THE ELDERLY, THE HOMEBOUND, THE RECOVERING AND THOSE FACING END OF LIFE. MERCY FOUNDATION PROVIDED SUBSIDY FUNDING FOR THE MERCY HEALTH SYSTEM RESIDENCY PROGRAM. THESE

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 1,286,732.

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MERCYHEALTH DEVELOPMENT FOUNDATION

36-3197918

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Part IV Checklist of Required Schedules

	Yes	No
1	X	
2	X	
3	X	
4	X	
5	X	
6	X	
7	X	
8	X	
9	X	
10	X	
11		
a		
b		
c		
d		
e		
f		
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors*?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*

b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*

c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*

e Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*

12a Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*

b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25a	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	X

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

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	21
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	4
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)	5a	X
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6b	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7 Organizations that may receive deductible contributions under section 170(c).	7b	X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7f	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	9b	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	17	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent	16	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► <u>IL, WI</u>
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, address, and telephone number of the person who possesses the organization's books and records ► <u>JOHN COOK - 608.756.6642</u>
	<u>1000 MINERAL POINT, JANESVILLE, WI 53547-5003</u>

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

 Check if Schedule O contains a response or note to any line in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation

Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) LINDA HECKERT CHAIRPERSON	3.00 0.00	X	X				0.	0.	0.
(2) MARC L. BARBEAU DIRECTOR	1.00 0.00	X					0.	0.	0.
(3) W. WALTER BOOTHE DIRECTOR	1.00 0.00	X					0.	0.	0.
(4) SCOTT FERRY DIRECTOR	1.00 0.00	X					0.	0.	0.
(5) JOHN J. HOLEVAS DIRECTOR	1.00 0.00	X					0.	0.	0.
(6) JULIE BOSMA DIRECTOR	1.00 0.00	X					0.	0.	0.
(7) JAY MADDOX DIRECTOR	1.00 0.00	X					0.	0.	0.
(8) JOHN J. MORRISSEY DIRECTOR	1.00 0.00	X					0.	0.	0.
(9) PATRICK O'KEEFE DIRECTOR	1.00 0.00	X					0.	0.	0.
(10) MILTON G. SCHMITT DIRECTOR	1.00 0.00	X					0.	0.	0.
(11) CONNIE M. VITALI DIRECTOR	1.00 4.00	X					0.	0.	0.
(12) KATHY WEBER DIRECTOR	1.00 0.00	X					0.	0.	0.
(13) PAULA BLACK DIRECTOR	1.00 0.00	X					0.	0.	0.
(14) SCOTT K. LAUE DIRECTOR	1.00 0.00	X					0.	0.	0.
(15) JEFF R. SMITH, MD DIRECTOR	1.00 45.00	X					0.	587,114.	25,364.
(16) PHILLIP A. D. HIGGINS DIRECTOR	1.00 45.00	X					0.	524,739.	46,837.
(17) KAY BATES DIRECTOR	1.00 0.00	X					0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(18) MARK L. GOELZER, MD DIRECTOR/PHYSICIAN	1.00 0.00	X					0.	1,550,907.	32,171.
(19) DOUG HAWTHORNE DIRECTOR	1.00 0.00	X					0.	0.	0.
(20) SHARON MATTIS SECRETARY	1.00 39.00		X				41,668.	0.	5,720.
(21) GARY KAATZ FORMER PRESIDENT & CEO	0.00 0.00				X		0.	919,238.	18,606.
(22) HENRY M. SEYBOLD FORMER CFO & TREASURER	0.00 0.00					X	0.	357,763.	12,937.
(23) JOHN W. COOK CFO & TREASURER	1.00 55.00		X				0.	826,626.	39,932.
(24) JAVON R. BEA PRESIDENT & CEO	1.00 55.00	X	X				0.	8,828,863.	39,022.
1b Sub-total						►	41,668.	13,595,250.	220,589.
c Total from continuation sheets to Part VII, Section A						►	0.	0.	0.
d Total (add lines 1b and 1c)						►	41,668.	13,595,250.	220,589.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

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

Section B. Independent Contractors

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

(A) Name and business address	NONE	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►	0		

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	129,828.			
	d Related organizations	1d	441,939.			
	e Government grants (contributions)	1e	16,493.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	946,047.			
	g Noncash contributions included in lines 1a-1f \$		10,239.			
	h Total. Add lines 1a-1f		► 1,534,307.			
Program Service Revenue	2 a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f	►					
3	Investment income (including dividends, interest, and other similar amounts)	►	270,076.		270,076.	
4	Income from investment of tax-exempt bond proceeds	►				
5	Royalties	►				
6 a	Gross rents	(i) Real	(ii) Personal			
b	Less rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)					
7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b	Less cost or other basis and sales expenses	23,828,646.				
c	Gain or (loss)	23,385,140.				
d	Net gain or (loss)	443,506.				
8 a	Gross income from fundraising events (not including \$ 129,828. of contributions reported on line 1c) See Part IV, line 18	a	126,345.			
b	Less direct expenses	b	98,090.			
c	Net income or (loss) from fundraising events		► 28,255.		28,255.	
9 a	Gross income from gaming activities See Part IV, line 19	a	14,210.			
b	Less direct expenses	b	3,000.			
c	Net income or (loss) from gaming activities		► 11,210.		11,210.	
10 a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory		►			
11 a	Miscellaneous Revenue	Business Code				
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d	►				
12	Total revenue. See instructions	►	2,287,354.	0.	0.	753,047.

Part IX Statement of Functional Expenses

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	849,008.	849,008.		
2 Grants and other assistance to domestic individuals See Part IV, line 22	37,218.	37,218.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	41,668.	16,667.	16,667.	8,334.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	293,619.	75,607.	66,379.	151,633.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	13,807.	5,514.	4,982.	3,311.
9 Other employee benefits	28,301.	12,592.	8,493.	7,216.
10 Payroll taxes	9,547.	3,819.	3,437.	2,291.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17	7,812.		7,812.	
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	55,058.		55,058.	
	43,512.		43,512.	
12 Advertising and promotion				
13 Office expenses	60,076.	33,342.	17,674.	9,060.
14 Information technology	1,531.		1,531.	
15 Royalties				
16 Occupancy				
17 Travel	5,645.	2,258.	2,032.	1,355.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	18,554.	6,732.	8,240.	3,582.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>HOUSE OF MERCY</u>	212,885.	212,885.		
b <u>RESIDENCY PROGRAM</u>	25,495.	25,495.		
c <u>OTHER FUNDRAISING EXPEN</u>	143.			143.
d				
e All other expenses	22,510.	5,595.	13,242.	3,673.
25 Total functional expenses Add lines 1 through 24e	1,726,389.	1,286,732.	249,059.	190,598.
26 Joint costs Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
	1 Cash - non-interest-bearing	2,259,316.	1	2,722,581.
	2 Savings and temporary cash investments		2	29,336.
	3 Pledges and grants receivable, net	36,336.	3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	10,415.
Assets	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 86,080.		
	b Less accumulated depreciation	10b 86,080.	0.	0.
	11 Investments - publicly traded securities	16,077,181.	11	19,738,217.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	11,058,086.	15	11,680,421.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	29,430,919.	16	34,180,970.
Liabilities	17 Accounts payable and accrued expenses	814,270.	17	1,038,722.
	18 Grants payable		18	
	19 Deferred revenue	11,750.	19	1,500.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	109,691.	25	74,149.
	26 Total liabilities. Add lines 17 through 25	935,711.	26	1,114,371.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	13,009,657.	27	16,685,197.
	28 Temporarily restricted net assets	9,516,102.	28	10,243,638.
	29 Permanently restricted net assets	5,969,449.	29	6,137,764.
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	28,495,208.	33	33,066,599.
	34 Total liabilities and net assets/fund balances	29,430,919.	34	34,180,970.

Form 990 (2016)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	2,287,354.
2	1,726,389.
3	560,965.
4	28,495,208.
5	1,977,811.
6	
7	
8	
9	2,032,615.
10	33,066,599.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

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

Form 990 (2016)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016

Open to Public
Inspection

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number

36-3197918

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

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 12

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ))

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

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

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

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

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

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

9 An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university _____

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

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

12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

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

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

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

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

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

f Enter the number of supported organizations 6

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
ROCKFORD MEMORIAL HOSPITAL	36-2167847	3	X		718,105.	
MH VISITING NURSES ASSOCIATION, INC	36-2167945	10	X		143,229.	
ROCKFORD HEALTH PHYSICIANS	36-3907436	3	X		21,043.	
MERCY ASSISTED CARE, INC.	39-1035110	9	X		0.	
MERCY HEALTH SYSTEM CORPORATION	39-0816848	3	X		0.	
Total	Q				882,377.	0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 632021 09-21-16 Schedule A (Form 990 or 990-EZ) 2016

SEE PART VI FOR LINE 12G CONTINUATION

2016.05070 MERCYHEALTH DEVELOPMENT F 131484_1

14260507 144198 131484

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2016 MERCYHEALTH DEVELOPMENT FOUNDATION
Part III Support Schedule for Organizations Described in Section 509(a)(2)

36-3197918 Page 3

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain

2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2)

3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below

b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination

c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use

4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below

b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations

c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes

5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document)

b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?

c Substitutions only. Was the substitution the result of an event beyond the organization's control?

6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI

7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)

8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)

9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI

b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI

c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI

10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below

b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
1	X	
2	X	
3a	X	
3b		
3c		
4a	X	
4b		
4c		
5a	X	
5b		
5c		
6	X	
7	X	
8	X	
9a	X	
9b	X	
9c	X	
10a	X	
10b		

Part IV Supporting Organizations (continued)

11 Has the organization accepted a gift or contribution from any of the following persons?

- A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
- A family member of a person described in (a) above?
- A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI

	Yes	No
11a		X
11b		X
11c		X

Section B. Type I Supporting Organizations

1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year

2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization

	Yes	No
1		X
2		X

Section C. Type II Supporting Organizations

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

	Yes	No
1		

Section D. All Type III Supporting Organizations

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s)

3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard

	Yes	No
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)

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

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

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities

b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement

3 Parent of Supported Organizations Answer (a) and (b) below

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI

b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard

	Yes	No
2a		
2b		
3a		
3b		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI)			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount		Current Year	
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)			

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI) See instructions	
7	Total annual distributions. Add lines 1 through 6	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9	Distributable amount for 2016 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

Part VI

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

PART IV, SECTION B, LINE 1

THE BYLAWS OF MERCYHEALTH DEVELOPMENT FOUNDATION (FOUNDATION) PROVIDE
THAT MERCY HEALTH CORPORATION (MHC) IS THE SOLE CORPORATE MEMBER OF THE
FOUNDATION. MHC IS ALSO THE SOLE CORPORATE MEMBER OF EACH OF THE
SUPPORTED ORGANIZATIONS AND HAS THE POWER TO APPOINT EACH MEMBER OF THE
RESPECTIVE BOARDS OF DIRECTORS. PURSUANT TO A WRITTEN DETERMINATION
FROM THE INTERNAL REVENUE SERVICE, THE FOUNDATION IS OPERATED,
SUPERVISED, OR CONTROLLED BY THE SUPPORTED ORGANIZATIONS, AND THUS THE
FOUNDATION IS A TYPE I SUPPORTING ORGANIZATION.

Part VI Supplemental Information (Schedule A, Part I, Line 12g - Information regarding supported organizations (continuation))

Continuation Totals

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016
Open to Public
Inspection

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the

organization answered "Yes" on Form 990, Part IV, line 6

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of a historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenue included on Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenue included on Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

Schedule D (Form 990) 2016

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

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

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs

e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,469,894.	2,452,939.	2,386,798.	2,280,090.	1,859,405.
b Contributions	11,630.	31,782.	27,318.	56,884.	148,494.
c Net investment earnings, gains, and losses	288,013.	85,004.	71,787.	206,118.	368,484.
d Grants or scholarships					
e Other expenditures for facilities and programs	75,297.	93,696.	29,496	149,952.	91,187.
f Administrative expenses	6,433.	6,135.	3,468.	6,342.	5,106.
g End of year balance	2,687,807.	2,469,894.	2,452,939.	2,386,798.	2,280,090.

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

a Board designated or quasi-endowment ► 13.60 %

b Permanent endowment ► 45.80 %

c Temporarily restricted endowment ► 40.60 %

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

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

by

(i) unrelated organizations
 (ii) related organizations

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

	Yes	No
3a(ii)	X	
3a(iii)	X	

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		2,779.	2,779.	0.
c Leasehold improvements				
d Equipment		83,301.	83,301.	0.
e Other				

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

Schedule D (Form 990) 2016

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) INTEREST IN BENEFICIAL TRUST	11,674,388.
(2) CAPITAL ACCUMULATION ACCOUNTS	6,033.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	11,680,421.

Part X Other Liabilities.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL ACCUMULATION ACCOUNTS	6,033.
(3) DUE TO RELATED ORGANIZATIONS	68,116.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	74,149.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

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

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

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

Part XIII Supplemental Information.

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

PART V, LINE 4:

FUNDS WERE USED TO PROVIDE A LECTURE SERIES, FOR CONTINUING EDUCATION FOR

EMPLOYEES WANTING TO IMPROVE THEIR CREDENTIALS OR TO FOCUS ON A NEW SKILL

OR SOME TECHNOLOGY NOT CURRENTLY AVAILABLE IN THE ROCKFORD COMMUNITY.

THERE WERE ALSO MISCELLANEOUS PROJECTS DESIGNATED BY THE FOUNDATION BOARD

IN ACCORDANCE WITH THE SPECIFIC ENDOWMENT. ALL FUNDS WERE EXPENDED PER THE

SPECIFIC DIRECTION OF EACH ENDOWMENT.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		CHARITY BALL	GOLF OUTING	1	
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	159,743.	40,467.	43,679.	243,889.
	2 Less Contributions	79,478.	23,792.	26,558.	129,828.
	3 Gross income (line 1 minus line 2)	80,265.	16,675.	17,121.	114,061.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		2,548.	2,829.	5,377.
	6 Rent/facility costs	1,050.	6,230.	12,270.	19,550.
	7 Food and beverages	17,414.	8,000.	5,100.	30,514.
	8 Entertainment	5,300.			5,300.
	9 Other direct expenses	25,013.	1,270.	1,952.	28,235.
	10 Direct expense summary Add lines 4 through 9 in column (d)				► 88,976.
	11 Net income summary Subtract line 10 from line 3, column (d)				► 25,085.

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11 Does the organization conduct gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in

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

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

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

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

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

Part IV **Supplemental Information** *(continued)*

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
FINANCIAL ASSISTANCE FOR FAMILIES WITH AN AUTISTIC CHILD.	11	9,305.	0.		
FINANCIAL ASSISTANCE FOR EMPLOYEES DEALING WITH A CRISIS.	16	24,029.	0.		

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

PART I, LINE 2:

APPLICATIONS ARE SUBMITTED TO THE HOSPITAL VERIFYING A NEED FOR FUNDS OR PRODUCTS (IE AUTOMATIC ELECTRONIC DEFIBRILLATORS-AED). A DETERMINATION IS MADE THROUGH A PREDETERMINED SCORING METHOD AS TO WHAT ORGANIZATIONS WILL BE RECIPIENTS OF THE FUNDS OR PRODUCTS. CASH CONTRIBUTIONS ARE MADE ONLY TO RECOGNIZED CHARITIES FOR WHICH GOOD FAITH REGARDING FUND USE HAS BEEN ESTABLISHED. THE CONTRIBUTION IS ONLY FOR THE AMOUNT OF THE APPEAL AND FOR A SPECIFIED NEED.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number

36-3197918

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2016

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

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii).

Note: The sum of columns (B)–(H) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual. Do not list any individuals that aren't listed on Form 990, Part VII.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 980
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JEFF R. SMITH, MD DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 571,222.	14,758.	1,134.	20,000.	5,364.	612,478.	0.
(2) PHILLIP A. D. HIGGINS DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 503,429.	20,240.	1,070.	38,000.	8,837.	571,576.	0.
(3) MARK L. GOELZER, MD DIRECTOR/PHYSICIAN	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 336,702.	174,880.	1,039,325.	17,505.	14,666.	1,583,078.	0.
(4) GARY KATZ FORMER PRESIDENT & CEO	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 17,704.	0.	901,534.	0.	18,606.	937,844.	0.
(5) HENRY M. SEYBOLD FORMER CFO & TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 195,439.	137,268.	25,056.	6,192.	6,745.	370,700.	0.
(6) JOHN W. COOK CFO & TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 532,512.	284,286.	9,828.	17,505.	22,427.	866,558.	0.
(7) JAVON R. BEA PRESIDENT & CEO	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 1,222,481.	862,623.	6,743,759.	17,505.	21,517.	8,867,885.	0.
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Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

PART I, LINE 3:

THE CEO IS PAID FROM A RELATED ORGANIZATION, MERCY HEALTH SYSTEM CORPORATION (MHSC). MHSC USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THE CEO: COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, FORM 990 OF OTHER ORGANIZATION, WRITTEN EMPLOYMENT CONTRACT, COMPENSATION SURVEY OR STUDY AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE. THE MERCY COMPENSATION COMMITTEE OF MHSC IS COMPRISED OF THE BOARD CHAIRPERSON, SECRETARY, AND THE TREASURER. THE COMPENSATION COMMITTEE IS ASSISTED BY INDEPENDENT LEGAL COUNSEL AND AN INDEPENDENT COMPENSATION CONSULTANT. THE COMPENSATION COMMITTEE, LEGAL COUNSEL, AND THE COMPENSATION CONSULTANT MEET THROUGHOUT THE YEAR AND REPORT DIRECTLY TO THE BOARD OF DIRECTORS ANNUALLY. THIS PROCESS WAS COMPLETED FOR 2016.

PART I, LINES 4A-B:

GARY KAATZ BEGAN RECEIVING SEVERANCE PAYMENTS DURING THE 7/10/15 PAY PERIOD AND WILL CONTINUE TO RECEIVE SEVERANCE THROUGH THE 1/5/18 PAY PERIOD. TOTAL PAYMENTS RECEIVED BY GARY KAATZ IN 2016 WAS \$901,534.

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

457(F) PLAN DISTRIBUTIONS:

MARK L. GOELZER, M.D. - \$1,036,620

INCENTIVE PLAN DISTRIBUTION:

JAVON R. BEA - \$5,837,389

PART II, LINE 4:

JAVON R. BEA - DEFERRED COMPENSATION PAYMENT

MR. BEA HAS BEEN EMPLOYED BY THE MERCY HEALTH SYSTEM AS PRESIDENT AND CEO OVER THE PAST 28 YEARS. DURING THIS TIME, MR. BEA HAS LED AN INCREDIBLE TRANSFORMATION TAKING A SMALL, SINGLE, STAND-ALONE COMMUNITY HOSPITAL AND CREATING A VERTICALLY INTEGRATED HEALTH SYSTEM WITH 80 FACILITIES IN 39 COMMUNITIES THROUGHOUT SOUTHERN WISCONSIN AND NORTHERN ILLINOIS, INCREASING GROSS REVENUE FROM \$33 MILLION TO OVER \$2.6 BILLION. THIS HAS ALLOWED THE HEALTH SYSTEM TO GO FROM SERVING 89,000 PATIENTS IN 1989 TO OVER 2.2 MILLION PATIENTS TODAY WORKING TOGETHER WITH OVER 8,000 PARTNERS IN HEALTH CARE. TODAY, MERCY HAS BECOME THE LARGEST EMPLOYER IN SOUTHERN WISCONSIN AND NORTHERN ILLINOIS.

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

THIS GROWTH CAN BE ATTRIBUTED TO MR. BEA'S VISIONARY LEADERSHIP.

LEADERSHIP THAT HAS LED TO MERCY RECEIVING NUMEROUS NATIONAL RECOGNIZED

AWARDS INCLUDING BEING NAMED THE FIRST FULLY INTEGRATED HEALTH SYSTEM

TO RECEIVE THE MALCOLM BALDRIGE NATIONAL QUALITY AWARD, THE MAGNET

RECOGNITION AWARD, BEING RANKED #1 AND #2 ON AARP'S TOP 100 BEST PLACES

TO WORK FOR WORKERS OVER 50, AND BEING RANKED IN THE TOP 25 ON THE TOP

100 INTEGRATED HEALTHCARE NETWORKS LIST BY MODERN HEALTHCARE FOR OVER

10 STRAIGHT YEARS.

THE TURNAROUND OF THE MERCY HEALTH SYSTEM IMPLEMENTED BY MR. BEA IS

UNPARALLELED. BY PIONEERING A "PARTNERSHIP MODEL" OF COMPENSATION AND

DESIGNING A CUSTOM CULTURE OF EXCELLENCE, MR. BEA IS VITAL TO THE

DECADES-LONG AND CONTINUING GROWTH AT MERCY HEALTH SYSTEM. THIS SUCCESS

HAS MADE MR. BEA A HIGHLY SOUGHT AFTER SPEAKER AND CONSULTANT AS HE IS

NOW WELL-RENNED FOR HIS INNOVATIONS IN THE AREAS OF INTEGRATED

HEALTHCARE AND PHYSICIAN PARTNERSHIP MODELS.

THE TREMENDOUS SUCCESS OF MERCY HEALTH SYSTEM UNDER THE LEADERSHIP OF

Part II Supplemental Information

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

MR. BEA HAS ALLOWED HIM TO RECEIVE PAYOUTS FROM A DEFERRED COMPENSATION PACKAGE WHICH MERCY HAS BEEN PAYING INTO OVER MANY YEARS AND WHICH HAS BEEN PREVIOUSLY REPORTED ON THE ORGANIZATION'S FORM 990. THESE PAYMENTS ONLY BECAME PAYABLE IF MERCY HEALTH SYSTEM ATTAINED CERTAIN DEFINED FINANCIAL AND STRATEGIC GOALS AND THE AMOUNTS ARE AT RISK EVERY SINGLE YEAR. AS INDICATED ABOVE, MANY OF THESE GOALS WERE ACHIEVED WITHIN THE PAST TWO YEARS RESULTING IN A RELEASE OF THESE DEFERRED PAYMENTS WHICH IMPACTED MR. BEA'S COMPENSATION REPORTING.

THE SETTING OF THESE GOALS WERE LAID OUT BY THE BOARD OF DIRECTORS IN COOPERATION WITH NATIONALLY RECOGNIZED COMPENSATION ATTORNEYS AND CONSULTANTS TO MAKE SURE ALL FACTORS WERE TAKEN INTO CONSIDERATION. MR. BEA'S COMPENSATION HAS ALSO BEEN SCRUTINIZED BY NUMEROUS OUTSIDE ORGANIZATIONS AND MOST IMPORTANTLY, THE INTERNAL REVENUE SERVICE; AND HAS PASSED INSPECTION IN EACH CASE. TOTAL COMPENSATION IS APPROVED ANNUALLY BY THE BOARD OF DIRECTORS OF MERCY HEALTH SYSTEM.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016
Open to Public
Inspection

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**OTHER 501(C)(3) NON-PROFIT ORGANIZATIONS BY RECEIVING, MAINTAINING, AND
ADMINISTERING FUNDS RECEIVED FROM THE PUBLIC AND OTHER AVAILABLE
SOURCES TO FURTHER THE EXEMPT PURPOSES OF THESE ORGANIZATIONS.**

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**COMMITMENT THROUGH PERFORMANCE EXCELLENCE, INNOVATION, AND LIFELONG
LEARNING."**

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

**EFFECTIVE SEPTEMBER 30, 2016, ROCKFORD MEMORIAL DEVELOPMENT FOUNDATION,
INC. (RMDF) MERGED WITH MERCY FOUNDATION, INC. (MFI) AND HARVARD
MEMORIAL HOSPITAL FOUNDATION (HMHF), WITH RMDF REMAINING AS THE
SURVIVING ENTITY AND CHANGING ITS NAME TO MERCYHEALTH DEVELOPMENT
FOUNDATION (MHDF). MHDF UNDERTOOK THE PROGRAM SERVICES OF MFI AND HMHF,
WHICH INCLUDE THE ANNUAL CHARITY BALL, PARTNER CRISIS FUND, AND OTHER
MFI ACTIVITY.**

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

**CHILDREN) WERE SERVED. OTHER FUNDRAISERS WHOSE PROCEEDS BENEFITED THE
HOUSE OF MERCY INCLUDE: BOOK SALE FUNDRAISERS, JEWELRY SALE
FUNDRAISERS AND JEANS DAYS.**

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

**DONATIONS WERE USED FOR EDUCATIONAL NECESSITIES OUTSIDE THE NORMAL
OPERATING BUDGET OF THE MERCY RESIDENCY PROGRAM. IT PROVIDED PAYMENT**

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918

FOR THREE RESIDENTS/ PHYSICIANS TO PARTICIPATE IN AN ANNUAL MISSION
TRIP ABROAD.

FORM 990, PART VI, SECTION A, LINE 1:

THE BOARD OF DIRECTORS SHALL BE ASSISTED THROUGH THE WORK OF VARIOUS STANDING AND SPECIAL COMMITTEES. EACH COMMITTEE SHALL HAVE A CHARTER, WHICH MUST BE APPROVED BY THE BOARD OF DIRECTORS AND WHICH SHALL SPECIFY THE COMPOSITION OF THE COMMITTEE (INCLUDING QUALIFICATIONS OF COMMITTEE MEMBERS, IF ANY), AND THE AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE. EXCEPT AS SPECIFICALLY DETERMINED BY THE BOARD OF DIRECTORS, COMMITTEES SHALL ACCOUNT DIRECTLY TO THE BOARD OF DIRECTORS THROUGH REGULAR REPORTING AT SUCH TIME AND IN SUCH FORMAT AS MAY BE DETERMINED BY THE BOARD. TO THE EXTENT PROVIDED BY ITS CHARTER, A STANDING COMMITTEE MAY BE GRANTED THE AUTHORITY TO EXERCISE THE POWER OF THE BOARD BETWEEN BOARD MEETINGS, EXCEPT THAT NO COMMITTEE SHALL TAKE ANY OF THE FOLLOWING ACTIONS:

- (A) ADOPT A PLAN FOR DISTRIBUTION OF THE ASSETS OR DISSOLUTION OF THE FOUNDATION;
- (B) FILL VACANCIES ON THE BOARD OR ANY COMMITTEE THEREOF;
- (C) ELECT, APPOINT OR REMOVE ANY DIRECTOR, OFFICER OR COMMITTEE MEMBER, OR FIX THE COMPENSATION OF ANY COMMITTEE MEMBER;
- (D) AMEND OR REPEAL THE ARTICLES OF INCORPORATION OR THE BYLAWS;
- (E) ADOPT A PLAN OF MERGER OR CONSOLIDATION, OR AUTHORIZE THE SALE, LEASE, EXCHANGE OR MORTGAGE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY OR ASSETS OF THE FOUNDATION; OR
- (F) AMEND, ALTER, REPEAL OR TAKE ACTION INCONSISTENT WITH ANY RESOLUTION OR ACTION OF THE BOARD IF, BY ITS TERMS, SUCH RESOLUTION OR ACTION PROVIDES THAT IT SHALL NOT BE AMENDED, ALTERED OR REPEALED BY A COMMITTEE.

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918FORM 990, PART VI, SECTION A, LINE 4:

EFFECTIVE SEPTEMBER 30, 2016, ROCKFORD MEMORIAL DEVELOPMENT FOUNDATION, INC. (RMDF) MERGED WITH MERCY FOUNDATION, INC. (MFI) AND HARVARD MEMORIAL HOSPITAL FOUNDATION (HMHF), WITH RMDF REMAINING AS THE SURVIVING ENTITY AND CHANGING ITS NAME TO MERCYHEALTH DEVELOPMENT FOUNDATION (MHDF). THE NAME CHANGE WAS PROPERLY FILED WITH THE ILLINOIS SECRETARY OF STATE AND REFLECTED IN THE AMENDED BYLAWS OF THE ORGANIZATION.

THE BYLAWS WERE AMENDED TO CONSOLIDATION OF THE THE THREE ENTITIES INCLUDING THE RIGHTS OF THE SOLE MEMBER AND CHANGES TO THE AUTHORITY DESIGNATED TO STANDING COMMITTEES OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 6:

MERCY HEALTH CORPORATION (MHC) IS THE SOLE CORPORATE MEMBER OF MERCYHEALTH DEVELOPMENT FOUNDATION (FOUNDATION). THE BOARD OF DIRECTORS OF THE SOLE MEMBER (THE "SOLE MEMBER BOARD") SHALL HAVE EXCLUSIVE AUTHORITY OVER THE FOLLOWING ACTIONS OF THE FOUNDATION AND, THROUGH THE FOUNDATION, ANY CORPORATION, ASSOCIATION, PARTNERSHIP, TRUST, JOINT VENTURE, OR OTHER ENTITY WHOLLY OR PARTIALLY CONTROLLED BY THE FOUNDATION (EACH A "SUBSIDIARY"), AS WELL AS OTHER ENTITIES CONTROLLED BY THE SOLE MEMBER (COLLECTIVELY, THE "SYSTEM"). UNLESS EXPRESSLY STATED TO THE CONTRARY HEREIN, THE SOLE MEMBER MAY EXERCISE SUCH POWER WITH OR WITHOUT A PRIOR ACTION OR RECOMMENDATION OF THE BOARD.

(A) MAJORITY VOTE. THE FOLLOWING FOUNDATION ACTIONS MAY BE TAKEN BY A MAJORITY VOTE OF THE SOLE MEMBER BOARD:

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918(I) ELECTION AND REMOVAL OF THE DIRECTORS OR DIRECTORS OF ANY SUBSIDIARY;(II) INITIATION OR APPROVAL OF THE FORMATION OF A NEW SUBSIDIARY, OR AN EQUITY INVESTMENT BY THE FOUNDATION OR A SUBSIDIARY IN ANY UNRELATED PERSON;(III) ADOPTION OF THE ANNUAL CONSOLIDATED OPERATING AND CAPITAL BUDGETS OF THE FOUNDATION AND ITS SUBSIDIARIES, WHICH SHALL BE CONSISTENT WITH THE STRATEGIC PLANS AND STRATEGIC CAPITAL PLANS OF THE SYSTEM;(IV) INITIATION OR APPROVAL OF UNBUDGETED OR OUT-OF-BUDGET CAPITAL EXPENDITURES BY THE FOUNDATION OR ONE OR MORE SUBSIDIARIES THAT EXCEED \$500,000 AS EITHER A SINGLE ITEM OR A SERIES OF RELATED ITEMS;(V) INITIATION OR APPROVAL OF BUDGETED CAPITAL EXPENDITURES BY THE FOUNDATION OR ONE OR MORE SUBSIDIARIES EXCEEDING \$1,500,000;(VI) APPROVAL OF LOCAL BANKING RELATIONSHIP OF THE FOUNDATION OR ITS SUBSIDIARIES AND THE FOUNDATION'S OR ANY SUBSIDIARY'S ENGAGEMENT OF INDEPENDENT AUDITORS;(VII) INITIATION OR APPROVAL OF LOANS OR OTHER INCURRENCE OF DEBT BY THE FOUNDATION OR ANY SUBSIDIARY EXCEEDING \$500,000;(VIII) APPROVAL OF ANY ACTION THAT COULD IMPAIR THE TAX-EXEMPT STATUS OF THE FOUNDATION OR ANY SUBSIDIARY;(IX) INITIATION OR APPROVAL OF THE HIRING OR REMOVAL OF THE CHIEF EXECUTIVE OFFICER, PRESIDENT AND/OR CHIEF OPERATING OFFICER OF FOUNDATION OR ANY SUBSIDIARY;(X) ANY OTHER ACTION RESERVED TO THE FOUNDATION BY THE ARTICLES OF INCORPORATION OR BYLAWS OF A SUBSIDIARY; AND(XI) APPROVAL OF ANY AND ALL SUCH OTHER MATTERS REGARDING THE FOUNDATION AND THE CONDUCT OF ITS BUSINESS ACTIVITIES AND OWNERSHIP OF ITS ASSETS AS MAY RIGHTLY COME BEFORE THE SOLE MEMBER BOARD;

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918

(B) SUPERMAJORITY VOTE. THE FOLLOWING FOUNDATION ACTIONS MAY BE TAKEN BY A SUPERMAJORITY VOTE OF THE SOLE MEMBER BOARD (AS DEFINED IN THE SOLE MEMBER'S CORPORATE BYLAWS):

- (I) APPROVAL OF THE ISSUANCE OF INDEBTEDNESS EXCEEDING \$5 MILLION ON BEHALF OF THE FOUNDATION OR ANY SUBSIDIARY;
- (II) INITIATION OR APPROVAL OF ANY ACQUISITION, MERGER, CONSOLIDATION, DISSOLUTION OR OTHER AFFILIATION OF THE FOUNDATION OR A SUBSIDIARY WITH AN UNRELATED ENTITY;
- (III) INITIATION OR APPROVAL OF ANY ACQUISITION, MERGER, CONSOLIDATION, DISSOLUTION, OR SALE OF SUBSTANTIALLY ALL OF THE ASSETS OF THE FOUNDATION OR A SUBSIDIARY;
- (IV) INITIATION OR APPROVAL OF CHANGES TO THE MISSION OF THE FOUNDATION OR ANY OTHER AMENDMENT OR RESTATEMENT OF THE FOUNDATION'S ARTICLES OF INCORPORATION OR THESE BYLAWS;
- (V) INITIATION OR APPROVAL OF CHANGES TO THE MISSION OF A SUBSIDIARY OR ANY OTHER AMENDMENT OR RESTATEMENT OF A SUBSIDIARY'S ARTICLES OF INCORPORATION OR CORPORATE BYLAWS;
- (VI) INITIATION OR APPROVAL OF MATERIAL CHANGES TO THE SCOPE OF SERVICES OF FOUNDATION OR ITS SUBSIDIARIES IF SUCH CHANGES WOULD HAVE A MATERIAL NET EFFECT (I.E., AN ACTUAL OR REASONABLY FORESEEABLE VALUE OR ECONOMIC EFFECT OF AT LEAST \$1,000,000) ON THE OPERATING MARGIN OF FOUNDATION OR ITS SUBSIDIARIES; AND
- (VII) REMOVAL OF ANY DIRECTOR OF THE FOUNDATION OR A DIRECTOR OF A SUBSIDIARY BASED UPON A FINDING OF CAUSE, AS THAT TERM IS DEFINED IN SECTION 3.5(A) OF THE BYLAWS.

FORM 990, PART VI, SECTION A, LINE 7A:

632212 06-25-16

Schedule O (Form 990 or 990-EZ) (2016)

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918SEE NARRATIVE FOR PART VI, LINE 6FORM 990, PART VI, SECTION A, LINE 7B:SEE NARRATIVE FOR PART VI, LINE 6FORM 990, PART VI, SECTION B, LINE 11B:MANAGEMENT REVIEWS THE FORM 990 BEFORE FILING AND IT IS AVAILABLE TO THE BOARD OF DIRECTORS.FORM 990, PART VI, SECTION B, LINE 12C:MHC COMPLIANCE DEPARTMENT (ACTING ON BEHALF OF MHDF AND FOLLOWING GUIDELINES SET FORTH IN THE POLICY) GENERALLY SENDS OUT A COPY OF THE POLICY WITH THE CONFLICT OF INTEREST FORM INCLUDED. EMPLOYEES AND EACH BOARD MEMBER COMPLETE THE FINANCIAL INTEREST DISCLOSURE STATEMENT WHICH IS A PART OF THE POLICY. THE MHC COMPLIANCE DEPARTMENT REVIEWS AND RETAINS THESE STATEMENTS. IF A CONFLICT IS IDENTIFIED, ALL AFFECTED PARTIES ARE INFORMED, POTENTIAL CONFLICTS REVIEWED AND APPROPRIATE ACTIONS ARE TAKEN AS A RESULT OF THE REVIEW. EMPLOYEES ARE USUALLY GIVEN THE POLICY AND A STATEMENT TO COMPLETE ANNUALLY AT THE BEGINNING OF THE YEAR OR AS A NEW PARTY IS HIRED OR JOINS THE MHDF BOARD. THIS PROCESS WAS LAST COMPLETED IN 2017, WHEN THE QUESTIONNAIRES WERE SENT TO ADDRESS ANY 2016 CONFLICTS IDENTIFIED. THE MHC CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST.FORM 990, PART VI, SECTION C, LINE 19:GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY & FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

Name of the organization

MERCYHEALTH DEVELOPMENT FOUNDATION

Employer identification number
36-3197918

TRANSFER TO AFFILIATED ORGANIZATION - HARVARD

162,899.

TRANSFER TO AFFILIATED ORGANIZATION - JANESEVILLE

1,869,716.

TOTAL TO FORM 990, PART XI, LINE 9

2,032,615.

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

► Attach to Form 990

¹⁷ *Government of Ontario, Ontario's Energy Policy: A Sustainable Future for Ontario, Ontario Energy Board, 2000*.

MERCYHEALTH DEVELOPMENT FOUNDATION

Part I Identification of Discrepancies Complete if the consumer is dissatisfied with the service.

Part II **Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
Yes	No					
MERCY HEALTH CORPORATION - 47-2158680	SUPPORT OF HEALTHCARE	ILLINOIS	501(C)(3)	LINE 12A, I	N/A	X
24400 N ROCKTON AVE	ROCKFORD PHYSICIANS - 36-3097436	ILLINOIS	501(C)(3)	LINE 3	MERCY HEALTH CORPORATION	X
ROCKFORD, IL 61103	ROCKFORD MEMORIAL HOSPITAL - 36-2167847	ILLINOIS	501(C)(3)	LINE 3	MERCY HEALTH CORPORATION	X
23100 N ROCKTON AVE	ROCKFORD, IL 61103	HEALTHCARE	501(C)(3)	LINE 3	MERCY HEALTH CORPORATION	X
24400 N ROCKTON AVE	MERCYHEALTH VISITING NURSES ASSOCIATION, INC	ILLINOIS	501(C)(3)	LINE 10	MERCY HEALTH CORPORATION	X
ROCKFORD, IL 61103	- 16-2167945, 4223 E STATE STREET, ROCKFORD,	HEALTHCARE	501(C)(3)			
ILL 61108						

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

Part III Identification of Related Organizations Taxable as a Partnership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(3) controlled entity?	
								Yes	No
ROCKFORD HEALTH INSURANCE LTD									
WELLESLEY HOUSE 50, 2ND FL									
PEMBROKE HM BERMUDA	INSURANCE	BERMUDA	N/A	C CORP	N/A	N/A	N/A		X
JANESVILLE MEDICAL CENTER, INC. - 39-1520130	MANAGEMENT OF UNION EMPLOYEES	WI	N/A	C CORP	N/A	N/A	N/A		X
10000 MINERAL POINT AVE									
JANESVILLE, WI 53548									
MERCYCARE INSURANCE COMPANY - 39-1768192	INSURANCE	WI	N/A	C CORP	N/A	N/A	N/A		X
580 N WASHINGTON ST									
JANESVILLE, WI 53546									
MERCYCARE HMO, INC. - CONSOLIDATED WITH									
MERCYCARE INSURANCE CO - 20-1482553, 580 N									
WASHINGTON ST, JANESVILLE, WI 53546	INSURANCE	WI	N/A	C CORP	N/A	N/A	N/A		X
CHARITABLE REMAINDER TRUST									
C/O 2400 ROCKTON AVE									
ROCKFORD, IL 61103	TRUST	IL	N/A	TRUST	N/A	N/A	N/A		X

Part V Transactions With Related Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

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

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990 Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions