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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 07-01-2016 , and ending 06-30-2017

Name of foundation
RICHMOND MEMORIAL HEALTH FOUNDATION

A Employer identification number
51-0211020

Number and street (or P O box number if mail is not delivered to street address)
4901 LIBBIE MILL EAST BLVD NO 210

Room/suite

B Telephone number (see instructions)
(804) 282-6282

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 23230

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 233,679,117

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	40,498			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,325,293	1,325,293		
	5a Gross rents	10,419	10,419		
	b Net rental income or (loss) 10,419				
	6a Net gain or (loss) from sale of assets not on line 10	4,883,873			
	b Gross sales price for all assets on line 6a 4,883,873				
	7 Capital gain net income (from Part IV, line 2)		4,883,873		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	65,822	0		
	12 **Total.** Add lines 1 through 11	6,325,905	6,219,585		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	684,198	93,698		397,036
	14 Other employee salaries and wages	266,568	265		63,099
	15 Pension plans, employee benefits	199,250	18,088		123,005
	16a Legal fees (attach schedule)	24,215	2,119		18,888
	b Accounting fees (attach schedule)	17,777	1,555		13,866
	c Other professional fees (attach schedule)	534,927	243,621		290,419
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	122,707	10,737		290,419
	19 Depreciation (attach schedule) and depletion	27,379	2,396		
	20 Occupancy	183,245	1,430		179,093
	21 Travel, conferences, and meetings	155,110	13,572		120,986
	22 Printing and publications	4,089	0		4,089
	23 Other expenses (attach schedule)	377,550	20,194		327,969
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,597,015	407,675		1,828,869
	25 Contributions, gifts, grants paid	1,759,901			1,759,901
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,356,916	407,675		3,588,770
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,968,989			
	b **Net investment income** (if negative, enter -0-)		5,811,910		
	c **Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	380,856	455,776	455,776
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	82,751	63,586	63,586
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,988,006	0	0
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ 171,865			
	Less accumulated depreciation (attach schedule) ▶ 70,574	119,170	101,291	101,291
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	62,007,587	72,296,464	72,296,464
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	156,488,000	160,762,000	160,762,000
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	225,066,370	233,679,117	233,679,117
Liabilities	17 Accounts payable and accrued expenses	279,762	264,250	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities**(add lines 17 through 22)	279,762	264,250	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	219,706,689	228,347,348	
	25 Temporarily restricted	55,030	42,630	
	26 Permanently restricted	5,024,889	5,024,889	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	224,786,608	233,414,867	
	31 **Total liabilities and net assets/fund balances** (see instructions)	225,066,370	233,679,117	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	224,786,608
2	Enter amount from Part I, line 27a	2	1,968,989
3	Other increases not included in line 2 (itemize) ▶	3	6,659,270
4	Add lines 1, 2, and 3	4	233,414,867
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	233,414,867

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,883,873			4,883,873
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,883,873
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,883,873
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	4,567,548	69,556,868	0 065666
2014	3,976,864	76,895,590	0 051718
2013	3,525,405	76,308,265	0 046200
2012	3,245,905	70,165,572	0 046261
2011	2,727,668	65,316,374	0 041761

2	**Total** of line 1, column (d)	2	0 251606
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050321
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	69,815,461
5	Multiply line 4 by line 3	5	3,513,184
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	58,119
7	Add lines 5 and 6	7	3,571,303
8	Enter qualifying distributions from Part XII, line 4	8	3,588,770

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	58,119
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	58,119
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	58,119
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 43,692		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 72,751		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	116,443
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	58,324
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 58,324 **Refunded** ▶	11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no ▶ (804) 282-6282

Located at ▶ 4901 LIBBIE MILL EAST BLVD SUITE 210 RICHMOND VA ZIP+4 ▶ 23230

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
		16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☑ Yes ☐ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KENDRA JONES 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	OPERATIONS MANAGER & 40 00	64,000	12,905	300
SARA C NUCKOLS 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	DIRECTOR OF COMM REL 40 00	66,290	8,234	300
LISA BENDER 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	ASST TO PRESIDENT & 40 00	55,000	12,455	300
CYNTHIA I NEWBILLE 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	PROGRAMS OFFICER & C 35 00	60,853	3,349	210
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
COMMUNITAS CONSULTING 1839 EDGEWOOD LANE CHARLOTTESVILLE, VA 22903	PROGRAM CONSULTING	122,443
Total number of others receiving over $50,000 for professional services. ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE GREATER RICHMOND PATIENT CENTERED MEDICAL HOME INITIATIVE - SEE ATTACHED	2,459
2 NURSE LEADERSHIP INSTITUTE OF VIRGINIA	0
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	70,490,155
b	Average of monthly cash balances	1b	388,486
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	70,878,641
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	70,878,641
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,063,180
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	69,815,461
6	**Minimum investment return.** Enter 5% of line 5	6	3,490,773

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

1	Minimum investment return from Part X, line 6			1	3,490,773
2a	Tax on investment income for 2016 from Part VI, line 5	2a	58,119		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	58,119
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,432,654
4	Recoveries of amounts treated as qualifying distributions			4	61,000
5	Add lines 3 and 4			5	3,493,654
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,493,654

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,588,770
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,588,770
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	58,119
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,530,651

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,493,654
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,172,477	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 3,588,770				
a Applied to 2015, but not more than line 2a			1,172,477	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				2,416,293
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016	0			0
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,077,361
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
e Excess from 2016. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

MARK D CONSTANTINE PRESIDENT CEO RI
4901 LIBBIE MILL EAST BOULEVARD
SUITE 210
RICHMOND, VA 23230
(804) 282-6282

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

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES

c Any submission deadlines

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES

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

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				1,759,901
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				1,598,310

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,325,293	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	10,419	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	4,883,873	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER REVENUE					4,822
b GRANT RECOVERY					61,000
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		6,219,585	65,822
13 **Total.** Add line 12, columns (b), (d), and (e).				13	6,285,407

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11A	OTHER MISCELLANEOUS REVENUE RELATED TO ACCOMPLISHMENTS

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 2017-12-14 | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
VIRGINIA R BELCHER				P00421964

Firm's name ▶ KEITERSTEPHENSHURSTGARY & SHREAVESPC — Firm's EIN ▶54-1631262

Firm's address ▶ 4401 DOMINION BLVD, GLEN ALLEN, VA 23060 — Phone no (804) 747-0000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARK D CONSTANTINE 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	PRESIDENT & CEO 40 00	265,000	27,830	1,200
JEFFREY S CRIBBS SR 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	PRESIDENT EMERITUS 40 00	107,500	30,595	0
MICHELE AW MCKINNON ESQUIRE 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	IMMEDIATE PAST CHAIR 1 00	0	0	0
JR HIPPLE 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
JOSEPH SCHILLING 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
A DALE CANNADY 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TREASURER 2 00	0	0	0
DANNY TK AVULA 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	CHAIR 2 00	0	0	0
REGINALD E GORDON ESQUIRE 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
JOHN W MARTINTERM EXPIRED 123116 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
WILLIAM R NELSON MD MPH 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
ROBERT L THALHIMER 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
DEBORAH L ULMER RN PHD 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	VICE CHAIR 2 00	0	0	0
RICHARD L GRIER 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
MATT J ILLIAN 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0
ABRAHAM SEGRES 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	TRUSTEE 1 00	0	0	0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	Expense account, **(e)** other allowances
VANESSA WALKER HARRIS MD 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	SECRETARY 2 00	0	0	0
JOHN H ESTES 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	VP FOR PROGRAMS 40 00	158,458	13,416	1,560
COURTNEY W WORRELL 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	VP FOR ADMINISTRATION & CF 40 00	154,950	17,352	300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BON SECOURS RICHMOND HEALTH SYSTEMS MEDICAL OFFICE SOUTH SUITE 710 RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT RESIDENTIAL COMMUNITY HOSPICE HOUSE	100,000
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	N/A	PC	E+H CHW CERTIFICATION DEVELOPMENT PROGRAM	20,000
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	N/A	PC	PROGRAM SUPPORT LOCAL HEALTH WORKERS N NEIGHBORHOD RESOURCE CENTERS	40,000
CENTER FOR SOCIAL INCLUSION 150 BROADWAY SUITE 30 NEW YORK, NY 10038	N/A	PC	E+H GENERAL OPERATOINS	25,000
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VIRGINIA SUPPORTIVE HOUSING PO BOX 8585 RICHMOND, VA 23226	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
VOICES FOR VIRGINIA'S CHILDREN 701 EAST FRANKLIN STREET SUITE 807 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
UNITED WAY OF GREATER RICHMOND & PETERSBURG 2001 MAYWILL STREET SUITE 201 RICHMOND, VA 23230	N/A	PC	E+H VA GOVERNOR'S CHILDREN'S CABINET & UNITED WAY FELLOW	30,000
VIRGINIA ORAL HEALTH COALITION 4200 INNSLAKE DRIVE SUITE 103 RICHMOND, VA 23060	N/A	PC	PROGRAM SUPPORT CENTRAL VA ORAL HEALTH	20,000
ARMSTRONG PRIORITIES FRESHMAN ACADEMY 1310 WHITBY ROAD RICHMOND, VA 23227	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	15,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CENTRAL VIRGINIA HEALTH SERVICES INC PO BOX 220 NEW CANTON, VA 23123	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	14,000
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT GLEN ALLEN, VA 23060	N/A	PC	PROGRAM SUPPORT HEALTHY HISPANIC COMMUNITY PILOT PROGRAM	32,810
GREATER RICHMOND SCAN 103 EAST GRACE ST RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT TRAUMA INFORMED COMMUNITY NETWORK	35,000
FREE CLINIC OF POWHATAN 3908 OLD BUCKINHAM ROAD POWHATAN, VA 23139	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	50,000
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SACRED HEART CENTER 1400 PERRY STREET RICHMOND, VA 23224	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
GATEWAY HOMES 4901 LIBBIE MILL EAST BOULEVARD SUITE 210 RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	15,000
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND, VA 23294	N/A	PC	PROGRAM SUPPORT RX DRUG ACCESS PARTNERSHIP	20,000
CROSSOVER MINISTRIES 8600 QUIOCCASIN ROAD SUITE 102 RICHMOND, VA 23229	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
HEALTH BRIGADE 1010 NORTH THOMPSON STREET RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACCESS NOW 2821 EMERYWOOD PARKWAY SUITE 200 RICHMOND, VA 23294	N/A	PC	PROGRAM SUPPORT PATIENT CARE COORDINATION	45,000
BETTER HOUSING COALITION 23 WEST BROAD STREET SUITE 100 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT SENIOR HEALTH & WELLNESS PROGRAM	50,000
A GRACE PLACE 8030 STAPLES MILL ROAD RICHMOND, VA 23228	N/A	PC	PROGRAM SUPPORT ACQUIRING A CASE AND QUALITY ASSURANCE MANAGER	37,500
CAPITAL AREA HEALTH NETWORK PO BOX 27947 RICHMOND, VA 23261	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
GOOCHLAND FREE CLINIC 3001 RIVER ROAD WEST GOOCHLAND, VA 23063	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	15,000
VIRGINIA DENTAL ASSOCIATION FOUNDATION 3460 MAYLAND COURT SUITE 110 RICHMOND, VA 23233	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	10,000
YWCA OF RICHMOND 6 NORTH 5TH STREET RICHMOND, VA 23210	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	25,000
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON STREET RICHMOND, VA 23221	N/A	PC	PROGRAM SUPPORT GENERAL OPERATIONS	100,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	20,000
HEALTH BRIGADE 1010 N THOMPSON STREET RICHMOND, VA 23230	N/A	PC	PROGRAM SUPPORT STRATEGIC THINKING AND ACCESS TO HEALTHCARE	20,000
BETTER HOUSING COALITION 23 WEST BROAD STREET SUITE 100 RICHMOND, VA 23219	N/A	PC	E+H PROGRAM E+H FELLOW - JOYCE JACKSON	9,000
VIRGINIA STATE UNIVERSITY 1 HAYDEN DRIVE PETERSBURG, VA 23806	N/A	PC	E+H PROGRAM E+H FELLOW - KAREN FAISON	9,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIVERSITY OF RICHMOND, VA 23173	N/A	PC	E+H PROGRAM E+H FELLOW - AMY HOWARD	9,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAPITAL AREA HEALTH NETWORK 2809 NORTH AVENUE RICHMOND, VA 23222	N/A	PC	E+H PROGRAM E+H FELLOW - TRACY CAUSEY	9,000
GROUNDWORK RVA 409 EAST MAIN STREET SUITE 100 RICHMOND, VA 232193845	N/A	PC	E+H PROGRAM E+H FELLOW - KENDRA NORRELL	9,000
INSTITUTE FOR PUBLIC HEALTH INNOVATION 1301 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	N/A	PC	E+H PROGRAM E+H FELLOW - MICHAEL ROYSTER	9,000
LA CASA DE LA SALUD 2201 BIRNAM WOODS COURT MIDLOTHIAN, VA 23112	N/A	PC	E+H PROGRAM E+H FELLOW - ANTONIO VILLA	9,000
RICHMOND CITY HEALTH DISTRICT 400 E CARY STREET ROOM 406 RICHMOND, VA 23219	N/A	PC	E+H PROGRAM E+H FELLOW - PATRICIA MILLS	9,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RICHMOND PEACE EDUCATION CENTER 3500 PATTERSON AVENUE RICHMOND, VA 23221	N/A	PC	E+H PROGRAM E+H FELLOW - RAM BHAGAT	9,000
RICHMOND REGIONAL PLANNING DISTRICT 9211 FOREST HILL AVENUE SUITE 200 RICHMOND, VA 23235	N/A	PC	E+H PROGRAM E+H FELLOW - MARTHA SHICKLE	9,000
RVA RAPID TRANSIT 1627 MONUMENT AVENUE RICHMOND, VA 23221	N/A	PC	E+H PROGRAM E+H FELLOW - NELSON REVELEY	9,000
SACRED HEART CENTER 1400 PERRY STREET RICHMOND, VA 232242058	N/A	PC	E+H PROGRAM E+H FELLOW - TANYA GONZALEZ	9,000
VIRGINIA ORAL HEALTH COALITION 4200 INNSLAKE DRIVE SUITE 103 RICHMOND, VA 23060	N/A	PC	E+H PROGRAM E+H FELLOW - SARAH BEDARD HOLLAND	9,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MCV FOUNDATION PO BOX 980234 RICHMOND, VA 232980234	N/A	PC	E+H PROGRAM E+H FELLOW - PAM PARSON	9,000
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL ROAD 202 RICHMOND, VA 232285445	N/A	PC	E+H PROGRAM E+H FELLOW - JONATHAN ZUR	9,000
BON SECOURS RICHMOND HEALTH SYSTEM 8260 ATLEE ROAD SUITE 1203 MECHANICSVILLE, VA 23116	N/A	PC	E+H PROGRAM E+H FELLOW - YVETTE JOHNSON	9,000
PETER PAUL DEVELOPMENT CENTER 1708 NORTH 22ND STREET RICHMOND, VA 23223	N/A	PC	E+H PROGRAM E+H FELLOW - DAMON JIGGETTS	9,000
VOICES FOR VIRGINIA'S CHILDREN 701 EAST FRANKLIN STREET SUITE 807 RICHMOND, VA 232192512	N/A	PC	E+H PROGRAM E+H FELLOW - MARGARET HOLLAND	9,000
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ART ON WHEELS 3108 WEST LEIGH STREET SUITE B RICHMOND, VA 23230	N/A	PC	E+H VISITING ARTIST GRANT	10,000
VCU FOUNDATION 3108 WEST LEIGH STREET SUITE B RICHMOND, VA 23230	N/A	PC	INVEST HEALTH MVA	9,492
REINVESTMENT FUND 1700 MARKET STREET 19TH FLOR PHILADELPHIA, PA 19103	N/A	PC	INVEST HEALTH RICHMOND AREA MVA GRANT	98,816
BALLE COMMUNITY FOUNDATION 2323 BROADWAY OAKLAND, CA 94612	N/A	PC	PROGRAM SUPPORT CIRCLE GRANT	13,200
MDC IN 307 WEST MAIN STREET DURHAM, NC 27701	N/A	PC	PROGRAM SUPPORT BACKGROUND AND PREP	4,750
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE SUITE 110 RICHMOND, VA 23225	N/A	PC	PROGRAM SUPPORT SISTER FUND GRANT	20,000
VCU SCHOOL OF NURSING PO BOX 980567 RICHMOND, VA 23298	N/A	PC	PROGRAM SUPPORT IN HONOR OF LAUREN GOODLOE	250
CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVE STE 7 CAMBRIDGE, MA 02139	N/A	PC	PROGRAM SUPPORT GRANTEE AND APPLICANT PERCEPTION REPORT	14,583
VIRGINIA COMMONWEALTH UNIVERSITY PO BOX 843042 RICHMOND, VA 232840441	N/A	PC	PROGRAM SUPPORT 2016 EVGA TABLE SPONSOR	1,000
MAX SCHLICKENMEYER 3811 HILL MONUMENT PKWY RICHMOND, VA 23227	N/A	PC	PROGRAM SUPPORT VIDEO FOR RWJF CULTURE OF HEALTH PRIZE	1,500
Total . . . . . ▶ 3a				1,759,901

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RICHMOND SYMPHONY 612 E GRACE STREET SUITE 401 RICHMOND, VA 23219	N/A	PC	PROGRAM SUPPORT SPONSORSHIP EAST END MUSIC FESTIVAL	2,500
MDC 307 WEST MAIN STREET DURHAM, NC 27701	N/A	PC	PROGRAM SUPPORT CONTRIBUTION -STATE OF THE SOUTH REPORT	5,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIVERSITY OF RICHMOND, VA 23173	N/A	PC	PROGRAM SUPPORT HONOR OF DR JOHN MOESER	2,500
SECF 100 PEACHTREE STREET SUITE 2080 ATLANTA, GA 30303	N/A	PC	PROGRAM SUPPORT 2017 SECF ANNUAL MEETING SPONSORSHIP	10,000
MISSION INVESTORS EXCHANGE 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW, CA 94040	N/A	PC	EVENT SUPPORT RICHMOND EXECUTIVE EXCHANGE	40,000
Total 3a . . . . . ▶				1,759,901

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TY 2016 Accounting Fees Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDITING AND TAX COMPLIANCE	17,777	1,555		13,866

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TY 2016 Investments Corporate Stock Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	0	0

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TY 2016 Investments - Other Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	69,466,373	69,466,373
PARTNERSHIPS	AT COST	2,830,091	2,830,091

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TY 2016 Legal Fees Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	24,215	2,119		18,888

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TY 2016 Other Assets Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM-RELATED INVESTMENT IN BONSECOURS RICHMOND HEALTH SYSTEM	156,488,000	160,762,000	160,762,000

TY 2016 Other Expenses Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVEST HEALTH GRANT EXPENSES	52,399	0		52,399
DIRECT GRANT ADMINISTRATIVE EXPENSES	41,693	0		41,693
IMPACT INVESTING PROGRAM EXPENSES	3,375	0		3,375
DIRECT INVESTMENT ADMINISTRATIVE EXPENSE	791	791		0
EQUIP LEASES, SVC CONTRACTS, MAINTENANCE	8,204	718		6,399
INFORMATION TECHNOLOGY	13,114	1,147		10,229
INSURANCE	5,817	509		4,537
INTERNET ACCESS	5,991	524		4,673
SUPPLIES AND MATERIALS	6,241	546		4,868
TELEVISION ACCESS	1,119	98		873

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS	530	46		413
BANK SERVICE FEES	2,684	235		2,094
RECOGNITION AND GIFTS	6,702	586		5,227
POSTAGE	1,137	99		887
CATERING/MEALS	3,326	291		2,594
BOARD & STAFF EVENTS	9,507	832		7,415
RELOCATION	3,981	0		3,981
FURNISHINGS AND EQUIPMENT	48,997	4,287		38,218
SUBSCRIPTIONS	2,920	255		2,277
COPORATE FILINGS	375	33		292

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EMPLOYEE RELATED SAFETY, INTERN EXP, LUNCHES, GIFTS	7,320	641		5,710
PROFESSIONAL TEAM DEVELOPMENT	7,750	678		6,045
HUMAN DEVELOPMENT	15,543	1,360		12,123
JOB POSTING	12,416	1,086		9,685
COMMUNICATIONS - OTHER EXPENSES	543	0		543
OTHER MISCELLANEOUS EXPENSES	956	84		745
EXPENSE ALLOCATION	61,119	5,348		47,674
VISTING ARTIST PROGRAM	53,000	0		53,000

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TY 2016 Other Income Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER REVENUE	4,822		4,822
GRANT RECOVERY	61,000		61,000

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TY 2016 Other Increases Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Description	Amount
UNREALIZED GAIN/LOSS ON INVESTMENTS	2,385,270
CHANGE IN EQUITY INTEREST OF PROGRAM RELATED INVESTMENT	4,274,000

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TY 2016 Other Professional Fees Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	96,253	96,253		0
INVESTMENT CONSULTANT	146,781	146,781		0
COMMUNICATIONS CONSULTANT	39,646	0		39,646
PROGRAM CONSULTANTS	245,549	0		245,549
EMPLOYEE SEARCH/BENEFITS CONSULTANT	1,400	123		1,092
IT, DESIGN & ARCHITECTURE CONSULTANTS	5,298	464		4,132

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TY 2016 Taxes Schedule

Name: RICHMOND MEMORIAL HEALTH FOUNDATION

EIN: 51-0211020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	122,707	10,737		290,419

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Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016

Name of the organization
RICHMOND MEMORIAL HEALTH FOUNDATION

Employer identification number
51-0211020

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REINVESTMENT FUND INC 1700 MARKET STREET 19TH FLOOR PHILADELPHIA, PA19103	$ 40,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $ ______________**

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Richmond Memorial Health Foundation

2016 Form 990-PF, Part IX-A
Summary of Direct Charitable Activities

Nurse Leadership Institute of Virginia

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

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

In July 2015, the operations of the NLI program were suspended indefinitely The Board voted in September 2017 to permanently close down the program

The Greater Richmond Patient Centered Medical Homes Initiative

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

Participants in the PCMH included local safety net health care organizations working together to build their capacity to deliver patient centered care Participating organizations were provided technical assistance relating to team-base care, care coordination, National Committee for Quality Assurance recognition as a part of health reform implementation, change management, and in the collection, analysis and use of data to drive quality improvement Collectively these organizations registered over 130,000 patient visits during the fiscal year

The RMHF board voted to discontinue its funding of the PCMH collaborative effective June 30, 2016 The Foundation continues to support safety net clinics through general operating support