

Return of Private Foundation

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

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2018

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning _____, and ending _____

Name of foundation WILLIAMSBURG COMMUNITY HEALTH FOUNDATION		A Employer identification number 54-1822359
Number and street (or P.O. box number if mail is not delivered to street address) 4801 COURTHOUSE STREET, NO 200	Room/suite	B Telephone number 757-345-0912
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSBURG, VA 23188		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 116,562,946.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,060,954.	1,060,954.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,081,150.			STATEMENT 6
	b Gross sales price for all assets on line 6a	15,298,199.			
	7 Capital gain net income (from Part IV, line 2)		7,017,346.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,640,789.	1,651,784.		STATEMENT 1	
12 Total. Add lines 1 through 11	9,782,893.	9,730,084.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	352,769.	138,737.		214,032.
	14 Other employee salaries and wages	477,488.	0.		477,488.
	15 Pension plans, employee benefits	133,747.	0.		133,747.
	16a Legal fees				
	b Accounting fees	STMT 2 48,385.	0.		48,385.
	c Other professional fees	STMT 3 209,125.	161,422.		47,703.
	17 Interest				
	18 Taxes	STMT 4 1,426.	0.		0.
	19 Depreciation and depletion	7,247.	0.		
	20 Occupancy	141,432.	14,143.		127,289.
	21 Travel, conferences, and meetings	47,406.	0.		47,406.
	22 Printing and publications	9,173.	0.		9,173.
	23 Other expenses	STMT 5 1,528,889.	1,246,102.		276,716.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,957,087.	1,560,404.		1,381,939.
	25 Contributions, gifts, grants paid	4,657,978.			4,644,200.
26 Total expenses and disbursements. Add lines 24 and 25	7,615,065.	1,560,404.		6,026,139.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,167,828.				
b Net investment income (if negative, enter -0-)		8,169,680.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		118,284.	343,603.	343,603.	
	2	Savings and temporary cash investments		3,832,604.	3,976,108.	3,976,108.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			88,402.	58,082.	58,082.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock					
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 9		121,864,991.	112,175,630.	112,175,630.	
14	Land, buildings, and equipment: basis	104,136.					
	Less: accumulated depreciation	STMT 10	94,613.	16,770.	9,523.	9,523.	
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			125,921,051.	116,562,946.	116,562,946.	
Liabilities	17	Accounts payable and accrued expenses		95,976.	115,057.		
	18	Grants payable		299,078.	250,834.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe) DEFERRED FEDERAL E			322,085.	217,657.	
23	Total liabilities (add lines 17 through 22)			717,139.	583,548.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.						
	24	Unrestricted		125,203,912.	115,979,398.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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			125,203,912.	115,979,398.		
31	Total liabilities and net assets/fund balances			125,921,051.	116,562,946.		

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	125,203,912.
2	Enter amount from Part I, line 27a	2	2,167,828.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	104,428.
4	Add lines 1, 2, and 3	4	127,476,168.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	11,496,770.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115,979,398.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 10,400,280.		8,217,722.	2,182,558.
b 4,834,788.			4,834,788.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,182,558.
b			4,834,788.
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	7,017,346.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	5,684,797.	118,613,649.	.047927
2016	5,875,323.	114,916,294.	.051127
2015	6,169,988.	120,813,645.	.051070
2014	5,536,213.	124,885,135.	.044330
2013	5,139,123.	119,354,753.	.043058

2 Total of line 1, column (d)	2	.237512
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047502
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	121,338,369.
5 Multiply line 4 by line 3	5	5,763,815.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	81,697.
7 Add lines 5 and 6	7	5,845,512.
8 Enter qualifying distributions from Part XII, line 4	8	6,026,139.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	81,697.
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	81,697.
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	81,697.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	32,775.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	32,775.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1,650.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	50,572.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WILLIAMSBURGHEALTHFOUNDATION.ORG	X	
14 The books are in care of ► SOLA MONIZ Telephone no. ► 757-345-0912 Located at ► 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA ZIP+4 ► 23188		
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		N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		X
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 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 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 2018.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		268,431.	84,338.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALLISON J. BRODY - 4801 COURTHOUSE STREET, STE. 200, WILLIAMSBURG, VA	DIRECTOR, COMMUNITY RESOURCES & DEV 40.00	95,565.	33,034.	0.
KYRA A. COOK - 4801 COURTHOUSE STREET, STE. 200, WILLIAMSBURG, VA	DIRECTOR, STRATEGIC INITIATIVES/PRO 40.00	89,796.	24,162.	0.
PAULETTE A. PARKER - 4801 COURTHOUSE STREET, STE. 200, WILLIAMSBURG, VA	SENIOR PROGRAM OFFICER 40.00	85,930.	21,291.	0.
WILLIAM D. PRIBBLE - 4801 COURTHOUSE STREET, STE. 200, WILLIAMSBURG, VA	PROGRAM OFFICER/GRANTS ADMINISTRATO 40.00	72,325.	10,753.	0.
SHELBY E. BOLTZ - 4801 COURTHOUSE STREET, STE. 200, WILLIAMSBURG, VA	EXECUTIVE ASSISTANT/OFFICE MANAGER 40.00	62,679.	18,942.	0.
Total number of other employees paid over \$50,000			0	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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE INVESTMENT FUND FOR FOUNDATIONS - 170 NORTH RADNOR CHESTER ROAD, STE. 300, RADNOR, COMMUNITY HEALTH SOLUTIONS - 9603 BC GAYTON RD., #201 RICHMOND, RICHMOND, VA 23238	INVESTMENT CONSULTING	97,353.
NORTHERN TRUST BANK - 50 SOUTH LA SALLE STREET, B-8, CHICAGO, IL 60603	GRANT CONSULTING	84,668.
	CUSTODIAL SERVICES	64,069.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 13	44,092.
2 SEE STATEMENT 14	38,076.
3 SEE STATEMENT 15	30,500.
4 SEE STATEMENT 16	10,902.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	0.
b	Average of monthly cash balances	1b	7,287,357.
c	Fair market value of all other assets	1c	115,898,804.
d	Total (add lines 1a, b, and c)	1d	123,186,161.
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	123,186,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,847,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	121,338,369.
6	Minimum investment return. Enter 5% of line 5	6	6,066,918.

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	6,066,918.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	81,697.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,985,221.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,985,221.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,985,221.

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	6,026,139.
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	6,026,139.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	81,697.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,944,442.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,985,221.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			685,428.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 6,026,139.				
a Applied to 2017, but not more than line 2a			685,428.	
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 2018 distributable amount				5,340,711.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				644,510.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a 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 foundation 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).)

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANGELS OF MERCY MEDICAL MISSION 7151 RICHMOND RD, STE. 401 WILLIAMSBURG, VA 23188-7234	N/A	PC	CHRONIC CARE COLLABORATIVE	113,000.
CENTER FOR CHILD AND FAMILY SERVICES, INC. 2021 CUNNINGHAM DR., STE. 400 HAMPTON, VA 23666-3301	N/A	PC	CHILD AND FAMILY CONNECTION'S MULTICULTURAL COUNSELING AND OUTREACH PROGRAM	40,000.
CENTER FOR CHILD AND FAMILY SERVICES, INC. 2021 CUNNINGHAM DR., STE. 400 HAMPTON, VA 23666-3301	N/A	PC	CHILD AND FAMILY CONNECTION'S VIOLENCE PREVENTION AND INTERVENTION PROGRAM (VPIP)	35,000.
CHILD DEVELOPMENT RESOURCES P.O. BOX 280 NORGE, VA 23127	N/A	PC	INFANT PARENT PROGRAM	100,000.
CHILD DEVELOPMENT RESOURCES P.O. BOX 280 NORGE, VA 23127	N/A	PC	PARENTS AS TEACHERS	84,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	4,644,200.
b Approved for future payment				
ANGELS OF MERCY MEDICAL MISSION 7151 RICHMOND RD, STE. 401 WILLIAMSBURG, VA 23188-7234	N/A	PC	CHRONIC CARE COLLABORATIVE	56,500.
CHILD DEVELOPMENT RESOURCES P.O. BOX 280 NORGE, VA 23127	N/A	PC	BREASTFEEDING: BUILDING CONFIDENCE AND COMPETENCE	6,000.
CITY OF WILLIAMSBURG 401 LAFAYETTE STREET WILLIAMSBURG, VA 23185	N/A	GOV	CHILD HEALTH INITIATIVE	16,538.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	250,834.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (PASSTHROUGH K-1 INCOME, K-1 INCOME NOT INCLUDED, IN INVESTMENT INCOME, SECTION 965 INCOME), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No. and 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).

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1c regarding transfers and transactions.

Table with 4 columns: (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) (other than section 501(c)(3)) or in section 527?

Table with 3 columns: (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.

Paid Preparer Use Only section containing fields for preparer name, signature, date, firm name, address, and phone number.

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [] No

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILD DEVELOPMENT RESOURCES P.O. BOX 280 NORGE, VA 23127	N/A	PC	BREASTFEEDING: BUILDING CONFIDENCE AND COMPETENCE	12,000.
CHILD DEVELOPMENT RESOURCES P.O. BOX 280 NORGE, VA 23127	N/A	PC	BOARD DISCRETIONARY GRANTS	500.
CITY OF WILLIAMSBURG 401 LAFAYETTE STREET WILLIAMSBURG, VA 23185	N/A	GOV	CHILD HEALTH INITIATIVE	260,000.
CITY OF WILLIAMSBURG 401 LAFAYETTE STREET WILLIAMSBURG, VA 23185	N/A	GOV	WALKING WORKS	500.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWCAC)	271,000.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	CHRONIC CARE COLLABORATIVE	175,000.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	INTENSIVE OUTPATIENT PROGRAM	45,000.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	ADVANCING OPIOID-ADDICTION TREATMENT	40,000.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	GREATER WILLIAMSBURG NETWORK OF CARE WEBSITE (NOC)	37,000.
COMMUNITY HOUSING PARTNERS 448 DEPOT STREET CHRISTIANSBURG, VA 24073	N/A	PC	BUILDING HEALTHY COMMUNITIES	45,000.
Total from continuation sheets				4,272,200.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY HOUSING PARTNERS 448 DEPOT STREET CHRISTIANSBURG, VA 24073	N/A	PC	MOBILE FOOD PANTRY	5,000.
ELK HILL FARM, INC. PO BOX 99 1975 ELK HILL RD. GOOCHLAND, VA 23063	N/A	PC	ELK HILLS SCHOOL-BASED MENTAL HEALTH PROGRAM	20,000.
FISH, INC. 312 WALLER MILL ROAD, SUITE # 800 WILLIAMSBURG, VA 23185	N/A	PC	BOARD DISCRETIONARY GRANTS	500.
FREE FOUNDATION FOR REHABILITATION EQUIPMENT & ENDOWMENT P.O. BOX 8873 ROANOKE, VA 24014-0752	N/A	PC	F.R.E.E. OF WILLIAMSBURG	25,000.
FREE FOUNDATION FOR REHABILITATION EQUIPMENT & ENDOWMENT P.O. BOX 8873 ROANOKE, VA 24014-0752	N/A	PC	WALKING WORKS	500.
GLOUCESTER MATHEWS CARE CLINIC 6031 INDUSTRIAL DR GLOUCESTER, VA 23061-3767	N/A	PC	CHRONIC CARE COLLABORATIVE	200,000.
GREATER WILLIAMSBURG HEARTSAFE ALLIANCE WILLIAMSBURG AREA CHAMBER FOUNDATION, 421 NORTH BOUNDARY STREET WILLIAMSBURG, VA 23185	N/A	PC	GREATER WILLIAMSBURG HEARTSAFE ALLIANCE	40,000.
GROVE CHRISTIAN OUTREACH CENTER 8800 POCAHONTAS TRAIL WILLIAMSBURG, VA 23185	N/A	PC	CHILDREN'S SUMMER LUNCH PROGRAM	5,000.
JAMES CITY COUNTY P.O. BOX 8784 WILLIAMSBURG, VA 23187	N/A	GOV	CHILD HEALTH INITIATIVE	250,000.
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVENUE WILLIAMSBURG, VA 23187-8795	N/A	GOV	HEAL PROGRAM	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVENUE WILLIAMSBURG, VA 23187-8795	N/A	PC	BOARD DISCRETIONARY GRANTS	500.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188	N/A	PC	BASIC OPERATING SUPPORT	450,000.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188	N/A	PC	CHRONIC CARE COLLABORATIVE	250,000.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188	N/A	PC	IMPROVING DIABETIC SELF-MANAGEMENT THROUGH HEALTH COACHING	30,000.
OLIVET MEDICAL MINISTRY, INC. DBA LACKEY CLINIC 1620 OLD WILLIAMSBURG ROAD YORKTOWN, VA 23690	N/A	PC	CHRONIC CARE COLLABORATIVE	400,000.
OLIVET MEDICAL MINISTRY, INC. DBA LACKEY CLINIC 1620 OLD WILLIAMSBURG ROAD YORKTOWN, VA 23690	N/A	PC	WALKING WORKS	500.
ONE CHILD CENTER FOR AUTISM 201 BULIFANTS BLVD., STE A WILLIAMSBURG, VA 23188	N/A	PC	KIDS' NIGHT	15,000.
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BLVD STE 1006 NEWPORT NEWS, VA 23606	N/A	PC	PAA RIDES PROGRAM	110,000.
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BLVD, STE 1006 NEWPORT NEWS, VA 23606	N/A	PC	AGING AND DISABILITY RESOURCE CENTER	64,000.
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BLVD, STE 1006 NEWPORT NEWS, VA 23606	N/A	PC	NUTRITIOUS NOONTIME MEALS	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BLVD, STE 1006 NEWPORT NEWS, VA 23606	N/A	PC	HOMEMEDS	15,000.
POSTPARTUM SUPPORT VIRGINIA, INC. P.O. BOX 7521 ARLINGTON, VA 22207	N/A	PC	HEALTHY MOTHER, HEALTHY FAMILY	8,000.
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY, SUITE #300 RICHMOND, VA 23294	N/A	PC	CHRONIC CARE COLLABORATIVE	35,000.
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY, SUITE #300 RICHMOND, VA 23294	N/A	PC	ACCESS TO MEDICATION PROGRAM (AMP)	25,000.
THE ARC OF GREATER WILLIAMSBURG 150 STRAWBERRY PLAINS ROAD, SUITE D WILLIAMSBURG, VA 23188	N/A	PC	FITNESS PROGRAM	25,000.
THE COLLEGE OF WILLIAM & MARY, NEW HORIZONS FAMILY COUNSELING CENTER 301 MONTICELLO AVENUE, P.O. BOX 8795 WILLIAMSBURG, VA 23185	N/A	GOV	YOUTH AND FAMILY COUNSELING PROGRAM	100,000.
THE DOORWAYS 612 E. MARSHALL STREET RICHMOND, VA 23219	N/A	PC	BASIC OPERATING SUPPORT	12,000.
VIRGINIA HEALTH CARE FOUNDATION 707 EAST MAIN STREET, SUITE 1350 RICHMOND, VA 23219	N/A	PC	GREATER WILLIAMSBURG MEDICATION ACCESS PROGRAM (GWMAP)	400,000.
VIRGINIA PENINSULA FOODBANK 2401 ALUMINUM AVENUE HAMPTON, VA 23661	N/A	PC	MOBILE FOOD PANTRY: FRESH PRODUCE PROGRAM	20,000.
VIRGINIA PENINSULA FOODBANK 2401 ALUMINUM AVENUE HAMPTON, VA 23661	N/A	PC	BOARD DISCRETIONARY GRANTS	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA ORAL HEALTH COALITION 4200 INNSLAKE DRIVE, SUITE 103 GLEN ALLEN, VA 23060	N/A	PC	ANNUAL AWARDS	10,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 2 WILLIAMSBURG, VA 23185	N/A	PC	MEDICAL TRANSPORTATION	50,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 2 WILLIAMSBURG, VA 23185	N/A	PC	SUPPORT FOR DEVELOPMENT DIRECTOR	42,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 2 WILLIAMSBURG, VA 23185	N/A	PC	BOARD DISCRETIONARY GRANTS	500.
WILLIAMSBURG HOUSE OF MERCY, INC. 10 HARRISON AVENUE WILLIAMSBURG, VA 23185-3572	N/A	PC	SUMMER MEALS FOR KIDS	600.
WILLIAMSBURG SOCCER FOUNDATION 809 RICHMOND ROAD (WSF) WILLIAMSBURG, VA 23185	N/A	PC	VIRGINIA LEGACY COMMUNITY PARTNERSHIP PROGRAM	20,000.
WILLIAMSBURG-JAMES CITY COUNTY COMMUNITY ACTION AGENCY 312 WALLER MILL RD, SUITE 405 WILLIAMSBURG, VA 23185	N/A	PC	EQUIPMENT FOR THE HEALTHY HEAD START PROGRAM	6,100.
WILLIAMSBURG-JAMES CITY COUNTY PUBLIC SCHOOL DIVISION 117 IRONBOUND ROAD WILLIAMSBURG, VA 23187	N/A	GOV	SCHOOL HEALTH INITIATIVE PROGRAM (SHIP)	650,000.
WILLIAMSBURG-JAMES CITY COUNTY PUBLIC SCHOOL DIVISION 117 IRONBOUND ROAD WILLIAMSBURG, VA 23187	N/A	GOV	WALKING WORKS	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWCAC)	3,750.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185	N/A	PC	ADVANCING OPIOID-ADDICTION TREATMENT	20,000.
COMMUNITY HOUSING PARTNERS 448 DEPOT STREET CHRISTIANSBURG, VA 24073	N/A	PC	BUILDING HEALTHY COMMUNITIES	22,500.
ELK HILL FARM, INC. PO BOX 99 1975 ELK HILL RD. GOOCHLAND, VA 23063	N/A	PC	ELK HILLS SCHOOL-BASED MENTAL HEALTH PROGRAM	10,000.
GREATER WILLIAMSBURG HEARTSAFE ALLIANCE WILLIAMSBURG AREA CHAMBER FOUNDATION, 421 NORTH BOUNDARY STREET WILLIAMSBURG, VA 23185	N/A	PC	GREATER WILLIAMSBURG HEARTSAFE ALLIANCE	20,000.
JAMES CITY COUNTY P.O. BOX 8784 WILLIAMSBURG, VA 23187	N/A	GOV	CHILD HEALTH INITIATIVE	22,046.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188	N/A	PC	IMPROVING DIABETIC SELF-MANAGEMENT THROUGH HEALTH COACHING	15,000.
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY, SUITE #300 RICHMOND, VA 23294	N/A	PC	ACCESS TO MEDICATION PROGRAM (AMP)	12,500.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 2 WILLIAMSBURG, VA 23185	N/A	PC	MEDICAL TRANSPORTATION	25,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 2 WILLIAMSBURG, VA 23185	N/A	PC	SUPPORT FOR DEVELOPMENT DIRECTOR	21,000.
Total from continuation sheets				171,796.

Name **WILLIAMSBURG COMMUNITY HEALTH FOUNDATION** Employer identification number **54-1822359**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	81,697.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	81,697.
4	Enter the tax shown on the corporation's 2017 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	81,697.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

6 The corporation is using the adjusted seasonal installment method.

7 The corporation is using the annualized income installment method.

8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment		(a)	(b)	(c)	(d)	
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/18	06/15/18	09/15/18	12/15/18
10	Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	20,424.	20,425.	20,424.	20,424.
11	Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	32,775.			
Complete lines 12 through 18 of one column before going to the next column.						
12	Enter amount, if any, from line 18 of the preceding column	12		12,351.		
13	Add lines 11 and 12	13		12,351.		
14	Add amounts on lines 16 and 17 of the preceding column	14			8,074.	28,498.
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	32,775.	12,351.	0.	0.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	8,074.	
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		8,074.	20,424.	20,424.
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	12,351.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2018 and before 7/1/2018				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 5\% (0.05)}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 06/30/2018 and before 10/1/2018				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\% (0.05)}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2018 and before 1/1/2019				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 5\% (0.05)}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2018 and before 4/1/2019	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 6\% (0.06)}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2019 and before 7/1/2019				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2019 and before 10/1/2019				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2019 and before 1/1/2020				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2019 and before 3/16/2020				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns				\$ 1,650.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)					Identifying Number
WILLIAMSBURG COMMUNITY HEALTH FOUNDATION					54-1822359
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/18	20,424.	20,424.			
05/15/18	-32,775.	-12,351.			
06/15/18	20,425.	8,074.	92	.000136986	102.
09/15/18	20,424.	28,498.	91	.000136986	355.
12/15/18	20,424.	48,922.	16	.000136986	107.
12/31/18	0.	48,922.	135	.000164384	1,086.

Penalty Due (Sum of Column F): **1,650.**

* Date of estimated tax payment, withholding
credit date or installment due date.

FORM 990-PF

OTHER INCOME

STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH K-1 INCOME	1,640,433.	1,651,696.	
K-1 INCOME NOT INCLUDED IN INVESTMENT INCOME	268.	0.	
SECTION 965 INCOME	88.	88.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,640,789.	1,651,784.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION FEES	48,385.	0.		48,385.
TO FORM 990-PF, PG 1, LN 16B	48,385.	0.		48,385.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	161,422.	161,422.		0.
OTHER PROFESSIONAL FEES	47,703.	0.		47,703.
TO FORM 990-PF, PG 1, LN 16C	209,125.	161,422.		47,703.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MUNICIPAL PROPERTY TAXES	1,041.	0.		0.
EXCISE TAX	385.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,426.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL AWARDS	13,097.	0.		13,097.
EQUIPMENT RENTAL/MAINTENANCE	33,778.	0.		33,778.
INSURANCE	12,969.	0.		12,969.
ADMINISTRATIVE EXPENSE	25,104.	0.		25,104.
MARKETING	8,525.	0.		8,525.
DCA EXPENSE - CHRONIC CARE	84,668.	0.		84,668.
DCA EXPENSE - OTHER	71,640.	0.		71,640.
MEMBERSHIP DUES	26,935.	0.		26,935.
PASSTHROUGH K-1 EXPENSES	1,252,173.	1,246,102.		0.
TO FORM 990-PF, PG 1, LN 23	1,528,889.	1,246,102.		276,716.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF OTHER ASSETS

STATEMENT 6

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASSTHROUGH K-1 CAPITAL GAIN UBI				PURCHASED	
	63,131.	0.	0.	0.	63,131.
TOTAL INCLUDED ON FORM 990-PF, PART I, LINE 6A					63,131.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN DEFERRED EXCISE TAX LIABILITY	104,428.
TOTAL TO FORM 990-PF, PART III, LINE 3	104,428.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED DECLINE IN VALUE OF INVESTMENTS	11,496,770.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>11,496,770.</u>

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MIT PRIVATE EQUITY II FUND	FMV	164,405.	164,405.
TIFF ABSOLUTE RETURN POOL II	FMV	12,112,965.	12,112,965.
TIFF PARTNERS V - US	FMV	108,249.	108,249.
TIFF PARTNERS V - INTERNATIONAL	FMV	44,455.	44,455.
TIFF SECONDARY PARTNERS I, LLC	FMV	5,507.	5,507.
TIFF REAL ESTATE PARTNERS II, LLC	FMV	318,070.	318,070.
TRG FORESTRY FUND 7-B LP	FMV	431,901.	431,901.
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,013,783.	1,013,783.
MA INVESTORS FUND 1, LLC	FMV	1,601,273.	1,601,273.
PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND	FMV	552,452.	552,452.
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	919,378.	919,378.
TIFF SHORT TERM FUND	FMV	2,989,690.	2,989,690.
METROPOLITAN REAL ESTATE PARTNERS 2008 DISTRESSED CO-INVESTMENT FUND, LP	FMV	51,832.	51,832.
TIFF SECONDARY PARTNERS II, LLC	FMV	300,210.	300,210.
TIFF MULTI-ASSET FUND	FMV	39,866,971.	39,866,971.
TIFF KEYSTONE FUND	FMV	41,489,115.	41,489,115.
TIFF PRIVATE EQUITY PARTNERS 2012, LLC	FMV	1,268,894.	1,268,894.
TIFF SPECIAL OPPORTUNITIES FUND, LLC	FMV	2,264,321.	2,264,321.
TIFF PRIVATE EQUITY PARTNERS 2013	FMV	3,620,264.	3,620,264.
TIFF PRIVATE EQUITY PARTNERS 2014	FMV	888,813.	888,813.
TIFF REALTY AND RESOURCES IV, LLC	FMV	474,274.	474,274.
TIFF PRIVATE EQUITY PARTNERS 2015	FMV	739,092.	739,092.
TIFF PRIVATE EQUITY PARTNERS 2016	FMV	499,231.	499,231.
TIFF PRIVATE EQUITY PARTNERS 2017	FMV	117,618.	117,618.
TIFF SPECIAL OPPORTUNITIES FUND II	FMV	256,194.	256,194.
TIFF PRIVATE EQUITY PARTNERS 2018	FMV	76,673.	76,673.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>112,175,630.</u>	<u>112,175,630.</u>

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
FURNITURE, FIXTURES, & EQUIPMENT	78,174.	68,699.	9,475.
COMPUTERS & SOFTWARE	25,962.	25,914.	48.
TOTAL TO FM 990-PF, PART II, LN 14	104,136.	94,613.	9,523.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
DEFERRED FEDERAL EXCISE TAX LIABILITY	322,085.	217,657.
TOTAL TO FORM 990-PF, PART II, LINE 22	322,085.	217,657.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES R. GOLDEN 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	CHAIR 1.00	0.	0.	0.
LOUIS F. ROSSITER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	VICE CHAIR 1.00	0.	0.	0.
CLARENCE A. WILSON 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TREASURER 1.00	0.	0.	0.
M. ANDERSON BRADSHAW 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
DAVID E. BUSH 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
NANCY N. CAMPBELL 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
BETH F. DAVIS 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
PAUL W. GERHARDT 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
EARL T. GRANGER, III 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
JOYCE M. JARRETT 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.

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LAURA J. LODA 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
RICHARD H. RIZK 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
MARIBEL O. SAIMRE 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
ROBERT J. SINGLEY 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
ROBERT B. TAYLOR 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
THOMAS G. TINGLE 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
GLENDIA H. TURNER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
JACKSON C. TUTTLE, II 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
MARSHALL N. WARNER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
KIMBERLY ZEULI 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
CAROL L. SALE 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	PRESIDENT & CEO, SECRETARY 40.00	84,059.	12,983.	0.
JEANETTE F. ZEIDLER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	PRESIDENT & CEO (THROUGH 5/15/18) 40.00	81,058.	11,449.	0.

WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

54-1822359

SOLA MONIZ CFO
 4801 COURTHOUSE STREET, SUITE 200 40.00 103,314. 59,906. 0.
 WILLIAMSBURG, VA 23188

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII 268,431. 84,338. 0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

CHRONIC CARE INITIATIVE- A COLLABORATIVE WITH HEALTHCARE ORGANIZATIONS THAT PROVIDE DIRECT SERVICES TO UNINSURED AND UNDER-INSURED, CHRONICALLY ILL INDIVIDUALS IN THE GREATER WILLIAMSBURG AREA. THE GOAL IS TO IMPROVE THE HEALTH OF THE UNDERSERVED COMMUNITY BY IMPROVING THE ORGANIZATIONS' INDIVIDUAL AND COLLECTIVE CAPACITY TO SERVE THIS POPULATION.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1 44,092.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY TWO

CHILD HEALTH INITIATIVE- A COLLABORATIVE OF HUMAN SERVICE AND HEALTHCARE PROVIDERS DESIGNED TO IMPROVE LONG-TERM HEALTH OUTCOMES FOR CHILDREN LIVING IN POVERTY IN THE COMMUNITY. THE COLLABORATIVE EMPLOYS A MULTI-DISCIPLINARY, HOME-BASED SERVICE DELIVERY APPROACH TO WORK IN PARTNERSHIP WITH FAMILIES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2 38,076.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY THREE

WILLIAMSBURG HOUSING COLLABORATIVE - A GROUP OF LOCAL AGENCIES THAT ARE FOCUSED ON LEARNING FROM EACH OTHER AND SHARING INFORMATION ABOUT HOUSING IN OUR COMMUNITY WITH A GOAL OF "MAPPING" THE HOUSING NEEDS WITH A FOCUS ON THE POPULATIONS MOST IMPACTED.

EXPENSES

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

30,500.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY FOUR

SCHOOL HEALTH INITIATIVE PROJECT- A CONTRACT WITH THE SCHROEDER CENTER FOR HEALTH POLICY AT THE COLLEGE OF WILLIAM AND MARY TO PROVIDE SUPPORT TO THE SCHOOL HEALTH INITIATIVE PROGRAM (SHIP) THE SCHROEDER CENTER WORKS WITH SHIP TO ADMINISTER SURVEYS THAT EXAMINE CHANGES IN KNOWLEDGE, ATTITUDE AND BEHAVIORS IN THE AREAS OF PHYSICAL ACTIVITY AND WELLNESS DATA IS COLLECTED AND ANALYZED BY THE SCHROEDER CENTER AND RESULTS ARE USED TO EVALUATE PROGRAM IMPACT

EXPENSES

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

10,902.

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL SALE
4801 COURTHOUSE STREET 200
WILLIAMSBURG, VA 23188

TELEPHONE NUMBER

757-345-0912

FORM AND CONTENT OF APPLICATIONS

WCHF APPLICATION SHOULD INCLUDE THE BOARD ROSTER, ANNUAL REPORT, IRS FORM 990 AND ANNUAL AUDIT IN ACCORDANCE WITH WCHF POLICIES, PLUS ALLOWABLE COSTS AS OUTLINED IN GRANT APPLICATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONDITIONS FOR GRANT AWARDS DO NOT ALLOW EXPENDITURES FOR ANNUAL APPEALS AND FUNDRAISING, ENDOWMENTS, REAL ESTATE ACQUISITIONS, RESTORATION OF FUNDS CUT BY GOVERNMENTS OR OTHER ORGANIZATIONS, AND LOBBYING.