

**Return of Private Foundation**

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

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**2022**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2022 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>WILLIAMSBURG COMMUNITY HEALTH FOUNDATION</b>		<b>A Employer identification number</b> 54-1822359
Number and street (or P.O. box number if mail is not delivered to street address) <b>4801 COURTHOUSE STREET, NO 200</b>	Room/suite	<b>B Telephone number</b> 757-345-0912
City or town, state or province, country, and ZIP or foreign postal code <b>WILLIAMSBURG, VA 23188</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>136,875,615.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....			N/A	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	61,173.	61,173.		STATEMENT 2
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	8,398,860.			STATEMENT 1
	<b>b</b> Gross sales price for all assets on line 6a .....	7,788,206.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		7,788,206.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	1,527,888.	1,364,431.		STATEMENT 3	
<b>12 Total.</b> Add lines 1 through 11 .....	9,987,921.	9,213,810.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	214,756.	0.		214,756.
	<b>14</b> Other employee salaries and wages .....	738,455.	0.		738,455.
	<b>15</b> Pension plans, employee benefits .....	149,844.	0.		149,844.
	<b>16a</b> Legal fees .....				
	<b>b</b> Accounting fees .....	39,306.	19,653.		19,653.
	<b>c</b> Other professional fees .....	130,085.	45,326.		84,759.
	<b>17</b> Interest .....				
	<b>18</b> Taxes .....	495,150.	0.		71,649.
	<b>19</b> Depreciation and depletion .....	17,361.	0.		
	<b>20</b> Occupancy .....	151,549.	15,155.		136,394.
	<b>21</b> Travel, conferences, and meetings .....	36,793.	0.		36,793.
	<b>22</b> Printing and publications .....	8,550.	0.		8,550.
	<b>23</b> Other expenses .....	2,673,359.	1,886,104.		571,886.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	4,655,208.	1,966,238.		2,032,739.
	<b>25</b> Contributions, gifts, grants paid .....	4,497,800.			4,518,800.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	9,153,008.	1,966,238.		6,551,539.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	834,913.				
<b>b Net investment income</b> (if negative, enter -0-) .....		7,247,572.			
<b>c Adjusted net income</b> (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		130,232.	328,395.	328,395.
	2	Savings and temporary cash investments		7,534,166.	8,758,457.	8,758,457.
	3	Accounts receivable	112,842.			
		Less: allowance for doubtful accounts		157,978.	112,842.	112,842.
	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		85,587.	66,698.	66,698.
	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 11	150,450,244.	126,875,032.	126,875,032.	
14	Land, buildings, and equipment: basis	161,399.				
	Less: accumulated depreciation	STMT 10	98,688.	71,271.	62,711.	
15	Other assets (describe STATEMENT 12)		0.	671,480.	671,480.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		158,429,478.	136,875,615.	136,875,615.	
Liabilities	17	Accounts payable and accrued expenses		161,124.	61,082.	
	18	Grants payable		293,555.	372,555.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe STATEMENT 13)		190,271.	945,039.	
23	<b>Total liabilities</b> (add lines 17 through 22)		644,950.	1,378,676.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions		157,784,528.	135,496,939.	
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
29	<b>Total net assets or fund balances</b>		157,784,528.	135,496,939.		
30	<b>Total liabilities and net assets/fund balances</b>		158,429,478.	136,875,615.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	157,784,528.
2	Enter amount from Part I, line 27a	2	834,913.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	10,344,827.
4	Add lines 1, 2, and 3	4	168,964,268.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	33,467,329.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	135,496,939.

**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 PASSTHROUGH K-1 CAPITAL GAIN	P		
b PASSTHROUGH K-1 CAPITAL GAIN - UBI	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 7,788,206.			7,788,206.
b			0.
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			7,788,206.
b			0.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 .....	2	7,788,206.
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	N/A

**Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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)	1	100,741.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	100,741.
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	100,741.
6 Credits/Payments:		
a 2022 estimated tax payments and 2021 overpayment credited to 2022 .....	6a	236,560.
b Exempt foreign organizations - tax withheld at source .....	6b	0.
c Tax paid with application for extension of time to file (Form 8868) .....	6c	25,000.
d Backup withholding erroneously withheld .....	6d	0.
7 Total credits and payments. Add lines 6a through 6d .....	7	261,560.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached .....	8	11.
9 Tax due. If the total of lines 5 and 8 is more than 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	160,808.
11 Enter the amount of line 10 to be: Credited to 2023 estimated tax 160,808. Refunded	11	0.

**Part VI-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition ..... If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? .....		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? .....		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .....	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? .....	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? .....		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV .....	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .....	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the tax year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII .....		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		X
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? .....	X	
Website address <u>WWW.WILLIAMSBURGHEALTHFOUNDATION.ORG</u>		
14 The books are in care of <u>KAREN BURDEN</u> Telephone no. <u>757-345-0912</u> Located at <u>4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA</u> ZIP+4 <u>23188</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ..... <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year .....   15   N/A		
16 At any time during calendar year 2022, 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? .....		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

**Part VI-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
<b>1a</b> 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? .....	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .....	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? .....	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .....	1a(4)	X
(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)? .....	1a(5)	X
(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.) .....	1a(6)	X
<b>b</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	X
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
<b>d</b> 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 2022? .....	1d	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022? .....	2a	X
If "Yes," list the years _____, _____, _____, _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) .....	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. _____, _____, _____, _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....	3a	X
<b>b</b> If "Yes," did it have excess business holdings in 2022 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2022.) .....	3b	X
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4a	X
<b>b</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 2022? .....	4b	X

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

	Yes	No
<b>5a</b> 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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
<b>b</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	
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>d</b> 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
<b>8</b> 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?		X

**Part VII** 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 14		199,224.	15,532.	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 BRODY - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	DIRECTOR OF COMMUNITY ENGAGEMENT 40.00	123,351.	8,954.	0.
KYRA COOK - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA 23188	DIRECTOR OF STRATEGY 40.00	122,790.	9,011.	0.
WILLIAM D. PRIBBLE - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	SENIOR PROGRAM OFFICER 40.00	102,231.	6,520.	0.
DEANNA VAN HERSH - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	DIRECTOR OF HEALTH AND WELLNESS 40.00	103,311.	4,892.	0.
KAREN BURDEN - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	VICE PRESIDENT OF FINANCE 40.00	93,865.	5,731.	0.
<b>Total</b> number of other employees paid over \$50,000				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMUNITY ACCESS NETWORK 800 5TH STREET, SUITE A, LYNCHBURG, VA 24504	GRANT CONSULTING SERVICES	100,000.
COMMUNITY HEALTH SOLUTIONS - 9603 GAYTON ROAD, SUITE 201, RICHMOND, VA 23238	GRANT CONSULTING SERVICES	91,610.
CATCHAFIRE - 31 EAST 32ND STREET, 3RD FLOOR, NEW YORK, NY 10016	CAPACITY BUILDING SERVICES FOR GRANTEE	58,850.
<b>Total</b> number of others receiving over \$50,000 for professional services .....		0

**Part VIII-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 INTEGRATED CARE PLANNING	100,000.
2 SEE STATEMENT 15	58,850.
3 SEE STATEMENT 16	46,772.
4 SEE STATEMENT 17	35,088.

**Part VIII-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	
<b>Total.</b> Add lines 1 through 3 .....	0.

**Part IX 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	7,761,874.
c	Fair market value of all other assets (see instructions) .....	1c	135,161,682.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	142,923,556.
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	142,923,556.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	2,143,853.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	140,779,703.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	7,038,985.

**Part X 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 IX, line 6 .....	1	7,038,985.
2a	Tax on investment income for 2022 from Part V, line 5 .....	2a	100,741.
b	Income tax for 2022. (This does not include the tax from Part V.) .....	2b	13,952.
c	Add lines 2a and 2b .....	2c	114,693.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	6,924,292.
4	Recoveries of amounts treated as qualifying distributions .....	4	833,292.
5	Add lines 3 and 4 .....	5	7,757,584.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 .....	7	7,757,584.

**Part XI 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	6,551,539.
b	Program-related investments - total from Part VIII-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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 .....	4	6,551,539.

Form 990-PF (2022)



**Part XII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
<b>1</b> Distributable amount for 2022 from Part X, line 7 .....				7,757,584.
<b>2</b> Undistributed income, if any, as of the end of 2022:				
<b>a</b> Enter amount for 2021 only .....			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2022:				
<b>a</b> From 2017 .....				
<b>b</b> From 2018 .....				
<b>c</b> From 2019 .....				
<b>d</b> From 2020 .....	266,637.			
<b>e</b> From 2021 .....				
<b>f</b> Total of lines 3a through e .....	266,637.			
<b>4</b> Qualifying distributions for 2022 from Part XI, line 4: \$ 6,551,539.				
<b>a</b> Applied to 2021, but not more than line 2a ...			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....	0.			
<b>d</b> Applied to 2022 distributable amount .....				6,551,539.
<b>e</b> Remaining amount distributed out of corpus .....	0.			
<b>5</b> Excess distributions carryover applied to 2022 (If an amount appears in column (d), the same amount must be shown in column (a).) .....	266,637.			266,637.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
<b>e</b> Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023 .....				939,408.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2017 not applied on line 5 or line 7 .....	0.			
<b>9</b> Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a .....	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2018 ...				
<b>b</b> Excess from 2019 ...				
<b>c</b> Excess from 2020 ...				
<b>d</b> Excess from 2021 ...				
<b>e</b> Excess from 2022 ...				

**Part XIII Private Operating Foundations** (see instructions and Part VI-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 2022, 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) 2022	(b) 2021	(c) 2020	(d) 2019	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed _____					
<b>b</b> 85% (0.85) of line 2a _____					
<b>c</b> Qualifying distributions from Part XI, line 4, for each year listed _____					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities _____					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c _____					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets _____					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) _____					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed _____					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) _____					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) _____					
<b>(3)</b> Largest amount of support from an exempt organization _____					
<b>(4)</b> Gross investment income _____					

**Part XIV 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 18**

**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 XIV** Supplementary Information *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
AVALON: A CENTER FOR WOMEN AND CHILDREN 3204 IRONBOUND ROAD, SUITE D WILLIAMSBURG, VA 23188		PC	WALKING WORKS	500.
BACON STREET YOUTH AND FAMILY SERVICES 247 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	YOUTH MENTAL HEALTH AND SUBSTANCE USE COUNSELING	32,500.
CENTER FOR CHILD AND FAMILY SERVICES, INC. 739 THIMBLE SHOALS BLVD SUITE 400 NEWPORT NEWS, VA 23606		PC	THE REBOOT PROGRAM; MULTICULTURAL COUNSELING AND OUTREACH PROGRAM (MCOP)	203,000.
CHILD DEVELOPMENT RESOURCES PO BOX 280 WILLIAMSBURG, VA 23127		PC	BASIC OPERATING SUPPORT; WALKING WORKS	225,500.
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS 601 CHILDREN'S LANE NORFOLK, VA 23507		PC	CONSTRUCTION OF CHKD MENTAL HEALTH HOSPITAL AND OUTPATIENT CENTER	20,000.
<b>Total</b>			<b>SEE CONTINUATION SHEET(S)</b>	<b>3a</b> 4,518,800.
<b>b Approved for future payment</b>				
BACON STREET YOUTH AND FAMILY SERVICES 247 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	YOUTH MENTAL HEALTH AND SUBSTANCE USE COUNSELING	32,500.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	GREATER WILLIAMSBURG NETWORK OF CARE; INTENSIVE OUTPATIENT PROGRAM (IOP)	30,000.
COLONIAL COURT APPOINTED SPECIAL ADVOCATE PROGRAM 3917 MIDLANDS ROAD SUITE 2A WILLIAMSBURG, VA 23188		PC	HEALTHY EATING ACTIVE LIVING (HEAL) FOR COLONIAL CASA	10,500.
<b>Total</b>			<b>SEE CONTINUATION SHEET(S)</b>	<b>3b</b> 226,750.

**Part XV-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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	61,173.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property .....					
b Not debt-financed property .....					
6 Net rental income or (loss) from personal property .....					
7 Other investment income .....					
8 Gain or (loss) from sales of assets other than inventory .....	525990	610,654.	18	7,788,206.	
9 Net income or (loss) from special events .....					
10 Gross profit or (loss) from sales of inventory .....					
11 Other revenue:					
a PASSTHROUGH K-1 INCOME	525990	147,655.	14	1,364,431.	
b PASSTHROUGH K-1 TAX					
c EXEMPT INCOME			14	15,802.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e) .....		758,309.		9,229,612.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....			13	9,987,921.	

(See worksheet in line 13 instructions to verify calculations.)

**Part XV-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 XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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 Title PRESIDENT & CEO

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

Paid Preparer Use Only Print/Type preparer's name LAKRISHA J. CASTLEBERRY Preparer's signature LAKRISHA J. CASTL Date 11/13/23 Check [ ] if self-employed PTIN P01677333 Firm's name FORVIS, LLP Firm's EIN 44-0160260 Firm's address 901 EAST CARY STREET, SUITE 1000 RICHMOND, VA 23219 Phone no. (804) 282-7636

**Part XIV 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
CITY OF WILLIAMSBURG 401 LAFAYETTE STREET WILLIAMSBURG, VA 23185		GOV	CHILD HEALTH INITIATIVE; WALKING WORKS	276,000.
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWAC); CHRONIC CARE COLLABORATIVE;	511,000.
COLONIAL COURT APPOINTED SPECIAL ADVOCATE PROGRAM 3917 MIDLANDS ROAD SUITE 2A WILLIAMSBURG, VA 23188		PC	HEALTHY EATING ACTIVE LIVING (HEAL) FOR COLONIAL CASA	10,500.
FISH, INC. 312 SECOND ST WILLIAMSBURG, VA 23185		PC	312 SECOND ST - NEW REFRIGERATION	20,000.
FREE FOUNDATION FOR REHABILITATION EQUIPMENT & ENDOWMENT P.O. BOX 8873 ROANOKE, VA 24014-0752		PC	F.R.E.E. OF WILLIAMSBURG	26,000.
GLOUCESTER MATHEWS CARE CLINIC P.O. BOX 684 GLOUCESTER, VA 23061		PC	CHRONIC CARE COLLABORATIVE; WALKING WORKS	300,500.
GROVE CHRISTIAN OUTREACH CENTER 8800 POCAHONTAS TRAIL WILLIAMSBURG, VA 23185		PC	FOOD DISTRIBUTION PROGRAM; FRESH FOOD DISTRIBUTION; WALKING WORKS	31,000.
HONORING CHOICES VIRGINIA 2821 EMERYWOOD PARKWAY, SUITE 200 RICHMOND, VA 23294		PC	EDUCATING ADVOCATES FOR ADVANCE CARE PLANNING (ACP)	11,300.
HOPE FAMILY VILLAGE PO BOX 982 WILLIAMSBURG, VA 23187		PC	WILLIAMSBURG FAIRWEATHER LODGE (WFL)	14,000.
HOUSINGFORWARD VIRGINIA 203 N ROBINSON ST RICHMOND, VA 23220		PC	HOUSING POLICY ADVOCACY	20,000.
<b>Total from continuation sheets</b>				<b>4,037,300.</b>

**Part XIV 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
JAMES CITY COUNTY 101-D MOUNTS BAY ROAD WILLIAMSBURG, VA 23188		GOV	CHILD HEALTH INITIATIVE; GREATER WILLIAMSBURG GUARDIANSHIP NAVIGATOR	339,000.
LACKEY CLINIC 1620 OLD WILLIAMSBURG ROAD YORKTOWN, VA 23690		PC	CHRONIC CARE COLLABORATIVE	490,000.
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVE P.O.BOX 8795 WILLIAMSBURG, VA 23187		PC	THE HEAL PROGRAM IN WILLIAMSBURG	35,000.
MENTAL HEALTH AMERICA OF VIRGINIA 2008 BREMO RD. RICHMOND, VA 23226		PC	BEHAVIORAL HEALTH POLICY ADVOCACY	20,000.
NETWORKPENINSULA 2 BERNARDINE DRIVE NEWPORT NEWS, VA 23602		PC	ANNUAL AWARDS	10,000.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188		PC	CHRONIC CARE COLLABORATIVE; SUPPORT FOR CLINIC OPERATIONS	467,500.
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BOULEVARD NEWPORT NEWS, VA 23606		PC	PAA RIDES; PAA WILLIAMSBURG; NUTRITIOUS NOONTIME MEALS	276,000.
POSTPARTUM SUPPORT VIRGINIA, INC. PO BOX 7521 ARLINGTON, VA 22207		PC	HEALTHY MOMS, HEALTHY BABIES; ENHANCING CARE THROUGH TECHNOLOGY	25,000.
RX PARTNERSHIP 1500 FOREST AVE, SUITE 201 RICHMOND, VA 23229		PC	BASIC OPERATING SUPPORT	63,000.
SENTARA HEALTH FOUNDATION 6015 POPLAR HALL DRIVE NORFOLK, VA 23502		PC	NIGHTINGALE GPS UPGRADE CAMPAIGN	10,000.
<b>Total from continuation sheets</b>				

**Part XIV** 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
THE ARC OF GREATER WILLIAMSBURG 150 STRAWBERRY PLAINS ROAD SUITE D WILLIAMSBURG, VA 23188		PC	FITNESS PROGRAM	35,000.
THE DOORWAYS 612 E. MARSHALL STREET RICHMOND, VA 23219		PC	SUPPORT FOR OPERATIONS	11,500.
UNITED WAY OF THE VIRGINIA PENINSULA 101 YORK CROSSING RD. YORKTOWN, VA 23692		PC	GREATER WILLIAMSBURG TRAUMA-INFORMED COMMUNITY NETWORK (GW-TICN)	26,250.
VIRGINIA EARLY CHILDHOOD FOUNDATION 1703 NORTH PARHAM ROAD, SUITE 110 RICHMOND, VA 23229		PC	CHILD POLICY ADVOCACY	20,000.
VIRGINIA HEALTH CARE FOUNDATION 707 E MAIN STREET RICHMOND, VA 23219		PC	GREATER WILLIAMSBURG MEDICATION ASSISTANCE PROGRAM	47,000.
VIRGINIA HEALTH CATALYST 4200 INNSLAKE DRIVE SUITE 202 RICHMOND, VA 23060		PC	HEALTH POLICY ADVOCACY	20,000.
VIRGINIA LEGACY SOCCER CLUB 109 BULIFANTS BLVD - SUITE A WILLIAMSBURG, VA 23188		PC	VIRGINIA LEGACY W-JCC RECREATIONAL SOCCER PROGRAM	60,000.
VIRGINIA PENINSULA FOODBANK 2401 ALUMINUM AVENUE HAMPTON, VA 23661		PC	MOBILE FOOD PANTRY	50,000.
VOICES FOR VIRGINIA'S CHILDREN 1606 SANTA ROSA RD. SUITE 109 RICHMOND, VA 23229		PC	CHILD POLICY ADVOCACY	20,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 1 WILLIAMSBURG, VA 23185		PC	MEDICAL TRANSPORTATION; IN-HOME SUPPORT SERVICES FOR SENIORS; IN-HOME SUPPORT	58,250.
<b>Total from continuation sheets</b> .....				



**Part XIV 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
WILLIAMSBURG COMMUNITY GROWERS PO BOX 622 LIGHTFOOT, VA 23090		PC	EXPAND OUR FARM	20,000.
WILLIAMSBURG HOUSE OF MERCY, INC. 10 HARRISON AVENUE WILLIAMSBURG, VA 23185		PC	MOBILE FOOD PANTRY; WALKING WORKS	3,500.
WILLIAMSBURG SOCCER FOUNDATION 809 RICHMOND ROAD (WSF) WILLIAMSBURG, VA 23185		PC	W-JCC RECREATIONAL SOCCER PROGRAM	20,000.
WILLIAMSBURG-JAMES CITY COUNTY PUBLIC SCHOOL DIVISION 117 IRONBOUND ROAD WILLIAMSBURG, VA 23187		GOV	SCHOOL HEALTH INITIATIVE PROGRAM (SHIP)	670,000.
YORK-JAMES CITY-WILLIAMSBURG NAACP 5252 OLDE TOWNE ROAD, UNIT A WILLIAMSBURG, VA 23188		NC	CAPACITY-BUILDING PLANNING GRANT	20,000.
<b>Total from continuation sheets .....</b>				

**Part XIV 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
JAMES CITY COUNTY 101-D MOUNTS BAY ROAD WILLIAMSBURG, VA 23188		GOV	GREATER WILLIAMSBURG GUARDIANSHIP NAVIGATOR	27,500.
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVE P.O.BOX 8795 WILLIAMSBURG, VA 23187		PC	HEAL PROGRAM	15,000.
MEDICAL SOCIETY OF VIRGINIA FOUNDATION 2924 EMERYWOOD PKWY STE 300 RICHMOND, VA 23294		PC	2924 EMERYWOOD PKWY STE 300	20,000.
VIRGINIA ASSOCIATION OF FREE & CHARITABLE CLINICS 1801 LIBBIE AVENUE SUITE 104 RICHMOND, VA 23226		PC	HEALTH POLICY ADVOCACY	20,000.
VIRGINIA LEGACY SOCCER CLUB 109 BULIFANTS BLVD - SUITE A WILLIAMSBURG, VA 23188		PC	VIRGINIA LEGACY W-JCC RECREATIONAL SOCCER PROGRAM	40,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 1 WILLIAMSBURG, VA 23185		PC	IN-HOME SUPPORT SERVICES	11,250.
WILLIAMSBURG HOUSE OF MERCY, INC. 10 HARRISON AVENUE WILLIAMSBURG, VA 23185		PC	FOOD DISTRIBUTION PROGRAM	20,000.
<b>Total from continuation sheets</b>				<b>153,750.</b>

**Part XIV** Supplementary Information

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

NAME OF RECIPIENT - COLONIAL BEHAVIORAL HEALTH

GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWCAC); CHRONIC CARE

COLLABORATIVE; INTENSIVE OUTPATIENT PROGRAM (IOP); GREATER WILLIAMSBURG

NETWORK OF CARE (NOC)

NAME OF RECIPIENT - WILLIAMSBURG AREA FAITH IN ACTION

MEDICAL TRANSPORTATION; IN-HOME SUPPORT SERVICES FOR SENIORS; IN-HOME

SUPPORT SERVICES; WALKING WORKS

# Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return. **FORM 990-PF**

**2022**

Go to [www.irs.gov/Form2220](http://www.irs.gov/Form2220) for instructions and the latest information.

Name <b>WILLIAMSBURG COMMUNITY HEALTH FOUNDATION</b>	Employer identification number <b>54-1822359</b>
---	---

**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) .....		<b>1</b>	<b>100,741.</b>
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b 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 .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d <b>Total.</b> Add lines 2a through 2c .....		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>100,741.</b>
4 Enter the tax shown on the corporation's 2021 income tax return. See instructions. <b>Caution:</b> 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 .....		<b>4</b>	<b>236,550.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>100,741.</b>

**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 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	05/15/22	06/15/22	09/15/22	12/15/22
10 <b>Required installments.</b> 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 .....	<b>10</b>	25,185.	25,186.	25,185.	25,185.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions .....	<b>11</b>	25,000.	25,000.	25,000.	161,560.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>				
13 Add lines 11 and 12 .....	<b>13</b>		25,000.	25,000.	161,560.
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>		185.	371.	556.
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	25,000.	24,815.	24,629.	161,004.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		0.	0.	
17 <b>Underpayment.</b> 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 .....	<b>17</b>	185.	371.	556.	
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>				

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)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions ..... <b>19</b>				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2022 and before 7/1/2022 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$ ...	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2022 and before 10/1/2022 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\% (0.05)}{365}$ ...	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2022 and before 1/1/2023 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\% (0.06)}{365}$ ...	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2022 and before 4/1/2023 .....	<b>27</b>	<b>SEE ATTACHED WORKSHEET</b>		
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 7\% (0.07)}{365}$ ...	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2023 and before 7/1/2023 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2023 and before 10/1/2023 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2023 and before 1/1/2024 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2023 and before 3/16/2024 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$ .....	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> 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 .....	<b>38</b>			<b>11.</b>

\* 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](http://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) <b>WILLIAMSBURG COMMUNITY HEALTH FOUNDATION</b>					Identifying Number <b>54-1822359</b>
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/22	25,185.	25,185.			
05/15/22	-25,000.	185.	29	.000109589	1.
06/13/22	-25,000.	-24,815.			
06/15/22	25,186.	371.	15	.000109589	1.
06/30/22	0.	371.	70	.000136986	4.
09/08/22	-25,000.	-24,629.			
09/15/22	25,185.	556.	15	.000136986	1.
09/30/22	0.	556.	45	.000164384	4.
11/14/22	-161,560.	-161,004.			
12/15/22	25,185.	-135,819.			
12/31/22	0.	-135,819.	135	.000191781	

Penalty Due (Sum of Column F). ..... **11.**

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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH K-1 CAPITAL GAIN			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	7,788,206.	0.	0.	0.	7,788,206.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH K-1 CAPITAL GAIN - UBI			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	-610,654.	0.	0.	610,654.

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					8,398,860.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	61,173.	0.	61,173.	61,173.	
TO PART I, LINE 4	61,173.	0.	61,173.	61,173.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH K-1 INCOME	1,512,086.	1,364,431.	
PASSTHROUGH K-1 TAX EXEMPT INCOME	15,802.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,527,888.	1,364,431.	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,306.	19,653.		19,653.
TO FORM 990-PF, PG 1, LN 16B	39,306.	19,653.		19,653.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	45,326.	45,326.		0.
OTHER PROFESSIONAL FEES	84,759.	0.		84,759.
TO FORM 990-PF, PG 1, LN 16C	130,085.	45,326.		84,759.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	423,501.	0.		0.
PAYROLL TAXES	71,649.	0.		71,649.
TO FORM 990-PF, PG 1, LN 18	495,150.	0.		71,649.



## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EQUIPMENT RENTAL/MAINTENANCE	42,804.	0.		42,804.
INSURANCE	12,494.	0.		12,494.
BANK CHARGES	12,534.	0.		12,534.
DCA EXPENSE - CHRONIC CARE	49,772.	0.		49,772.
DCA EXPENSE - OTHER	339,088.	0.		339,088.
MEMBERSHIP DUES	31,157.	0.		31,157.
POSTAGE & DELIVERY	587.	0.		587.
SUPPLIES	71,413.	0.		71,413.
TELECOMMUNICATIONS	12,037.	0.		12,037.
PASSTHROUGH K-1 EXPENSES	2,101,473.	1,886,104.		0.
TO FORM 990-PF, PG 1, LN 23	2,673,359.	1,886,104.		571,886.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN IN VALUE OF ASSETS	9,511,435.
RETURNED GRANTS	833,392.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,344,827.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 9

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BOOK AND TAX/K-1 INCOME	33,467,329.
TOTAL TO FORM 990-PF, PART III, LINE 5	33,467,329.

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

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & FIXTURES	138,961.	79,421.	59,540.	59,540.
COMPUTERS & SOFTWARE	22,438.	19,267.	3,171.	3,171.
TO 990-PF, PART II, LN 14	161,399.	98,688.	62,711.	62,711.

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FORM 990-PF      OTHER INVESTMENTS      STATEMENT 11

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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MIT PRIVATE EQUITY II FUND	FMV	26,334.	26,334.
MA INVESTORS FUND 1, LLC	FMV	1,286,322.	1,286,322.
METROPOLITAN REAL ESTATE PARTNERS 2008 DISTRESSED CO-INVESTMENT FUND, LP	FMV	9,053.	9,053.
TIFF KEYSTONE FUND	FMV	110,880,500.	110,880,500.
TIFF CENTERSTONE FUND	FMV	14,663,076.	14,663,076.
GMO FORESTRY FUND 7	FMV	9,747.	9,747.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,875,032.	126,875,032.

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FORM 990-PF      OTHER ASSETS      STATEMENT 12

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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATING LEASE RIGHT OF USE ASSET	0.	671,480.	671,480.
TO FORM 990-PF, PART II, LINE 15	0.	671,480.	671,480.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 13

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
DEFERRED FEDERAL EXCISE TAX	190,271.	190,271.
OPERATING LEASE LIABILITIES	0.	754,768.
TOTAL TO FORM 990-PF, PART II, LINE 22	190,271.	945,039.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL SALE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	PRESIDENT & CEO/BOARD SECRETARY 40.00	199,224.	15,532.	0.
M. ANDERSON BRADSHAW 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	GOVERNANCE NOMINATING CHAIR 1.00	0.	0.	0.
BETH DAVIS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	VICE CHAIR 1.00	0.	0.	0.
ELIZABETH DE FALCON 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
ANDREA DONNOR 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
EARL T. GRANGER, III 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	GRANTS COMMITTEE CHAIR 1.00	0.	0.	0.
CHERI GREEN 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
KELLI MANSEL-ARBUCKLE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
DOUGLAS MYERS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	INVESTMENT/FINANCE CHAIR 1.00	0.	0.	0.
JUANITA PARKS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.

WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

54-1822359

STEVEN STAPLES 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	AUDIT COMMITTEE CHAIR 1.00	0.	0.	0.
FELICIA STOVALL 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
THOMAS TINGLE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
PHILIP TUNING 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
GLENDA TURNER 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	EXTERNAL AFFAIRS CHAIR 1.00	0.	0.	0.
JACKSON C. TUTTLE, II 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	CHAIR 1.00	0.	0.	0.
ADRIA VANHOOZIER 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
ALFRED L. WOODS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TREASURER 1.00	0.	0.	0.
ROBERT A. WHITEHEAD, SR. 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII

199,224.	15,532.	0.
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FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY TWO

BEHAVIORAL HEALTH COLLABORATIVE - A COLLABORATIVE WITH JAMES CITY COUNCIL TO STUDY BEHAVIORAL HEALTH TO IMPROVE MEDICAL SERVICES TO TREAT MENTAL HEALTH ILLNESSES, INTELLECTUAL DISABILITIES, AND SUBSTANCE ABUSE DISORDERS TO INDIVIDUALS AND FAMILIES LIVING IN JAMES CITY COUNTY.

EXPENSES

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

58,850.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY THREE

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 VIII-A, LINE 3

46,772.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY FOUR

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 VIII-A, LINE 4

35,088.

FORM 990-PF

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

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DEANNA VAN HERSH  
4801 COURTHOUSE STREET, NO 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.