

**Exempt Organization Declaration and Signature for
Electronic Filing**

For calendar year 2019, or tax year beginning _____, 2019, and ending _____, 20_____

2019Department of the Treasury
Internal Revenue Service**For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868**

Name of exempt organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411**Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b	Total revenue , if any (Form 990, Part VIII, column (A), line 12) . . .	1b	41,438,348
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b	Total revenue , if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5) . . .	4b	
5a	Form 8868 check here ▶ <input type="checkbox"/>	b	Balance due (Form 8868, line 3c)	5b	

Part II Declaration of Officer

- 6** ☐ I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.
- ☒ If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2019 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** the reason for any delay in processing the return or refund, and **(c)** the date of any refund.

**Sign
Here****Jared A. Langkilde**Digitally signed by Jared A. Langkilde
Date: 2020.11.07 08:57:01 -07'00'

Signature of officer

Date

FOUNDATION PRES/CEO

Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

**ERO's
Use
Only**ERO's
signature ▶

Date

Check if
also paid
preparer ☐Check if
self-
employed ☐

ERO's SSN or PTIN

Firm's name (or
yours if self-employed),
address, and ZIP code ▶

EIN

Phone no.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

**Paid
Preparer
Use Only**

Print/Type preparer's name

PATRICK SHIELDS

Preparer's signature



Date

11/02/20Check if
self-
employed ☐

PTIN

P01508556Firm's name ▶ **ERNST & YOUNG U.S. LLP**Firm's EIN ▶ **34-6565596**Firm's address ▶ **101 E WASHINGTON AVE, STE 910, PHOENIX, AZ 85004**Phone no. **(602) 322-3000**

PUBLIC DISCLOSURE COPY

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

2019**Open to Public Inspection**

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

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

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2019 calendar year, or tax year beginning , 2019, and ending , 20	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <u>HONORHEALTH FOUNDATION</u> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <u>8125 N. HAYDEN ROAD</u> City or town, state or province, country, and ZIP or foreign postal code <u>SCOTTSDALE, AZ 85258</u> F Name and address of principal officer: <u>JARED LANGKILDE</u> <u>SAME AS C ABOVE</u> H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	D Employer identification number <u>74-2355411</u>
J Website: ▶ <u>WWW.HONORHEALTH.COM/COMMUNITY</u>	E Telephone number <u>(480) 587-5000</u>
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	G Gross receipts \$ <u>106,471,698</u>
L Year of formation: <u>1984</u>	M State of legal domicile: <u>AZ</u>

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>TO STRENGTHEN AND ADVANCE THE MISSION OF HONORHEALTH THROUGH PHILANTHROPY.</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	<u>29</u>
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	<u>28</u>
	5	Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	<u>0</u>
	6	Total number of volunteers (estimate if necessary)	6	<u>250</u>
		7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a
b		Net unrelated business taxable income from Form 990-T, line 39	7b	<u>0</u>
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	<u>19,383,100</u>	<u>30,837,172</u>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>8,015,704</u>	<u>10,911,407</u>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>(253,342)</u>	<u>(310,231)</u>
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>27,145,462</u>	<u>41,438,348</u>
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	<u>14,105,634</u>	<u>18,018,495</u>
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>3,779,645</u>	<u>4,607,274</u>
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	<u>215,000</u>	<u>0</u>
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>2,196,878</u>		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	<u>1,421,361</u>	<u>2,055,237</u>
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>19,521,640</u>	<u>24,681,006</u>
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	<u>7,623,822</u>	<u>16,757,342</u>
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	<u>197,717,591</u>	<u>248,799,750</u>
	22	Net assets or fund balances. Subtract line 21 from line 20	<u>6,136,783</u>	<u>9,955,023</u>
			<u>191,580,808</u>	<u>238,844,727</u>

Part II Signature Block

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

Sign Here	Jared A. Langkilde Signature of officer		Date
	JARED LANGKILDE, FOUNDATION PRES/CEO Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name PATRICK SHIELDS	Preparer's signature <i>Patrick Shields</i>	Date 11/07/20
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-6565596	Check <input type="checkbox"/> if self-employed
	Firm's address ▶ 101 E WASHINGTON AVE, STE 910, PHOENIX, AZ 85004	Phone no. (602) 322-3000	PTIN P01508556

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2019)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐ Yes ☒ No

- 1** Briefly describe the organization's mission:
TO STRENGTHEN AND ADVANCE THE MISSION OF HONORHEALTH THROUGH PHILANTHROPY.
-
- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
 If "Yes," describe these new services on Schedule O.
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
 If "Yes," describe these changes on Schedule O.
- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 19,025,732 including grants of \$ 18,018,495) (Revenue \$ 0)
MISSION STATEMENT: TO STRENGTHEN AND ADVANCE THE MISSION OF HONORHEALTH THROUGH PHILANTHROPY.

VISION STATEMENT: TO SET THE STANDARD FOR EXCELLENCE IN RELATIONSHIP-BASED FUNDRAISING.

HONORHEALTH FOUNDATION EXISTS FOR THE PURPOSE OF CHANGING AND SAVING LIVES THROUGH PHILANTHROPY. WE WILL DO THIS BY:

-SETTING THE STANDARD FOR EXCELLENCE IN RELATIONSHIP-BASED FUNDRAISING;

-MATCHING DONORS AND PROSPECTS WITH PROGRAMS, PROJECTS AND SERVICES THAT MAXIMIZE THEIR INTERESTS AND THEIR PHILANTHROPY;

-PROVIDING STEWARDSHIP THAT EXCEEDS OUR DONOR'S EXPECTATIONS;
(CONTINUED ON SCHEDULE O)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.)
 (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **19,025,732**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 ✓	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 ✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	✓
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	✓
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	✓
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 ✓	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a ✓	
b Did the organization report an amount for investments—other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	✓
c Did the organization report an amount for investments—program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	✓
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	✓
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e ✓	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f ✓	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	✓
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	✓
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b ✓	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	17	✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 ✓	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	✓
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 ✓	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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



	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	15
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓
b	If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	✓
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15	Is the organization 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? If "Yes," see instructions and file Form 4720, Schedule N.	15	✓
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	✓

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	29
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
b Enter the number of voting members included on line 1a, above, who are independent	1b	28
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	<input checked="" type="checkbox"/>
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3	<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders?	6	<input checked="" type="checkbox"/>
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	<input checked="" type="checkbox"/>
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	<input checked="" type="checkbox"/>
b Each committee with authority to act on behalf of the governing body?	8b	<input checked="" type="checkbox"/>
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O	9	<input checked="" type="checkbox"/>

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA, CO, DC, FL, (CONTINUED ON SCHEDULE O)

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records ►
LISA REPLOGLE, 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258, (480) 587-5000

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TODD LAPORTE TRUSTEE	1.0 39.0	✓						0	1,693,609	209,988
(2) JOHN FERREE SPECIAL ADVISOR TO HH CEO	0.0 40.0						✓	0	689,874	30,891
(3) JARED LANGKILDE FOUNDATION PRES/CEO	40.0 0.0			✓				0	383,052	59,629
(4) JOANNE SMITH SVP-MJR & PLANNED GIFTS	40.0 0.0			✓				0	236,554	19,454
(5) CHRISTINE KONTGAS SVP-OPNS FINANCE & GRANTS	40.0 0.0			✓				0	221,142	18,540
(6) BRENDA SOLOMON VP-MJR & PLN GIFTS	40.0 0.0					✓		0	208,838	25,930
(7) ASHLEIGH LEITE VP-MJR & PLN GIFTS	40.0 0.0					✓		0	192,996	34,591
(8) JANICE MILLER VP-MJR & PLN GIFTS	40.0 0.0					✓		0	194,834	27,794
(9) LAURA GRAFMAN (THRU 4/19) EXECUTIVE VP-FOUNDATION	40.0 0.0			✓				0	211,800	6,993
(10) STEPHANIE MAHRER VP-MAJOR & CORP GIFTS	40.0 0.0					✓		0	139,406	19,278
(11) MELISSA BLAKE VP-MJR GFTS CHAMPIONS PLS	40.0 0.0					✓		0	131,668	23,786
(12) SCOTT SHOWERS (THRU 3/19) VP-DEV-ANNUAL GIVING	40.0 0.0			✓				0	122,906	5,087
(13) DAVID WATSON TRUSTEE/VICE CHAIR	1.0 0.0	✓		✓				0	0	0
(14) JAMES REED TRUSTEE/TREASURER	1.0 0.0	✓		✓				0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JUDITH WOLF, PH.D. TRUSTEE/SECRETARY	1.0 0.0	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>				0	0	0
(16) LANGDON HERNDON TRUSTEE/CHAIRMAN	1.0 0.0	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>				0	0	0
(17) C. DENNIS KNIGHT TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(18) CHARLES PALMER TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(19) CHERYL MELOCIK TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(20) CURT FEUER TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(21) ELIOT MINSKER TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(22) FREDERICK LYNN TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(23) HOWARD KATZ (THRU 6/19) TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(24) JEFFREY SCHLEIN TRUSTEE	1.0 0.0	<input checked="" type="checkbox"/>						0	0	0
(25) (SEE STATEMENT)										
1b Subtotal								0	4,426,680	481,960
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								0	4,426,680	481,960

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MERRILL LYNCH, 220 VESEY STREET, NEW YORK, NY 10281	INVESTMENT MGT SVCS	740,607

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	1,502,101			
	d	Related organizations	1d	5,763,587			
	e	Government grants (contributions)	1e	203,797			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	23,367,687			
	g	Noncash contributions included in lines 1a-1f	1g	\$ 1,487,971			
	h	Total. Add lines 1a-1f		30,837,172			
	Program Service Revenue	Business Code					
2a							
b							
c							
d							
e							
f		All other program service revenue		0	0	0	0
g		Total. Add lines 2a-2f		0			
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		6,080,155		
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	(ii) Personal			
	b	Less: rental expenses					
	c	Rental income or (loss)	0	0			
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)	4,831,252	0			
	d	Net gain or (loss)		4,831,252			4,831,252
	8a	Gross income from fundraising events (not including \$ 1,502,101 of contributions reported on line 1c). See Part IV, line 18					
	b	Less: direct expenses					
	c	Net income or (loss) from fundraising events		(364,753)			(364,753)
	9a	Gross income from gaming activities. See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances					
	b	Less: cost of goods sold					
	c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code						
	11a	MISCELLANEOUS INCOME	900099	54,522			54,522
	b						
	c						
	d	All other revenue		0	0	0	0
	e	Total. Add lines 11a-11d		54,522			
12	Total revenue. See instructions			41,438,348	0	0	10,601,176

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	18,018,495	18,018,495		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,833,704	566,741	1,416,852	850,111
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,331,474	266,295	665,737	399,442
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	186,596	37,319	93,298	55,979
10 Payroll taxes	255,500	51,100	127,750	76,650
11 Fees for services (nonemployees):				
a Management	141,392		4,170	137,222
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	740,607		740,607	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	36,044	7,209	18,022	10,813
12 Advertising and promotion	70,674	14,135	35,337	21,202
13 Office expenses	103,727	20,745	51,864	31,118
14 Information technology	218,467	43,693	109,234	65,540
15 Royalties				
16 Occupancy	41,032		41,032	
17 Travel	28,221		19,755	8,466
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	27,622		27,622	
20 Interest	79,731		79,731	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	188		188	
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>DONOR OUTREACH</u>	220,468			220,468
b <u>ANNUAL GIVING</u>	171,977			171,977
c <u>MAJOR GIFT CULTIVATION</u>	86,586			86,586
d <u>CIRCLE OF DISTINCTION</u>	61,304			61,304
e All other expenses	27,197	0	27,197	0
25 Total functional expenses. Add lines 1 through 24e	24,681,006	19,025,732	3,458,396	2,196,878
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	1,984,808	1	7,431,482
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	0	3	(80,332)
	4 Accounts receivable, net	0	4	3,066,363
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)	0	6	0
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	119,583	9	241,551
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 936,478		
	b Less: accumulated depreciation	10b 935,847	819	10c 631
	11 Investments—publicly traded securities	193,551,728	11	234,833,450
	12 Investments—other securities. See Part IV, line 11	2,060,653	12	1,396,209
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	0	15	1,910,396
16 Total assets. Add lines 1 through 15 (must equal line 33)	197,717,591	16	248,799,750	
Liabilities	17 Accounts payable and accrued expenses	26,366	17	133,883
	18 Grants payable		18	
	19 Deferred revenue	0	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D	6,110,417	25	9,821,140
	26 Total liabilities. Add lines 17 through 25	6,136,783	26	9,955,023
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	41,657,152	27	57,399,122
	28 Net assets with donor restrictions	149,923,656	28	181,445,605
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	191,580,808	32	238,844,727
33 Total liabilities and net assets/fund balances	197,717,591	33	248,799,750	

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	41,438,348
2	Total expenses (must equal Part IX, column (A), line 25)	2	24,681,006
3	Revenue less expenses. Subtract line 2 from line 1	3	16,757,342
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	191,580,808
5	Net unrealized gains (losses) on investments	5	29,824,831
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	681,746
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	238,844,727

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (Check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(25) JERRE STEAD (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(26) JOHN LUCKING	1.0	✓						0	0	0
TRUSTEE	0.0									
(27) KEVIN VEALE, DO	1.0	✓						0	0	0
TRUSTEE	0.0									
(28) LAURIE FLORKIEWICZ (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(29) MARY JOY STEAD (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(30) MICHAEL GREENBAUM	1.0	✓						0	0	0
TRUSTEE	0.0									
(31) MICHAEL NICHOLAS (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(32) MOISES MARTINEZ (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(33) MURRAY MANASTER	1.0	✓						0	0	0
TRUSTEE	0.0									
(34) NANCY HARRIS ROBERTSON	1.0	✓						0	0	0
TRUSTEE	0.0									
(35) R. ALLEN ALLFORD	1.0	✓						0	0	0
TRUSTEE	0.0									
(36) RICHARD DONNELLEY (AS OF 7/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(37) RICHARD RUSSELL	1.0	✓						0	0	0
TRUSTEE	0.0									
(38) RUTH LAVINIA (THRU 11/19)	1.0	✓						0	0	0
TRUSTEE	0.0									
(39) STEPHEN O'NEILL	1.0	✓						0	0	0
TRUSTEE	0.0									
(40) STEVEN CRYSTAL	1.0	✓						0	0	0
TRUSTEE	0.0									
(41) SUE FLETCHER	1.0	✓						0	0	0
TRUSTEE	0.0									
(42) TIM BARTON	1.0	✓						0	0	0
TRUSTEE	0.0									

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

► **Attach to Form 990 or Form 990-EZ.**

► **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives: (1) more than 33 $\frac{1}{3}$ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 $\frac{1}{3}$ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

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

Cat. No. 11285F

Schedule A (Form 990 or 990-EZ) 2019

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	11,749,783	14,584,005	19,841,445	19,383,100	30,837,172	96,395,505
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	11,749,783	14,584,005	19,841,445	19,383,100	30,837,172	96,395,505
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						19,127,123
6 Public support. Subtract line 5 from line 4						77,268,382

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4	11,749,783	14,584,005	19,841,445	19,383,100	30,837,172	96,395,505
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	10,567,533	4,854,881	4,881,954	5,067,088	6,080,155	31,451,611
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						127,847,116
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	60.44 %
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	52.55 %
16a 33⅓% support test—2019. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33⅓% support test—2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		
11a		
11b		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
2a			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
2b			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .			
3a			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
3b			

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

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

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

Schedule A (Form 990 or 990-EZ) 2019

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

Section D—Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2019 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E—Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required—explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2019 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2020. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2015 . . .			
b Excess from 2016 . . .			
c Excess from 2017 . . .			
d Excess from 2018 . . .			
e Excess from 2019 . . .			

Schedule A (Form 990 or 990-EZ) 2019

Schedule of Contributors

OMB No. 1545-0047

2019

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 5,763,587	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 2,750,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 2,176,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 1,073,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 624,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

Part II Conservation Easements.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply). <input type="checkbox"/> Preservation of land for public use (for example, recreation or education) <input type="checkbox"/> Preservation of a historically important land area <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure <input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

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

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

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a** ☐ Public exhibition **d** ☐ Loan or exchange program
- b** ☐ Scholarly research **e** ☐ Other
- c** ☐ Preservation for future generations
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ **Yes** ☐ **No**

Part IV Escrow and Custodial Arrangements.

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ **Yes** ☐ **No**
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ **Yes** ☐ **No**
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	139,856,810	145,852,472	129,217,834	106,674,186	111,235,255
b Contributions	10,162,468	3,346,289	4,745,553	20,922,266	1,578,114
c Net investment earnings, gains, and losses	24,722,583	(7,717,844)	15,562,326	8,438,295	(4,388,927)
d Grants or scholarships					
e Other expenditures for facilities and programs	5,389,093	1,624,107	3,673,241	6,816,913	1,750,256
f Administrative expenses					
g End of year balance	169,352,768	139,856,810	145,852,472	129,217,834	106,674,186

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

- a** Board designated or quasi-endowment ☒ 10.00 %
- b** Permanent endowment ☒ 89.00 %
- c** Term endowment ☒ 1.00 %

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

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

- (i)** Unrelated organizations
- (ii)** Related organizations

	Yes	No
3a(i)		<input checked="" type="checkbox"/>
3a(ii)		<input checked="" type="checkbox"/>
3b		

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		329,408	329,137	271
d Equipment		607,070	606,710	360
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				631

Part VII Investments—Other Securities.

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

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

Part VIII Investments—Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LIFE GIFT ANNUITIES	869,404
(3) INTER-COMPANY BAL W/HONORHEALTH	8,951,736
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	9,821,140

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

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

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

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

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

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

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

Part XIII Supplemental Information.

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

[SEE STATEMENT](#)

Part XIII

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

Return Reference - Identifier	Explanation
SCHEDULE D, PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUNDS	ENDOWMENT FUNDS AT HONORHEALTH FOUNDATION SUPPORT HOSPITAL PROGRAMS, SERVICES AND SERVICE LINES. THERE ARE APPROXIMATELY 104 DIFFERENT ENDOWMENTS. EXAMPLES OF INTENDED USES INCLUDE CONTINUING EDUCATION, ONCOLOGY, RESEARCH, COMMUNITY OUTREACH, EMERGENCY AND TRAUMA SERVICES.
SCHEDULE D, PART X, LINE 2 - FIN 48 (ASC 740) FOOTNOTE	THE COMPANY ANNUALLY REVIEWS ITS UNCERTAIN TAX POSITIONS, AND BASED ON THIS REVIEW, HAS NOT RECORDED ANY EXPENSE OR ACCRUED FOR ANY UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2019 AND 2018. THE STATUTE OF LIMITATIONS FOR TAX RETURNS FILED FOR YEARS 2016 THROUGH 2018 REMAIN OPEN IN U.S. TAX JURISDICTIONS IN WHICH THE COMPANY IS SUBJECT TO TAXATION.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- **Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.**
 ► **Attach to Form 990.**
 ► **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ **Yes** ☐ **No**
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		1,396,208
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Subtotal	0	0			1,396,208
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			1,396,208

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

Cat. No. 50082W

Schedule F (Form 990) 2019

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ►

3 Enter total number of other organizations or entities ►

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☒ **Yes** ☐ **No**
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* ☐ **Yes** ☒ **No**
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see Instructions for Form 5471)* ☒ **Yes** ☐ **No**
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☒ **Yes** ☐ **No**
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ **Yes** ☒ **No**
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* ☐ **Yes** ☒ **No**

Schedule F (Form 990) 2019

Part V

Supplemental Information. Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference - Identifier	Explanation
SCHEDULE F, PART I, LINE 3 - METHOD TO ACCOUNT FOR EXPENDITURES ON ORG'S FINANCIAL STATEMENTS	CENTRAL AMERICA AND THE CARIBBEAN: ACCRUAL

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Total ▶

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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

		(a) Event #1 <u>HONOR BALL</u> (event type)	(b) Event #2 <u>NIGHT OF GOLD</u> (event type)	(c) Other events <u>1</u> (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	921,586	512,533	388,755	1,822,874
	2 Less: Contributions	778,751	410,903	312,447	1,502,101
	3 Gross income (line 1 minus line 2)	142,835	101,630	76,308	320,773
Direct Expenses	4 Cash prizes				0
	5 Noncash prizes		2,661	2,928	5,589
	6 Rent/facility costs	243,255	133,977	123,866	501,098
	7 Food and beverages				0
	8 Entertainment	71,304	6,500		77,804
	9 Other direct expenses	35,145	33,109	32,781	101,035
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				685,526
	11 Net income summary. Subtract line 10 from line 3, column (d) ▶				(364,753)

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- | | | | |
|-----------|--|------------------------------|-----------------------------|
| 11 | Does the organization conduct gaming activities with nonmembers? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 12 | Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 13 | Indicate the percentage of gaming activity conducted in: | | |
| a | The organization's facility | 13a | % |
| b | An outside facility | 13b | % |
| 14 | Enter the name and address of the person who prepares the organization's gaming/special events books and records: | | |

Name

Address ►

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c** If "Yes," enter name and address of the third party:

Name

Address ►

- 16** Gaming manager information:

Name ▶

Gaming manager compensation ► \$ _____

Description of services provided ►

☐ Director/officer☐ Employee☐ Independent contractor

- 17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year **▶** \$

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HONORHEALTH FOUNDATION

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

74-2355411

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) HONORHEALTH 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	86-0181654	501(C)(3)	15,688,612				PROGRAM SUPPORT
(2) DESERT MISSION, INC. 2500 W. UTOPIA ROAD, PHOENIX, AZ 85207	86-0096941	501(C)(3)	1,225,897				PROGRAM SUPPORT
(3) NEIGHBORHOOD OUTREACH ACC. TO HEALTH 3634 N DRINKWATER, SCOTTSDALE, AZ 85251	27-3188239	501(C)(3)	162,732				PROGRAM SUPPORT
(4) SCOTTSDALE COMMUNITY COLLEGE 9000 E CHAPARRAL RD, SCOTTSDALE, AZ 85256	86-0185552	GOVT	20,400				PROGRAM SUPPORT
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4
- 3** Enter total number of other organizations listed in the line 1 table 4

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

Cat. No. 50055P

Schedule I (Form 990) (2019)

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1					
2					
3					
4					
5					
6					
7					

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

(SEE STATEMENT)

Part IV

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

Return Reference - Identifier	Explanation
SCHEDULE I, PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANT FUNDS.	THE FOUNDATION ASSOCIATE VICE PRESIDENT OF FINANCIAL SERVICES (AVPFS) REVIEWS PROGRAM AND CAPITAL EXPENDITURE WITHDRAWAL REQUESTS TO VERIFY THEY FALL WITHIN THE STATED GUIDELINES OF THE FUND RESTRICTIONS. IF THERE ARE QUESTIONS ABOUT A WITHDRAWAL REQUEST, THE AVPFS FOLLOWS UP WITH THE DEPARTMENT MANAGER OR DESIGNATED SYSTEM DIRECTOR/ADMINISTRATOR. REQUESTS FOR CAPITAL OR LARGE PROGRAM EXPENDITURES ARE ALSO REVIEWED AND APPROVED BY THE SENIOR VICE-PRESIDENT OF OPERATIONS, FINANCE & GRANTS ADMINISTRATION OR THE PRESIDENT OF THE FOUNDATION.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

HONORHEALTH FOUNDATION

Compensation Information

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

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Employer identification number

74-2355411

Part I Questions Regarding Compensation

	Yes	No
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 50%;"> <input type="checkbox"/> First-class or charter travel </div> <div style="width: 50%;"> <input type="checkbox"/> Housing allowance or residence for personal use </div> <div style="width: 50%;"> <input type="checkbox"/> Travel for companions </div> <div style="width: 50%;"> <input type="checkbox"/> Payments for business use of personal residence </div> <div style="width: 50%;"> <input type="checkbox"/> Tax indemnification and gross-up payments </div> <div style="width: 50%;"> <input type="checkbox"/> Health or social club dues or initiation fees </div> <div style="width: 50%;"> <input type="checkbox"/> Discretionary spending account </div> <div style="width: 50%;"> <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) </div> </div>		
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.</p>	1b	
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?</p>	2	
<p>3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 50%;"> <input type="checkbox"/> Compensation committee </div> <div style="width: 50%;"> <input type="checkbox"/> Written employment contract </div> <div style="width: 50%;"> <input type="checkbox"/> Independent compensation consultant </div> <div style="width: 50%;"> <input type="checkbox"/> Compensation survey or study </div> <div style="width: 50%;"> <input type="checkbox"/> Form 990 of other organizations </div> <div style="width: 50%;"> <input type="checkbox"/> Approval by the board or compensation committee </div> </div>		
<p>4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>		
<p>a Receive a severance payment or change-of-control payment?</p>	4a	✓
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	✓
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p>	4c	✓
<p>If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.</p>		
<p>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.</p>		
<p>5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>		
<p>a The organization?</p>	5a	✓
<p>b Any related organization?</p>	5b	✓
<p>If "Yes" on line 5a or 5b, describe in Part III.</p>		
<p>6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>		
<p>a The organization?</p>	6a	✓
<p>b Any related organization?</p>	6b	✓
<p>If "Yes" on line 6a or 6b, describe in Part III.</p>		
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.</p>	7	✓
<p>8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.</p>	8	✓
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9	

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

Cat. No. 50053T

Schedule J (Form 990) 2019

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

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	TODD LAPORTE TRUSTEE	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 904,695	668,550	120,364	184,694	25,294	1,903,598	75,366
2	JARED LANGKILDE FOUNDATION PRES/CEO	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 323,702	38,328	21,022	37,237	22,392	442,682	0
3	JOANNE SMITH SVP-MJR & PLANNED GIFTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 215,971	17,411	3,171	8,677	10,777	256,008	0
4	LAURA GRAFMAN (THRU 4/19) EXECUTIVE VP-FOUNDATION	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 192,735	16,451	2,614	2,991	4,002	218,793	0
5	CHRISTINE KONTGAS SVP-OPNS FINANCE & GRANTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 182,045	30,695	8,402	6,382	12,158	239,682	0
6	JANICE MILLER VP-MJR & PLN GIFTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 161,940	28,717	4,178	6,394	21,400	222,628	0
7	STEPHANIE MAHRER VP-MAJOR & CORP GIFTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 128,093	10,775	537	4,055	15,224	158,684	0
8	MELISSA BLAKE VP-MJR GFTS CHAMPIONS PLS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 119,764	10,927	976	5,095	18,691	155,453	0
9	BRENDA SOLOMON VP-MJR & PLN GIFTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 174,133	29,705	5,000	3,676	22,254	234,768	0
10	ASHLEIGH LEITE VP-MJR & PLN GIFTS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 163,102	29,560	334	5,919	28,672	227,587	0
11	JOHN FERREE SPECIAL ADVISOR TO HH CEO	(i) 0	(ii) 0	(iii) 0	0	0	0	0
		(ii) 422,237	224,204	43,433	12,200	18,691	720,764	0
12		(i)						
		(ii)						
13		(i)						
		(ii)						
14		(i)						
		(ii)						
15		(i)						
		(ii)						
16		(i)						
		(ii)						

Part III

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

Return Reference - Identifier	Explanation
SCHEDULE J, PART I - SCHEDULE J, PART I, LINES 1-3	THE FILING ORGANIZATION, HONORHEALTH FOUNDATION, DOES NOT COMPENSATE OR PROVIDE BENEFITS. ALL COMPENSATION AND BENEFITS ARE DETERMINED AND PAID BY HONORHEALTH, A RELATED TAX EXEMPT ORGANIZATION. HONORHEALTH'S COMPENSATION PROCESS USED THE FOLLOWING METHODS: 1) COMPENSATION COMMITTEE; 2) INDEPENDENT COMPENSATION CONSULTANT; 3) COMPENSATION SURVEY OR STUDY; AND 4) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.
SCHEDULE J, PART I, LINE 4A - SEVERANCE OR CHANGE-OF-CONTROL PAYMENT	THE FOLLOWING INDIVIDUAL RECEIVED SEVERANCE PAY DURING 2019 (INCLUDED IN SCHEDULE J, PART II, COLUMN B(III)): SCOTT SHOWERS \$56,340
SCHEDULE J, PART I, LINE 4B - SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	HONORHEALTH OFFERS CERTAIN EXECUTIVES A NON-QUALIFIED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP). IT IS INTENDED THAT THIS PLAN BE AN INELIGIBLE DEFERRED COMPENSATION PLAN UNDER THE PROVISIONS OF CODE SECTION 457(F) AND BE OPERATED IN COMPLIANCE WITH CODE SECTION 409A. THE DESIGN OF THE SERP IS SUCH THAT IT PROVIDES A MECHANISM FOR RESTORATION OF DEFERRED RETIREMENT THAT OTHERWISE WOULD BE LOST TO THE EXECUTIVES DUE TO MANDATORY CAP ON DEFERRALS WITHIN THE QUALIFIED RETIREMENT PLAN OFFERED TO OTHER EMPLOYEES OF HONORHEALTH. THE SERP IS ALSO DESIGNED TO DISCOURAGE EXECUTIVE TURNOVER, WHICH COULD HAMPER ORGANIZATIONAL STABILITY AND SUSTAINABILITY, THROUGH THE SERVICE REQUIREMENTS THAT AN EXECUTIVE MUST MEET IN ORDER TO RECEIVE BENEFITS FROM THIS PLAN. THE ANNUAL VALUE OF EACH EXECUTIVE'S PARTICIPATION IN THE PLAN IS TAKEN INTO CONSIDERATION AS PART OF THE CALCULATION OF TOTAL COMPENSATION WHEN TESTED AGAINST THE MARKET FOR REASONABLENESS. DEFERRED COMPENSATION, REPORTED IN SCHEDULE J, PART II, COLUMN (C), INCLUDES THE INCREASE IN VALUE OF THE SERP ACCOUNT, INCLUDING TAX DEFERRED CONTRIBUTIONS AND EARNINGS. THE FOLLOWING INDIVIDUALS EXPERIENCED A TAXABLE VESTING EVENT DURING THE YEAR AS FOLLOWS. THESE AMOUNTS WERE INCLUDED IN COLUMN (B)(III) AS TAXABLE WAGES. ANY PORTION OF THE DISTRIBUTION THAT WAS PREVIOUSLY REPORTED ON A PRIOR 990 AS DEFERRED HAS BEEN REPORTED IN COLUMN (F). TODD LAPORTE \$91,184 JOHN FERREE \$49,451

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

HONORHEALTH FOUNDATION

Employer identification number

74-2355411

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	44	1,487,971	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 22

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference - Identifier	Explanation
SCHEDULE M, PART I - SCHEDULE M, PART I, COLUMN B	THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN COLUMN (B).

**SCHEDULE O
(Form 990 or 990-EZ)**Department of Treasury Internal
Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

- ▶ Attach to Form 990 or 990-EZ.
- ▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the Organization
HONORHEALTH FOUNDATIONEmployer Identification Number
74-2355411

Return Reference - Identifier	Explanation
FORM 990, PART III, LINE 4A - PROGRAM SERVICE DESCRIPTION	<p>-RECRUITING, TRAINING AND RETAINING A WORLD-CLASS TEAM TO OVERSEE AND MAINTAIN THE FUNDRAISING PLAN AND INITIATIVES; -INCREASING PHILANTHROPY TO SUPPORT, ENHANCE AND GROW HONORHEALTH.</p> <p>THE HONORHEALTH FOUNDATION MISSION IS TO STRENGTHEN AND ADVANCE THE MISSION OF HONORHEALTH THROUGH PHILANTHROPY.</p> <p>HONORHEALTH FOUNDATION PROVIDES SUPPORT FOR HONORHEALTH PROGRAM AND CAPITAL NEEDS INCLUDING THE FOLLOWING AREAS:</p> <p>ADVANCED CARE FOR NEWBORNS</p> <p>HONORHEALTH OFFERS THE ONLY LEVEL III NEONATAL INTENSIVE CARE UNIT (NICU) IN THE NORTHEAST VALLEY AT SCOTTSDALE SHEA MEDICAL CENTER. EVERY YEAR, THIS FACILITY SERVES AROUND 450 OF THE HOSPITAL'S TINIEST, SICKEST PATIENTS. IN 2019, 462 INFANTS WERE ADMITTED TO THE NICU.</p> <p>EMERGENCY TREATMENT</p> <p>THE LEVEL I TRAUMA CENTERS AT JOHN C. LINCOLN MEDICAL CENTER, DEER VALLEY MEDICAL CENTER AND SCOTTSDALE OSBORN MEDICAL CENTER TREAT THOUSANDS OF SERIOUSLY ILL OR CRITICALLY INJURED PATIENTS EVERY YEAR. IN 2019, THE THREE LEVEL I TRAUMA CENTERS SERVED MORE THAN 7,500 PATIENTS.</p> <p>ACCESS TO CLINICAL TRIALS</p> <p>HONORHEALTH RESEARCH INSTITUTE OFFERS MORE EARLY-PHASE CLINICAL TRIALS THAN ANY OTHER CANCER CENTER IN ARIZONA. MANY ARE "FIRST-IN-HUMAN" STUDIES OF NEW DRUGS OR TREATMENTS. THIS TYPE OF ROBUST RESEARCH IS RARELY FOUND IN THE COMMUNITY HOSPITAL SETTING AND PROVIDES PATIENTS WITH ACCESS TO NOVEL TREATMENTS BEFORE THEY ARE AVAILABLE ELSEWHERE. MADE POSSIBLE BY PHILANTHROPY, THIS LEVEL OF INNOVATION IS TYPICALLY ONLY FOUND IN MAJOR ACADEMIC HOSPITAL SETTINGS. SINCE 2015, HONORHEALTH RESEARCH INSTITUTE'S FIRST-IN-HUMAN CLINICAL TRIALS HAVE BEEN KEY TO THE FDA APPROVAL OF AT LEAST TWO DOZEN NEW CANCER TREATMENTS, INCLUDE EIGHT IN 2019.</p> <p>LIFESAVING TRANSPLANT PROGRAM</p> <p>HONORHEALTH'S CANCER TRANSPLANT INSTITUTE HAS PERFORMED MORE THAN 1,150 BONE MARROW TRANSPLANTS SINCE OPENING IN 2012. IT ALSO ESTABLISHED THE FIRST TARGETED ADULT ACUTE LEUKEMIA PROGRAM IN METRO PHOENIX.</p> <p>INNOVATIVE BREAST HEALTH TECHNOLOGY</p> <p>THE BREAST HEALTH & RESEARCH CENTER AT DEER VALLEY MEDICAL CENTER OFFERS COMPLETE SCREENING AND DIAGNOSTIC EXAMS AND INTERVENTIONAL PROCEDURES. IT WAS ALSO THE FIRST IN ARIZONA TO OFFER 3-D MAMMOGRAPHY. IN 2019, IT HAD 31,346 PATIENT VISITS, SERVING AN AVERAGE OF 102 PATIENTS PER DAY.</p> <p>SAFEGUARDING PATIENTS FROM INFECTIONS</p> <p>WITH PHILANTHROPIC SUPPORT, HONORHEALTH IS EXPANDING ITS FLEET OF GERM-ZAPPING ROBOTS. THE MIGHTY ROBOTS DESTROY GERMS IN HOSPITAL ENVIRONMENTS, HELPING TO SAFEGUARD PATIENTS FROM INFECTIONS THAT CAN IMPACT THEIR HEALTH AND QUALITY OF LIFE, LENGTHEN THEIR HOSPITAL STAY, INCREASE COSTS AND POTENTIALLY BE DEADLY. THE ROBOTS REPRESENT STATE-OF-THE-ART AUTOMATED DISINFECTION TECHNOLOGY AND REDUCE THE RISK OF INFECTION BY KILLING MICROSCOPIC GERMS THAT MAY SURVIVE THE MANUAL CLEANING PROCESS. TAKING ROOM DECONTAMINATION TO THE NEXT LEVEL, THE ROBOTS EFFECTIVELY DESTROY BACTERIA, VIRUSES AND BACTERIAL SPORES-INCLUDING COVID-10 AND ANTIBIOTIC-RESISTANT "SUPERBUGS." THANKS IN PART TO THE ROBOTS, THE HONORHEALTH RATE OF C.DIFF INFECTIONS PER 1,000 PATIENT DAYS HAS DECREASED AS MUCH AS 75 PERCENT SINCE THE 2016 IMPLEMENTATION AND EXPANSION OF OUR ROBOT DISINFECTION PROGRAM.</p> <p>EASING THE WAY FOR NEUROSCIENCE PATIENTS</p> <p>OPENING IN 2021 ON THE CAMPUS OF HONORHEALTH SCOTTSDALE OSBORN MEDICAL CENTER, THE HONORHEALTH NEUROSCIENCE INSTITUTE WILL SERVE PATIENTS AND FAMILIES DEALING WITH PARKINSON'S, ALZHEIMER'S, MULTIPLE SCLEROSIS, AMYOTROPHIC LATERAL SCLEROSIS (ALS OR LOU GEHRIG'S DISEASE), STROKE, BRAIN TUMORS, BRAIN INJURIES AND OTHER DEVASTATING CONDITIONS. THE STATE-OF-THE-ART FACILITY WILL OFFER COMPLETE, COORDINATED NEUROLOGICAL, NEUROSURGICAL AND SUPPORT SERVICES IN A SINGLE LOCATION.</p> <p>COMMUNITY PROGRAMS:</p> <p>SUPPORT THOSE IN NEED</p> <p>WITH PHILANTHROPIC SUPPORT, WE IMPROVE THE HEALTH OF THE PEOPLE IN OUR COMMUNITY AND AROUND THE VALLEY. PHILANTHROPY TOUCHES THE LIVES OF PATIENTS AND THOSE IN NEED</p>

Return Reference - Identifier	Explanation
	<p>IN SO MANY WAYS. IT PROVIDES FOOD TO HUNGRY FAMILIES, LEARNING OPPORTUNITIES TO YOUNG CHILDREN AND COMPASSIONATE CARE TO SEXUAL ASSAULT VICTIMS.</p> <p>QUALITY EARLY CHILDHOOD EDUCATION DURING THE 2018/2019 SCHOOL YEAR, 441 CHILDREN PARTICIPATED IN DESERT MISSION LINCOLN LEARNING CENTER PROGRAMS. THE CENTER'S EARLY CHILDHOOD EDUCATION CURRICULUM PROVIDES YOUNG CHILDREN WITH THE STRONG START THEY NEED TO SUCCEED IN SCHOOL-AND LIFE.</p> <p>SUPPORT FOR SENIORS DESERT MISSION'S ADULT DAY ENRICHMENT PROGRAM OFFERS PARTICIPANTS AN ACTIVE AND STIMULATING ENVIRONMENT, WHILE THEIR CAREGIVERS ARE PROVIDED A RESPITE. IN 2019, 97 PARTICIPANTS WERE SERVED WITH 24 PERCENT ATTENDING FIVE DAYS A WEEK, 37 PERCENT ATTENDING THREE OR FOUR DAYS PER WEEK, AND 39 PERCENT ATTENDING TWO DAYS PER WEEK. OF THESE PARTICIPANTS, 83 PERCENT HAD DEMENTIA.</p> <p>FOOD FOR THE HUNGRY HONORHEALTH DESERT MISSION FOOD BANK PROVIDES NUTRITIOUS FOOD ITEMS FOR 200-225 HOUSEHOLDS EVERY DAY. IN 2019, DESERT MISSION FOOD BANK SERVED 31,011 INDIVIDUALS AND 13,031 HOUSEHOLDS. IMPORTANTLY, 34 PERCENT OF CLIENTS SERVED IN 2018 WERE UNDER THE AGE OF 18. MANY CLIENTS ARE WORKING POOR FAMILIES AND SENIORS LIVING ON A FIXED INCOME. IN 2019, 996 PERCENT OF THE CLIENTS WERE AT OR BELOW 100 PERCENT OF THE FEDERAL POVERTY LEVEL.</p> <p>COMPASSIONATE CARE FOR SEXUAL ASSAULT VICTIMS HONORHEALTH'S FORENSIC NURSE EXAMINERS SERVE PATIENTS WHO ARE VICTIMS OF INTERPERSONAL VIOLENCE, INCLUDING SEXUAL ASSAULT, SEX TRAFFICKING, DOMESTIC VIOLENCE, STRANGULATION, PHYSICAL ASSAULT OR ABUSE. THEY PROVIDE HEAD-TO-TOE MEDICAL-FORENSIC EXAMINATIONS ON VICTIMS. AS PART OF THIS, THE SPECIALLY TRAINED NURSES PROVIDE QUALITY, COMPASSIONATE NURSING CARE, COLLECT MEDICAL SAMPLES AND DOCUMENT INJURIES. THIS CAN BE VITAL TO AN INVESTIGATION OF INTERPERSONAL VIOLENCE AND HELP LAW ENFORCEMENT PROSECUTE ABUSERS AND ATTACKERS. THE FORENSIC NURSE EXAMINERS ALSO FREQUENTLY PROVIDE EXPERT TESTIMONY IN COURT WHEN A PATIENT'S CASE GOES TO TRIAL. ON AVERAGE, MORE THAN 200 MEDICAL-FORENSIC EXAMINATIONS ARE PERFORMED EACH MONTH.</p> <p>LIFESAVING TRAINING PROGRAM HONORHEALTH'S MILITARY PARTNERSHIP TRAINS MEDICAL PERSONNEL IN ALL BRANCHES OF THE MILITARY-FROM HELPING NATIONAL GUARD AND RESERVE PERSONNEL TO KEEP THEIR MEDICAL SKILLS SHARP TO PREPARING NEWLY COMMISSIONED AIR FORCE NURSES FOR ACTIVE-DUTY MEDICAL SERVICE TO PROVIDING CRITICAL CARE NURSING SKILLS TO AIR FORCE NURSES. THESE SERVICE MEMBERS RECEIVE HANDS-ON, REALISTIC TRAINING AT THE MILITARY PARTNERSHIP'S SIMULATION LAB, WHERE THEY PRACTICE CRITICAL MEDICAL SKILLS ON ADVANCED HUMAN PATIENT SIMULATORS WITH LIFE-LIKE FUNCTIONS. THEY ALSO GAIN REAL-LIFE EXPERIENCE DURING CLINICAL ROTATIONS IN AREAS RANGING FROM WOUND CARE AND BURNS TO INTENSIVE CARE, PEDIATRIC TRAUMA, THE OPERATING ROOM AND MORE. ULTIMATELY HELPING MORE SOLDIERS MAKE IT HOME, THE HONORHEALTH MILITARY PARTNERSHIP ALSO BUILDS RELATIONSHIPS AND COORDINATED APPROACHES WITH GOVERNMENT AGENCIES, MILITARY BRANCHES AND OTHERS TO ENSURE DISASTER PREPAREDNESS FOR OUR COMMUNITY.</p> <p>NOAH TRANSFORMING THE HEALTH OF OUR COMMUNITY, NOAH OFFERS ACCESSIBLE, AFFORDABLE CARE AT NINE CLINICS ACROSS SCOTTSDALE, PHOENIX AND GLENDALE. CLINICS ARE LOCATED IN AREAS WHERE INCOME IS LOW AND THE NUMBER OF UNINSURED AND UNDERSERVED INDIVIDUALS IS HIGH. THROUGH PHILANTHROPY, NOAH PROVIDES A FULL RANGE OF PRIMARY AND PREVENTATIVE HEALTH SERVICES FOR ALL AGES AND STAGES OF LIFE. PATIENTS RECEIVE COMPASSIONATE, QUALITY CARE REGARDLESS OF THEIR ABILITY TO PAY. IN 2019, NEARLY 37,000 PATIENTS WERE SERVED WITH 144,282 TOTAL VISITS.</p>
FORM 990, PART V, LINE 2A - PART V, LINE 2A AND PART VII, SEC A, AND PART IX	HONORHEALTH FOUNDATION DOES NOT HAVE EMPLOYEES BUT SHARES THE COST OF PERSONNEL, SERVICES, FACILITIES AND EXPENSES WITH HONORHEALTH, A RELATED TAX-EXEMPT ORGANIZATION.
FORM 990, PART VI, LINE 1A - PART VI, LINE 1A	<p>THERE IS AN EXECUTIVE & FINANCE COMMITTEE OF THE BOARD OF TRUSTEES, CONSISTING OF THE CHAIRMAN, IMMEDIATE PAST CHAIRMAN, VICE-CHAIRMAN, PRESIDENT, SECRETARY, TREASURER, AND THE CHAIRMAN OF ALL STANDING COMMITTEES. THE CHAIRMAN OF THE BOARD MAY APPOINT UP TO TWO AT LARGE MEMBERS TO THE EXECUTIVE & FINANCE COMMITTEE.</p> <p>THE EXECUTIVE & FINANCE COMMITTEE SHALL MEET ON AN AS-NEEDED BASIS AND SHALL HAVE THE AUTHORITY AND RESPONSIBILITY OF EXERCISING THE POWERS AND DUTIES OF THE BOARD OF TRUSTEES. THE EXECUTIVE & FINANCE COMMITTEE, WHICH MAY BE CONVENED ON ANY TYPE OF NOTICE, MAY ACT FOR THE BOARD WHEN ACTION BETWEEN REGULARLY SCHEDULED BOARD MEETINGS IS REQUIRED. TYPICALLY, THE EXECUTIVE & FINANCE COMMITTEE MEETS TO BRING RECOMMENDATIONS TO THE FOUNDATION BOARD OF TRUSTEES.</p>
FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS	HONORHEALTH FOUNDATION DOES NOT HAVE ANY MEMBERS UNDER STATE LAW. HOWEVER, USING THE IRS DEFINITION OF A MEMBER, HONORHEALTH IS CONSIDERED A MEMBER OF HONORHEALTH FOUNDATION DUE TO ITS ABILITY TO APPROVE CERTAIN SIGNIFICANT DECISIONS OF THE GOVERNING BODY OF THE FOUNDATION AND THE REQUIREMENT THAT THE HONORHEALTH BOARD RATIFY FOUNDATION TRUSTEES ELECTED BY THE FOUNDATION BOARD.
FORM 990, PART VI, LINE 7A - MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	THE CEO OF HONORHEALTH, SHALL AUTOMATICALLY, UPON ASSUMPTION OF SUCH OFFICE, BECOME AN EX-OFFICIO TRUSTEE OF THE FOUNDATION WITH FULL VOTING POWER DURING THE CEO'S TENURE IN OFFICE.

Return Reference - Identifier	Explanation
FORM 990, PART VI, LINE 7B - DECISIONS REQUIRING APPROVAL BY MEMBERS OR STOCKHOLDERS	<p>WHILE THE FOUNDATION IS AN INDEPENDENT CORPORATION, IT IS IMPORTANT THAT ITS PLANS AND ACTIONS BE COORDINATED WITH HONORHEALTH. TO ACCOMPLISH THIS COORDINATION, THE FOLLOWING MUST TAKE PLACE:</p> <p>(A) ANNUAL PLAN. PRIOR TO THE BEGINNING OF EACH FISCAL YEAR, THE ANNUAL PLAN OF THE FOUNDATION MUST BE SUBMITTED TO THE CEO OF HONORHEALTH OR DESIGNEE FOR REVIEW AND APPROVAL. THIS ANNUAL PLAN SHALL CONSIST OF:</p> <p>(1) THE MANAGEMENT PLAN - DESCRIBING THE MAJOR OBJECTIVES AND NEW ACTIVITIES PLANNED DURING THE YEAR.</p> <p>(2) THE OPERATING BUDGET - DESCRIBING THE SPECIFIC COSTS OF CARRYING OUT THE MANAGEMENT PLAN AND OPERATING THE ORGANIZATION DURING THE YEAR. HONORHEALTH'S APPROVAL FOR THIS ANNUAL PLAN SHALL BE REQUIRED BEFORE ANY FUNDS ARE EXPENDED BY THE FOUNDATION.</p> <p>(B) DEVIATIONS FROM THE ANNUAL PLAN SHALL REQUIRE PRIOR APPROVAL OF HONORHEALTH. SPECIFICALLY, APPROVAL IS REQUIRED FOR ANY UNBUDGETED ACTION THAT WILL RESULT IN A CHANGE IN THE OPERATING BUDGET BY A SUBSTANTIAL AMOUNT DURING A ONE-YEAR PERIOD.</p> <p>(C) FINANCIAL REPORTING. THE FOUNDATION'S FISCAL YEAR SHALL CORRESPOND WITH THE FISCAL YEAR OF HONORHEALTH. FINANCIAL REPORTS AND THE ANNUAL AUDIT OF THE FOUNDATION SHALL BE SUBMITTED TO HONORHEALTH FOR FINAL REVIEW AND APPROVAL.</p> <p>(D) SUBSTANTIAL ACTION. THE TRUSTEES OF THE FOUNDATION SHALL TAKE NO "SUBSTANTIAL ACTION" WITHOUT APPROVAL OF HONORHEALTH. THE TERM "SUBSTANTIAL ACTION" AS USED IN THIS SECTION SHALL MEAN THE FOLLOWING:</p> <p>(1) REMOVING OR HIRING AN EXECUTIVE ABOVE THE VICE-PRESIDENT LEVEL.</p> <p>(2) REPEALING, ALTERING, AMENDING OR RESTATING THESE BY-LAWS OR THE FOUNDATION'S ARTICLES OF INCORPORATION.</p> <p>(3) MERGING WITH ANOTHER CORPORATION OR ENTITY.</p> <p>(4) DISSOLVING THE FOUNDATION.</p> <p>(5) GUARANTEEING THE OBLIGATIONS OF ANOTHER ENTITY OR INDIVIDUAL.</p> <p>(6) SELLING OR TRANSFERRING ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE FOUNDATION.</p> <p>(E) FAILURE TO COMPLY. ANY ACTIONS TAKEN BY THE FOUNDATION'S TRUSTEES THAT FALL OUTSIDE OF THE CONDITIONS STIPULATED IN THIS ARTICLE WILL BE NULL AND VOID. ANY WAIVER BY HONORHEALTH OF ITS RIGHTS OR APPROVAL UNDER THIS ARTICLE SHALL NOT CONSTITUTE A WAIVER OF THE REQUIREMENT OF APPROVAL ON ANY FUTURE ACTIONS REQUIRING SUCH APPROVAL.</p>
FORM 990, PART VI, LINE 11B - REVIEW OF FORM 990 BY GOVERNING BODY	<p>THE TAX RETURN INFORMATION IS GATHERED BY THE FINANCE TEAM FROM VARIOUS SOURCES WITHIN THE ORGANIZATION INCLUDING HUMAN RESOURCES, PAYROLL, AND THE LEGAL DEPARTMENT. THE INFORMATION IS REVIEWED AND COMPILED INTO A DRAFT BY THE HONORHEALTH DIRECTOR TAX & TREASURY. AN ACCOUNTING FIRM REVIEWS THE DRAFT AND SUPPORTING DATA AND THE RETURN IS UPDATED FOR SUGGESTED CHANGES. THE DRAFT 990 IS THEN REVIEWED BY HONORHEALTH'S CHIEF FINANCIAL OFFICER, NETWORK CONTROLLER, VP OF FINANCE, GENERAL COUNSEL AND THE FOUNDATION'S PRESIDENT. COMMENTS FROM THOSE INDIVIDUALS ARE CONSIDERED AND INCORPORATED INTO A FINAL DRAFT. PRIOR TO FILING, THE FORM 990 IS DISTRIBUTED TO THE BOARD OF TRUSTEES OF HONORHEALTH FOUNDATION.</p>
FORM 990, PART VI, LINE 12C - CONFLICT OF INTEREST POLICY	<p>HONORHEALTH, ON BEHALF OF THE HONORHEALTH FOUNDATION, MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH EDUCATION AND ANNUAL/ONGOING REPORTING. EACH YEAR, HONORHEALTH CONDUCTS AN ANNUAL CONFLICT OF INTEREST REVIEW. THIS PROCESS REQUIRES ALL DIRECTORS, OFFICERS AND KEY EMPLOYEES TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT.</p> <p>THE AUDIT & COMPLIANCE SERVICES DEPARTMENT WILL REVIEW ALL REPORTED DISCLOSURES, DISCUSS WITH AND/OR REQUEST ADDITIONAL INFORMATION REGARDING ANY POTENTIAL CONFLICT FROM THE DISCLOSING PARTY, IF APPROPRIATE, AND DETERMINE, IN CONSULTATION WITH THE HONORHEALTH'S GENERAL COUNSEL, WHETHER A ACTUAL OR PERCEIVED CONFLICT OF INTEREST EXISTS. IF THE REPORTED DISCLOSURE CAN BE MANAGED IN SUCH A WAY THAT A CONFLICT OF INTEREST DOES NOT PRESENT ITSELF, OR CAN BE REASONABLY ASSURED OF SUCH, THE AUDIT & COMPLIANCE SERVICES DEPARTMENT WILL DERIVE A MANAGEMENT PLAN TO ADDRESS IT, WHICH IS SHARED WITH AND AGREED UPON BY THE DISCLOSING PARTY.</p> <p>IF THE REPORTED DISCLOSURE CANNOT BE MANAGED IN SUCH A WAY TO AVOID A CONFLICT, THE AUDIT & COMPLIANCE SERVICES DEPARTMENT WILL DISCUSS OPTIONS FOR ADDRESSING THE CONFLICT WITH HONORHEALTH'S GENERAL COUNSEL, WHICH MAY RESULT IN DISCONTINUANCE OF RELATIONSHIP WITH HONORHEALTH, REMOVAL FROM THE BOARD OR GOVERNING BOARD COMMITTEES, REMOVAL FROM AN EMPLOYMENT ROLE, TERMINATION OF A CONTRACTUAL AGREEMENT OR OTHER SUCH ACTIONS TO ELIMINATE THE CONFLICT WITH HONORHEALTH'S BUSINESS.</p> <p>THE AUDIT & COMPLIANCE COMMITTEE OF THE HONORHEALTH BOARD RECEIVES AN ANNUAL SUMMARY OF ALL DISCLOSED POTENTIAL OR ACTUAL CONFLICTS TO ENSURE THEY HAVE BEEN REVIEWED AND PROCESSED IN ACCORDANCE WITH THE HONORHEALTH CONFLICT OF INTEREST POLICY.</p>

Return Reference - Identifier	Explanation				
FORM 990, PART VI, LINE 15 - PART VI, LINES 15A AND 15B	<p>THE PRESIDENT OF HONORHEALTH FOUNDATION AND CERTAIN EXECUTIVES ARE COMPENSATED BY HONORHEALTH, A RELATED TAX-EXEMPT ORGANIZATION. THE PROCESS DESCRIBED BELOW IS THAT OF HONORHEALTH.</p> <p>AN EXECUTIVE COMPENSATION CONSULTANT CONDUCTS DETAILED MARKET ANALYSIS FOR EXECUTIVE CASH COMPENSATION. THEY UTILIZE AVAILABLE PUBLISHED HEALTHCARE SURVEY SOURCES. EXECUTIVE POSITIONS ARE MATCHED TO APPROPRIATE SURVEY POSITIONS BASED ON JOB CONTENT, DUTIES AND SCOPE OF RESPONSIBILITY. SURVEY DATA IS MATCHED FROM ORGANIZATIONS OF SIMILAR SIZE AND SCOPE. RESULTS OF THE STUDY ARE SHARED WITH THE BOARD FOR APPROVAL. THE STUDY WAS LAST COMPLETED IN 2019.</p>				
FORM 990, PART VI, LINE 17 - STATES WITH WHICH A COPY OF THIS FORM 990 IS REQUIRED TO BE FILED	GA, IL, KS, KY, MA, MD, ME, MI, MS, NC, ND, NH, NJ, NV, NY, OK, OR, PA, RI, SC, TN, UT, WA, WI				
FORM 990, PART VI, LINE 19 - REQUIRED DOCUMENTS AVAILABLE TO THE PUBLIC	<p>PERTINENT HONORHEALTH FOUNDATION POLICIES, DOCUMENTS & FINANCIAL REPORTS INCLUDING IRS FORM 990 ARE AVAILABLE FOR PUBLIC INSPECTION AT THE FOUNDATION OFFICE: 8125 N. HAYDEN ROAD, SCOTTSDALE ARIZONA 85258, DURING NORMAL BUSINESS HOURS WHICH ARE 8:00 AM TILL 5:00 PM MST, MONDAY THROUGH FRIDAY. WRITTEN OR E-MAIL REQUESTS SHOULD BE SUBMITTED TO JARED LANGKILDE, PRESIDENT, HONORHEALTH FOUNDATION AT THE ADDRESS LISTED ABOVE OR AT JLANGKILDE@HONORHEALTH.COM. THE FOUNDATION'S FORM 990 IS ALSO AVAILABLE ONLINE THROUGH THE FOLLOWING WEBSITES:</p> <p>THE FOUNDATION CENTER AT WWW.FOUNDATIONCENTER.ORG AND GUIDESTAR AT WWW.GUIDESTAR.ORG.</p>				
FORM 990, PART XI, LINE 9 - OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table> <tr> <th>(a) Description</th><th>(b) Amount</th></tr> <tr> <td>NA TRANSFERED FROM AFFILIATE</td><td>681,746</td></tr> </table>	(a) Description	(b) Amount	NA TRANSFERED FROM AFFILIATE	681,746
(a) Description	(b) Amount				
NA TRANSFERED FROM AFFILIATE	681,746				

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization
HONORHEALTH FOUNDATION

Related Organizations and Unrelated Partnerships

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

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number
74-2355411

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) HONORHEALTH (86-0181654) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	HEALTHCARE	AZ	501(C)(3)	3	N/A		✓
(2) SCOTTSDALE HEALTHCARE CORP. (94-2735850) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	HEALTHCARE	AZ	501(C)(3)	12 TYPE I	HH	✓	
(3) DESERT MISSION, INC. (86-0096941) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	COMMUNITY SVC	AZ	501(C)(3)	7	HH	✓	
(4)							
(5)							
(6)							
(7)							

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

Cat. No. 50135Y

Schedule R (Form 990) 2019

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512—514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) (SEE STATEMENT)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) (SEE STATEMENT)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	✓
b Gift, grant, or capital contribution to related organization(s)	1b	✓
c Gift, grant, or capital contribution from related organization(s)	1c	✓
d Loans or loan guarantees to or for related organization(s)	1d	✓
e Loans or loan guarantees by related organization(s)	1e	✓
f Dividends from related organization(s)	1f	✓
g Sale of assets to related organization(s)	1g	✓
h Purchase of assets from related organization(s)	1h	✓
i Exchange of assets with related organization(s)	1i	✓
j Lease of facilities, equipment, or other assets to related organization(s)	1j	✓
k Lease of facilities, equipment, or other assets from related organization(s)	1k	✓
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	✓
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	✓
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	✓
o Sharing of paid employees with related organization(s)	1o	✓
p Reimbursement paid to related organization(s) for expenses	1p	✓
q Reimbursement paid by related organization(s) for expenses	1q	✓
r Other transfer of cash or property to related organization(s)	1r	✓
s Other transfer of cash or property from related organization(s)	1s	✓

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

(a) Name of related organization	(b) Transaction type (a–s)	(c) Amount involved	(d) Method of determining amount involved
DESERT MISSION, INC.	B	1,225,897	COST
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512–514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Schedule R (Form 990) 2019

Part III**Identification of Related Organizations Taxable as a Partnership** (continued)

(a) Name, address and EIN of related organization	(b) Primary Activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income related, unrelated, excluded from tax under sections 512-514	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SCOTTSDALE HEALTHCARE ASC, LLC (27-1450828) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	HEALTHCARE	DE	N/A	N/A								
(2) GLOBALREHAB - SCOTTSDALE, LLC (27-4160293) 4714 GETTYSBURG ROAD, MECHANICSBURG, PA 17055	HEALTHCARE	AZ	N/A	N/A								

Part IV**Identification of Related Organizations Taxable as a Corporation or Trust** (continued)

(a) Name, address and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C-corp, S-corp or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) HONORHEALTH CAPTIVE INSURANCE EXCHANGE PO BOX 1085, 5TH FLOOR, GEORGETOWN, GRAND CAYMAN, KY1-1102, CJ	CAPTIVE INS.	CAYMAN ISLANDS	N/A	C CORPORATION				✓	
(2) SCOTTSDALE HEALTHCARE MSO, INC. (86-0512895) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	MSO	AZ	N/A	C CORPORATION				✓	
(3) SONORAN CROSSING OWNERS ASSOCIATION (46-3554413) 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	OWNERS ASSOC	AZ	N/A	C CORPORATION				✓	
(4) CHARITABLE REMAINDER TRUST 8125 N. HAYDEN ROAD, SCOTTSDALE, AZ 85258	TRUST	AZ	N/A					✓	