

EXTENDED TO NOVEMBER 15, 2018

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Open to Public Inspection

Form 990

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.

Department of the Treasury Internal Revenue Service

A For the 2017 calendar year, or tax year beginning and ending

Form 990 header section containing organization name (ROCKY MOUNTAIN HEALTH FOUNDATION), EIN (84-1424932), address (2768 COMPASS DRIVE, GRAND JUNCTION, CO 81506), and officer name (MICHAELLE SMITH).

Part I Summary

Table with 22 rows detailing financial and operational data. Columns include line numbers, descriptions (e.g., mission statement, revenue, expenses, assets), and values for Prior Year and Current Year.

Part II Signature Block

Signature block containing officer signature (MICHAELLE SMITH), preparer signature (SABRINA J. HOYT), and firm information (DALBY, WENDLAND & CO., P.C.).

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

SCANNED MAR 06 2019 013 ASAC ATTACHED 11/12/18 11:21:675033 DEC 10 2018

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION 257

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission

IMPROVE THE HEALTH OF WESTERN SLOPE COLORADANS BY BEING A CATALYST AND COLLABORATOR FOR INNOVATIVE HEALTHCARE APPROACHES.

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 X

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 X

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 \$ 544,588. including grants of \$ ) (Revenue \$ )

BABY AND ME TOBACCO FREE PROGRAM - PREGNANT SMOKERS RECEIVE SMOKING CESSATION COUNSELING AND SUPPORT. AFTER GIVING BIRTH, THEY ARE CHECKED MONTHLY WITH A CARBON MONOXIDE MONITOR AT THEIR HEALTH DEPARTMENT OR COMMUNITY CLINIC AND RECEIVE FREE DIAPERS EACH MONTH THEY REMAIN TOBACCO FREE FOR UP TO A YEAR. THIS PROGRAM HAS BEEN IMPLEMENTED ACROSS THE STATE OF COLORADO WITH 54 COUNTIES PARTICIPATING.

4b (Code ) (Expenses \$ 69,452. including grants of \$ ) (Revenue \$ )

PROVIDE ONE-TIME ASSISTANCE FOR INDIVIDUALS OR FAMILIES FACING A HEALTH CRISIS AFFECTING THEIR OVERALL HEALTH AND ASSISTANCE CAN PREVENT FURTHER DETERIORATION OF THE SITUATION OR DIRECTLY IMPROVE THEIR WELLBEING. FUNDS ARE PAID DIRECTLY TO ORGANIZATIONS COVERING THINGS SUCH AS RENT, UTILITIES, ETC. WHILE GIFT CARDS ARE GIVEN DIRECTLY TO FAMILIES FOR ITEMS SUCH AS FOOD, CLOTHING, AND TRANSPORTATION. THE FUND MAY ALSO PURCHASE SERVICES OR MEDICAL SUPPLIES NOT COVERED BY INSURANCE, WHICH HAVE THE POTENTIAL TO IMPROVE AN INDIVIDUAL'S HEALTH STATUS OR PREVENT INJURY.

4c (Code ) (Expenses \$ 603,838. including grants of \$ 583,300. ) (Revenue \$ )

VARIOUS OTHER MEDICAL AND WELLNESS PROGRAMS.

4d Other program services (Describe in Schedule O )

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

4e Total program service expenses 1,217,878.

RABODI

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
4 <b>Section 501(c)(3) organizations.</b> 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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
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>		X
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>		X
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>		X
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>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
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>	X	
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>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
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>		X
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>		X
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>		X
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</i>		X
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>		X
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>		X

**Part IV Checklist of Required Schedules** (continued)

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

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

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

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

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

**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records **LISA FENTON-FREE - 970-697-1031**  
**2768 COMPASS DRIVE #109, GRAND JUNCTION, CO 81506**

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

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

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JEFFREY KUHR CHAIR	1.00	X		X			525.	0.	0.	
(2) SALLY SCHAEFER VICE CHAIR	1.00	X		X			450.	0.	0.	
(3) PATRICIA RIDDELL SECRETARY	1.00	X		X			375.	0.	0.	
(4) CHARLES BREAUX TREASURER	1.00	X		X			450.	0.	0.	
(5) MICHAEL WEBER PRESIDENT	1.00	X		X			1,942.	0.	0.	
(6) CORINNE JOHNSON SECRETARY	1.00	X		X			0.	0.	0.	
(7) NICOLE RUIZ DIRECTOR	1.00	X					615.	0.	0.	
(8) THERESA CHASE DIRECTOR	1.00	X					375.	0.	0.	
(9) RUSSELL GEORGE FINANCE CHAIR	1.00	X					375.	0.	0.	
(10) ERROL SNIDER DIRECTOR	1.00	X					450.	0.	0.	
(11) JOHN FEENEY-COYLE DIRECTOR	1.00	X					0.	0.	0.	
(12) ELLEN ROBERTS DIRECTOR	1.00	X					375.	0.	0.	
(13) JENNIFER ROLLER DIRECTOR	1.00	X					0.	0.	0.	
(14) WAQQAR KHAN-FAROOQI DIRECTOR	1.00	X					225.	0.	0.	
(15) DAN GIBBS DIRECTOR	1.00	X					225.	0.	0.	
(16) JANE BROCK POMMER DIRECTOR	1.00	X					0.	0.	0.	
(17) JOHN SEATON DIRECTOR	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARILYN GREEN-ROBINSON DIRECTOR	1.00	X						1,517.	0.	0.
(19) LISA FENTON-FREE EXECUTIVE DIRECTOR	40.00			X				104,249.	22,123.	18,138.
<b>1b Sub-total</b>								112,148.	22,123.	18,138.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								112,148.	22,123.	18,138.

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 1

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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



**Part VIII Statement of Revenue**

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



		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	31,423,049.			
	e Government grants (contributions)	1e	532,377.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	16,389.			
	g Noncash contributions included in lines 1a-1f \$					
	<b>h Total. Add lines 1a-1f</b>		31,971,815.			
	<b>Program Service Revenue</b>	2 a _____	Business Code			
b _____						
c _____						
d _____						
e _____						
f All other program service revenue						
<b>g Total. Add lines 2a-2f</b>						
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)		184,569.		184,569.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)		0.		
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b Less direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
11 a _____						
	b _____					
	c _____					
	d All other revenue					
	<b>e Total. Add lines 11a-11d</b>					
<b>12 Total revenue</b> See instructions		32,156,384.	0.	0.	184,569.	

**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	583,300.	583,300.		
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	112,148.	41,626.	70,522.	
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	118,202.		118,202.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	44,092.		44,092.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	17,424.		17,424.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	443,337.	411,633.	31,704.	
12 Advertising and promotion	5,003.		5,003.	
13 Office expenses	8,006.		8,006.	
14 Information technology	8,444.		8,444.	
15 Royalties				
16 Occupancy	13,042.		13,042.	
17 Travel	37,857.		37,857.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	13,344.		13,344.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>HEALTH SUPPLIES</b>	137,719.	137,719.		
b <b>RE-ORGANIZATION COSTS</b>	116,374.		116,374.	
c <b>MEMBERSHIP DUES</b>	8,761.		8,761.	
d <b>TELEPHONE</b>	3,713.		3,713.	
e All other expenses	48,581.	43,600.	4,981.	
25 <b>Total functional expenses</b> Add lines 1 through 24e	1,719,347.	1,217,878.	501,469.	0.
26 <b>Joint costs</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	65,241.	<b>1</b>	908,671.
	<b>2</b> Savings and temporary cash investments		<b>2</b>	2,765,617.
	<b>3</b> Pledges and grants receivable, net	144,148.	<b>3</b>	136,884.
	<b>4</b> Accounts receivable, net		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		<b>6</b>	
	<b>7</b> Notes and loans receivable, net		<b>7</b>	
	<b>8</b> Inventories for sale or use		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges		<b>9</b>	
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>		
	<b>b</b> Less accumulated depreciation	<b>10b</b>		<b>10c</b>
	<b>11</b> Investments - publicly traded securities		<b>11</b>	27,269,834.
	<b>12</b> Investments - other securities See Part IV, line 11		<b>12</b>	
	<b>13</b> Investments - program-related See Part IV, line 11		<b>13</b>	
	<b>14</b> Intangible assets		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11		<b>15</b>	0.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)		<b>16</b>	209,389.	
			<b>17</b>	159,981.
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	77,198.	<b>17</b>	500,000.
	<b>18</b> Grants payable	25,000.	<b>18</b>	5,962,453.
	<b>19</b> Deferred revenue		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>24</b>	
	<b>25</b> 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		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25		<b>26</b>	102,198.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	80,352.	<b>27</b>	30,398,527.
	<b>28</b> Temporarily restricted net assets	26,839.	<b>28</b>	23,793.
	<b>29</b> Permanently restricted net assets		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33 Total net assets or fund balances</b>	107,191.	<b>33</b>	30,422,320.
	<b>34 Total liabilities and net assets/fund balances</b>	209,389.	<b>34</b>	37,044,754.

**Part XI Reconciliation of Net Assets**

Check 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	32,156,384.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,719,347.
3	Revenue less expenses Subtract line 2 from line 1	3	30,437,037.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	107,191.
5	Net unrealized gains (losses) on investments	5	<121,908.>
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 in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	30,422,320.

**Part XII Financial Statements and Reporting**

Check 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		X
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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 in Schedule O	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A 133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No 1545-0047

**2017**

Open to Public Inspection

Name of the organization: **ROCKY MOUNTAIN HEALTH FOUNDATION**  
Employer identification number: **84-1424932**

**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 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
  - 11  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
  - 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
    - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
    - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
    - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
    - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
    - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
    - f Enter the number of supported organizations

07

**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		
<b>Total</b>						

**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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	350,368.	819,239.	951,274.	685,312.	596,431.	3,402,624.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	350,368.	819,239.	951,274.	685,312.	596,431.	3,402,624.
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)						719,984.
6 Public support. Subtract line 5 from line 4						2,682,640.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	350,368.	819,239.	951,274.	685,312.	596,431.	3,402,624.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	1,630.	1,164.	370.	86.	184,569.	187,819.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						3,590,443.
12 Gross receipts from related activities, etc. (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	74.72 %
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	69.68 %

16a **33 1/3% support test - 2017.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b **33 1/3% support test - 2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a **10% -facts-and-circumstances test - 2017.** 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

b **10% -facts-and-circumstances test - 2016.** 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

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

**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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2017.** 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

b **33 1/3% support tests - 2016.** 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

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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



**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> 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>b</b> A family member of a person described in (a) above?		
<b>c</b> 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.		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> 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.		
<b>2</b> 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.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> 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).		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> 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?		
<b>2</b> 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).		
<b>3</b> 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.		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
<b>b</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.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
<b>b</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.		

**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	<b>Adjusted Net Income</b> (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	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> 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	<b>Minimum Asset Amount</b> (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	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7  Check here if the current year is the organization's first as a non functionally integrated Type III supporting organization (see instructions)

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 <b>Total annual distributions.</b> 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 2017 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-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j <b>Remainder</b> Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7	\$		
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c <b>Remainder</b> Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, 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 2017. Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 <b>Excess distributions carryover to 2018.</b> Add lines 3j and 4c			
8 <b>Breakdown of line 7</b>			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			



**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No 1545-0047

**2017**

Open to Public Inspection

Name of the organization

**ROCKY MOUNTAIN HEALTH FOUNDATION**

Employer identification number

**84-1424932**

**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)

Preservation of land for public use (e.g., recreation or education)  Preservation of a historically important land area

Protection of natural habitat  Preservation of a certified historic structure

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?  Yes  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)?  Yes  No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

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

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

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Temporarily restricted endowment ▶ \_\_\_\_\_ %

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)		
3a(ii)		
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				
d Equipment				
e Other				

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

**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)		
<b>Total (Col. (b) must equal Form 990, Part X, col. (B) line 12 ) ▶</b>		

**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)		
<b>Total (Col. (b) must equal Form 990, Part X, col. (B) line 13 ) ▶</b>		

**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) ESCROW RECEIVABLE	5,962,453.
(2) PREPAID EXPENSES	1,295.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total. (Column (b) must equal Form 990, Part X, col. (B) line 15 ) ▶</b>	
	5,963,748.

**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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total. (Column (b) must equal Form 990, Part X, col. (B) line 25 ) ▶</b>	

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





**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**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](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Open to Public  
Inspection

Name of the organization

**ROCKY MOUNTAIN HEALTH FOUNDATION**

Employer identification number  
**84-1424932**

**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 non-cash assistance	(h) Purpose of grant or assistance
WESTERN COLORADO CENTER FOR THE ARTS, INC. - 1803 N. 7TH STREET - GRAND JUNCTION, CO 81501	84-0579106	501(C)(3)	5,000.	0.			THE ARTABILITY PROGRAM
BLACK CANYON BOYS & GIRLS CLUB, INC. - PO BOX 1907 - MONTROSE, CO 81402	84-1508048	501(C)(3)	5,000.	0.			PURCHASE OF REPLACEMENT BUS
JOHN MCCONNELL MATH & SCIENCE CENTER OF WESTERN COLORADO INC. - 2660 UNAWEEP AVENUE - GRAND JUNCTION, CO 81503	20-1641549	501(C)(3)	502,500.	0.			CAPITAL IMPROVEMENT PROJECT
COLORADO PLATEAU MOUNTAIN-BIKE TRAIL ASSOCIATION (COPMOBA) - PO BOX 4602 - GRAND JUNCTION, CO 81502	84-1130981	501(C)(3)	5,000.	0.			GRAND VALLEY CANYONS CHAPTER
MESA LAND TRUST 1006 MAIN ST GRAND JUNCTION, CO 81501	74-2155358	501(C)(3)	20,000.	0.			GENERAL SUPPORT

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

3 Enter total number of other organizations listed in the line 1 table

▶ 5.  
▶ 0.

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

Schedule I (Form 990) (2017)

**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 non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

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

**PART I, LINE 2:**

THE ORGANIZATION'S BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE REVIEW THE UNDERLYING MERIT OF AN ORGANIZATION'S REQUEST PRIOR TO GRANTING FUNDS. THE BOARD, ITS COMMITTEES AND/OR MANAGEMENT ALSO MONITOR AND INQUIRE ON THE UNDERLYING PROGRAM AS A WHOLE.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

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Open to Public  
Inspection

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ROCKY MOUNTAIN HEALTH FOUNDATION

Employer identification number

84-1424932

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

HEALTHCARE APPROACHES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

VARIOUS OTHER MEDICAL AND WELLNESS PROGRAMS.

FORM 990, PART VI, SECTION A, LINE 4:

THE BYLAWS WERE REVISED IN 2017.

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

ROCKY MOUNTAIN HEALTH FOUNDATION (THE "FOUNDATION") (A 501(C)(3)  
ORGANIZATION) ENTERED INTO A STOCK PURCHASE AGREEMENT (SPA) WITH UNITED  
HEALTHCARE SERVICES INC. ("UHS") UPON CLOSING ON MARCH 1, 2017, ROCKY  
MOUNTAIN HEALTH ORGANIZATION (RMHMO) CONVERTED TO A FOR-PROFIT CORPORATION  
AND TRANSFERRED ITS CAPITAL STOCK TO THE FOUNDATION. UHS THEN ACQUIRED ALL  
THE ISSUED AND OUTSTANDING STOCK OF RMHMO FROM THE FOUNDATION. THE  
CONVERSION WAS APPROVED BY THE ATTORNEY GENERAL OF THE STATE OF COLORADO BY  
AN ORDER DATED 2/9/17.

PRIOR TO CLOSING OF THE TRANSACTION, THE FOUNDATION WAS CONTROLLED BY  
RMHMO, WHICH APPOINTED ALL ITS DIRECTORS.

AFTER CLOSING, THE FOUNDATION IS INDEPENDENT FROM UHS AND RMHMO.

FORM 990, PART VI, SECTION B, LINE 11B:

THE ENTIRE 990 IS DISTRIBUTED TO EACH DIRECTOR. EACH DIRECTOR IS GIVEN THE

Name of the organization

ROCKY MOUNTAIN HEALTH FOUNDATION

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84-1424932

OPPORTUNITY TO ASK QUESTIONS AND/OR PROVIDE COMMENTS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

THE BOARD OF DIRECTORS AND OFFICERS OF THE ORGANIZATION ARE REQUIRED TO COMPLETE A CONFLICT OF INTEREST FORM EACH YEAR DISCLOSING ANY CONFLICTS OF INTEREST THAT EXIST. THESE ARE REVIEWED ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15B:

COMPENSATION WAS DETERMINED BY USING A MOUNTAIN STATES EMPLOYER COUNCIL STUDY.

FORM 990, PART VI, SECTION C, LINE 19:

COPIES OF THE GOVERNING DOCUMENTS, POLICIES, AND FINANCIAL STATEMENTS ARE PROVIDED UPON REQUEST TO THE EXTENT REQUIRED BY APPLICABLE LAW.

FORM 990, PART VII, SECTION A:

THE SALARY AMOUNT SHOWN FOR LISA FENTON-FREE REPRESENTS GROSS SALARY. \$41,626 OF THE SALARY IS ALLOCATED TO THE FOUNDATION ACTIVITIES AND IS PAID FOR BY ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION FOR THE MONTHS OF JANUARY AND FEBRUARY. FOR THE REMAINING 10 MONTHS OF 2017, THE FOUNDATION COVERED ALL SALARIES FOR THE EXECUTIVE DIRECTOR, EXECUTIVE ADMINISTRATIVE ASSISTANT, AND THE GRANT DIRECTOR.

REPORTABLE COMPENSATION FROM RELATED ORGANIZATION WAS PAID BY ROCKY MOUNTAIN HEALTH MANAGEMENT CORPORATION.

Name of the organization

ROCKY MOUNTAIN HEALTH FOUNDATION

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84-1424932

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONSULTING:

PROGRAM SERVICE EXPENSES	411,633.
MANAGEMENT AND GENERAL EXPENSES	2,500.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	414,133.

OTHER PROFESSIONAL FEES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	29,204.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	29,204.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	443,337.

FORM 990, PART VI, SECTION A, LINE 4, REVISED BYLAWS:

ARTICLE I

OFFICES

ADDED: THE CORPORATION SHALL CONTINUOUSLY MAINTAIN IN COLORADO A REGISTERED AGENT AND A REGISTERED OFFICE IN ACCORDANCE WITH COLORADO LAW.

ARTICLE II

COMPLETELY REVISED AND REPLACED WITH:

SECTION 1. DESIGNATION. THE CORPORATION SHALL BE MANAGED BY A BOARD OF

Name of the organization

ROCKY MOUNTAIN HEALTH FOUNDATION

Employer identification number

84-1424932

DIRECTORS, WHO SHALL EACH HAVE ONE VOTE IN THE CONDUCT OF THE AFFAIRS OF THE CORPORATION. THERE SHALL NOT BE ANY MEMBERS OF THE CORPORATION.

SECTION 2. PROPERTY INTEREST OF DIRECTORS. NO DIRECTOR OF THE CORPORATION SHALL HAVE ANY RIGHT, TITLE, OR INTEREST IN OR TO ANY REAL OR PERSONAL PROPERTY OR OTHER ASSETS OF THE CORPORATION DURING ITS EXISTENCE, OR UPON THE DISSOLUTION OF THE CORPORATION.

SECTION 3. NON-LIABILITY FOR DEBTS. THE PRIVATE PROPERTY OF THE DIRECTORS SHALL BE EXEMPT FROM EXECUTION OR OTHER LIABILITY FOR ANY DEBTS OF THE CORPORATION AND NO DIRECTOR SHALL BE LIABLE OR RESPONSIBLE FOR THE DEBTS OR LIABILITIES OF THE CORPORATION.

SECTION 4. INDEPENDENCE. A MAJORITY OF THE DIRECTORS OF THE CORPORATION SHALL BE "INDEPENDENT MEMBERS OF THE GOVERNING BOARD" OF THE CORPORATION AS DEFINED IN THE INSTRUCTIONS TO IRS FORM 990 RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX. IN ADDITION, NO PERSON SHALL BE ELIGIBLE TO SERVE AS A DIRECTOR OR OFFICER OF THE CORPORATION IF SUCH PERSON IS A DIRECTOR, OFFICER OR EMPLOYEE OF, OR IS OTHERWISE SUBORDINATE TO, ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION, INCORPORATED OR ANY OF ITS SUBSIDIARIES, PARENT ENTITIES OR AFFILIATES (COLLECTIVELY, "RMHMO") OR BY UNITED HEALTHCARE SERVICES, INC. OR ANY OF ITS SUBSIDIARIES, PARENT ENTITIES OR AFFILIATES (COLLECTIVELY, "UNITED"). NOTHING IN THIS SECTION 4 SHALL PREVENT A MEDICAL PROFESSIONAL FROM SERVING AS A DIRECTOR OR OFFICER OF THE CORPORATION SOLELY BECAUSE SUCH PERSON, OR SUCH PERSON'S EMPLOYER, IS A PROVIDER ENTITLED TO PAYMENT OR REIMBURSEMENT FOR MEDICAL SERVICES OR GOODS FROM RMHMO OR UNITED.

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ARTICLE III

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW OR BY THE ARTICLES OF INCORPORATION.

SECTION 2. PERFORMANCE OF DUTIES. A DIRECTOR OF THE CORPORATION SHALL PERFORM HIS OR HER DUTIES AS A DIRECTOR, INCLUDING HIS OR HER DUTIES AS A MEMBER OF ANY COMMITTEE OF THE BOARD OF DIRECTORS UPON WHICH HE OR SHE MAY SERVE, IN GOOD FAITH, IN A MANNER HE OR SHE REASONABLY BELIEVES TO BE IN THE BEST INTERESTS OF THE CORPORATION, AND WITH SUCH CARE AS AN ORDINARILY PRUDENT PERSON IN A LIKE POSITION WOULD USE UNDER SIMILAR CIRCUMSTANCES. BOARD OF DIRECTOR DUTIES ARE:

- 1. HIRE/EVALUATE/TERMINATE EXECUTIVE DIRECTOR
- 2. DEVELOP ANNUAL STRATEGIC PLAN
- 3. DEVELOP ANNUAL BUDGET
- 4. REMOVE/REPLACE BOARD MEMBERS
- 5. ASSURE RESPONSIBLE GRANT MANAGEMENT
- 6. ENSURE THE INTEGRITY OF THE ASSETS

IN PERFORMING HIS OR HER DUTIES, A DIRECTOR SHALL BE ENTITLED TO RELY ON INFORMATION, OPINIONS, REPORTS, OR STATEMENTS, INCLUDING FINANCIAL STATEMENTS AND OTHER FINANCIAL DATA, IN EACH CASE PREPARED OR PRESENTED BY PERSONS AND GROUPS LISTED IN PARAGRAPHS (I), (II) AND (III) OF THIS SECTION 2; BUT HE OR SHE SHALL NOT BE CONSIDERED TO BE ACTING IN GOOD FAITH IF HE OR SHE HAS KNOWLEDGE CONCERNING THE MATTER IN QUESTION THAT WOULD CAUSE SUCH RELIANCE TO BE UNWARRANTED. A PERSON WHO SO PERFORMS HIS OR HER DUTIES SHALL NOT HAVE ANY LIABILITY BY REASON OF BEING OR HAVING BEEN A DIRECTOR OF THE CORPORATION. THOSE PERSONS AND GROUPS ON

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WHOSE INFORMATION, OPINIONS, REPORTS, AND STATEMENTS A DIRECTOR IS ENTITLED TO RELY ARE:

(I) ONE OR MORE OFFICERS OR EMPLOYEES OF THE CORPORATION WHOM THE DIRECTOR REASONABLY BELIEVES TO BE RELIABLE AND COMPETENT IN THE MATTERS PRESENTED;

(II) COUNSEL, PUBLIC ACCOUNTANTS, OR OTHER PERSONS AS TO MATTERS WHICH THE DIRECTOR REASONABLY BELIEVES TO BE WITHIN SUCH PERSONS' PROFESSIONAL OR EXPERT COMPETENCE; OR

(III) A COMMITTEE OF THE BOARD OF DIRECTORS UPON WHICH HE OR SHE DOES NOT SERVE, WHICH COMMITTEE THE DIRECTOR REASONABLY BELIEVES MERITS CONFIDENCE.

SECTION 3. NUMBER AND QUALIFICATIONS. THE NUMBER OF DIRECTORS OF THE CORPORATION ENTITLED TO VOTE SHALL BE FIXED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, PROVIDED THAT THE NUMBER OF SUCH DIRECTORS SHALL NOT BE LESS THAN NINE (9) NOR MORE THAN FIFTEEN (15). WITHIN THE LIMITS ABOVE SPECIFIED, THE NUMBER OF DIRECTORS SHALL BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS. IN THE EVENT OF AN INCREASE OR REDUCTION OF THE NUMBER OF DIRECTORS, THE BOARD OF DIRECTORS SHALL TAKE SUCH ACTIONS WITH RESPECT TO THE TERMS OF THE NEW OR REMOVED DIRECTORSHIPS AS THE BOARD OF DIRECTORS REASONABLY DEEMS NECESSARY TO PRESERVE THE STAGGERED TERMS OF THE DIRECTORS AS SET FORTH IN SECTION 4, BELOW. DIRECTORS SHALL BE TWENTY-ONE (21) YEARS OF AGE OR OLDER, BUT NEED NOT BE RESIDENTS OF THE STATE OF COLORADO. DIRECTORS SHALL BE REMOVABLE IN THE MANNER PROVIDED BY THE COLORADO REVISED NONPROFIT CORPORATION ACT.

SECTION 4. ELECTION AND TERM.

4.1 EACH DIRECTOR SHALL SERVE FOR A TERM OF THREE (3) YEARS; PROVIDED, HOWEVER, THAT THE TERMS OF THE MEMBERS OF THE INITIAL BOARD OF



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DIRECTORS SERVING IMMEDIATELY AFTER THE EFFECTIVE DATE OF THESE AMENDED AND RESTATED BYLAWS SHALL BE STAGGERED SUCH THAT ONE-THIRD OF THE DIRECTORS SHALL INITIALLY SERVE A ONE (1) YEAR TERM, ONE-THIRD OF THE DIRECTORS WILL INITIALLY SERVE A TWO (2) YEAR TERM AND ONE-THIRD OF THE DIRECTORS WILL INITIALLY SERVE A THREE (3) YEAR TERM. THE DIRECTORS WHO SHALL SERVE TERMS OF THE EACH OF THE FOREGOING LENGTHS SHALL BE SELECTED BY RESOLUTION ADOPTED BY A MAJORITY OF THE NUMBER OF VOTING DIRECTORS IN OFFICE. TERMS OF THE DIRECTORS SHALL BE DEEMED TO EXPIRE ON THE DATE OF THE APPLICABLE ANNUAL MEETING OF THE DIRECTORS, AS SPECIFIED IN SECTION 5 UNLESS THE BOARD OF DIRECTORS FAILS TO ELECT A SUCCESSOR FOR THE DIRECTOR'S POSITION AT SUCH MEETING, IN WHICH EVENT THE TERM SHALL CONTINUE UNTIL THE DIRECTOR'S SUCCESSOR HAS BEEN ELECTED AND QUALIFIED. FOR THE AVOIDANCE OF DOUBT, THE TERMS OF THE INITIAL BOARD OF DIRECTORS SHALL EXPIRE ON THE DATE OF THE ANNUAL MEETING OF THE DIRECTORS NEXT FOLLOWING THE FIRST, SECOND OR THIRD ANNIVERSARY, AS APPLICABLE, OF THE EFFECTIVE DATE OF THESE AMENDED AND RESTATED BYLAWS. AT EACH ANNUAL MEETING OF THE DIRECTORS, THE EXISTING DIRECTORS SHALL ELECT DIRECTORS TO FILL THE DIRECTORSHIPS OF THOSE DIRECTORS WHOSE TERMS ARE THEN EXPIRING. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, AND EXCEPT IN THE CASE OF REMOVAL OR RESIGNATION OF A DIRECTOR, EACH DIRECTOR SHALL HOLD OFFICE FOR THE TERM FOR WHICH SUCH DIRECTOR IS ELECTED AND UNTIL SUCH DIRECTOR'S SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED. NO DIRECTOR MAY SERVE MORE THAN TWO (2) TERMS, FOR A TOTAL OF SIX (6) YEARS; PROVIDED, HOWEVER, THAT THOSE DIRECTORS WHOSE INITIAL TERMS ARE FOR ONE (1) YEAR MAY, IN ADDITION TO THEIR ONE-YEAR TERMS, SERVE TWO (2) FULL THREE-YEAR TERMS, FOR A TOTAL OF SEVEN (7) YEARS, AND THOSE DIRECTORS WHOSE INITIAL TERMS ARE FOR TWO (2) YEARS MAY, IN ADDITION TO THEIR TWO-YEAR TERMS, SERVE TWO (2) FULL

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THREE-YEAR TERMS, FOR A TOTAL OF EIGHT (8) YEARS.

4.2 NOTWITHSTANDING THE FOREGOING, IN THE EVENT A MAJORITY OF THE VOTING DIRECTORS ON THE BOARD OF DIRECTORS DETERMINE THAT ONE OR MORE GOVERNMENTAL OR NON-PROFIT ENTITIES SHALL HAVE THE RIGHT TO APPOINT EX-OFFICIO DIRECTORS OF THE BOARD, SUCH APPOINTED DIRECTORS (OTHER THAN THE AG DIRECTOR) SHALL BE VOTING DIRECTORS OF THE BOARD. SUCH VOTING EX-OFFICIO DIRECTORS SHALL BE INCLUDED IN DETERMINING THE TOTAL NUMBER OF DIRECTORS FOR PURPOSES OF SECTION 3.

SECTION 5. REGULAR MEETINGS. THE BOARD OF DIRECTORS SHALL PROVIDE, BY RESOLUTION, THE TIME AND PLACE FOR THE HOLDING OF REGULAR MEETINGS WITHOUT OTHER NOTICE THAN SUCH RESOLUTION. THE FIRST REGULAR MEETING HELD IN THE CALENDAR YEAR SHALL BE THE ANNUAL MEETING.

SECTION 6. SPECIAL MEETINGS. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY OR AT THE REQUEST OF THE EXECUTIVE DIRECTOR, SECRETARY OR ANY TWO (2) DIRECTORS. IF THERE ARE TWO (2) OR FEWER DIRECTORS, ANY DIRECTOR MAY CALL A SPECIAL MEETING OF THE BOARD OF DIRECTORS. THE PERSON OR PERSONS AUTHORIZED TO CALL SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY FIX THE PLACE FOR HOLDING ANY SPECIAL MEETING OF THE BOARD OF DIRECTORS CALLED BY THEM.

SECTION 7. NOTICE. REASONABLE NOTICE OF ANY SPECIAL MEETING (WHICH NEED NOT IN ANY EVENT EXCEED TWO (2) DAYS) SHALL BE GIVEN BY MAIL, E-MAIL, TELECOPY, OR TELEPHONE TO EACH DIRECTOR AT HIS OR HER LAST KNOWN BUSINESS OR RESIDENCE ADDRESS. IF MAILED, SUCH NOTICE IS EFFECTIVE AT THE EARLIER OF: (I) THE DATE RECEIVED; OR (II) FIVE (5) DAYS AFTER MAILING. IF NOTICE IS GIVEN BY E-MAIL, SUCH NOTICE SHALL BE DEEMED TO BE GIVEN WHEN THE E-MAIL IS SHOWN AS DELIVERED TO THE RECEIVING PARTY. IF NOTICE IS GIVEN BY TELECOPY, SUCH NOTICE SHALL BE

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DEEMED GIVEN WHEN SENT IF THE SENDING TELECOPIER RECEIVES AUTOMATIC NOTICE THE TELECOPY HAS BEEN RECEIVED, OTHERWISE SUCH NOTICE SHALL BE DEEMED GIVEN WHEN RECEIVED BY THE RECEIVING TELECOPIER. THE ATTENDANCE OF A DIRECTOR AT A MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING, EXCEPT WHERE A DIRECTOR ATTENDS A MEETING FOR THE EXPRESS PURPOSE OF OBJECTING TO THE MEETING BECAUSE IT IS NOT LAWFULLY CALLED OR CONVENED. THE PURPOSE OF ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS NEED NOT BE SPECIFIED IN THE NOTICE OF SUCH MEETING.

SECTION 8. QUORUM AND MANNER OF ACTING. A MAJORITY OF THE NUMBER OF DIRECTORS IN OFFICE FIXED IN ACCORDANCE WITH SECTION 3 SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS. IF LESS THAN A QUORUM IS PRESENT AT A MEETING, A MAJORITY OF THE DIRECTORS PRESENT MAY ADJOURN THE MEETING FROM TIME TO TIME WITHOUT FURTHER NOTICE. EXCEPT AS OTHERWISE REQUIRED BY LAW OR BY THE ARTICLES OF INCORPORATION, THE ACT OF THE MAJORITY OF THE DIRECTORS PRESENT AT ANY MEETING OF THE BOARD OF DIRECTORS AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE BOARD OF DIRECTORS.

SECTION 9. PRESUMPTION OF ASSENT. A DIRECTOR OF THE CORPORATION WHO IS PRESENT AT A MEETING OF THE BOARD OF DIRECTORS AT WHICH ACTION ON ANY CORPORATE MATTER IS TAKEN SHALL BE PRESUMED TO HAVE ASSENTED TO THE ACTION TAKEN UNLESS (A) AT THE BEGINNING OF THE MEETING OR PROMPTLY UPON HIS OR HER LATER ARRIVAL, THE DIRECTOR OBJECTS TO HOLDING THE MEETING OR TRANSACTING BUSINESS AT THE MEETING BECAUSE OF LACK OF NOTICE OR DEFECTIVE NOTICE, (B) THE DIRECTOR CONTEMPORANEOUSLY REQUESTS THAT HIS OR HER DISSENT OR ABSTENTION AS TO A SPECIFIC ACTION SHALL BE ENTERED IN THE MINUTES OF THE MEETING, OR (C) HE SHALL FILE HIS OR HER WRITTEN DISSENT AS TO A SPECIFIC ACTION WITH THE PERSON ACTING AS THE SECRETARY OF THE MEETING BEFORE THE ADJOURNMENT THEREOF OR SHALL

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FORWARD SUCH DISSENT BY REGISTERED MAIL TO THE SECRETARY OF THE CORPORATION IMMEDIATELY AFTER THE ADJOURNMENT OF THE MEETING. SUCH RIGHT TO DISSENT SHALL NOT APPLY TO A DIRECTOR WHO VOTED IN FAVOR OF SUCH ACTION.

SECTION 10. MEETINGS BY TELECOMMUNICATION. ANY DIRECTOR MAY PARTICIPATE IN A REGULAR OR SPECIAL MEETING BY, OR THE BOARD OF DIRECTORS MAY CONDUCT ANY MEETING THROUGH THE USE OF, ANY MEANS OF COMMUNICATION BY WHICH ALL DIRECTORS PARTICIPATING MAY HEAR EACH OTHER DURING THE MEETING. A DIRECTOR PARTICIPATING IN A MEETING BY THIS MEANS SHALL BE DEEMED TO BE PRESENT IN PERSON AT THE MEETING.

SECTION 11. ACTION BY DIRECTORS WITHOUT A MEETING. ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF THE BOARD OF DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF:

(I) ALL THE MEMBERS OF THE BOARD OF DIRECTORS HAVE EXECUTED A CONSENT TO SUCH ACTION, AND NO MEMBER HAS WITHDRAWN HIS OR HER CONSENT PRIOR TO ALL MEMBERS HAVING CONSENTED TO SUCH ACTION; OR

(II) SUCH ACTION WITHOUT A MEETING IS OTHERWISE ALLOWED TO BE TAKEN UNDER THE COLORADO REVISED NONPROFIT CORPORATIONS ACT, AS AMENDED, PROVIDED THAT ANY NOTICE OF THE ACTION SHALL BE TRANSMITTED BY THE EXECUTIVE DIRECTOR OR BY AT LEAST TWO (2) MEMBERS OF THE BOARD OF DIRECTORS.

SECTION 12. RESIGNATION AND VACANCIES. ANY DIRECTOR MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE EXECUTIVE DIRECTOR OR SECRETARY OF THE CORPORATION. SUCH RESIGNATION SHALL TAKE EFFECT WHEN THE NOTICE IS RECEIVED BY THE CORPORATION UNLESS THE NOTICE SPECIFIES A LATER EFFECTIVE DATE; AND UNLESS OTHERWISE SPECIFIED THEREIN, THE ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE. IF A VACANCY IN A DIRECTORSHIP OCCURS DURING THE TERM OF THE DIRECTORSHIP,

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THE REMAINING DIRECTORS SHALL FILL THE VACANCY. ANY DIRECTORSHIP TO BE FILLED BY REASON OF AN INCREASE IN THE NUMBER OF DIRECTORS SHALL BE FILLED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE AT A REGULAR MEETING OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE. A DIRECTOR CHOSEN TO FILL A VACANCY, OR A NEWLY CREATED DIRECTORSHIP SHALL HOLD OFFICE FOR THE REMAINDER OF THE TERM APPLICABLE TO THE DIRECTORSHIP WHICH HE OR SHE FILLS AND UNTIL SUCH DIRECTOR'S SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, ANY PARTIAL TERM SERVED BY A DIRECTOR AS A RESULT OF FILLING A VACANCY OR A NEWLY CREATED DIRECTORSHIP SHALL NOT COUNT TOWARD THE TWO-TERM LIMIT SET FORTH IN SECTION 4.

SECTION 13. CONFLICTS OF INTEREST.

13.1. ANNUAL CONFLICT OF INTEREST STATEMENTS TO ATTORNEY GENERAL. EACH DIRECTOR SHALL COMPLETE, AND THE CORPORATION SHALL FILE WITH THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF COLORADO (THE "ATTORNEY GENERAL") ON OR ABOUT JANUARY 1 OF EACH YEAR THROUGH 2022, A CONFLICT OF INTEREST QUESTIONNAIRE EVIDENCING THAT SUCH DIRECTOR IS FREE OF ANY CONFLICTS WITH RMHMO AND UNITED. THE DIRECTORS SHALL CAUSE THE CORPORATION TO PREPARE AND MAKE EASILY AVAILABLE TO THE PUBLIC ANNUAL REPORTS DETAILING ITS GRANT MAKING FOR THE PREVIOUS YEAR, COMPENSATION, IF ANY TO THE DIRECTORS, AND ADMINISTRATION COSTS FOR AS LONG AS THE CORPORATION IS IN EXISTENCE. THE CORPORATION SHALL POST SUCH ANNUAL REPORTS ON ITS WEBSITE AND MAINTAIN THE PREVIOUS FIVE (5) YEARS OF REPORTS ON ITS WEBSITE.

13.2. CONFLICT OF INTEREST POLICY. THE BOARD OF DIRECTORS SHALL ADOPT AND MAINTAIN A CONFLICT OF INTEREST POLICY THAT IS SUBSTANTIALLY IN THE FORM OF THE CONFLICT OF INTEREST POLICY RECOMMENDED THE UNITED STATES INTERNAL REVENUE SERVICE FOR NONPROFIT TAX EXEMPT ORGANIZATIONS.

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CONSISTENT WITH SUCH POLICY, OFFICERS AND DIRECTORS SHALL, PRIOR TO PARTICIPATING IN ANY TRANSACTION WHICH MAY GIVE RISE TO A CONFLICT OF INTEREST, DISCLOSE THE FACTS AND CIRCUMSTANCES OF SUCH TRANSACTION TO THE BOARD OF DIRECTORS, WHO SHALL CONSIDER SUCH TRANSACTION IN ACCORDANCE WITH SUCH CONFLICT OF INTEREST POLICY. THE BOARD OF DIRECTORS SHALL APPROVE A QUESTIONNAIRE TO BE COMPLETED BY ALL DIRECTORS AND KEY OFFICERS AND EMPLOYEES AT LEAST ANNUALLY WHICH QUESTIONNAIRE SHALL BE FOR THE PURPOSE OF DISCLOSING POSSIBLE CONFLICTS OF INTERESTS THAT THE APPLICABLE PERSON COMPLETING SUCH QUESTIONNAIRE MAY HAVE RELATIVE TO THE CORPORATION. THIS QUESTIONNAIRE MAY BE PART OF THE QUESTIONNAIRE DESCRIBED IN SECTION 13.1.

SECTION 14. EX-OFFICIO MEMBER. IN ADDITION TO THE DIRECTORS SET FORTH ABOVE, THE ATTORNEY GENERAL SHALL BE ENTITLED TO DESIGNATE AN EX-OFFICIO, NONVOTING DIRECTOR (THE "AG DIRECTOR"). THE AG DIRECTOR MAY BE REMOVED, AND A SUCCESSOR AG DIRECTOR MAY BE NAMED BY THE ATTORNEY GENERAL. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS SECTION 14, THE AG DIRECTOR SHALL BE PERMITTED TO FULLY PARTICIPATE IN THE ACTIVITIES OF THE BOARD, AND SHALL HAVE THE SAME RIGHTS, AND BE SUBJECT TO THE SAME OBLIGATIONS, AS THE OTHER DIRECTORS; PROVIDED, HOWEVER, THAT THE AG DIRECTOR SHALL NOT BE ENTITLED TO VOTE ON ANY MATTER THAT COMES BEFORE THE BOARD. THE AG DIRECTOR MAY REPORT TO THE ATTORNEY GENERAL ANY INFORMATION THAT THE AG DIRECTOR SEES FIT, PROVIDED THAT SUCH DISCLOSURE DOES NOT VIOLATE ANY FIDUCIARY DUTY OF THE AG DIRECTOR. THE PROVISIONS OF THIS SECTION 14 SHALL EXPIRE, AND THE AG DIRECTOR SHALL BE DEEMED TO HAVE RESIGNED FROM THE BOARD, WITHOUT SUCCESSOR OR REPLACEMENT, EFFECTIVE AS OF THE DATE WHICH IS FIVE (5) YEARS AFTER THE DATE THESE AMENDED AND RESTATED BYLAWS ARE

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ADOPTED.

SECTION 15. WHISTLEBLOWER/DOCUMENT RETENTION. THE BOARD OF DIRECTORS SHALL ADOPT WHISTLEBLOWER AND DOCUMENT RETENTION POLICIES CONSISTENT WITH CURRENT STANDARDS OF GOVERNANCE FOR TAX EXEMPT NONPROFIT CORPORATIONS.

ARTICLE IV

COMMITTEES

SECTION 1. STANDING COMMITTEES. THE CORPORATION SHALL HAVE THREE STANDING COMMITTEES: AN EXECUTIVE COMMITTEE, A FINANCE COMMITTEE AND AN INVESTMENT COMMITTEE.

SECTION 2. ESTABLISHMENT OF ADDITIONAL COMMITTEES. THE BOARD OF DIRECTORS OR THE EXECUTIVE COMMITTEE MAY ESTABLISH STANDING, SPECIAL, AND/OR AD HOC COMMITTEES AS MAY BE DETERMINED NECESSARY, EXCEPT THAT THE ESTABLISHMENT OF STANDING COMMITTEES SHALL REQUIRE APPROVAL OF THE BOARD OF DIRECTORS.

SECTION 3. REMOVAL OF COMMITTEE MEMBERS. AUTHORITY TO APPOINT OR REPLACE THE MEMBERS AND THE CHAIR OF ANY COMMITTEE (OTHER THAN A PERSON HOLDING SUCH POSITION BY VIRTUE OF ANOTHER OFFICE THEY HOLD WITH THE CORPORATION) SHALL REST WITH THE BOARD OF DIRECTORS.

SECTION 4. COMPOSITION AND FUNCTIONS. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED HEREIN, A COMMITTEE MEMBER MAY, BUT NEED NOT, BE A MEMBER OF THE BOARD OF DIRECTORS. EACH COMMITTEE SHALL HAVE AND EXERCISE SUCH POWERS, IN ADDITION TO THOSE SET FORTH IN THESE BYLAWS, AS SHALL BE CONFERRED BY RESOLUTION OF THE BOARD OF DIRECTORS, EXCEPT AS MAY BE LIMITED BY STATUTE. SUCH DELEGATION OF AUTHORITY SHALL NOT RELIEVE THE

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BOARD OF DIRECTORS OR ANY MEMBER THEREOF FROM ANY RESPONSIBILITY IMPOSED BY LAW. A MAJORITY OF ANY COMMITTEE MAY DETERMINE ITS ACTION, UNLESS PROVIDED OTHERWISE BY THE BOARD OF DIRECTORS. VACANCIES IN ANY COMMITTEE SHALL BE FILLED BY APPOINTMENTS MADE BY THE BOARD OF DIRECTORS. EACH COMMITTEE SHALL KEEP A WRITTEN RECORD OF ITS ACTS AND PROCEEDINGS AND SHALL SUBMIT SUCH RECORD TO THE BOARD OF DIRECTORS ON REQUEST.

SECTION 5 MEETINGS; NOTICE. REGULAR MEETINGS OF ANY COMMITTEE MAY BE HELD WITHOUT NOTICE AT SUCH TIMES AND PLACES AS THE COMMITTEE MAY FIX FROM TIME TO TIME BY RESOLUTION. SPECIAL MEETINGS OF ANY COMMITTEE MAY BE CALLED BY ANY MEMBER THEREOF UPON NOT LESS THAN ONE (1) DAYS' NOTICE STATING THE PLACE, DATE AND HOUR OF THE MEETING. SUCH NOTICE SHALL BE GIVEN BY MAIL, E-MAIL, TELECOPY, OR TELEPHONE TO EACH COMMITTEE MEMBER AT HIS OR HER LAST KNOWN BUSINESS OR RESIDENCE ADDRESS. IF MAILED, SUCH NOTICE IS EFFECTIVE AT THE EARLIER OF: (I) THE DATE RECEIVED; OR (II) FIVE (5) DAYS AFTER MAILING. IF NOTICE IS GIVEN BY E-MAIL, SUCH NOTICE SHALL BE DEEMED TO BE GIVEN WHEN THE E-MAIL IS SHOWN AS DELIVERED TO THE RECEIVING PARTY. IF NOTICE IS GIVEN BY TELECOPY, SUCH NOTICE SHALL BE DEEMED GIVEN WHEN SENT IF THE SENDING TELECOPIER RECEIVES AUTOMATIC NOTICE THE TELECOPY HAS BEEN RECEIVED, OTHERWISE SUCH NOTICE SHALL BE DEEMED GIVEN WHEN RECEIVED BY THE RECEIVING TELECOPIER. THE ATTENDANCE OF A COMMITTEE MEMBER AT A MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING, EXCEPT WHERE A COMMITTEE MEMBER ATTENDS A MEETING FOR THE EXPRESS PURPOSE OF OBJECTING TO THE MEETING BECAUSE IT IS NOT LAWFULLY CALLED OR CONVENED. THE PURPOSE OF ANY REGULAR OR SPECIAL COMMITTEE MEETING NEED NOT BE SPECIFIED IN THE NOTICE OF SUCH MEETING.



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SECTION 6 EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE SHALL BE COMPRISED OF SEVEN (7) PERSONS DESIGNATED BY THE BOARD OF DIRECTORS INCLUDING THE CHAIRS OF THE FINANCE COMMITTEE AND THE INVESTMENT COMMITTEE. ONLY DIRECTORS OF THE CORPORATION MAY BE MEMBERS OF THE EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE SHALL HAVE ALL OF THE POWER AND AUTHORITY OF THE BOARD OF DIRECTORS BETWEEN MEETINGS OF THE BOARD, EXCEPT AS PROHIBITED BY THE COLORADO REVISED NONPROFIT CORPORATION ACT. NOTWITHSTANDING THE FOREGOING, THE EXECUTIVE COMMITTEE SHALL HAVE NO AUTHORITY TO MAKE DECISIONS ON MATTERS AFFECTING THE FUNDAMENTAL GOVERNANCE OF THE CORPORATION, WHICH CANNOT BE, AND ARE NOT, DELEGATED TO THE EXECUTIVE COMMITTEE.

SECTION 7 FINANCE COMMITTEE. THE FINANCE COMMITTEE SHALL BE COMPRISED OF FIVE (5) PERSONS DESIGNATED BY THE BOARD OF DIRECTORS, INCLUDING THE TREASURER. THE FINANCE COMMITTEE SHALL BE RESPONSIBLE FOR (A) RECOMMENDING AN ANNUAL BUDGET TO THE BOARD OF DIRECTORS, (B) OVERSEEING ALL OF THE CORPORATION'S FINANCIAL AFFAIRS, (C) OVERSEEING COMPLIANCE BY THE CORPORATION WITH GRANT OBLIGATIONS, (D) VERIFYING THAT EXPENDITURES OF THE CORPORATION ARE MADE IN ACCORDANCE WITH THE APPROVED BUDGET (AS IT MAY BE AMENDED BY THE BOARD OF DIRECTORS), (E) SERVING AS THE AUDIT COMMITTEE, AND (F) REVIEWING PERIODICALLY THE ADEQUACY OF THE RESOURCES OF THE CORPORATION FOR ITS MISSION.

SECTION 8 INVESTMENT COMMITTEE. THE INVESTMENT COMMITTEE SHALL BE COMPRISED OF FIVE (5) PERSONS DESIGNATED BY THE BOARD OF DIRECTORS, INCLUDING THE CHAIR AND THE TREASURER. THE INVESTMENT COMMITTEE SHALL ADVISE THE BOARD OF DIRECTORS CONCERNING THE INVESTMENT, MANAGEMENT AND DISTRIBUTION OF CORPORATION ASSETS INCLUDING, WITHOUT LIMITATION THE

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DEVELOPMENT, ADOPTION AND MAINTENANCE OF AN INVESTMENT POLICY, AND THE MONITORING OF INVESTMENTS WITH RESPECT TO SUCH POLICY. THE INVESTMENT COMMITTEE SHALL IMPLEMENT POLICIES FOR THE ACCEPTANCE, ACCUMULATION AND DISTRIBUTION OF ASSETS, INCLUDING A GIFT ACCEPTANCE POLICY, ENDOWMENT DECLARATIONS AND AGREEMENTS, DISTRIBUTION POLICIES, AND POLICIES FOR THE REVIEW OF FUNDING REQUESTS FOR CORPORATION PROGRAMS AND ACTIVITIES. THE FUNDING POLICIES SHALL PROVIDE THAT, DURING ANY CALENDAR YEAR, IN ADDITION TO OTHER MONIES THAT THE CORPORATION MAY HAVE AND SPEND, THE CORPORATION SHALL NOT SPEND MORE THAN \_\_\_\_\_ PERCENT ( % ) OF THE TOTAL NET AMOUNT THE CORPORATION RECEIVED FROM THE SALE OF STOCK THE CORPORATION OWNED IN ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION, INCORPORATED LESS ALL EXPENSES INCURRED BY THE CORPORATION WITH SUCH SALE; PROVIDED, HOWEVER THAT UPON APPROVAL OF MORE THAN TWO-THIRD (2/3) OF THE DIRECTORS THEN IN OFFICE, THE CORPORATION'S EXPENDITURES MAY EXCEED THE LIMITS SET FORTH IN THIS SENTENCE.

SECTION 9 MEETINGS BY TELECOMMUNICATION. ANY PERSON MAY PARTICIPATE IN A REGULAR OR SPECIAL MEETING BY, OR ANY COMMITTEE MAY CONDUCT ANY MEETING THROUGH THE USE OF, ANY MEANS OF COMMUNICATION BY WHICH ALL PERSONS PARTICIPATING MAY HEAR EACH OTHER DURING THE MEETING. A PERSON PARTICIPATING IN A MEETING BY THIS MEANS SHALL BE DEEMED TO BE PRESENT IN PERSON AT THE MEETING.

SECTION 10. ACTION BY DIRECTORS WITHOUT A MEETING. ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF ANY COMMITTEE MAY BE TAKEN WITHOUT A MEETING IF:

(I) ALL THE MEMBERS OF THE COMMITTEE HAVE EXECUTED A CONSENT TO SUCH ACTION, AND NO MEMBER HAS WITHDRAWN HIS OR HER CONSENT PRIOR TO ALL MEMBERS HAVING CONSENTED TO SUCH ACTION; OR

(II) SUCH ACTION WITHOUT A MEETING IS OTHERWISE ALLOWED TO BE TAKEN

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UNDER THE COLORADO REVISED NONPROFIT CORPORATIONS ACT, AS AMENDED,  
PROVIDED THAT ANY NOTICE OF THE ACTION SHALL BE TRANSMITTED BY THE  
EXECUTIVE DIRECTOR OR BY AT LEAST TWO (2) MEMBERS OF THE COMMITTEE.

## ARTICLE V

## OFFICERS

SECTION 1.OFFICERS. THE OFFICERS OF THE CORPORATION SHALL BE A CHAIR,  
A VICE CHAIR, A SECRETARY, AND A TREASURER. THE OFFICERS SHALL BE  
NATURAL PERSONS TWENTY-ONE (21) YEARS OF AGE OR OLDER. ANY TWO OR MORE  
OFFICES MAY BE HELD BY THE SAME PERSON. THESE OFFICERS SHALL BE  
ELECTED ANNUALLY BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS OR  
AN OFFICER OR OFFICERS AUTHORIZED BY THE BOARD OF DIRECTORS MAY APPOINT  
SUCH OTHER OFFICERS OR ASSISTANT OFFICERS AS THEY MAY CONSIDER  
NECESSARY. EACH OFFICER SHALL HOLD OFFICE UNTIL THE FIRST OF THE  
FOLLOWING TO OCCUR: THE TIME AT WHICH HIS OR HER SUCCESSOR SHALL HAVE  
BEEN DULY ELECTED AND SHALL HAVE QUALIFIED; HIS OR HER DEATH; OR THE  
TIME AT WHICH HIS OR HER RESIGNATION OR REMOVAL IS EFFECTIVE.

SECTION 2.RESIGNATION, REMOVAL AND VACANCIES. AN OFFICER MAY RESIGN  
AT ANY TIME BY GIVING WRITTEN NOTICE OF RESIGNATION TO THE CORPORATION.  
THE RESIGNATION IS EFFECTIVE WHEN THE NOTICE IS RECEIVED BY THE  
CORPORATION UNLESS THE NOTICE SPECIFIES A LATER EFFECTIVE DATE. ANY  
OFFICER MAY BE REMOVED BY THE BOARD OF DIRECTORS, OR BY THE EXECUTIVE  
COMMITTEE, IF ANY, OR BY ANOTHER OFFICER IF SO SPECIFIED IN THESE  
BYLAWS OR BY THE BOARD OF DIRECTORS, WHENEVER IN ITS JUDGMENT THE BEST  
INTERESTS OF THE CORPORATION WILL BE SERVED THEREBY.

SECTION 3.CHAIR. THE CHAIR SHALL BE ELECTED FROM AMONG THE MEMBERSHIP  
OF THE BOARD OF DIRECTORS. HE OR SHE SHALL PRESIDE AT ALL MEETINGS OF  
THE BOARD OF DIRECTORS, AND OF ANY EXECUTIVE COMMITTEE. HE OR SHE

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SHALL PERFORM SUCH OTHER DUTIES AND FUNCTIONS AS SHALL BE ASSIGNED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. THE CHAIR SHALL BE, EX OFFICIO, A MEMBER OF ALL STANDING COMMITTEES. DURING THE ABSENCE OR DISABILITY OF THE EXECUTIVE DIRECTOR, OR WHILE SUCH OFFICE IS VACANT, THE CHAIR SHALL EXERCISE ALL OF THE POWERS AND DISCHARGE ALL OF THE DUTIES OF THE EXECUTIVE DIRECTOR.

SECTION 4. VICE CHAIR. THE VICE CHAIR SHALL BE ELECTED FROM AMONG THE MEMBERSHIP OF THE BOARD OF DIRECTORS. DURING THE ABSENCE OR DISABILITY OF THE CHAIR, OR WHILE SUCH OFFICE IS VACANT, THE VICE CHAIR SHALL EXERCISE ALL THE POWERS AND DISCHARGE ALL OF THE DUTIES OF THE CHAIR. HE OR SHE SHALL PERFORM SUCH OTHER DUTIES AND FUNCTIONS AS SHALL BE ASSIGNED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. HE OR SHE SHALL BE, EX OFFICIO, A MEMBER OF ALL STANDING COMMITTEES.

SECTION 5. SECRETARY. THE SECRETARY SHALL (I) PREPARE AND MAINTAIN AS PERMANENT RECORDS THE MINUTES OF THE PROCEEDINGS OF THE BOARD OF DIRECTORS, A RECORD OF ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS WITHOUT A MEETING, A RECORD OF ALL ACTIONS TAKEN BY A COMMITTEE OF THE BOARD OF DIRECTORS IN PLACE OF THE BOARD OF DIRECTORS ON BEHALF OF THE CORPORATION, AND A RECORD OF ALL WAIVERS OF NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS OR ANY COMMITTEE THEREOF, (II) SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THE PROVISIONS OF THESE BYLAWS AND AS REQUIRED BY LAW, (III) SERVE AS CUSTODIAN OF THE CORPORATE RECORDS AND OF THE SEAL OF THE CORPORATION AND AFFIX THE SEAL TO ALL DOCUMENTS WHEN AUTHORIZED BY THE BOARD OF DIRECTORS, (IV) MAINTAIN AT THE CORPORATION'S PRINCIPAL OFFICE THE ORIGINALS OR COPIES OF THE CORPORATION'S ARTICLES OF INCORPORATION, BYLAWS, A LIST OF THE NAMES AND BUSINESS ADDRESSES OF THE CURRENT DIRECTORS AND OFFICERS, A COPY OF THE CORPORATION'S MOST RECENT CORPORATE REPORT FILED WITH THE SECRETARY

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OF STATE, AND FINANCIAL STATEMENTS SHOWING IN REASONABLE DETAIL THE CORPORATION'S ASSETS AND LIABILITIES AND RESULTS OF OPERATIONS FOR THE LAST THREE YEARS, (V) AUTHENTICATE RECORDS OF THE CORPORATION, AND (VI) IN GENERAL, PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF SECRETARY AND SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED BY THE EXECUTIVE DIRECTOR OR THE BOARD OF DIRECTORS. ASSISTANT SECRETARIES, IF ANY, SHALL HAVE THE SAME DUTIES AND POWERS, SUBJECT TO SUPERVISION BY THE SECRETARY. THE BOARD OF DIRECTORS MAY DESIGNATE A PERSON OTHER THAN THE SECRETARY OR AN ASSISTANT SECRETARY TO KEEP THE MINUTES OF THEIR MEETINGS.

SECTION 6. TREASURER. THE TREASURER SHALL (I) HAVE CUSTODY OF, AND WHEN PROPER MAY PAY OUT, DISBURSE OR OTHERWISE DISPOSE OF, ALL FUNDS AND SECURITIES OF THE CORPORATION WHICH MAY HAVE COME INTO HIS OR HER HANDS; (II) RECEIVE AND GIVE RECEIPTS FOR MONEYS DUE AND PAYABLE TO THE CORPORATION, AND DEPOSIT ALL SUCH MONEYS IN THE NAME OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITARIES AS SHALL BE SELECTED BY THE BOARD OF DIRECTORS; (III) ENTER OR CAUSE TO BE ENTERED REGULARLY IN THE BOOKS OF THE CORPORATION KEPT FOR THAT PURPOSE FULL AND ACCURATE ACCOUNTS OF ALL MONEYS RECEIVED OR PAID OR OTHERWISE DISPOSED OF BY HIM OR HER; AND (IV) IN GENERAL PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF TREASURER AND SUCH OTHER DUTIES AS MAY BE ASSIGNED TO HIM OR HER FROM TIME TO TIME BY THE BOARD OF DIRECTORS OR THE EXECUTIVE DIRECTOR.

SECTION 7. ADDITIONAL OFFICERS. THE CORPORATION SHALL HAVE SUCH OTHER OFFICERS, INCLUDING, BUT NOT LIMITED TO, AN EXECUTIVE DIRECTOR, ONE OR MORE VICE-EXECUTIVE DIRECTORS, ASSISTANT TREASURERS, AND ASSISTANT SECRETARIES, AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DEEM ADVISABLE. UNLESS OTHERWISE SPECIFIED BY THE BOARD OF DIRECTORS, ALL

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SUCH OFFICERS SHALL BE ELECTED AND SHALL HOLD OFFICE IN ACCORDANCE WITH SECTION 1. SUCH OFFICERS SHALL PERFORM ALL THE DUTIES NORMALLY INCIDENT TO THEIR OFFICE AND SHALL PERFORM SUCH OTHER DUTIES AS MAY BE ASSIGNED FROM TIME TO TIME BY THE BOARD OF DIRECTORS OR THE EXECUTIVE DIRECTOR.

## ARTICLE VI

## CHECKS AND DEPOSITS

SECTION 1. CHECKS, DRAFTS, ETC. ALL CHECKS, DRAFTS OR OTHER ORDERS FOR THE PAYMENT OF MONEY, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION SHALL BE SIGNED BY SUCH OFFICER OR OFFICERS, AGENT OR AGENTS OR THE CORPORATION AND IN SUCH MANNER AS SHALL FROM TIME TO TIME BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 2. DEPOSITS. ALL FUNDS OF THE CORPORATION NOT OTHERWISE EMPLOYED MAY BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT.

## ARTICLE VII

## INDEMNIFICATION

SECTION 1. GENERAL RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS. THE CORPORATION SHALL INDEMNIFY ANY PERSON WHO IS OR WAS A PARTY, OR IS THREATENED TO BE MADE A PARTY, TO ANY PROCEEDING BY REASON OF THE FACT THAT SUCH PERSON IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES), LIABILITY, JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH SUCH PROCEEDING IF SUCH PERSON (I) ACTED IN GOOD FAITH; (II) REASONABLY BELIEVED, IN THE CASE OF CONDUCT

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IN AN OFFICIAL CAPACITY WITH THE CORPORATION, THAT THE CONDUCT WAS IN THE BEST INTERESTS OF THE CORPORATION, AND, IN ALL OTHER CASES, THAT THE CONDUCT WAS AT LEAST NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION; AND (III) WITH RESPECT TO ANY CRIMINAL PROCEEDING, HAD NO REASONABLE CAUSE TO BELIEVE THAT THE CONDUCT WAS UNLAWFUL. HOWEVER, NO PERSON SHALL BE ENTITLED TO INDEMNIFICATION UNDER THIS SECTION 1 EITHER (A) IN CONNECTION WITH A PROCEEDING BROUGHT BY OR IN THE RIGHT OF THE CORPORATION IN WHICH THE DIRECTOR OR OFFICER WAS ADJUDGED LIABLE TO THE CORPORATION; OR (B) IN CONNECTION WITH ANY OTHER PROCEEDING CHARGING IMPROPER PERSONAL BENEFIT TO THE DIRECTOR OR OFFICER, WHETHER OR NOT INVOLVING ACTION IN THAT PERSON'S OFFICIAL CAPACITY, IN WHICH THE OFFICER OR DIRECTOR IS ULTIMATELY ADJUDGED LIABLE ON THE BASIS THAT THE DIRECTOR OR OFFICER IMPROPERLY RECEIVED PERSONAL BENEFIT.

INDEMNIFICATION UNDER THIS SECTION 1 IN CONNECTION WITH A PROCEEDING BROUGHT BY OR IN THE RIGHT OF THE CORPORATION SHALL BE LIMITED TO REASONABLE EXPENSES INCURRED IN CONNECTION WITH THE PROCEEDING. THE TERMINATION OF ANY ACTION, SUIT, OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, OR CONVICTION OR UPON A PLEA OF NOLO CONTENDER OR ITS EQUIVALENT SHALL NOT OF ITSELF BE DETERMINATIVE THAT THE PERSON DID NOT MEET THE STANDARD OF CONDUCT SET FORTH IN THIS SECTION 1.

SECTION 2. ADVANCE PAYMENT OF EXPENSES AND UNDERTAKING TO REPAY. THE CORPORATION SHALL PAY FOR OR REIMBURSE THE REASONABLE EXPENSES (INCLUDING ATTORNEYS' FEES) INCURRED BY A DIRECTOR OR OFFICER WHO IS A PARTY TO A PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION OF THE PROCEEDING IF (I) THE DIRECTOR OR OFFICER FURNISHES THE CORPORATION A WRITTEN AFFIRMATION OF THE DIRECTOR'S OR OFFICER'S GOOD FAITH BELIEF THAT THE PERSON HAS MET THE STANDARD OF CONDUCT SET FORTH IN SECTION 1; (II) THE DIRECTOR OR OFFICER FURNISHES THE CORPORATION WITH A WRITTEN

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UNDERTAKING, EXECUTED PERSONALLY OR ON THE DIRECTOR'S OR OFFICER'S BEHALF, TO REPAY THE ADVANCE IF IT IS DETERMINED THAT THE PERSON DID NOT MEET THE STANDARD OF CONDUCT SET FORTH IN SECTION 1, WHICH UNDERTAKING SHALL BE AN UNLIMITED GENERAL OBLIGATION OF THE DIRECTOR OR OFFICER BUT WHICH NEED NOT BE SECURED AND WHICH MAY BE ACCEPTED WITHOUT REFERENCE TO FINANCIAL ABILITY TO MAKE REPAYMENT; AND (III) A DETERMINATION IS MADE BY THE BOARD OF DIRECTORS THAT THE FACTS THEN KNOWN TO SUCH BODY WOULD NOT PRECLUDE INDEMNIFICATION.

SECTION 3. OTHER EMPLOYEES AND AGENTS. THE CORPORATION MAY INDEMNIFY SUCH OTHER EMPLOYEES AND AGENTS OF THE CORPORATION TO THE SAME EXTENT AND IN THE SAME MANNER AS IS PROVIDED ABOVE IN SECTIONS 1 AND 2 WITH RESPECT TO DIRECTORS AND OFFICERS, BY ADOPTING A RESOLUTION BY A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS SPECIFICALLY IDENTIFYING BY NAME OR BY POSITION THE EMPLOYEES OR AGENTS ENTITLED TO INDEMNIFICATION.

SECTION 4. INSURANCE. THE CORPORATION MAY PURCHASE AND MAINTAIN INSURANCE FOR ITSELF AND ON BEHALF OF ANY PERSON WHO IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR WHO, WHILE A DIRECTOR OR OFFICER OF THE CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE, FIDUCIARY, OR AGENT OF ANOTHER FOREIGN OR DOMESTIC CORPORATION OR OF ANY PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE, OTHER PERSON, OR EMPLOYEE BENEFIT PLAN AGAINST ANY LIABILITY ASSERTED AGAINST OR INCURRED BY HIM OR HER IN ANY SUCH CAPACITY OR ARISING FROM HIS OR HER STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY HIM OR HER AGAINST SUCH LIABILITY.

SECTION 5. NON-EXCLUSIVITY OF RIGHTS. THE FOREGOING RIGHTS OF



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INDEMNIFICATION AND INSURANCE SHALL NOT BE EXCLUSIVE OF, OR IN ANY MANNER LIMIT, OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW, OR TO THE EXTENT NOT PROHIBITED BY LAW, BY A CONTRACT APPROVED BY THE BOARD OF DIRECTORS.

## ARTICLE VIII

## MISCELLANEOUS

SECTION 1. WAIVER OF NOTICE. WHENEVER NOTICE IS REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OR BY THESE BYLAWS, A WAIVER THEREOF IN WRITING SIGNED BY THE PERSON OR PERSONS ENTITLED TO SAID NOTICE, WHETHER BEFORE, AT OR AFTER THE TIME STATED THEREIN, SHALL BE DEEMED THE EQUIVALENT OF GIVING SUCH NOTICE.

SECTION 2. SEAL. THE CORPORATE SEAL OF THE CORPORATION SHALL BE IN SUCH FORM AS THE BOARD OF DIRECTORS SHALL PRESCRIBE. THE SEAL MAY BE USED BY CAUSING IT OR A FACSIMILE THEREOF TO BE IMPRESSED OR AFFIXED OR REPRODUCED OR OTHERWISE.

SECTION 3. FISCAL YEAR. THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE FIRST DAY OF JANUARY AND END ON THE LAST DAY OF THE NEXT DECEMBER, UNLESS OTHERWISE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS.

SECTION 4. AMENDMENTS. THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED BY THE BOARD OF DIRECTORS AT ANY REGULAR MEETING OF THE BOARD OF DIRECTORS OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE.

[SIGNATURE PAGE TO FOLLOW]

## CERTIFICATE

I HEREBY CERTIFY THAT THE FOREGOING BYLAWS, CONSISTING OF THIRTEEN (13) PAGES, INCLUDING THIS PAGE, CONSTITUTE THE AMENDED AND RESTATED BYLAWS OF ROCKY MOUNTAIN HEALTH FOUNDATION, ADOPTED BY THE BOARD OF DIRECTORS

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OF THE CORPORATION AS OF THE 6TH DAY OF DECEMBER 2017 TO BE EFFECTIVE  
ON JANUARY 1, 2018 WHICH SHALL BE THE "EFFECTIVE DATE".

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**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.

OMB No. 1545-0047

**2017**

Open to Public  
Inspection

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**84-1424932**

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**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

**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
ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION - 84-0614905, 2775 CROSSROADS BOULEVARD, GRAND JUNCTION, CO 81506	HEALTH CARE INSURANCE COMPANY	COLORADO	501(C)(4)				<input checked="" type="checkbox"/>

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

Schedule R (Form 990) 2017

**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	

**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
ROCKY MOUNTAIN HEALTHCARE OPTIONS, INC. - 84-1224718, 2775 CROSSROADS BOULEVARD, GRAND JUNCTION, CO 81506	OFFERS ALTERNATIVE HEALTH CARE PRODUCTS IN THE AREA SERVICED	CO	N/A	C CORP	N/A	N/A	N/A		X
CNIC HEALTH SOLUTIONS, INC. - 71-0873411 6251 GREENWOOD PLAZA BLVD, STE 300 GREENWOOD VILLAGE, CO 80111	PROVIDES ADMIN SVCS FOR MEDICAL, DENTAL, AND CONSUMER DRIVEN	CO	N/A	C CORP	N/A	N/A	N/A		X
ROCKY MOUNTAIN HEALTH MANAGEMENT CORP - 84-1009248, 2775 CROSSROADS BLVD, GRAND JUNCTION, CO 81506	PROVIDES MANAGEMENT SERVICES.	CO	N/A	C CORP	N/A	N/A	N/A		X

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

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

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

**a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

**b** Gift, grant, or capital contribution to related organization(s)

**c** Gift, grant, or capital contribution from related organization(s)

**d** Loans or loan guarantees to or for related organization(s)

**e** Loans or loan guarantees by related organization(s)

**f** Dividends from related organization(s)

**g** Sale of assets to related organization(s)

**h** Purchase of assets from related organization(s)

**i** Exchange of assets with related organization(s)

**j** Lease of facilities, equipment, or other assets to related organization(s)

**k** Lease of facilities, equipment, or other assets from related organization(s)

**l** Performance of services or membership or fundraising solicitations for related organization(s)

**m** Performance of services or membership or fundraising solicitations by related organization(s)

**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

**o** Sharing of paid employees with related organization(s)

**p** Reimbursement paid to related organization(s) for expenses

**q** Reimbursement paid by related organization(s) for expenses

**r** Other transfer of cash or property to related organization(s)

**s** Other transfer of cash or property from related organization(s)

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
ROCKY MOUNTAIN HEALTH MAINTENANCE					
(1) ORGANIZATION	O	41,636	SALARIES PAID BY RELATED ORG		X
ROCKY MOUNTAIN HEALTH MAINTENANCE					
(2) ORGANIZATION	C	6,039	CASH CONTRIBUTION		X
ROCKY MOUNTAIN HEALTH MAINTENANCE					
(3) ORGANIZATION	C	31,375,384	STOCK CONTRIBUTION		X
(4)					
(5)					
(6)					



**Part VII** Supplemental Information.

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

**PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:****NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:**

ROCKY MOUNTAIN HEALTHCARE OPTIONS, INC.

EIN: 84-1224718

2775 CROSSROADS BOULEVARD

GRAND JUNCTION, CO 81506

PRIMARY ACTIVITY: OFFERS ALTERNATIVE HEALTH CARE PRODUCTS IN THE AREA  
SERVICED BY RMHMO.DIRECT CONTROLLING ENTITY: ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION,  
INCORPORATED**NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:**

CNIC HEALTH SOLUTIONS, INC.

EIN: 71-0873411

6251 GREENWOOD PLAZA BLVD, STE 300

GREENWOOD VILLAGE, CO 80111

PRIMARY ACTIVITY: PROVIDES ADMIN SVCS FOR MEDICAL, DENTAL, AND CONSUMER  
DRIVEN HEALTH PLANS.

DIRECT CONTROLLING ENTITY: ROCKY MOUNTAIN HEALTHCARE OPTIONS, INC.

**NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:**

ROCKY MOUNTAIN HEALTH MANAGEMENT CORP

EIN: 84-1009248

2775 CROSSROADS BLVD

GRAND JUNCTION, CO 81506

PRIMARY ACTIVITY: PROVIDES MANAGEMENT SERVICES.

DIRECT CONTROLLING ENTITY: ROCKY MOUNTAIN HEALTH MAINTENANCE ORGANIZATION,

**Part VII** Supplemental Information.

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

INCORPORATED

SCHEDULE R PART IV

ROCKY MOUNTAIN HEALTH FOUNDATION (THE "FOUNDATION") (A 501(C)(3) ORGANIZATION) ENTERED INTO A STOCK PURCHASE AGREEMENT (SPA) WITH UNITED HEALTHCARE SERVICES INC. ("UHS") UPON CLOSING ON MARCH 1, 2017, ROCKY MOUNTAIN HEALTH ORGANIZATION (RMHMO) CONVERTED TO A FOR-PROFIT CORPORATION AND TRANSFERRED ITS CAPITAL STOCK TO THE FOUNDATION. UHS THEN ACQUIRED ALL THE ISSUED AND OUTSTANDING STOCK OF RMHMO FROM THE FOUNDATION. THE CONVERSION WAS APPROVED BY THE ATTORNEY GENERAL OF THE STATE OF COLORADO BY AN ORDER DATED 2/9/17.

PRIOR TO CLOSING OF THE TRANSACTION, THE FOUNDATION WAS CONTROLLED BY RMHMO, WHICH APPOINTED ALL ITS DIRECTORS.

AFTER CLOSING, THE FOUNDATION IS INDEPENDENT FROM UHS AND RMHMO.