

NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form

Applicant/Program: Wellspring, Inc./Paving Parking Lot Project
Applicant Requested Amount: \$3,625.00
Appropriation Request Amount: \$3,625.00

Executive Summary of Request

District 11 has agreed to allocate 50% of the cost to resurface the non-profit's parking lot. The total cost of the paving project is \$14,500. Wellsprings plans to raise \$3,625 and Megan Lopp of Cozyside Properties plans to contribute \$7,250 toward the project.

Is this program/project a fundraiser? Yes No
Is this applicant a faith based organization? Yes No
Does this application include funding for sub-grantee(s)? Yes No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

11 District # Kevin Kramer / SWH Primary Sponsor Signature \$3,625 Amount March 16, 2021 Date

Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.
NONE

Approved by:

Appropriations Committee Chairman Date
Final Appropriations Amount: _____

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Legal Name of Applicant Organization Wellspring, Inc.

Program Name and Request Amount Paving Parking Lot Project/\$3,625.00

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	Yes <input type="checkbox"/>
Is the funding proposed by Council Member(s) less than or equal to the request amount?	Yes <input type="checkbox"/>
Is the proposed public purpose of the program viable and well-documented?	Yes <input type="checkbox"/>
Will all of the funding go to programs specific to Louisville/Jefferson County?	Yes <input type="checkbox"/>
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	Yes <input type="checkbox"/>
Has prior Metro Funds committed/granted been disclosed?	Yes <input type="checkbox"/>
Is the application properly signed and dated by authorized signatory?	Yes <input type="checkbox"/>
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	Yes <input type="checkbox"/>
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	N/A <input type="checkbox"/>
Is the entity in good standing with: <ul style="list-style-type: none"> ▶ Kentucky Secretary of State? ▶ Louisville Metro Revenue Commission? ▶ Louisville Metro Government? ▶ Internal Revenue Service? ▶ Louisville Metro Human Relations Commission? 	Yes <input type="checkbox"/>
Is the current Fiscal Year Budget included?	Yes <input type="checkbox"/>
Is the entity's board member list (with term length/term limits) included?	Yes <input type="checkbox"/>
Is recommended funding less than 33% of total agency operating budget?	Yes <input type="checkbox"/>
Does the application budget reflect only the revenue and expenses of the project/program?	Yes <input type="checkbox"/>
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	Yes <input type="checkbox"/>
Is the most recent annual audit (if required by organization) included?	Yes <input type="checkbox"/>
Is a copy of Signed Lease (if rent costs are requested) included?	N/A <input type="checkbox"/>
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	N/A <input type="checkbox"/>
Are the Articles of Incorporation of the Agency included?	Yes <input type="checkbox"/>
Is the IRS Form W-9 included?	Yes <input type="checkbox"/>
Is the IRS Form 990 included?	Yes <input type="checkbox"/>
Are the evaluation forms (if program participants are given evaluation forms) included?	NA <input type="checkbox"/>
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	N/A <input type="checkbox"/>
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	Yes <input checked="" type="checkbox"/> N/A <input type="checkbox"/>

Prepared by: **Scott Harrington**

Date: **March 16, 2021**

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1: APPLICANT ORGANIZATION			
Legal Name of Applicant Organization:		Wellspring, Inc.	
<i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 225 W. Breckinridge Street, Louisville, KY 40203			
Website: www.wellspringky.org			
Applicant Contact:	Katharine Dobbins	Title:	CEO
Phone:	502-753-1450	Email:	Katharine.dobbins@wellspringky.org
Financial Contact:	John R. Alexander	Title:	CFO
Phone:	502-753-1455	Email:	rick.alexander@wellspringky.org
Organization's Representative who attended NDF Training: Katharine R. Dobbins			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s): 3337 Breckenridge Lane, Louisville, KY			
Council District(s):	11	Zip Code(s):	40220
PROGRAM/PROJECT NAME: <i>Paving Parking Lot Project</i>			
Total Request: (\$)	3,625	Total Metro Award (this program) in previous year: (\$)	0
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget)			
<input type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals			
<input checked="" type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) <input checked="" type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if applicable	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
<i>* Please see attached sheet L- ? if list</i>			
Source:	EAF	Amount: (\$)	15,000
Source:	Metro Lou Homeless Initiative	Amount: (\$)	211,670
Source:	CDBG -multiple see attached sheet	Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Our Mission:

Wellspring promotes mental health recovery and supports individuals in building healthy and hopeful lives through behavioral health, housing and employment services.

Wellspring promotes mental health recovery and supports individuals in building healthy and hopeful lives through behavioral health, housing and employment services.

The Organization's overriding philosophy is that persons with psychiatric disability can and do recover from the destabilizing effects of their illnesses. Our goal is to provide an appropriate level of support, coupled with quality, affordable housing to persons in our community affected by mental illness. Our Crisis Stabilization Units help clients address the issues precipitating their crisis in a safe and therapeutic environment and return home as quickly as possible. We take a person centered approach in assisting clients to define and actively pursue their personal recovery goals.

An underlying premise of Wellspring's work is the belief that when persons with mental illness have the stability and dignity of housing, then the work of psychiatric rehabilitation and recovery can begin. Recovery for persons with psychiatric illness does not mean cure; it means developing a satisfying, hopeful and contributing life despite the presence of mental illness. Recovery is a unique process for each person and local communities must respond with an array of options to meet an individual's needs and preferences.

Wellspring supports a systems collaboration approach with other agencies, relevant to meeting client goals and needs. Such collaboration is based upon mutual accountability and the practices of shared planning, learning and assessment. To be successful, Wellspring ensures its employees are adequately trained for their work and that its supportive housing environments are normalizing, attractive and safe. It does so by using a process of program outcome measures for the promotion of organizational accountability and continuous learning and improvement.

Brief History:

Wellspring launched its first program in 1982 with a 15-bed supportive residential program initially funded solely through private donations, Wellspring was the first organization in Kentucky to focus on supportive housing for mentally ill adults. Today, we remain the only agency with a primary focus on housing and intensive support for adults with serious mental illness, many of whom also struggle with substance use disorders and homelessness. We have grown from our humble first program servicing 15 clients to an organization with more than 100 staff members that serves 1000 individuals annually. We operate the area's only two licensed residential psychiatric crisis units, for adults and we are a licensed Behavioral Health Services Organization (BHSO), Wellspring programs are accredited by CARF-- the Council on Accreditation of Rehab Facilities which is an international accrediting body and which requires a comprehensive survey by CARF every three years to maintain accreditation. We own 13 affordable housing sites scattered across Metro Louisville (and one in Shelby County) which provide 80 units of housing. We also work with HUD and Metro Housing Authority to assist eligible (low income, disabled) individuals obtain housing vouchers and locate housing where we will provide ongoing supportive services.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Steve Kerrick	7/2022
Alan MacDonald	7/2022
William Friel	7/2021
Jack Trawick	7/2023
Margaret Pennington	7/2021
Rif El-Mallakh	7/2021
Georg Rapp	annual terms
Rolandas Byrd	7/2023
Serrita Bell	7/2023
Kathleen Cogan	7/2023
Michael Patterson	7/2023
Rich Freeman	7/2023
Curtis Scott	7/2021
Alfred Spotts	7/2024
Josh Lester	7/2023
Rosmond Dolen	7/2024

Describe the Board term limit policy:

Board members may serve up to three consecutive three-year terms and then must roll off for at least one year. They may return for re-election after one year, if desired by them and agreed upon by the Nominating & Governance Committee.

Three Highest Paid Staff Names	Annual Salary
Katharine Dobbins	120,000
John R. Alexander	100,000
Patrick Rhodes	75,000

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION



A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

The request is for assistance in covering the half of our costs of repaving the parking lot at a Wellspring supportive housing program located in a four-plex at 3337 Breckenridge Lane. The parking lot is shared by our property at 3337 Breckenridge Lane and our adjacent neighbor at 3339 Breckenridge Lane. Wellspring is requesting \$3625 and will raise another \$3,265 and our neighbor Cozyside Apartments will add \$7250 which together covers the full cost of \$14,500. Cozyside Apts. will pay the paving company and we will reimburse them 50% of the total costs. Our program at 3337 Breckenridge Lane is home to eight women who are disabled by mental illness. One of the women has lived at this address for more than thirty years, and two others have resided there for more than 25 so there has been a great deal of residential stability. Many of the neighboring apartment buildings have high turnover but that is not the case for the program. We have staff who provide support to the women on a seven day a week basis. Wellspring has owned this property since 1987. Louisville Metro Housing Authority provides housing vouchers for each unit which are critical to affordability for our clients and Wellspring. We have done a great deal of maintenance through the years-- largely thanks to grant funding as the cash flow from tenant rents is very tight given that most of the tenants survive on SSI benefits which equates to annual incomes of less than \$10,000 per person. While we have filled potholes and done minor patching, the parking lot for the building has not been completely repaved in the 34 years that we have owned the property. The adjacent property which shares the lot was sold to new owners this past year and they have reached out to us about sharing the cost to regrade and repave it. There are extremely large potholes in the parking lot which is hard on tenant and staff vehicles. as well as the TARC 3 buses that our clients frequently rely on.

Repaving the lot will improve the curb appeal of the property and increase the safety of those walking and driving.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

The total cost for grading and repaving the parking lot is \$14,500 of which we would be obligated to paying half (\$7,250). The adjacent property owner Megan Lopp of Cozyside Properties will pay the other \$7250. We are requesting ND funds to cover half of our cost which would be \$3,625 and we are committed to fundraising the remaining \$3,625. We have a track record of success in fundraising so we believe we can meet this match, however this past year has been especially challenging due to COVID and a fire we suffered at another property makes our request for assistance more essential than ever. Without NDF we would likely have to delay the project which would be unfortunate given that we have a neighbor who is anxious to work in partnership with us to improve the property for our mutual benefit. To be clear, we are requesting 25% of the total cost from NDF.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

N/A

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

We do not plan to move forward prior to receiving approval for the project. There is that potential since we are working in partnership with a neighboring property owner although we will certainly work with our neighbor to try to delay the paving project until we hear if the project has been approved.

Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

1. 8 women will experience improved quality of life based on their self-report. We will survey them after the project is completed.
2. The appearance of the property will be improved based on before and after photographs
3. Our closest neighbor will express satisfaction with the improvements to our joint lot.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

We have collaborative relationships with the Louisville Coalition for the Homeless, Bridgehaven, University of Louisville Department of Psychiatry, Metro Louisville Office of Resilience and Community Services, St. John's Center for Homeless Men, Metro United Way, KY Department for Behavioral Health & Developmental and Intellectual Disabilities, Family Health Centers/Phoenix Health Center, and others.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 2 - PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column 3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits	0	0	0
B: Rent/Utilities	0	0	0
C: Office Supplies	0	0	0
D: Telephone	0	0	0
E: In-town Travel	0	0	0
F: Client Assistance (See Detailed List on Page 8)	0	0	0
G: Professional Service Contracts	0	0	0
H: Program Materials	0	0	0
I: Community Events & Festivals (See Detailed List on Page 8)	0	0	0
J: Machinery & Equipment	0	0	0
K: Capital Project	3,625	10,875	14500
L: Other Expenses (See Detailed List on Page 8)	0	0	0
*TOTAL PROGRAM/PROJECT FUNDS			
% of Program Budget	25 %	75 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	0
United Way	0
Private Contributions (do not include individual donor names)	3,625
Fees Collected from Program Participants	0
Other (please specify: Cozyside Properties)	7250
Total Revenue for Columns 2 Expenses **	10875

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

**Must equal or exceed total in column 2.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Total			

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency). **See attached page for full text from below.**

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Volunteers will do a Summer/Fall clean up of the []	\$200.00	6 volunteers will donate a minimum []
Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)	\$200.00	Estimated cost of clean-up without volunteers

*** DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK**

Agency Fiscal Year Start Date: July 1

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION (page 9 details)

Wellspring, Inc.

Donor*/Type of Contribution

Volunteers will do a Summer/Fall cleanup of the property after the project is completed.

Value of Contribution

\$200.00

Method of Valuation

6 volunteers will donate a minimum of 2 hours each at a value of \$15 an hour.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 7 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

Standard Certifications

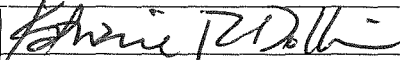
1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

none to my knowledge

SECTION 8 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		Date:	3/10/2021
Legal Signatory: (please print):	Katharine R. Dobbins	Title:	CEO
Phone:	502-753-1450	Extension:	—
Email:	Kathy.dobbins@wellspringky.org		

All Wellspring FY21 Metro Louisville Grants

Amount	Funding Source	Program
35,000.00	CDBG	Pushup: Case management for homeless adults with mental illness and substance use disorders
18,400.00	CDBG	CSU's: Crisis stabilization for homeless adults with mental illness
36,200.00	CDBG - COVID	Van-Safe transportation to healthcare appointments for clients with mental illness
17,000.00	CDBG - COVID	COVID Safe Space -Enable Wellspring to open up a previously unusable space to meet with clients that would allow for social distancing and provide other measures that would increasea safety for FTF meetings
20,000.00	CDBG	Payee Program for homeless adults with mental illness
15,000.00	EAF	WISH-Ardery Case Management for adults with serious mental illness
211,670.00	Homeless Initiative Metro	The Homeless Initiative provides funding for the Assertive Community Treatment Team which is charged with serving some of our communities most ill and disabled homeless adults with serious mental illness and often co-occurring substance abuse.

NDF042821WI11

Estimate

Schark Paving and Concrete Services
 Schark Services
 6605 Silver Lace Ct
 Louisville Ky 40228



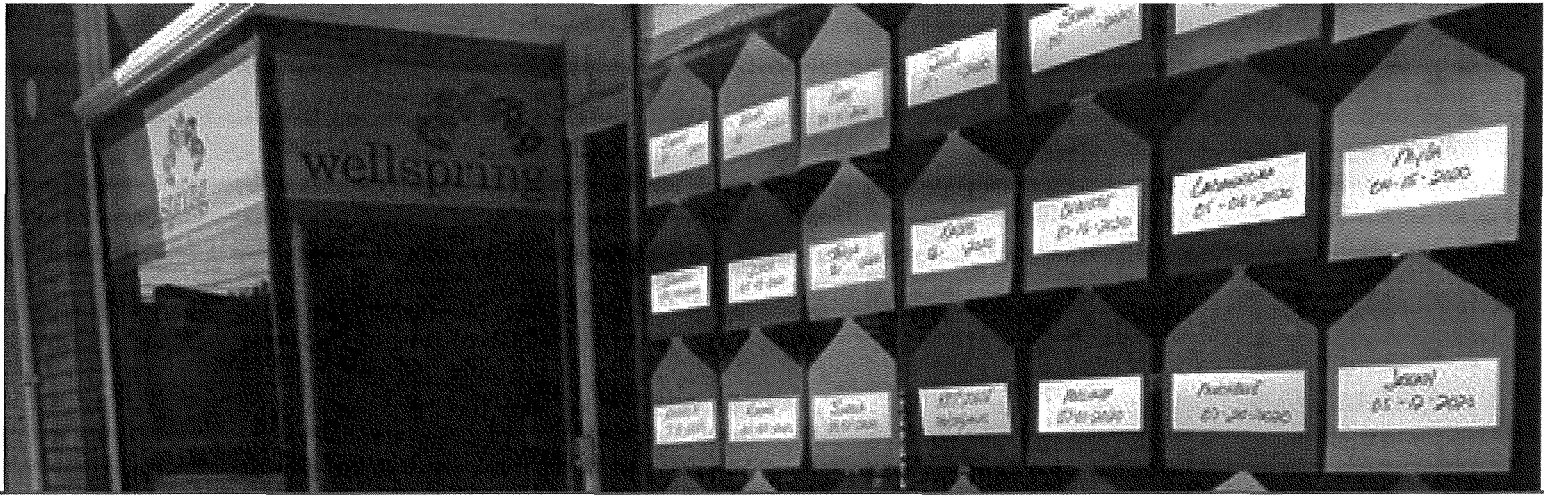
SERVICES
 COMMERCIAL MAINTENANCE

Name/Address
Cozyside Properties LLC 3337 and 3339 Breckenridge Ln Louisville Ky 40220

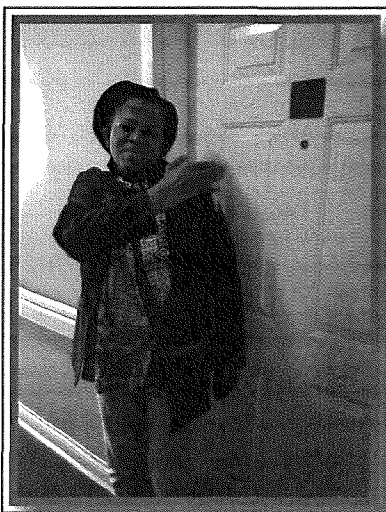
Date	Estimate No.	Project
12/02/20	124	

Item	Description	Quantity	Cost	Total
Paving/Asphalt	Paving and Asphalt: Shared parking lot with 3337 Breckenridge Ln.		0.00	0.00
Paving/Asphalt	Paving and Asphalt: Combined lot size 8200 sqft Scrape lot of all grass areas on lot, remove all parking block stops, rock and compact edges of parking lot and entrance that have severe drive off areas, rock and compact, rounded corners where other extreme drive off is taking place Pave lot with 2" of base asphalt and 1" of surface mix, mill tie in areas to keep lot at same elevations at entrances and walks. Pour and finish a concrete dumpster pad with broom finish with 3500 psi mix 6'x4' area Remove landscape island between 2 lots, to include tree removal and dig out and rock with #3 rock and compact, and pave with 2" of base asphalt 1" surface.		14,500.00	14,500.00
	Sales Tax		0.00%	0.00
			Total	\$14,500.00

Wellspring's FY 2020 Report to the Community



Promoting mental health recovery and supporting individuals in building healthy and hopeful lives through behavioral health, housing and employment services.



2020 Report to the Community

When COVID-19 hit Louisville in March 2020, everything got turned on its head. Seemingly overnight Wellspring had to rethink its business model. We identified about 60% of our workforce who could work from home or work almost exclusively in the field. Our IT staff resurrected old laptops and purchased more, doubling our assigned laptops from 25 to 58 within days.

We purchased virtual technology to keep communication flowing and to allow direct services to provide therapy, case management and supervision via telehealth. We set up a telehealth station inside our Bernie Block outpatient center so clients without technology could safely meet virtually with therapists and case managers. Psychiatric staff with our Assertive Community Treatment (ACT) team used telehealth and the ACT team transported very ill, homeless clients so they would have access. A Metro Louisville grant helped expand this team to serve more individuals from the City's large homeless mentally ill population in critical need of housing & treatment.

Despite the workarounds, many clients still needed face-to-face support and we never stopped providing it. Our ACT team, case managers and peers stayed "boots on the ground". Our Crisis Stabilization Units reduced capacity to minimize crowding, providing single-person bedrooms and enhancing safety protocols. They provided essential around the clock services for clients suffering from stress, depression, suicidal thoughts, paranoia, and psychosis, returning them home safely having avoided the higher risks of COVID exposure associated with hospitalization.

The selflessness of many staff members despite risks has been humbling. They did what needed to be done to keep clients feeling safe. From small tasks to large, they secured household items – food, medications, etc. – and provided therapy, case management and peer support. They helped many of our community's unhoused people get housing.

In FY20, despite all the moving parts, Wellspring moved faster than ever. We are proud of the outcomes our clients achieved. In the midst of – and in spite of – the pandemic, Wellspring **added nearly 100 people to affordable and supportive housing programs**. The number of people in agency-owned or rental housing **increased from 360 to 455 individuals – a 20% increase!**

Knowing this pandemic has been hard on our collective psyches and precipitated a tremendous increase in mental health issues, Wellspring has **more than doubled** services to meet the demand for **therapy, case management and peer services!** And, thus far into FY21 the numbers keep growing. We are adding staff, adapting and learning how to blend remote and onsite staff while always keeping an eye focused on our mission and our arms rising to meet the need.

Wellspring Leadership

Board of Directors

Steve Kerrick, Chair
Alan MacDonald, Immediate Past Chair
Bill Friel, Vice Chair
Curtiss Scott, Treasurer
Rosmond Jones Dolen, Secretary
Serrita Bell
Rolandas "Ro" Byrd
Kathleen Cogan
Rif El-Mallakh, M.D.
Rich Freeman
Josh Lester
Michael Patterson
Margaret Pennington
George W. Rapp, Jr.
Al Spotts
John "Jack" Trawick

Honorary Lifetime Members

Nancy B. Bell (1923 - 2016)
Bernard F. Block
Barry Bingham, Sr. (1906 - 1988)
Roberta Fischer
Rev. Richard H. Humke
Clifford C. Kuhn, M.D.
Malcolm R. Mathews, Jr. (1922 - 2013)
Cornelia A. Serpell (1917 - 2011)
Jackie Swigart, Ph.D. (1931 - 2018)
Bosworth M. Todd, Jr.

Founding Board Chair

Philip P. Ardery (1914 - 2012)

Management Team

Katharine R. Dobbins, LCSW
Chief Executive Officer
Rick Alexander
Chief Financial Officer
T. Patrick Rhodes, LCSW
Director of Programs
Kimberly Spaw Johnson
Development Director
Priscilla Hancock, Ph.D.
Chief of Compliance & Technology



Katharine R. Dobbins
Chief Executive Officer

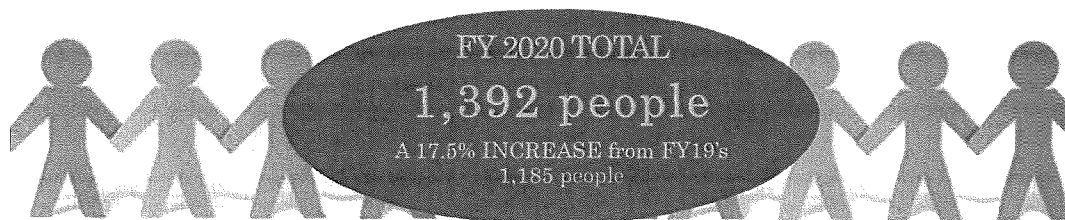
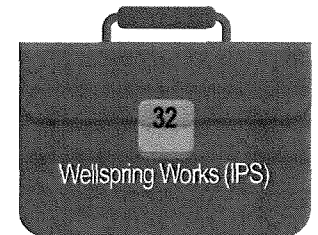
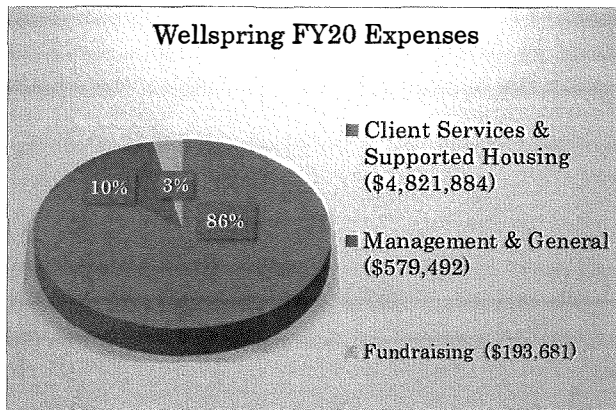
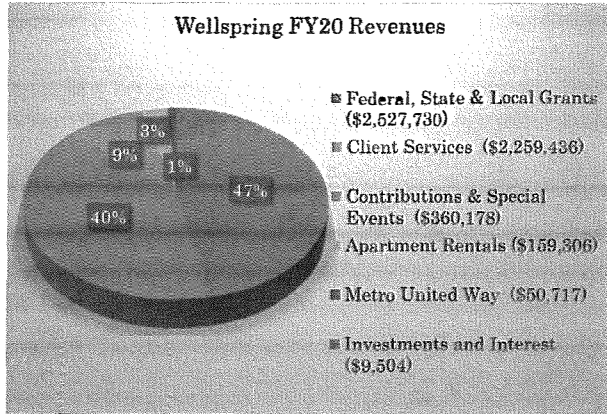


Steve Kerrick
Board Chair



Wellspring by the Numbers

Clients Receiving Services By Program (FY 2020)



CARF Accreditation

One of Wellspring's many milestone achievements in 2020 was receiving the highest endorsement possible from the leading independent accreditor of health and human services, CARF.

CARF is the Commission on Accreditation of Rehabilitation Facilities and through a rigorous application and inspection process, CARF awarded 3-year accreditation of Wellspring's core programs, which certifies that Wellspring demonstrates excellent dedication and commitment to clients' quality of life.

CARF accredited these Wellspring programs:

- Case Management/Services Coordination
- Community Housing
- Crisis Stabilization
- Outpatient Treatment



You can read the full report through links in the About Us section of our website: www.WellspringKY.org.

Internal Revenue Service

NDF042821WI11

Date: July 27, 2005

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

SCHIZOPHRENIA FOUNDATION KENTUCKY
INC
P O BOX 1927
LOUISVILLE KY 40201-1927

Person to Contact:
Kim A. Chambers 31-07674
Customer Service Specialist
Toll Free Telephone Number:
8:30 a.m. to 5:30 p.m. ET
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
31-1020023

Dear Sir or Madam:

This is in response to your request of July 27, 2005, regarding your organization's tax-exempt status.

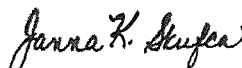
In November 1981 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under section 509(a)(2) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services

AUG 1 2005

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Wellspring Inc.	
2 Business name/disregarded entity name, if different from above dba Schizophrenia Foundation, Kentucky, Inc.	
3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____ Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) <u>5</u> Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
5 Address (number, street, and apt. or suite no.) See instructions. 225 West Breckinridge Street	Requester's name and address (optional) Louisville Metro Government 701 West Ormsby Street, Suite 201 Louisville, KY 40203
6 City, state, and ZIP code Louisville, KY 40203	
7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number	
[][] - [][] - [][][][]	
or	
Employer identification number	
3 1 - 1 0 2 0 0 2 3	

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ▶	Date ▶ <u>3/29/2021</u>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

JONES, NALE & MATTINGLY PLC
401 WEST MAIN STREET, SUITE 1100
LOUISVILLE, KY 40202

WELLSPRING, INC.
P.O. BOX 1927
LOUISVILLE, KY 40201



Caution: Forms printed from within Adobe Acrobat may not meet IRS or state taxing agency specifications. When using Acrobat, select the "Actual Size" in the Adobe "Print" dialog.

CLIENT'S COPY



Jones, Nale & Mattingly PLC

WELLSPRING, INC.
P.O. BOX 1927
LOUISVILLE, KY 40201
ATTENTION: MR. RICK ALEXANDER

DEAR MR. ALEXANDER:

ENCLOSED IS THE ORGANIZATION'S 2019 EXEMPT ORGANIZATION
RETURN.

SPECIFIC FILING INSTRUCTIONS ARE AS FOLLOWS.

FORM 990 RETURN:

THIS RETURN HAS QUALIFIED FOR ELECTRONIC FILING. AFTER YOU
HAVE REVIEWED THE RETURN FOR COMPLETENESS AND ACCURACY,
PLEASE SIGN, DATE AND RETURN FORM 8879-EO TO OUR OFFICE. WE
WILL TRANSMIT THE RETURN ELECTRONICALLY TO THE IRS AND NO
FURTHER ACTION IS REQUIRED. RETURN FORM 8879-EO TO US BY MAY
17, 2021.

A COPY OF THE RETURN IS ENCLOSED FOR YOUR FILES. WE SUGGEST
THAT YOU RETAIN THIS COPY INDEFINITELY.

SINCERELY,

KATHY K. CHLON

Certified Public Accountants and Advisors

401 West Main Street, Suite 1100 Louisville, Kentucky 40202 tel: 502.583.0248 fax: 502.589.1680 www.jnmcpa.com

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2019, or fiscal year beginning JUL 1, 2019, and ending JUN 30, 2020

2019

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **Go to www.irs.gov/Form8879EO for the latest information.**

Name of exempt organization

Employer identification number

WELLSPRING, INC.

-***

Name and title of officer

KATHARINE R. DOBBINS
CEO

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>5,490,508.</u>
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2019 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize JONES, NALE & MATTINGLY PLC to enter my PIN 05220
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2019 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature _____ Date _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

61366923123
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2019 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature _____ Date _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2019 calendar year, or tax year beginning **JUL 1, 2019** and ending **JUN 30, 2020**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WELLSPRING, INC.		D Employer identification number **-*****
	Doing business as		E Telephone number (502) 637-4361
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 5,495,072.
	P.O. BOX 1927		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40201		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: KATHARINE R. DOBBINS SAME AS C ABOVE			H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.WELLSPRINGKY.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1981 M State of legal domicile: KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE THE RECOVERY OF PERSONS WITH MENTAL ILLNESS THROUGH LEADERSHIP IN THE DEVELOPMENT OF		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	138
	6 Total number of volunteers (estimate if necessary)	6	37
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 39	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 2,871,686.	Current Year 3,134,014.
	9 Program service revenue (Part VIII, line 2g)	2,406,775.	2,360,967.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	164.	91.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-60,410.	-4,564.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,218,215.	5,490,508.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,945,728.	3,107,502.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 193,681.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,481,936.	2,620,696.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,427,664.	5,728,198.	
19 Revenue less expenses. Subtract line 18 from line 12	-209,449.	-237,690.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 3,464,301.	End of Year 3,893,097.
	21 Total liabilities (Part X, line 26)	721,299.	1,378,283.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,743,002.	2,514,814.

Part II Signature Block

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

Sign Here	Signature of officer	Date
	KATHARINE R. DOBBINS, CEO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name KATHY K. CHLON	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01246853
	Firm's name ▶ JONES, NALE & MATTINGLY PLC	Firm's EIN ▶ ** - *****		Phone no. (502) 583-0248	
	Firm's address ▶ 401 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202				

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

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:
WELLSPRING PROMOTES MENTAL HEALTH RECOVERY AND SUPPORTS INDIVIDUALS IN BUILDING HEALTHY AND HOPEFUL LIVES THROUGH BEHAVIORAL HEALTH, HOUSING, AND EMPLOYMENT SERVICES.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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 \$ 1,531,509. including grants of \$) (Revenue \$ 1,060,181.)
WELLSPRING OPERATES TWO CARF ACCREDITED CRISIS UNITS FOR ADULTS IN PSYCHIATRIC CRISIS. THE PROGRAM OFFERS A COMFORTABLE, COMMUNITY-BASED AND COST EFFECTIVE ALTERNATIVE TO INPATIENT HOSPITALIZATION FOR ADULTS WHO NEED AN INTENSIVE LEVEL OF SUPPORT BUT DO NOT REQUIRE THE LOCKED DOWN SAFETY OF AN INPATIENT HOSPITAL. THESE CRISIS STABILIZATION UNITS (CSUS) ARE LICENSED BY THE COMMONWEALTH OF KY AND MONITORED BY THE OFFICE OF THE INSPECTOR GENERAL TO MEET QUALITY STANDARDS. THE PROGRAMS PROVIDE 24-HOUR STAFF SUPPORT WITH A MULTI-DISCIPLINARY TEAM APPROACH, INCLUDING ON SITE SERVICES FROM A PSYCHIATRIST, APRN, CLINICAL SOCIAL WORKERS, ART THERAPISTS AND PSYCH REHAB COUNSELORS. THE PROGRAMS CAN ACCOMMODATE

4b (Code:) (Expenses \$ 1,957,694. including grants of \$) (Revenue \$ 449,341.)
WELLSPRING'S SUPPORTIVE AND AFFORDABLE HOUSING PROGRAMS SERVE ADULTS WITH SERIOUS MENTAL ILLNESS WHO ARE LIVING ON INCOMES WELL BELOW THE FPL-TYPICALLY, <50% OF AMI. IN FISCAL 2020 WE PROVIDED 100+ ADULTS WITH MENTAL ILLNESS HOUSING IN PROPERTIES OWNED BY WELLSPRING AND OVER 250 PEOPLE IN SCATTERED SITE MAINSTREAM RENTAL UNITS. SERVICES LIKE CASE MANAGEMENT, PEER SUPPORT, AND THERAPY ARE AVAILABLE TO CLIENTS IN OUR HOUSING PROGRAMS. TO QUALIFY FOR THESE PROGRAMS A CLIENT MUST HAVE A DOCUMENTED MENTAL HEALTH DISABILITY/ILLNESS, MANY HAVE A SUBSTANCE ABUSE D/O, A PHYSICAL HEALTH CONDITION, AND /OR ARE HOMELESS. MORE THAN 350 PEOPLE PARTICIPATED IN WELLSPRING HOUSING PROGRAMS IN FISCAL YEAR 2020. IN 2020, WE EXTENDED OUR ACCREDITATION IN COMMUNITY HOUSING FOR ANOTHER 3 YEARS.

4c (Code:) (Expenses \$ 1,332,566. including grants of \$) (Revenue \$ 838,432.)
WELLSPRING, THROUGH OUR BHSO (BEHAVIORAL HEALTH ORGANIZATION), PROVIDES OUTPATIENT GROUP TX, INDIVIDUAL THERAPY, CASE MANAGEMENT AND PEER SUPPORT AS WELL AS INTENSIVELY SUPPORTED PROGRAMS LIKE ASSERTIVE COMMUNITY TREATMENT (ACT) TEAM AND WISH WHICH PROVIDES SEVEN DAY A WEEK SUPPORT SERVICES TO HIGHLY VULNERABLE CLIENTS. IN 2020, WE EXTENDED OUR ACCREDITATION IN OUTPATIENT SERVICE AND CASE MANAGEMENT FOR ANOTHER 3 YEARS (THE MAXIMUM ACHIEVABLE OUTCOME).

4d Other program services (Describe on Schedule O.) (Expenses \$ 137,821. including grants of \$) (Revenue \$ 13,013.)

4e Total program service expenses 4,959,590.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 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>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	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>	5	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>	6	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>	7	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>	8	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>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 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>	11a 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>	11b	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>	11c	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>	11d 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>	11e 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>	11f 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>	12a	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>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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>	14b	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>	15	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>	16	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>	17	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>	18 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>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J		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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		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 Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		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? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III		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, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		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		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

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

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 138		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
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 on 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 ▶ 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	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
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 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
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	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
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	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.		X

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (16); 1b Enter the number of voting members included on line 1a, above, who are independent (16); 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, 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); 8a The governing body? (X); 8b 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 on Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b 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? (X); 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b 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); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (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? 15a The organization's CEO, Executive Director, or top management official (X); 15b Other officers or key employees of the organization (X); 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); 16b 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? (X).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed KY
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request [] Other (explain on Schedule O)
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records THE ORGANIZATION - 502-637-4361 PO BOX 1927, LOUISVILLE, KY 40201

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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) ROLANDAS BYRD BOARD MEMBER	1.00	X					0.	0.	0.	
(2) ALAN MACDONALD CHAIR	1.00	X		X			0.	0.	0.	
(3) STEVE KERRICK VICE CHAIR	1.00	X		X			0.	0.	0.	
(4) CURTISS SCOTT TREASURER	1.00	X		X			0.	0.	0.	
(5) JOHN TRAWICK BOARD MEMBER	1.00	X					0.	0.	0.	
(6) RIF EL-MALLAKH, MD BOARD MEMBER	1.00	X					0.	0.	0.	
(7) MARGARET PENNINGTON BOARD MEMBER	1.00	X					0.	0.	0.	
(8) WILLIAM FRIEL BOARD MEMBER	1.00	X					0.	0.	0.	
(9) RICH FREEMAN BOARD MEMBER	1.00	X					0.	0.	0.	
(10) GEORGE W RAPP JR BOARD MEMBER	1.00	X					0.	0.	0.	
(11) JEFF YUSSMAN BOARD MEMBER	1.00	X					0.	0.	0.	
(12) KATHLEEN COGAN BOARD MEMBER	1.00	X					0.	0.	0.	
(13) ROSMOND JONES DOLEN SECRETARY	1.00	X		X			0.	0.	0.	
(14) JOSH LESTER BOARD MEMBER	1.00	X					0.	0.	0.	
(15) GREGORY E. MAYES JR. BOARD MEMBER	1.00	X					0.	0.	0.	
(16) MICHAEL PATTERSON BOARD MEMBER	1.00	X					0.	0.	0.	
(17) KATHARINE R. DOBBINS CEO	40.00			X			107,830.	0.	11,574.	

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	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 50,717.					
	b Membership dues	1b					
	c Fundraising events	1c 45,160.					
	d Related organizations	1d					
	e Government grants (contributions)	1e 2,723,119.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 315,018.					
	g Noncash contributions included in lines 1a-1f	1g \$					
	h Total. Add lines 1a-1f		3,134,014.				
Program Service Revenue	2 a CLIENT SERVICES	Business Code 623990	2,063,956.	2,063,956.			
	b APARTMENT RENTALS	623990	159,306.	159,306.			
	c MEDICAID RESERVE	623990	137,705.	137,705.			
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		2,360,967.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		91.			91.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		6a					
	b Less: rental expenses	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		7a					
		b Less: cost or other basis and sales expenses	7b				
	c Gain or (loss)	7c					
d Net gain or (loss)							
8 a Gross income from fundraising events (not including \$ 45,160. of contributions reported on line 1c). See Part IV, line 18							
	8a	0.					
	b Less: direct expenses	8b	4,564.				
c Net income or (loss) from fundraising events			-4,564.		-4,564.		
9 a Gross income from gaming activities. See Part IV, line 19							
	9a						
	b Less: direct expenses	9b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances							
	10a						
	b Less: cost of goods sold	10b					
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a	Business Code					
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			5,490,508.	2,360,967.	0.	-4,473.	

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				
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	190,193.		190,193.	
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	2,665,489.	2,380,584.	167,904.	117,001.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	49,854.	31,686.	13,597.	4,571.
10 Payroll taxes	201,966.	171,705.	21,668.	8,593.
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting	14,244.	5,000.	9,244.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	289,126.	283,280.	4,669.	1,177.
12 Advertising and promotion				
13 Office expenses	52,702.	11,925.	21,216.	19,561.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	37,495.	35,453.	2,025.	17.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,971.	349.	1,997.	625.
20 Interest	16,872.	14,374.	2,498.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	180,433.	169,745.	10,688.	
23 Insurance	426,644.	372,645.	38,639.	15,360.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LEASE EXPENSE	670,149.	639,127.	20,682.	10,340.
b PROGRAMS	293,947.	293,947.		
c MEDICAID RESERVE	137,705.	137,705.		
d UTILITIES AND TELEPHONE	120,596.	108,886.	10,035.	1,675.
e All other expenses	377,812.	303,179.	59,872.	14,761.
25 Total functional expenses. Add lines 1 through 24e	5,728,198.	4,959,590.	574,927.	193,681.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here 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
Assets	1 Cash - non-interest-bearing	320,195.	1	909,559.
	2 Savings and temporary cash investments	193,282.	2	197,519.
	3 Pledges and grants receivable, net	120,462.	3	88,444.
	4 Accounts receivable, net	258,295.	4	215,352.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net	139,454.	7	210,038.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	4,150.	9	4,000.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,823,856.		
	b Less: accumulated depreciation	10b 2,956,422.	10c 2,019,165.	1,867,434.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	409,298.	15	400,751.
16 Total assets. Add lines 1 through 15 (must equal line 33)	3,464,301.	16	3,893,097.	
Liabilities	17 Accounts payable and accrued expenses	389,279.	17	434,557.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	328,280.	23	305,940.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	3,740.	25	637,786.
	26 Total liabilities. Add lines 17 through 25	721,299.	26	1,378,283.
Net Assets or Fund Balances	Organizations that follow FASB ASC 980, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	2,127,088.	27	1,804,674.
	28 Net assets with donor restrictions	615,914.	28	710,140.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	2,743,002.	32	2,514,814.	
33 Total liabilities and net assets/fund balances	3,464,301.	33	3,893,097.	

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	5,490,508.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,728,198.
3	Revenue less expenses. Subtract line 2 from line 1	3	-237,690.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	2,743,002.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-2.
9	Other changes in net assets or fund balances (explain on Schedule O)	9	9,504.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	2,514,814.

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 type="checkbox"/> Separate basis <input checked="" 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 on 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 on Schedule O and describe any steps taken to undergo such audits	X	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
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						
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2019. 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		<input type="checkbox"/>
b 33 1/3% support test - 2018. 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		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2662156.	2774626.	2903786.	2848336.	3089014.	14277918.
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	1889537.	1736707.	1894621.	2333097.	2223262.	10077224.
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	4551693.	4511333.	4798407.	5181433.	5312276.	24355142.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	288,509.	157,847.	112,168.	137,784.	22,736.	719,044.
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						0.
c Add lines 7a and 7b	288,509.	157,847.	112,168.	137,784.	22,736.	719,044.
8 Public support. (Subtract line 7c from line 6)						23636098.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6	4551693.	4511333.	4798407.	5181433.	5312276.	24355142.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	15,589.	341.	152.	164.	91.	16,337.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	15,589.	341.	152.	164.	91.	16,337.
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)	4567282.	4511674.	4798559.	5181597.	5312367.	24371479.

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 2019 (line 8, column (f), divided by line 13, column (f))	15	96.98 %
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	96.26 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	.07 %
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	.20 %

19a 33 1/3% support tests - 2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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 Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? 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
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>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.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>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.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>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).</i>		

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions) .		
a <input type="checkbox"/> The organization satisfied the Activities Test. <i>Complete line 2 below.</i>		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. <i>Complete line 3 below.</i>		
c <input type="checkbox"/> The organization supported a governmental entity. <i>Describe in Part VI how you supported a government entity (see instructions).</i>		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>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.</i>	Yes	No
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? <i>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.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 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 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

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

Schedule A **Payments from Disqualified Persons** **2019**
Included on Part III, Line 7a

** Do Not File **

*** Not Open to Public Inspection ***

Payer's Name	2015 Amount	2016 Amount	2017 Amount	2018 Amount	2019 Amount
ALAN MACDONALD	2,000.	2,750.	1,700.	2,000.	2,852.
ANNE ARDERY	0.	600.	500.	0.	0.
BILL ALDEN, III	5,000.	0.	10,016.	10,000.	0.
BILL ALDEN, JR.	35,000.	30,000.	20,000.	50,000.	0.
BOB BORDOGNA	3,500.	100.	500.	200.	0.
BOSWORTH TODD	0.	1,557.	1,289.	1,250.	0.
CURTISS SCOTT	1,158.	0.	5,000.	958.	10,100.
DAWN CROFT	1,000.	0.	0.	1,000.	0.
DR. RIF EL-MALLAKH	0.	350.	850.	600.	0.
ELMORE WILLETS III	15,000.	9,360.	10,500.	4,500.	0.
GARY & MARGARET PENNINGTON	1,540.	1,050.	1,070.	2,278.	0.
GEORGE RAPP, JR.	1,950.	1,000.	1,350.	3,140.	2,000.
GHEENS FOUNDATION	10,000.	0.	0.	25,000.	0.
HUMANA FOUNDATION	25,000.	62,600.	0.	0.	0.
JAMES GRAHAM BROWN FOUNDATION	136,346.	0.	0.	0.	0.
JEFFERY YUSSMAN	2,680.	0.	1,688.	2,903.	0.
JOHN TRAWICK	375.	0.	0.	575.	0.
MARIE DEVER	0.	1,725.	1,000.	175.	0.
MEREDITH BROWN	17,040.	3,400.	11,423.	5,000.	0.
NANCY NEILL	0.	175.	100.	0.	0.
PAUL COOMES	600.	500.	1,000.	1,500.	0.
PHILIP KELLER	500.	0.	0.	0.	0.
RALPH & CISSY MILLS	14,590.	12,570.	12,182.	9,000.	0.
RICH FREEMAN	230.	0.	2,000.	510.	520.
Total to Schedule A, Part III, Line 7a					

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization

WELLSPRING, INC.

Employer identification number

-***

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

Employer identification number

WELLSPRING, INC.

-***

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE HONORABLE ORDER OF KY COLONELS 943 S. FIRST ST. LOUISVILLE, KY 40203	\$ 11,931.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	SANDRA A FRAZIER 1293 CHEROKEE RD. LOUISVILLE, KY 40204	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	RALPH & CISSY MILLS 8 HAWTHORNE HILL LOUISVILLE, KY 40204	\$ 10,065.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	WILLIAM ALDEN JR. 440 LIGHTFOOT RD LOUISVILLE, KY 40207	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	MEREDITH BROWN 614 CLUB LANE LOUISVILLE, KY 40207-1409	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	W. FRANK AND PAULA HARSHAW 6104 REGAL SPRINGS DR LOUISVILLE, KY 40205-3322	\$ 15,291.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WELLSPRING, INC.	Employer identification number **-*****
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	NORTON HEALTHCARE P.O BOX 35070 LOUISVILLE, KY 40232-5070	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	PASSPORT HEALTH PLAN 5100 COMMERCE CROSSINGS DR LOUISVILLE, KY 40229	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	SAM SWOPE FAMILY FOUNDATION 2525 NELSON MILLER PKWY, SUITE 102 LOUISVILLE, KY 40223	\$ 37,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	CURTISS M. SCOTT 101 S. 5TH STREET, STE. 3100 LOUISVILLE, KY 40202-3156	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	NAN DOBBS 5809 CREIGHTON HILL ROAD LOUISVILLE, KY 40207-1714	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	WILLIAM ALDEN III 129 N HITE AVE #2 LOUISVILLE, KY 40206	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WELLSPRING, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	WILLIAM HOWER 302 CHENOWETH LANE LOUISVILLE, KY 40207	\$ 9,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	THE COMMUNITY FOUNDATION OF LOUISVILLE 325 W MAIN STREET #1110 LOUISVILLE, KY 40202	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	LAURA MOORE 3107 LAKEVIEW DRIVE LOUISVILLE, KY 40205-3322	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	JAMES GRAHAM BROWN FOUNDATION 4350 BROWNSBORO ROAD SUITE 200 LOUISVILLE, KY 40207	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	CARLA JASPER THOMPSON 1003 GLENDALE COURT ALLEN, TX 75013	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	CYNTHIA SHAW 8709 STOCKPORT ROAD LOUISVILLE, KY 40222	\$ 34,131.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WELLSPRING, INC.	Employer identification number **_*****
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	JOSEPHINE HANSON 1720 SCENIC AVE FREELAND, WA 98249	\$ 7,012.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	DELTA DENTAL OF KENTUCKY P.O. BOX 242810 LOUISVILLE, KY 40224	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	TRAGER FAMILY FOUNDATION 601 W MARKET STREET LOUISVILLE, KY 40202	\$ 6,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WELLSPRING, INC.	Employer identification number **-*****
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization
WELLSPRING, INC.

Employer identification number
** _ * * * * *

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

WELLSPRING, INC.

Employer identification number

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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.

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding 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.

Table with 3 columns: Question number, Description, Amount. Includes questions 1a, 1b, 2, 2a, 2b regarding art and historical treasures.

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange program
- 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:

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	404,462.	405,055.	394,296.	360,841.	376,074.
b Contributions					
c Net investment earnings, gains, and losses		16,852.	27,384.	49,923.	-15,233.
d Grants or scholarships					
e Other expenditures for facilities and programs		17,445.	16,625.	16,468.	
f Administrative expenses					
g End of year balance	395,884.	404,462.	405,055.	394,296.	360,841.

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 100.00 %
- c Term 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)	X	
3a(ii)		X
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		379,530.		379,530.
b Buildings		3,853,900.	2,415,037.	1,438,863.
c Leasehold improvements				
d Equipment		590,426.	541,385.	49,041.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 1,867,434.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) BENEFICIAL INTEREST IN RESTRICTED ENDOWMENT	400,751.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	400,751.

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) SECURITY AND RESIDENT DEPOSITS	4,686.
(3) PPP LOAN	633,100.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	637,786.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	5,504,576.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	14,068.	
e	Add lines 2a through 2d	2e		14,068.
3	Subtract line 2e from line 1	3		5,490,508.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5		5,490,508.

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

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

1	Total expenses and losses per audited financial statements		1	5,732,762.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	4,564.	
e	Add lines 2a through 2d	2e		4,564.
3	Subtract line 2e from line 1	3		5,728,198.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5		5,728,198.

Part XIII Supplemental Information.

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

PART V, LINE 4:

THE ORGANIZATION'S ENDOWMENT FUNDS CONSIST OF BENEFICIAL INTERESTS IN ASSETS HELD BY THE COMMUNITY FOUNDATION OF LOUISVILLE. THE BENEFICIAL INTERESTS IN ASSETS HELD ARE COMPRISED OF GRANT FUNDS WHICH WERE CONTRIBUTED TO THE COMMUNITY FOUNDATION OF LOUISVILLE FOR THE RIGHT TO RECEIVE A GUARANTEED PERCENTAGE DISTRIBUTION OF FAIR MARKET VALUE OF THE ENDOWMENT FUND QUARTERLY. THE ORGANIZATION DOES NOT HAVE INPUT OR AUTHORITY OVER THE NATURE AND TYPE OF INVESTMENTS HELD IN THE FUNDS. THE TRUSTEES OF THE COMMUNITY FOUNDATION OF LOUISVILLE HAVE SOLE DISCRETION OVER THE INVESTMENTS AND THE AMOUNT AND TIMING OF DISTRIBUTIONS FROM THE FUND. AS REQUIRED BY ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA, NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS,

Part XIII Supplemental Information (continued)

INCLUDING FUNDS DESIGNATED BY THE BOARD OF DIRECTORS TO FUNCTION AS ENDOWMENTS, ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS.

ALL FUNDS DISTRIBUTED OR MADE AVAILABLE FOR DISTRIBUTION UNDER THE AGREEMENT WITH LOUISVILLE COMMUNITY FOUNDATION, NET OF RELATED INVESTMENT EXPENSES, ARE INCLUDED WITH NET ASSETS WITH DONOR RESTRICTIONS. INCREASES OR DECREASES IN FAIR MARKET VALUE OF THE ENDOWMENT FUND INCREASE OR DECREASE NET ASSETS WITH DONOR RESTRICTIONS. EARNINGS ON THIS FUND ARE DISTRIBUTED QUARTERLY AND USED AS DETERMINED BY THE BOARD OF DIRECTORS.

PART X, LINE 2:

THE ORGANIZATION'S ACCOUNTING POLICY PROVIDES THAT A TAX EXPENSE/BENEFIT FROM AN UNCERTAIN TAX POSITION MAY BE RECOGNIZED WHEN IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL BE SUSTAINED UPON EXAMINATION, INCLUDING RESOLUTIONS OF ANY RELATED APPEALS OR LITIGATION PROCESSES, BASED ON THE TECHNICAL MERITS. THE ORGANIZATION HAS NO UNCERTIAN TAX POSITIONS RESULTING IN AN ACCRUAL OF A TAX EXPENSE OR BENEFIT.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN BENEFICIAL INTEREST	9,504.
SPECIAL EVENT EXPENSES	4,564.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	14,068.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES	4,564.
------------------------	--------

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

	(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
	DERBY PREVIEW PART (event type)	(event type)	NONE (total number)	(add col. (a) through col. (c))
Revenue				
1 Gross receipts	45,160.			45,160.
2 Less: Contributions	45,160.			45,160.
3 Gross income (line 1 minus line 2)				
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	4,564.			4,564.
10 Direct expense summary. Add lines 4 through 9 in column (d)				4,564.
11 Net income summary. Subtract line 10 from line 3, column (d)				-4,564.

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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 for the latest information.

OMB No. 1545-0047

2019

Open to Public
Inspection

Name of the organization

WELLSPRING, INC.

Employer identification number

-***

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

QUALITY HOUSING AND REHABILITATION SERVICES.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

A MAXIMUM OF 18 PEOPLE ON ANY GIVEN DAY AND SERVED 560 PEOPLE IN FISCAL
YEAR 2020. THE PROGRAMS WORK CLOSELY WITH THE PSYCHIATRIC EMERGENCY
ROOM, HOSPITALS, OUTPATIENT PROVIDERS, FAMILIES, AND OTHER COMMUNITY
RESOURCES FOR REFERRALS, DIVERTING 90% FROM HOSPITALS. IN 2020, OUR
ACCREDITATION WAS EXTENDED FOR ANOTHER THREE-YEAR TERM.

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

WELLSPRING'S SUPPORTED EMPLOYMENT PROGRAM IS BASED ON AN EVIDENCED
BASED

MODEL CALLED IPS OR INDIVIDUAL PLACEMENT & SUPPORT THAT WAS DEVELOPED
AT DARTMOUTH COLLEGE. THIS APPROACH FOCUSES ON HELPING CLIENTS TO
DEVELOP EMPLOYMENT GOALS THAT TRULY REFLECT THEIR INTERESTS, VALUES,
SKILLS, AND EXPERIENCES AND SEEKS TO HELP THESE CLIENTS FIND
COMPETITIVE EMPLOYMENT THAT ALIGNS WITH THESE GOALS.

EXPENSES \$ 137,821. INCLUDING GRANTS OF \$ 0. REVENUE \$ 13,013.

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

THE CFO AND CEO OF THE ORGANIZATION PREPARE A SUMMARY OF THE 990. THIS
SUMMARY IS ATTACHED TO THE 990 AND SENT TO THE BOARD OF DIRECTORS TO REVIEW
PRIOR TO THE FILING DEADLINE. THE BOARD OF DIRECTORS IS ENCOURAGED TO
REVIEW THE 990 IN DETAIL. ANY QUESTIONS OR CONCERNS THAT BOARD MEMBERS MAY

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

Schedule O (Form 990 or 990-EZ) (2019)

Name of the organization

WELLSPRING, INC.

Employer identification number

_***

HAVE ON THE 990 ARE ANSWERED BY THE CFO AND THE CEO.

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

OFFICERS AND BOARD MEMBERS OF THE ORGANIZATION ARE REQUIRED TO DISCLOSE ANNUALLY ALL CONFLICTS OF INTEREST. THE ORGANIZATION ALSO DOCUMENTS ANY POTENTIAL CONFLICTS OF INTEREST IN THE BOARD MINUTES.

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

THE BOARD OF DIRECTORS DETERMINES THE ANNUAL RAISES FOR ALL EMPLOYEES AND OFFICERS. THE RAISES ARE DETERMINED USING A CALCULATION STARTING WITH A FLAT PERCENTAGE INCREASE ACROSS THE BOARD AND THEN ADJUSTED BASED ON STAFF POSITION AND PERFORMANCE REVIEW.

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

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE FINANCIAL STATEMENTS ARE ALSO INCLUDED IN THE ORGANIZATION'S ANNUAL REPORT.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN BENEFICIAL INTEREST IN RESTRICTED ENDOWMENT 9,504.

FORM 990, PART XII, LINE 2C:

NO CHANGE FROM PRIOR YEAR.

Related Organizations and Unrelated Partnerships

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

▶ Attach to Form 990.

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

Name of the organization

WELLSPRING, INC.

Employer identification number
-***

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
AMITY APARTMENTS, INC. - 61-1121090 PO BOX 1927 LOUISVILLE, KY 40201	PROVIDE APARTMENTS FOR PERSONS WITH MENTAL ILLNESS	KENTUCKY	501(C)(3)	LINE 11	WELLSPRING, INC		X
SPECIALIZED HOUSING, INC. - 31-1071152 PO BOX 1927 LOUISVILLE, KY 40201	PROVIDE APARTMENTS FOR PERSONS WITH MENTAL ILLNESS	KENTUCKY	501(C)(3)	LINE 11	WELLSPRING, INC		X
PATRICK HENRY APARTMENTS, INC. - 61-1197663 PO BOX 1927 LOUISVILLE, KY 40201	PROVIDE APARTMENTS FOR PERSONS WITH MENTAL ILLNESS	KENTUCKY	501(C)(3)	LINE 11	WELLSPRING, INC		X
CLOVER HILL APARTMENTS, INC. - 61-1175674 PO BOX 1927 LOUISVILLE, KY 40201	PROVIDE APARTMENTS FOR PERSONS WITH MENTAL ILLNESS	KENTUCKY	501(C)(3)	LINE 11	WELLSPRING, INC		X

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

Schedule R (Form 990) 2019

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

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

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

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
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. WELLSPRING, INC.	Taxpayer identification number (TIN) **-*****
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 1927	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40201	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE ORGANIZATION

- The books are in the care of ▶ **PO BOX 1927 - LOUISVILLE, KY 40201**
Telephone No. ▶ **502-637-4361** Fax No. ▶ **502-637-4490**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **MAY 17, 2021**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2019**, and ending **JUN 30, 2020**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES
CONSOLIDATED FINANCIAL REPORT
June 30, 2020**

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Jones, Nale & Mattingly PLC

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Wellspring, Inc. d/b/a SFK
And Consolidated Affiliates
Louisville, Kentucky

We have audited the accompanying consolidated financial statements of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates (a nonprofit organization), which comprise the consolidated statements of financial position as of June 30, 2020 and 2019, and the related consolidated statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates, as of June 30, 2020 and 2019 and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The 2020 and 2019 supplementary information on pages 23 to 26 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. The accompanying schedule of expenditures of federal awards on pages 27 and 28, as required by Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis, and is also not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material aspects in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 30, 2020, on our consideration of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Wellspring, Inc. d/b/a SFK and Consolidated Affiliates' internal control over financial reporting and compliance.

Jones, Nale & Mattingly P.C.

Louisville, Kentucky
October 30, 2020

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
June 30, 2020 and 2019**

ASSETS	<u>2020</u>	<u>2019</u>
CURRENT ASSETS		
Cash	\$ 893,140	\$ 348,306
Accounts receivable, less allowance for doubtful accounts of \$125,182 in 2020 and \$64,268 in 2019	287,098	338,022
Prepaid expenses and other	<u>4,944</u>	<u>4,915</u>
Total current assets	<u>1,185,182</u>	<u>691,243</u>
ASSETS WHOSE USE IS LIMITED		
By donor or under loan and advance agreements	263,916	278,197
Grants receivable	29,482	43,428
Beneficial interest in restricted endowment	400,751	409,298
Unemployment reserve	52,106	49,448
Client funds, agency account	67,690	15,419
Security and resident deposits	<u>18,608</u>	<u>16,731</u>
	<u>832,553</u>	<u>812,521</u>
PROPERTY AND EQUIPMENT		
Land and improvements	655,777	655,777
Buildings and improvements	6,560,738	6,518,709
Furniture and equipment	<u>765,029</u>	<u>732,045</u>
	7,981,544	7,906,531
Less accumulated depreciation	<u>4,645,958</u>	<u>4,409,654</u>
	<u>3,335,586</u>	<u>3,496,877</u>
ADVANCES TO PARTNERSHIPS		
	<u>60,941</u>	<u>60,941</u>
	<u>\$ 5,414,262</u>	<u>\$ 5,061,582</u>

The Notes to Consolidated Financial Statements are an integral part of these statements.

LIABILITIES AND NET ASSETS	<u>2020</u>	<u>2019</u>
CURRENT LIABILITIES		
Current maturities of long-term debt	\$ 66,746	\$ 61,907
Accounts payable	67,440	136,601
Accrued expenses	352,834	314,937
Refundable advance	633,100	--
Deferred rent	1,350	239
Total current liabilities	<u>1,121,470</u>	<u>513,684</u>
SECURITY AND RESIDENT DEPOSITS	<u>16,983</u>	<u>15,098</u>
CLIENT FUNDS, AGENCY ACCOUNT	<u>67,690</u>	<u>15,419</u>
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	741,295	806,569
	<u>741,295</u>	<u>806,569</u>
	<u>1,947,438</u>	<u>1,350,770</u>
NET ASSETS		
Without donor restrictions	2,756,684	3,094,898
With donor restrictions	710,140	615,914
	<u>3,466,824</u>	<u>3,710,812</u>
	<u>\$ 5,414,262</u>	<u>\$ 5,061,582</u>

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENT OF ACTIVITIES
Year Ended June 30, 2020**

	Without Donor Restriction	With Donor Restriction	Total
Revenues, Gains and Other Support			
Contributions	\$ 282,340	\$ 32,678	\$ 315,018
Metro United Way	50,717	--	50,717
Special events	45,160	--	45,160
Grants and service fees	3,410,260	1,123,625	4,533,885
Apartment rentals	545,976	--	545,976
Resident services	253,190	--	253,190
Investment income	230	(54)	176
Increase in beneficial interest in restricted endowment	--	9,504	9,504
Other	20,159	--	20,159
	<u>4,608,032</u>	<u>1,165,753</u>	<u>5,773,785</u>
Total revenues, gains and other support			
	<u>4,608,032</u>	<u>1,165,753</u>	<u>5,773,785</u>
Net assets released from restrictions	<u>1,071,527</u>	<u>(1,071,527)</u>	<u>--</u>
Expenses:			
Supported housing	5,116,069	--	5,116,069
Management and general	708,023	--	708,023
Fundraising and special events	193,681	--	193,681
Total expenses	<u>6,017,773</u>	<u>--</u>	<u>6,017,773</u>
Increase (decrease) in net assets	(338,214)	94,226	(243,988)
Net assets, beginning of year	<u>3,094,898</u>	<u>615,914</u>	<u>3,710,812</u>
Net assets, end of year	<u>\$ 2,756,684</u>	<u>\$ 710,140</u>	<u>\$ 3,466,824</u>

The Notes to Consolidated Financial Statements are an integral part of these statements.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENT OF ACTIVITIES
Year Ended June 30, 2019**

	Without Donor Restriction	With Donor Restriction	Total
Revenues, Gains and Other Support			
Contributions	\$ 207,168	\$ 76,627	\$ 283,795
Metro United Way	45,138	--	45,138
Special events	219,922	--	219,922
Grants and services fees	3,388,612	1,000,757	4,389,369
Apartment rentals	559,947	--	559,947
Resident services	230,953	--	230,953
Investment income	290	94	384
Increase in beneficial interest in restricted endowment	--	17,594	17,594
Other	23,112	--	23,112
	<u>4,675,142</u>	<u>1,095,072</u>	<u>5,770,214</u>
Net assets released from restrictions	<u>1,129,543</u>	<u>(1,129,543)</u>	<u>--</u>
Expenses:			
Supported housing	4,956,623	--	4,956,623
Management and general	758,018	--	758,018
Fundraising and special events	294,995	--	294,995
Total expenses	<u>6,009,636</u>	<u>--</u>	<u>6,009,636</u>
(Decrease) in net assets	(204,951)	(34,471)	(239,422)
Net assets, beginning of year	<u>3,299,849</u>	<u>650,385</u>	<u>3,950,234</u>
Net assets, end of year	<u>\$ 3,094,898</u>	<u>\$ 615,914</u>	<u>\$ 3,710,812</u>

The Notes to Consolidated Financial Statements are an integral part of these statements.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2020**

	<u>Supported Housing</u>	<u>Management and General</u>	<u>Fundraising and Special Events</u>	<u>Total</u>
Salaries and wages	\$ 2,380,584	\$ 372,286	\$ 117,001	\$ 2,869,871
Payroll taxes	171,705	21,668	8,593	201,966
Medical insurance	307,657	25,897	13,037	346,591
Employee benefits	31,686	13,597	4,571	49,854
Food and supplies	85,445	--	--	85,445
Utilities and telephone	147,845	10,035	1,675	159,555
Insurance	84,390	12,742	2,323	99,455
Repairs and maintenance	208,359	2,474	483	211,316
Programs	293,947	--	--	293,947
Special events	--	--	8,649	8,649
Miscellaneous	34,987	56,282	--	91,269
Office supplies	9,070	45,916	5,629	60,615
Printing and postage	2,301	7,204	1,734	11,239
Lease expense	639,127	20,682	15,596	675,405
Accounting and legal fees	5,000	33,533	10,340	48,873
Travel and auto expense	35,453	2,025	--	37,478
Meetings	349	1,997	17	2,363
Bad debts	25,262	6,166	625	32,053
Dues and subscriptions	552	9,667	--	10,219
Technology	60,506	5,808	2,231	68,545
Consulting fees	283,280	4,669	--	287,949
Management fees	--	42,189	1,177	43,366
Interest	58,898	2,498	--	61,396
Residual receipt recapture	14,851	--	--	14,851
Depreciation and amortization	234,815	10,688	--	245,503
	<u>\$ 5,116,069</u>	<u>\$ 708,023</u>	<u>\$ 193,681</u>	<u>\$ 6,017,773</u>
Total expenses	<u>\$ 5,116,069</u>	<u>\$ 708,023</u>	<u>\$ 193,681</u>	<u>\$ 6,017,773</u>

The Notes to Consolidated Financial Statements are an integral part of these statements.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2019**

	Supported Housing	Management and General	Fundraising and Special Events	Total
Salaries and wages	\$ 2,200,101	\$ 403,732	\$ 115,000	\$ 2,718,833
Payroll taxes	159,312	28,041	8,637	195,990
Medical insurance	306,908	41,170	16,118	364,196
Employee benefits	33,089	14,372	1,591	49,052
Food and supplies	92,384	--	67	92,451
Utilities and telephone	160,104	10,489	912	171,505
Insurance	77,923	9,301	1,104	88,328
Repairs and maintenance	218,209	2,657	386	221,252
Programs	221,636	--	--	221,636
Special events	--	--	129,017	129,017
Miscellaneous	68,457	70,839	4,818	144,114
Office supplies	10,803	39,876	437	51,116
Printing and postage	2,160	6,236	9,679	18,075
Lease expense	689,094	22,422	5,114	716,630
Accounting and legal fees	226	36,962	--	37,188
Travel and auto expense	34,060	628	--	34,688
Bad debts	140,375	--	--	140,375
Dues and subscriptions	2,772	9,525	1,054	13,351
Consulting fees	185,796	4,780	1,061	191,637
Management fees	--	39,755	--	39,755
Interest	70,066	1,549	--	71,615
Residual receipt recapture	5,037	--	--	5,037
Depreciation and amortization	278,111	15,684	--	293,795
Total expenses	\$ 4,956,623	\$ 758,018	\$ 294,995	\$ 6,009,636

The Notes to Consolidated Financial Statements are an integral part of these statements.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended June 30, 2020 and 2019**

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from apartment rentals	\$ 554,672	\$ 542,311
Cash received from contributions and grants	3,309,252	3,089,355
Cash received from Medicaid	1,636,648	2,153,917
Cash received from resident services	253,190	230,953
Cash received from other sources	20,051	23,112
Cash paid to suppliers and employees	(4,991,149)	(5,779,817)
Interest paid	(61,816)	(72,077)
Interest and dividends received	176	384
Net cash provided by operating activities	721,024	188,138
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property and equipment	(118,382)	(66,969)
(Decrease) to assets whose use is limited	(24,991)	(14,734)
Transfer of assets whose use is limited for capital and operating expenses	27,618	(5,277)
Net cash (used in) investing activities	(115,755)	(86,980)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	(60,435)	(57,075)
Net cash (used in) financing activities	(60,435)	(57,075)
Net increase in cash	544,834	44,083
Cash:		
Beginning	348,306	304,223
Ending	\$ 893,140	\$ 348,306

The Notes to Consolidated Financial Statements are an integral part of these statements.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies

Nature of Operations

Wellspring, Inc. d/b/a SFK (“Organization”), formerly Schizophrenia Foundation of Kentucky, Inc., is a not-for-profit corporation organized to promote the recovery of persons with mental illness through leadership in the development of quality housing and rehabilitation services in Kentucky. While a parent-subsiary relationship does not exist, the corporation, through common board membership, has the ability to exercise control over six not-for-profit residential housing facilities in Kentucky. The following is a list of the affiliated organizations as of June 30, 2020:

- Amity Housing, Inc.
- Specialized Housing, Inc.
- Clover Hill Apartments, Inc.
- Patrick Henry Apartments, Inc.
- Wellspring Bridge Apartments, Inc.
- Wellspring Tonini Apartments, Inc.

The Organization’s activities include the operation of supportive housing programs and crisis stabilization units for adults diagnosed with a range of mental health diagnoses but focusing primarily on adults with severe and persistent mental illness. Services include Wellspring-Broadway Apartments (housing for men), The Concord (apartment housing for women), Crescent Court (supportive housing for men), Samuel B. Todd Crisis Stabilization Unit, David J. Block Crisis Stabilization Unit, Shelbyville Apartments, two Supported Housing Apartment complexes (Murray & Baxter Avenue Apartments), Youngland Apartments, Briggs-Bloch Apartments, two single family dwellings, and more than one hundred thirty-four scattered site leased rental units where Wellspring provides the necessary supportive services.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the organizations listed above. All inter-organizational balances and transactions have been eliminated in consolidation.

Use of estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies (Continued)

Accounts receivable

The valuation of accounts receivable is based upon a detailed analysis of past due accounts and the history of uncollectible accounts. Estimated uncollectible accounts increase the allowance for doubtful accounts and when the accounts receivable is written off, the allowance for doubtful accounts is decreased. Accounts receivable are net of allowance for doubtful accounts of \$125,182 and \$64,268 as of June 30, 2020 and 2019, respectively.

Assets whose use is limited

Assets set aside by the Board for future use, assets limited as to use under terms of loan agreements, assets limited as to use by donors, and security deposits, are classified as assets whose use is limited. Specific accounts that include donor restricted net assets are included in this section on the face of the consolidated statements of financial position.

Investments

Investments are valued at fair market value. See Note 5 for discussion of fair market value measurements. Those investments that the Board of Directors or donors have designated for future use are classified as non-current assets on the consolidated statements of financial position.

Net assets

The Organization classifies resources for accounting and reporting purposes into the following classifications as follows:

Net assets without donor restrictions: net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and board of directors.

Net assets with donor restrictions: net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds are to be maintained in perpetuity.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the consolidated statements of activities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies (Continued)

Property, equipment, and depreciation

Property and equipment are stated at cost, if purchased, or fair value at date of donation, if donated. The Organization's policy is to capitalize asset purchases in excess of \$2,500. Upon the disposition of tangible assets, a gain or loss is recorded on the consolidated statements of activities and the respective asset cost and accumulated depreciation are eliminated from the consolidated statements of financial position.

Depreciation of property and equipment is computed on the straight-line method over the following estimated useful lives:

	<u>Years</u>
Land improvements	20
Buildings and improvements	30-40
Furniture, equipment, and software	3-7

Depreciation and amortization of property and equipment was \$245,503 and \$293,795 for the years ended June 30, 2020 and 2019, respectively.

Donations other than cash

The Organization records donated services that require specific expertise and would normally have been purchased, and donated services that create or enhance non-financial assets, at fair market value. Those donated services that do not meet these specific criteria are not reflected in the consolidated financial statements. Donations other than cash are recorded at their fair market value as of the date of the donation. Donations of long-lived assets with explicit restrictions that specify how the assets are to be used and donations of cash or other assets that must be used to acquire long-lived assets are reported as net assets with donor restrictions. Absent explicit donor stipulations about how those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. Donations other than cash included in the consolidated statements of activities for the years ended June 30, 2020 and 2019 are approximately zero and \$43,000, respectively, for advertising and printing services, event facilities, and program supplies.

Conditional promises to give, which depend on the occurrence of specified future and uncertain events to bind the promise, are recognized when the conditions on which they depend are substantially met.

Discount on below market interest government financing

The face amount of below market interest government financing was discounted to net present value using a market borrowing rate of 3.75%. The debt is shown net of discount on the consolidated statements of financial position, and the discount is being amortized into interest expense over the life of the loan using the effective interest method. The discount is recognized as a net asset with donor restriction and is released from restriction at the same rate as the discount amortization.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies (Continued)

Functional allocation of expenses

The costs of providing supported housing program services, management and general services, and fundraising and special events have been summarized on a natural classification basis in the statements of operations and changes in net assets. The statements of functional expenses present the natural classification detail of expenses by function. Expenses directly attributable to a specific functional area of the Organization are reported as expenses of those functional areas while indirect costs that benefit multiple functional areas have been allocated among the various functional areas based on time spent or square footage. Accordingly, certain costs have been allocated among the supported housing program services, management and general services, and fundraising and special events services benefited.

Income taxes

The Organization qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (IRC). Although the Organization is exempt from income taxes, any income generated from activities unrelated to its exempt purpose is subject to tax under IRC Section 511. There was no unrelated business income tax for the years ended June 30, 2020 and 2019. Accordingly, no provision for federal and state income taxes has been made in these consolidated financial statements.

The Organization's accounting policy provides that a tax expense/benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. The Organization has no uncertain tax positions resulting in an accrual of a tax expense or benefit.

The Organization and its' affiliated organizations file separate Federal Returns of Organization Exempt from Income Tax. These returns are subject to examination by the taxing authorities until the expiration of the related statute of limitations on the returns, which is generally three years.

Recent accounting pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*. The standard's core principle is that an organization will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the organization expects to be entitled in exchange for those goods or services. This standard also includes expanded disclosure requirements that result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the organization's contracts with customers. This standard will be effective for the year ending June 30, 2021.

In February 2016, the FASB issued ASU 2016-02, *Leases*. This standard requires all leases with lease terms over 12 months to be capitalized as a right-of-use asset and lease liability on the consolidated statements of financial position at the date of lease commencement. Leases will be classified as either finance or operating. This distinction will be relevant for the pattern of expense recognition in the consolidated statements of activities. This standard is currently effective for the year ending June 30, 2023.

Management is currently in the process of evaluating the impact of the adoption of these ASU's on the Organization's consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies (Continued)

Subsequent events

Subsequent events have been evaluated through October 30, 2020, which is the date consolidated financial statements were available to be issued.

Note 2. Liquidity and Availability of Resources

Financial assets available for general expenditure, that is, without donor restriction or other restrictions limiting their use, within one year of the statement of financial position date, comprise the following at June 30, 2020:

	2020	2019
Financial assets at year end:		
Cash and cash equivalents	\$ 893,143	\$ 348,306
Accounts receivable, net	287,098	338,022
By donor or under loan and advance agreements	263,916	278,197
Grants receivable	29,482	43,428
Beneficial interest in restricted endowments	400,751	409,298
Total financial assets	1,874,390	1,417,251
Less amounts not available to be used within one year		
Net assets with donor restrictions	710,140	615,914
	\$ 1,164,251	\$ 801,337

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due. The Organization also has a \$250,000 line of credit to meet cash flow needs, with all available as of June 30, 2020.

Note 3. HUD Restricted Deposits

Under the regulatory agreements for U.S. Department of Housing and Urban Development (HUD) Projects, Wellspring Bridge Apartments, Inc., Amity Apartments, Inc., Clover Hill Apartments, Inc., Patrick Henry Apartments, Inc. and Specialized Housing, Inc. are required to set aside amounts for the replacement of property and other project expenditures approved by HUD. HUD-restricted reserves for replacement deposits consist of cash which is held by various financial institutions. These funds are generally not available for operating purposes and may not be withdrawn without the approval of HUD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 4. Accounts Receivable

Accounts receivable consists of the following as of June 30:

	2020	2019
Various grants	\$ 58,962	\$ 77,034
Tenant, net of allowance for doubtful accounts	20,174	23,502
Medicaid, net of allowance for doubtful accounts	207,962	237,486
	\$ 287,098	\$ 338,022

Note 5. Investments and Fair Value Measurements

U.S. GAAP provides a framework for fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The methodology for measuring fair value specifies a three-tier hierarchy of valuation techniques based upon whether the inputs to those valuation techniques are based on quoted prices of identical assets or liabilities (Level 1), significant other observable inputs (Level 2), or significant other unobservable inputs that reflect an organization's own assumptions of market participant valuation (Level 3).

All assets have been valued using a market approach. Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at June 30, 2020 and 2019.

Beneficial interest in restricted endowment- valued based upon quoted prices for assets held by the fund in which the endowment is invested.

Fair value of investments as of June 30, 2020 and 2019 is as follows:

	2020	2019
	Level 3	Level 3
Beneficial interest in restricted endowment	\$ 400,751	\$ 409,298

The following table sets forth a summary of changes in the fair value of the Level 3 assets for the years ended June 30, 2020 and 2019:

	2020	2019
Balance, beginning of year	\$ 409,298	\$ 410,029
Interest and dividends	14,567	14,264
Realized gains	-	2,283
Unrealized gain (loss)	(506)	3,620
Fees	(3,724)	(1,821)
Distributions	(18,884)	(19,077)
Balance, end of year	\$ 400,751	\$ 409,298

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 6. Unemployment Reserve

The Organization participates in a self-insured unemployment trust. Quarterly deposits are made to a reserve account, and unemployment claims are paid from the trust as they arise. The Organization had a reserve balance on deposit with the trustee of \$52,106 and \$49,448 as of June 30, 2020 and 2019, respectively.

Note 7. Investment in Partnership

In October 2010, the Wellspring Tonini Apartments, Inc. (Tonini) was formed as a separate not-for-profit corporation whose financial statements are consolidated with the Organization as a result of common board membership. In January 2012, the Wellspring Tonini Apartments GP, Inc. (GP) was formed by Wellspring, Inc. and New Directions Housing Corporation (NDHC) for the purpose of serving as the general partner of Wellspring Tonini Apartments I, LLLP (LLL), also formed in January 2012, for the purpose of acquiring real property on South Shelby Street, and constructing and rehabilitating 12 multi-family affordable housing units on this property, with Stock Yards Bank & Trust (SYB) serving as the limited partner in the LLLP. In exchange for the limited partner's contributions, the LLLP secured federal and Kentucky historical tax credits totaling approximately \$361,000.

In 2010, Tonini was awarded a Section 811 capital advance from HUD in the amount of \$1,574,500. In July 2012, a subordination agreement was entered into by Wellspring, Inc. and LLLP whereby the LLLP assumed the capital advance and related mortgage. In addition, the development agreement for Tonini was amended in July 2012, retroactive to November 2010. This amendment removed Wellspring, Inc. as a partner in the LLLP.

Following the expiration of the five-year tax credit recapture period, both SYB and GP will transfer their interests in the LLLP to Tonini. As a result of this transfer, all assets and liabilities of the LLLP as of the date of transfer will become a part of these consolidated financial statements. Assets will include the real property and building, construction of which was completed in June 2013 at an approximate cost of \$2.5 million. The financing of the construction was done primarily through capital advances totaling \$2,145,100, which will be included as part of the unrestricted net assets of the project at the time of transfer, and a bridge loan which was paid in full in 2014. The capital advances are secured by mortgages on the property, bear no interest and are not required to be repaid as long as the housing remains available to eligible households for periods ranging from twenty (April 2033) years to forty years (April 2053).

As of both June 30, 2020 and 2019, the Organization had advanced \$60,941, to the LLLP to fund the operating reserve and minimum cash accounts and to establish various bank accounts as required by the HUD financing.

Note 8. Line of Credit

The Organization has a revolving line of credit with Fifth Third Bank up to \$250,000, bearing interest at the prime rate and maturing in April 2021. As of June 30, 2020 and 2019, there were no outstanding borrowings on the line of credit.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 9. Long-Term Debt

Long-term debt consists of the following as of June 30:

	2020	2019
(A) Note Payable	\$ 268,569	\$ 286,163
(B) Note Payable	233,532	254,033
(C) Note Payable	35,461	38,342
(D) Note Payable	44,344	42,741
(E) Note Payable	137,623	144,450
(F) Note Payable	82,565	93,831
(G) Note Payable	5,947	8,916
 Total long-term debt	 808,041	 868,476
Less current portion	(66,746)	(61,907)
 Total long-term debt, less current portion	 \$ 741,295	 \$ 806,569

- (A) Mortgage note with the U.S. Department of Housing and Urban Development, payable in monthly installments of \$3,553, including interest at 9%, through October 2029. All property and equipment of Amity Housing, Inc. is pledged as collateral on the note. Under terms of the agreement, Amity Housing, Inc. is required to make monthly deposits of \$271 to an escrow account to be used only for replacements to structural elements or mechanical equipment in the facility.
- (B) Mortgage note with the U.S. Department of Housing and Urban Development, payable in monthly installments of \$3,583, including interest at 9.25%, through December 2027. All property and equipment of Specialized Housing, Inc. is pledged as collateral on the note. Under terms of the agreement, Specialized Housing, Inc. is required to make monthly deposits of \$289 to an escrow account to be used only for replacements to structural elements or mechanical equipment in the facility.
- (C) Mortgage note with Kentucky Housing Corporation, payable in annual installments of \$4,318, including interest at 3.75%, through June 2029. All property and equipment at the Shelbyville Apartments is pledged as collateral on this note.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 9. Long-Term Debt (Continued)

- (D) Mortgage note with Kentucky Housing Corporation, with a face amount of \$77,030 discounted to net present value using a borrowing rate of 3.75%, payable in annual installments equal to residual receipts in excess of those necessary to constitute a 1.15 debt coverage ratio, beginning in July 2029, with the balance due July 2034. The note bears no interest. All property and equipment at the Shelbyville Apartments is pledged as collateral on this note. Under terms of this agreement, the Organization is required to make monthly deposits of \$124 to an escrow account to be used only for replacements to structural elements or mechanical equipment in the facility.
- (E) Mortgage note with Stock Yards Bank, payable in monthly installments of \$1,260 including interest at 5.75%, with all remaining unpaid principal due June 2023. All Bashford Manor Lane property and assignment of rents are pledged as collateral on this note.
- (F) Mortgage note with Stock Yards Bank, payable in monthly installments of \$1,262, including interest at 4.50%, with remaining unpaid principal due August 2026. All Crescent Court property is pledged as collateral on this note.
- (G) Mortgage note with Fifth Third Bank, payable in monthly installments of \$283, including interest at 5.25%, with the remaining unpaid principal due April 2022. All Baxter business assets are pledged as collateral on this note.

Undiscounted future maturities of long-term debt are as follows:

2021	\$ 66,746
2022	73,197
2023	190,362
2024	73,318
2025	79,362
Thereafter	<u>357,742</u>
	840,727
Unamortized discount	<u>(32,686)</u>
	<u><u>\$ 808,041</u></u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 10. Changes in Net Assets with Donor Restrictions

Changes in net assets with donor restrictions are as follows:

<u>Purpose</u>	2020				
	Balance 6/30/2019	Contributions and Grants	Investment Income	Released From Restrictions	Balance 6/30/2020
Housing Transitional Shelter	\$ 30,797	\$ 32,501	\$ --	\$ (42,391)	\$ 20,907
Samuel B. Todd Crisis Stabilization Unit	6,315	3,695	--	(5,723)	4,287
Capital Campaign	98,389	--	(54)	--	98,335
David J. Block Crisis Stabilization Unit	6,315	3,695	--	(5,723)	4,287
LASH Program	12,113	328,116	--	(332,756)	7,473
Journey Program	10,929	229,543	--	(234,442)	6,030
McKinney Houses	92	1,196	--	(1,196)	92
Baxter/Murray Program	1,992	16,903	--	(18,895)	--
CH2 Program	3,841	217,673	--	(216,645)	4,869
Beneficial Interest in Restricted Endowment	409,298	--	14,062	(22,608)	400,752
KHC Loan Interest Discount	35,833	--	--	(3,147)	32,686
PuSHuP CDGB	--	35,745	--	(30,614)	5,131
Homeless Initiative Grant	--	100,000	--	(100,000)	--
James Graham Brown Foundation	--	150,000	--	(50,000)	100,000
Miscellaneous programs	--	32,678	--	(7,387)	25,291
	<u>\$ 615,914</u>	<u>\$ 1,151,745</u>	<u>\$ 14,008</u>	<u>\$ (1,071,527)</u>	<u>\$ 710,140</u>

<u>Purpose</u>	2019				
	Balance 6/30/2018	Contributions and Grants	Investment Income	Released From Restrictions	Balance 6/30/2019
Housing Transitional Shelter	\$ 50,102	\$ 41,961	\$ --	\$ (61,266)	\$ 30,797
Samuel B. Todd Crisis Stabilization Unit	34,094	6,820	--	(34,599)	6,315
Capital Campaign	98,295	--	94	--	98,389
David J. Block Crisis Stabilization Unit	8,834	6,315	--	(8,834)	6,315
LASH Program	--	379,833	--	(367,720)	12,113
Journey Program	11,493	248,198	--	(248,762)	10,929
McKinney Houses	184	1,104	--	(1,196)	92
Baxter/Murray Program	1,521	54,301	--	(53,830)	1,992
CABHI	--	29,000	--	(29,000)	--
CH2 Program	--	230,652	--	(226,811)	3,841
Beneficial Interest in Restricted Endowment	410,029	--	20,167	(20,898)	409,298
KHC Loan Interest Discount	35,833	--	--	--	35,833
Miscellaneous programs	--	76,627	--	(76,627)	--
	<u>\$ 650,385</u>	<u>\$ 1,074,811</u>	<u>\$ 20,261</u>	<u>\$ (1,129,543)</u>	<u>\$ 615,914</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 11. Net Asset Endowment

The Organization's endowment funds consist of beneficial interests in assets held by the Community Foundation of Louisville. The beneficial interests in assets held are comprised of grant funds which were contributed to the Community Foundation of Louisville for the right to receive a guaranteed percentage of distribution of fair market value of the endowment fund quarterly. The Organization does not have input or authority over the nature and type of investments held in the funds. The trustees of the Community Foundation of Louisville have sole discretion over the investments and the amount and timing of distributions from the fund. As required by accounting principles generally accepted in the United States of America, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The endowment fund is recorded as net assets with donor restrictions, including the portion made available for distribution under the agreement with Community Foundation of Louisville, net of any investment fees. Earnings of this fund are distributed quarterly and used as determined by the Board of Directors. The changes in endowment net assets with donor restrictions for the years ended June 30, 2020 and 2019 were as follows:

	2020	2019
Endowment net assets, beginning of year	\$ 409,298	\$ 410,029
Investment income (loss), net of distributions	(8,547)	(731)
Endowment net assets, end of year	\$ 400,751	\$ 409,298

Note 12. Capital Advances

A capital advance outstanding at June 30, 2020 and 2019 of \$68,500 from Kentucky Housing Corporation is for renovation of the Shelbyville Apartments. The capital advance is secured by a mortgage. The capital advance bears no interest and is not required to be repaid as long as the housing remains available to eligible, very low income households until July 1, 2034 (the maturity date) and is maintained in accordance with the Home Funding Agreement. The advance is included in unrestricted net assets.

Capital advances outstanding at June 30, 2020 and 2019 of \$1,435,800 from the U.S. Department of Housing and Urban Development (HUD) are for the construction of Patrick Henry Apartments, Inc., Clover Hill Apartments, Inc., and Wellspring Bridge Apartments, Inc. housing facilities. The capital advances are secured by mortgages. These capital advances bear no interest and are not required to be repaid as long as the housing remains available to eligible, very low income households until their maturity dates (June 11, 2032 for Patrick Henry Apartments, Inc., July 10, 2032 for Clover Hill Apartments, Inc., and March 13, 2048 for Wellspring Bridge Apartments, Inc.) and is maintained in accordance with HUD Section 811 regulations. The advances are included in unrestricted net assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 12. Capital Advances (Continued)

A capital advance outstanding at June 30, 2020 and 2019 of \$75,000 from Louisville Metro Department of Housing and Community Development is for renovation of the Sober Living Apartments on Murray Avenue. The capital advance is secured by a mortgage. The capital advance bears no interest and is not required to be repaid as long as the housing remains available to eligible, very low income households until September 30, 2021 (the maturity date) and is maintained in accordance with the Community Development Block Grant Program. The advance is included in unrestricted net assets. Early termination of this project would require repayment of the unamortized portion of the original capital advance which is amortized at the rate of \$5,000 per year of operation that began in September 2006. As of June 30, 2020 and 2019, the outstanding balance which would require repayment was \$10,000 and \$15,000, respectively.

A capital advance outstanding at June 30, 2020 and 2019 of \$96,000 from Louisville Metro Department of Housing and Family Services is for the construction of the Wellspring Bridge Apartments, Inc. The capital advance is secured by a mortgage on the property. The capital advance bears no interest and is not required to be repaid as long as the housing remains available to eligible disabled households until December 31, 2028 (the maturity date) and is maintained in accordance with the HOME Investment Partnership Program. The advance is included in unrestricted net assets. Early termination of this project would require repayment of the unamortized portion, plus interest at 3%, of the original capital advance which is amortized at the rate of \$4,800 per year of operation beginning in 2008. As of June 30, 2020 and 2019, the outstanding balance which would require repayment was \$43,200 and \$48,000, respectively.

A capital advance outstanding at June 30, 2020 and 2019 of \$260,000 from Kentucky Housing Corporation is for the renovation of the Briggs Apartments. The capital advance is secured by a mortgage on the property. The capital advance bears no interest and is not required to be repaid as long as the housing remains available to eligible assisted households until July 1, 2028 (the maturity date) and is maintained in accordance with the HOME Investment Partnership program. The advance is included in unrestricted net assets. Early termination of this project would require repayment of the principal balance of the capital advance, plus interest at 12%.

Note 13. Concentration of Cash

The Organization maintains cash balances at several financial institutions located in Kentucky. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. Management believes the Organization is not exposed to any significant risks on bank deposits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 14. Concentration of Revenues

The Organization provides crisis stabilization and other clinical services under contracts with Medicaid. The total revenues under these contracts of \$1,667,546 and \$1,915,732 in 2020 and 2019, respectively, were approximately 29% and 32% of total revenues, gains, and other support in 2020 and 2019, respectively.

The Organization received \$835,870 and \$945,823 during 2020 and 2019, respectively, from the U.S Department of Housing and Urban Development under housing assistance payment contracts which is approximately 14% and 17% of total revenues, gains, and other support in 2020 and 2019, respectively. These contracts are expected to be renewed at similar terms upon their expiration.

The Organization received \$1,045,000 per year representing approximately 18% of total revenues, gains, and other support during for both 2020 and 2019, under contracts for services from the Commonwealth of Kentucky.

Note 15. Retirement Plan

Effective April 1, 2012, the Organization adopted a 401(k) plan. The Plan covers all employees who have at least one year of service or 1,000 hours with the Organization. Employees may contribute an amount of their gross pay subject to certain limitations and are eligible to receive employer matching contributions equal to the first 4% of compensation contributed. The Organization may also make a discretionary match. During the year ended June 30, 2018, the Organization changed the Plan such that new employees will be automatically enrolled in the Plan at a 1% contribution when eligible, unless they opt out within 60 days.

Combined employer contributions for the years ended June 30, 2020 and 2019 to the 401(k) plan were \$48,113 and \$43,197, respectively.

Note 16. Operating Leases

The Organization leases office equipment and office space under operating leases on both a month-to-month basis and on terms exceeding one year. In addition, the Organization pays the monthly rent on residential apartments for clients under the Journey, CH2, and LASH programs. Total lease expense for the years ended June 30, 2020 and 2019 was \$670,149 and \$716,629, respectively.

The future minimum payments as of June 30, 2020 are as follows:

2021	\$	97,668
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 17. Vulnerability Due to Certain Concentrations

The Organization's operations are concentrated in providing housing for persons with psychiatric disabilities. In addition, the Organization operates in a heavily regulated environment. The operations of the Organization are subject to the administrative directives, rules, and regulations of federal, state, and local regulatory agencies, including, but not limited to, HUD. Such administrative directives, rules, and regulations are subject to change by an act of Congress or an administrative change mandated by HUD. Such changes may occur with little notice or inadequate funding to pay for the related cost, including the additional administrative burden, to comply with the change.

Note 18. Uncertainty

Local, U.S., and world governments have encouraged self-isolation to curtail the spread of the global pandemic, coronavirus disease (COVID-19), by mandating temporary work stoppage in many sectors and imposing limitations on travel and size and duration of group meetings. Most industries are experiencing disruption to business operations and the impact of reduced consumer spending. There is unprecedented uncertainty surrounding the duration of the pandemic, its potential economic ramifications, and any government actions to mitigate them. Accordingly, while management cannot quantify the financial and other impact to the Organization as of October 30, 2020 management believes that a material impact on the Organization's financial position and results of future operations is reasonably possible.

Note 19. Refundable Advance

In April 2020, the Organization received a refundable advance of \$633,100 from the United States Small Business Administration (SBA) Payroll Protection Program (PPP). Under the CARES Act, subject to limitations, as defined, the advance may be partially or fully forgiven, depending on specified actual payroll and other qualified costs for the covered period following receipt of the advance. Any amount not forgiven will be payable in 24 monthly installments of principal and interest at 1% and will be unsecured. The Organization is accounting for the loan proceeds as a conditional contribution in accordance with ASC 958-605. As such, the Organization will recognize the refundable advance as contribution income once the conditions for loan forgiveness have been substantially met.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATING STATEMENT OF FINANCIAL POSITION
June 30, 2020**

ASSETS	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Eliminations	Total
CURRENT ASSETS									
Cash	\$ 841,869	\$ 1,524	\$ 21,595	\$ 16,381	\$ 11,159	\$ 382	\$ 230	\$ --	\$ 893,140
Accounts receivable, less allowance for doubtful accounts	274,314	5,836	5,841	--	383	724	--	--	287,098
Prepaid expenses and other	4,000	248	231	155	155	155	--	--	4,944
Total current assets	<u>1,120,183</u>	<u>7,608</u>	<u>27,667</u>	<u>16,536</u>	<u>11,697</u>	<u>1,261</u>	<u>230</u>	<u>--</u>	<u>1,185,182</u>
ASSETS WHOSE USE IS LIMITED									
By donor or under loan and advance agreements	140,727	18,982	20,622	24,186	18,274	41,125	--	--	263,916
Grants receivable	29,482	--	--	--	--	--	--	--	29,482
Beneficial interest in restricted endowment	400,751	--	--	--	--	--	--	--	400,751
Unemployment reserve	52,106	--	--	--	--	--	--	--	52,106
Client funds, agency account	67,690	--	--	--	--	--	--	--	67,690
Security and resident deposits	4,686	3,463	3,450	3,028	1,812	2,169	--	--	18,608
	<u>695,442</u>	<u>22,445</u>	<u>24,072</u>	<u>27,214</u>	<u>20,086</u>	<u>43,294</u>	<u>--</u>	<u>--</u>	<u>832,553</u>
PROPERTY AND EQUIPMENT									
Land and improvements	379,530	36,100	85,000	58,096	45,051	52,000	--	--	655,777
Buildings and improvements	3,853,900	534,944	429,875	433,426	397,192	911,401	--	--	6,560,738
Furniture and equipment	590,426	27,054	43,050	36,002	50,289	18,208	--	--	765,029
	<u>4,823,856</u>	<u>598,098</u>	<u>557,925</u>	<u>527,524</u>	<u>492,532</u>	<u>981,609</u>	<u>--</u>	<u>--</u>	<u>7,981,544</u>
Less accumulated depreciation	2,956,422	409,903	436,319	289,152	283,357	270,805	--	--	4,645,958
	<u>1,867,434</u>	<u>188,195</u>	<u>121,606</u>	<u>238,372</u>	<u>209,175</u>	<u>710,804</u>	<u>--</u>	<u>--</u>	<u>3,335,586</u>
OTHER ASSETS									
Advances to partnerships	60,941	--	--	--	--	--	--	--	60,941
Affiliated receivables	149,097	--	--	--	--	--	--	(149,097)	--
	<u>210,038</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>(149,097)</u>	<u>60,941</u>
	<u>\$ 3,893,097</u>	<u>\$ 218,248</u>	<u>\$ 173,345</u>	<u>\$ 282,122</u>	<u>\$ 240,958</u>	<u>\$ 755,359</u>	<u>\$ 230</u>	<u>\$ (149,097)</u>	<u>\$ 5,414,262</u>

LIABILITIES AND NET ASSETS	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Eliminations	Total
CURRENT LIABILITIES									
Current maturities of long-term debt	\$ 25,022	\$ 19,244	\$ 22,480	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 66,746
Accounts payable	45,956	7,082	2,683	3,639	2,580	5,500	--	--	67,440
Accrued expenses	320,909	3,111	3,029	10,829	5,246	9,710	--	--	352,834
Refundable advance	633,100	--	--	--	--	--	--	--	633,100
Deferred rent	--	--	--	1,350	--	--	--	--	1,350
Total current liabilities	1,024,987	29,437	28,192	15,818	7,826	15,210	--	--	1,121,470
SECURITY AND RESIDENT DEPOSITS	4,686	3,387	2,974	2,364	1,660	1,912	--	--	16,983
CLIENT FUNDS, AGENCY ACCOUNT	67,690	--	--	--	--	--	--	--	67,690
LONG-TERM LIABILITIES									
Long-term debt, less current maturities	280,918	249,325	211,052	--	--	--	--	--	741,295
Affiliated payables	--	116,337	--	--	--	26,820	5,940	(149,097)	--
	280,918	365,662	211,052	--	--	26,820	5,940	(149,097)	741,295
Total liabilities	1,378,281	398,486	242,218	18,182	9,486	43,942	5,940	(149,097)	1,947,438
NET ASSETS									
Without donor restrictions	1,804,676	(180,238)	(68,873)	263,940	231,472	711,417	(5,710)	--	2,756,684
With donor restrictions	710,140	--	--	--	--	--	--	--	710,140
	2,514,816	(180,238)	(68,873)	263,940	231,472	711,417	(5,710)	--	3,466,824
	<u>\$ 3,893,097</u>	<u>\$ 218,248</u>	<u>\$ 173,345</u>	<u>\$ 282,122</u>	<u>\$ 240,958</u>	<u>\$ 755,359</u>	<u>\$ 230</u>	<u>\$ (149,097)</u>	<u>\$ 5,414,262</u>

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

June 30, 2019

ASSETS	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Eliminations	Total
CURRENT ASSETS									
Cash	\$ 304,772	\$ 2,870	\$ 10,625	\$ 15,060	\$ 9,114	\$ 5,635	\$ 230	\$ --	\$ 348,306
Accounts receivable, less allowance for doubtful accounts	335,329	497	--	2,154	27	15	--	--	338,022
Prepaid expenses and other	4,150	247	173	115	115	115	--	--	4,915
Total current assets	644,251	3,614	10,798	17,329	9,256	5,765	230	--	691,243
ASSETS WHOSE USE IS LIMITED									
By donor or under loan and advance agreements	140,094	15,541	15,404	33,387	29,169	44,602	--	--	278,197
Grants receivable	43,428	--	--	--	--	--	--	--	43,428
Beneficial interest in restricted endowment	409,298	--	--	--	--	--	--	--	409,298
Unemployment reserve	49,448	--	--	--	--	--	--	--	49,448
Client funds, agency account	15,419	--	--	--	--	--	--	--	15,419
Security and resident deposits	3,740	2,864	3,168	3,288	1,520	2,151	--	--	16,731
	661,427	18,405	18,572	36,675	30,689	46,753	--	--	812,521
PROPERTY AND EQUIPMENT									
Land and improvements	379,530	36,100	85,000	58,096	45,051	52,000	--	--	655,777
Buildings and improvements	3,853,900	526,175	429,875	400,166	397,192	911,401	--	--	6,518,709
Furniture and equipment	561,724	22,872	43,050	47,562	50,289	6,548	--	--	732,045
	4,795,154	585,147	557,925	505,824	492,532	969,949	--	--	7,906,531
Less accumulated depreciation	2,775,989	407,530	434,728	277,110	266,607	247,690	--	--	4,409,654
	2,019,165	177,617	123,197	228,714	225,925	722,259	--	--	3,496,877
OTHER ASSETS									
Advances to partnerships	60,941	--	--	--	--	--	--	--	60,941
Affiliated receivables	78,513	--	--	--	--	--	--	(78,513)	--
	139,454	--	--	--	--	--	--	(78,513)	60,941
	\$ 3,464,297	\$ 199,636	\$ 152,567	\$ 282,718	\$ 265,870	\$ 774,777	\$ 230	\$ (78,513)	\$ 5,061,582

LIABILITIES AND NET ASSETS	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Eliminations	Total
CURRENT LIABILITIES									
Current maturities of long-term debt	\$ 23,867	\$ 17,594	\$ 20,446	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 61,907
Accounts payable	70,669	46,820	3,247	6,481	3,965	5,419	--	--	136,601
Accrued expenses	303,187	2,343	3,027	2,242	3,810	328	--	--	314,937
Deferred rent	--	--	--	239	--	--	--	--	239
Total current liabilities	397,723	66,757	26,720	8,962	7,775	5,747	--	--	513,684
SECURITY AND RESIDENT DEPOSITS	3,740	2,787	2,692	2,623	1,367	1,889	--	--	15,098
CLIENT FUNDS, AGENCY ACCOUNT	15,419	--	--	--	--	--	--	--	15,419
LONG-TERM LIABILITIES									
Long-term debt, less current maturities	304,413	268,569	233,587	--	--	--	--	--	806,569
Affiliated payables	--	45,753	--	--	--	26,820	5,940	(78,513)	--
	304,413	314,322	233,587	--	--	26,820	5,940	(78,513)	806,569
Total liabilities	721,295	383,866	262,999	11,585	9,142	34,456	5,940	(78,513)	1,350,770
NET ASSETS									
Without donor restrictions	2,127,088	(184,230)	(110,432)	271,133	256,728	740,321	(5,710)	--	3,094,898
With donor restrictions	615,914	--	--	--	--	--	--	--	615,914
	2,743,002	(184,230)	(110,432)	271,133	256,728	740,321	(5,710)	--	3,710,812
	\$ 3,464,297	\$ 199,636	\$ 152,567	\$ 282,718	\$ 265,870	\$ 774,777	\$ 230	\$ (78,513)	\$ 5,061,582

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATING STATEMENT OF ACTIVITIES
June 30, 2020**

	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Total
Revenues, Gains and Other Support								
Contributions	\$ 315,018	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 315,018
Metro United Way	50,717	--	--	--	--	--	--	50,717
Special events	45,160	--	--	--	--	--	--	45,160
Grants and service fees	4,533,885	--	--	--	--	--	--	4,533,885
Apartment rentals	159,306	109,291	121,647	57,582	53,121	45,029	--	545,976
Resident services	253,190	--	--	--	--	--	--	253,190
Investment income	91	10	11	2	2	60	--	176
Increase in beneficial interest in restricted endowment	9,504	--	--	--	--	--	--	9,504
Other	--	17,205	2,846	--	--	108	--	20,159
Total revenues, gains and other support	5,366,871	126,506	124,504	57,584	53,123	45,197	--	5,773,785
Expenses								
Supported housing	4,821,884	93,317	59,906	41,970	58,469	40,523	--	5,116,069
Management and general	579,492	29,197	23,039	22,807	19,910	33,578	--	708,023
Fundraising and special events	193,681	--	--	--	--	--	--	193,681
Total expenses	5,595,057	122,514	82,945	64,777	78,379	74,101	--	6,017,773
Increase (decrease) in total net assets	(228,186)	3,992	41,559	(7,193)	(25,256)	(28,904)	--	(243,988)
Net assets (deficit), beginning of year	2,743,002	(184,230)	(110,432)	271,133	256,728	740,321	(5,710)	3,710,812
Net assets (deficit), end of year	<u>\$ 2,514,816</u>	<u>\$ (180,238)</u>	<u>\$ (68,873)</u>	<u>\$ 263,940</u>	<u>\$ 231,472</u>	<u>\$ 711,417</u>	<u>\$ (5,710)</u>	<u>\$ 3,466,824</u>

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**CONSOLIDATING STATEMENT OF ACTIVITIES
June 30, 2019**

	Wellspring, Inc. d/b/a SFK	Amity Housing, Inc.	Specialized Housing, Inc.	Clover Hill Apartments, Inc.	Patrick Henry Apartments, Inc.	Wellspring Bridge Apartments, Inc.	Wellspring Tonini Apartments, Inc.	Total
Revenues, Gains and Other Support								
Contributions	283,795	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 283,795
Metro United Way	45,138	--	--	--	--	--	--	45,138
Special events	219,922	--	--	--	--	--	--	219,922
Grants and service fees	4,389,369	--	--	--	--	--	--	4,389,369
Apartment rentals	171,377	113,580	117,784	57,298	52,484	47,424	--	559,947
Resident services	230,953	--	--	--	--	--	--	230,953
Investment income	164	6	10	8	8	188	--	384
Increase (decrease) in beneficial interest in restricted endowment	17,594	--	--	--	--	--	--	17,594
Other	--	16,427	4,514	1,951	220	--	--	23,112
Total revenues, gains and other support	<u>5,358,312</u>	<u>130,013</u>	<u>122,308</u>	<u>59,257</u>	<u>52,712</u>	<u>47,612</u>	<u>--</u>	<u>5,770,214</u>
Expenses								
Supported housing	4,619,089	133,630	70,639	43,843	48,394	41,028	--	4,956,623
Management and general	636,081	27,841	29,559	19,985	19,751	24,732	69	758,018
Fundraising and special events	294,995	--	--	--	--	--	--	294,995
Total expenses	<u>5,550,165</u>	<u>161,471</u>	<u>100,198</u>	<u>63,828</u>	<u>68,145</u>	<u>65,760</u>	<u>69</u>	<u>6,009,636</u>
Increase (decrease) in total net assets	(191,853)	(31,458)	22,110	(4,571)	(15,433)	(18,148)	(69)	(239,422)
Net assets (deficit), beginning of year	2,934,855	(152,772)	(132,542)	275,704	272,161	758,469	(5,641)	3,950,234
Net assets (deficit), end of year	<u>\$ 2,743,002</u>	<u>\$ (184,230)</u>	<u>\$ (110,432)</u>	<u>\$ 271,133</u>	<u>\$ 256,728</u>	<u>\$ 740,321</u>	<u>\$ (5,710)</u>	<u>\$ 3,710,812</u>

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
June 30, 2020**

<u>Federal Grantor/Program Title</u>	<u>Federal CFDA Number</u>	<u>Pass-Through Entity Identifying Number</u>	<u>Federal Expenditures</u>
U.S. Department of Housing and Urban Development			
Wellspring, Inc. d/b/a SFK:			
Continuum of Care Program		KY1033L4I011806	\$ 140,335
Continuum of Care Program		KY1033L4I011907	89,208
Continuum of Care Program		KY0059L4I011811	53,276
Continuum of Care Program		KY0077L4I011710	5,088
Pass-through - Coalition for the Homeless:			
Continuum of Care Program		KY0050L4I011811	217,627
Continuum of Care Program		KY0124L4I011706	162,840
Continuum of Care Program		KY0124L4I011807	165,316
Total Continuum of Care Program	14.267		<u>833,690</u>
HOME Investment Partnership			189,326
Pass-through - Kentucky Housing Corporation:			
HOME Investment Partnership		RN12-0321-01	260,000
HOME Investment Partnership			43,200
Total HOME Investment Partnership	14.239		<u>492,526</u>
HUD Section 8 Housing Assistance Payments:			
Amity Housing, Inc.			86,449
Specialized Housing, Inc.			94,517
Total HUD Section 8 Housing Assistance Payments	14.195		<u>\$ 180,966</u>

The accompanying notes are an integral part of this schedule.

**WELLSPING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS (Continued)
June 30, 2020**

<u>Federal Grantor/Program Title</u>	<u>Federal CFDA Number</u>	<u>Pass-Through Entity Identifying Number</u>	<u>Federal Expenditures</u>
HUD Section 202 Direct Loan:			
Amity Housing, Inc.			286,163
Specialized Housing, Inc.			254,033
Total HUD Section 202 Direct Loan			<u>540,196</u>
Total HUD Section 202	14.157		<u>540,196</u>
HUD Section 811 Project Rental Assistance:			
Clover Hill Apartments, Inc.			39,076
Patrick Henry Apartments, Inc.			38,258
Wellspring Bridge Apartments, Inc.			29,808
Total Section 811 Project Rental Assistance			<u>107,142</u>
HUD Section 811 Capital Advance:			
Clover Hill Apartments, Inc.			362,400
Patrick Henry Apartments, Inc.			379,700
Wellspring Bridge Apartments, Inc.			693,700
Total Section 811 Capital Advance			<u>1,435,800</u>
Total HUD Section 811	14.181		<u>1,542,942</u>
Total federal expenditures			<u><u>\$ 3,590,320</u></u>

The accompanying notes are an integral part of this schedule.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2020**

Note 1. Basis of Presentation

The accompanying schedule of expenditures of federal awards (Schedules) includes the federal grant activity of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates under programs of the federal government for the year ended June 30, 2020. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of the Organization, it is not intended to and does not present the financial position, changes in net assets or cash flows of the Wellspring, Inc. d/b/a SFK and Consolidated Affiliates.

Note 2. Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited to reimbursement. Wellspring, Inc. d/b/a SFK and Consolidated Affiliates has elected to use the 10 percent de minimis indirect cost rate as allowed under Uniform Guidance.

Note 3. Loan Programs

The Section 202 and Home Investment Partnership loan programs listed subsequently are administered by the U.S. Department of Housing and Urban Development, and balances and transactions related to these programs are included in the Organization's financial statements. Loans outstanding at the beginning of the year are included in the federal expenditures presented in this Schedule. The balance of loans outstanding at June 30, 2020 consist of:

<u>Program Title</u>	<u>CFDA Number</u>	<u>Outstanding Balance at June 30, 2020</u>
Section 202 Direct Loan - Amity Housing, Inc.	14.157	\$ 268,569
Section 202 Direct Loan - Specialized Housing, Inc.	14.157	233,532
Home Investment Partnership Loan - Shelbyville	14.239	180,992



Jones, Nale & Mattingly PLC

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL
OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Board of Directors
Wellspring, Inc. d/b/a SFK
and Consolidated Affiliates
Louisville, Kentucky

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates (the Organization), as of and for the year ended June 30, 2020, and the related notes to the financial statements, and have issued our report thereon dated October 30, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Organization's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

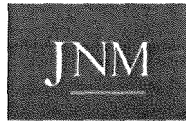
As part of obtaining reasonable assurance about whether the Organization's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Jones, Nale & Mattingly PLC

Louisville, Kentucky
October 30, 2020



Jones, Nale & Mattingly PLC

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND
ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE**

To the Board of Directors
Wellspring, Inc. d/b/a SFK
and Consolidated Affiliates
Louisville, Kentucky

Report on Compliance for Each Major Federal Program

We have audited Wellspring, Inc. d/b/a SFK and Consolidated Affiliates (the Organization), compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the Organization's major federal programs for the year ended June 30, 2020. The Organization's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Organization's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Organization's compliance.

Opinion on Each Major Federal Program

In our opinion, the Organization, complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2020.

Report on Internal Control Over Compliance

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Jones, Nale & Mattingly PLC

Louisville, Kentucky
October 30, 2020

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS
Year Ended June 30, 2020**

Section I- Summary of Auditors' Results

1. The auditors' report expresses an unmodified opinion on whether the consolidated financial statements of Wellspring, Inc. d/b/a SFK and Consolidated Affiliates were prepared in accordance with U.S. GAAP.

2. Internal control over financial reporting:

- Material Weakness identified? Yes No
- Significant deficiency identified? Yes None reported

3. Noncompliance material to financial statements noted? Yes No

4. Internal control over major programs:

- Material Weakness identified? Yes No
- Significant deficiency identified? Yes None reported

5. The auditors' report on compliance for the major federal award programs for Wellspring, Inc. d/b/a SFK and Consolidated Affiliates expresses an unmodified opinion on all major federal programs.

6. The audit did not disclose audit findings required to be reported in accordance with 2 CFR section 200.516(a).

7. The programs tested as a major program were:

<u>Federal CFDA Number</u>	<u>Name of Major Federal Program</u>
14.181	Department of Housing and Urban Development: Supportive Housing for Persons with Disabilities: Section 811 Capital Advance Program with Project Rental Assistance
14.267	Continuum of Care Program

8. The dollar threshold used to distinguish between Type A and Type B programs was \$750,000.

9. The auditee did qualify as a low-risk auditee.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS (CONTINUED)
Year Ended June 30, 2020**

Section II- Financial Statement Findings

There are no findings required to be reported.

Section III- Federal Award Findings and Questioned Costs

There are no findings required to be reported.

**WELLSPRING, INC. d/b/a SFK
AND CONSOLIDATED AFFILIATES**

**SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS
Year Ended June 30, 2020**

There were no prior audit findings for the year ended June 30, 2019.

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Trey Grayson
Secretary of State
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Fee Receipt: \$8.00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

1. The name of the corporation is Schizophrenia Foundation, Kentucky, Inc. (the "Corporation").

2. Article 1 of the Corporation's Articles of Incorporation (the "Amendment") is amended so that as amended it shall read in its entirety as follows:

1. The Corporation's name shall be Wellspring Inc.

3. The Corporation has no members entitled to vote on the Amendment. The Amendment set forth above was approved by the Unanimous Written Consent by the Board of Directors of the Corporation dated March 25, 2010.

SCHIZOPHRENIA FOUNDATION,
KENTUCKY, INC.

By Margaret A. Pennington
Margaret A. Pennington

Title: Chair
Chairman of the Board of Directors

Document No.: DN2010103491
Lodged By: WELLSRING
Recorded On: 08/13/2010 09:07:33
Total Fees: 11.00
Transfer Tax: .00
County Clerk: BOBBIE HOLSCLOW-JEFF CO KY
Deputy Clerk: AMASHO

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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

AMENDED, SUBSTITUTED, AND RESTATED

ARTICLES OF INCORPORATION OF
SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

OCT 7 1986
Director: Davis

Pursuant to the provisions of Chapter 273 of the Kentucky "REVISED" Statutes, the undersigned Chairman of the Board of Directors and Secretary of Schizophrenia Foundation, Kentucky, Inc., hereby certify that at a regular meeting of the membership of said corporation, duly held pursuant to notice of the specific purpose of the meeting at Louisville, Kentucky on September 11, 1986, the foregoing Amended, Substituted and Restated Articles of Incorporation were adopted by the unanimous vote of members present which was a majority of the members of the corporation.

The Articles of Incorporation of Schizophrenia Foundation, Kentucky, Inc. are hereby amended so that all prior Articles are repealed and the following substituted as restated Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation, hereinafter called "The Corporation," is Schizophrenia Foundation, Kentucky, Inc.

ARTICLE II

PLACE OF BUSINESS, REGISTERED AGENT

The place of business of the Corporation is 1382 South Third Street, Louisville, Jefferson County, Kentucky 40208, and the name of the Registered Agent at said address is Stephen C. Perkins.

ARTICLE III

OBJECTS AND PURPOSES

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall conduct research into and treatment of schizophrenia and related major mental illnesses and shall conduct public and professional educational programs regarding said illnesses.

ARTICLE IV

NON-PROFIT OPERATION

No part of the net earnings of the Corporation shall inure to the

Schizophrenia Foundation, Articles of Incorporation, page 2

benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

DURATION

The existence of the Corporation shall be perpetual.

ARTICLE VI

DIRECTORS - MEMBERS - CAPITAL STOCK

The Corporation shall have no capital stock and no members. The affairs of the Corporation shall be conducted by a Board of Directors of not less than ten but as provided in the By-laws. Powers and authority of the Board of Directors are as provided in the By-laws except as limited herein.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Schizophrenia Foundation, Articles of Incorporation, page 3

ARTICLE VIII

THIS RESTATEMENT OF ARTICLES

These Article of amendment, substitution and restatement shall repeal, restate and substitute for Articles I through XI, inclusive, of prior Articles of the Corporation as amended and except for the designated amendment, the restated Articles of Incorporation currently set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended. The restated Articles of Incorporation together with the designated amendments have been duly adopted as required by law and supersede all the original Articles of Incorporation and all amendments thereto.

In testimony hereto, the Corporation has caused these amended, substituted, and restated Articles of Incorporation to be executed in triplicate by its Chairman and Secretary this 17th day of September, 1986.

James D. Robbins
Chairman of the Board of Directors - President
Jane G. Emke
Secretary

State of Kentucky)
 :SS
County of Jefferson)

I, a Notary Public, in and for the State and County aforesaid, do hereby certify that James D. Robbins, and Jane G. Emke, personally known to me and to me known to be Chairman and Secretary of Schizophrenia Foundation, Kentucky, Inc. of Louisville, Kentucky, a Kentucky non-stock, non-profit corporation, appeared before me in said State and County, and after having been duly sworn, declared, acknowledged, and verified the foregoing to be the Amended, Substituted, and Restated Articles of Incorporation of said Schizophrenia Foundation, Kentucky, Inc., of Louisville, Kentucky, this 17th day of September 1986.

My commission expires Mar 9, 1987

Theresa V. Vetter
Notary Public
In and for Jefferson County,
Kentucky



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4190
Chambers

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

RESTATED CERTIFICATE OF INCORPORATION OF

SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

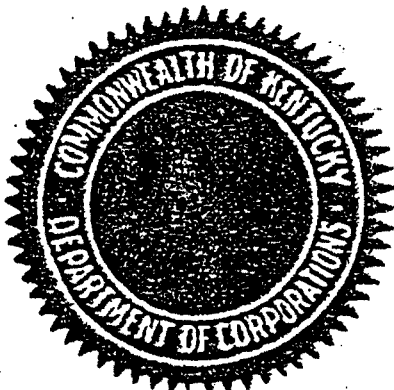
I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, hereby certify that triplicate originals of Restated Articles of Incorporation of

SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

duly signed and verified pursuant to the provisions of Chapter ~~XXX~~²⁷³ of the Kentucky Revised Statutes, have been received in this office and are found to conform to law. Therefore, as Secretary of State and by virtue of the authority vested in me by law, I hereby issue this Restated Certificate of Incorporation of

SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

and attach hereto one of the originals of the Restated Articles of Incorporation.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 7TH
day of OCTOBER, 19 86.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE



Kentucky Secretary of State

Michael G. Adams

WELLSPRING INC.

[File Annual Report](#)
[File Statement of Change of Principal Office](#)
[File Statement of Change of registered Agent / Registered Address](#)
[Printable Forms](#)
[Additional Services](#)
[Certificates](#)

General Information

Organization Number	0159517
Name	WELLSPRING INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	9/2/1981
Organization Date	9/2/1981
Last Annual Report	3/8/2021
Principal Office	225 W BRECKINRIDGE STREET LOUISVILLE, KY 40203
Registered Agent	KATHARINE R. DOBBINS 225 W BRECKINRIDGE STREET LOUISVILLE, KY 40203

Current Officers

Chairman	Steve Kerrick
Secretary	Rosmond Dolen
Treasurer	Curtiss Scott
Director	George W Rapp, Jr
Director	Alan MacDonald
Director	Rich Freeman
Director	Jack Trawick

Director	Margaret Pennington
Director	Rif El-Mallakh
Director	Curtiss Scott
Director	Steve Kerrick
Director	Rolandas Byrd
Director	Bill Friel
Director	Rosmond Dolen
Director	Kathleen Cogan
Director	Josh Lester
Director	Michael Patterson
Director	Al Spotts

Individuals / Entities listed at time of formation

Director	HERBERT WAGEMAKER MD
Director	SHELDON M REIN
Director	BOSWORTH M TODD JR
Director	PHILIP P ARDERY
Incorporator	HERBERT WAGEMAKER MD
Incorporator	PHILIP P ARDERY
Incorporator	BOSWORTH M TODD JR

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report	3/8/2021	1 page	PDF	
Annual Report	3/2/2020	1 page	PDF	
Annual Report	4/22/2019	1 page	PDF	
Amended Assumed Name	9/6/2018 12:51:10 PM	1 page	PDF	
Annual Report	3/28/2018	1 page	PDF	
Annual Report	5/2/2017	1 page	PDF	
Annual Report	3/30/2016	1 page	PDF	
Name Renewal	6/9/2015	1 page	tiff	PDF
Annual Report	4/1/2015	1 page	PDF	
Annual Report	5/21/2014	1 page	PDF	
Annual Report	6/19/2013	1 page	PDF	
Annual Report	6/27/2012	1 page	PDF	
Principal Office Address Change	6/29/2011 10:45:36 AM	1 page	PDF	
Registered Agent name/address change	6/29/2011 10:31:53 AM	1 page	PDF	
Annual Report	6/29/2011	1 page	PDF	
Annual Report Amendment	6/29/2011	1 page	PDF	
Annual Report	7/9/2010	1 page	PDF	
Amendment	6/25/2010	1 page	tiff	PDF
Certificate of Assumed Name	6/25/2010	1 page	tiff	PDF
Certificate of Withdrawal of Assumed Name	6/25/2010	1 page	tiff	PDF
Registered Agent name/address change	3/29/2010 3:47:46 PM	1 page	PDF	
Annual Report	7/8/2009	1 page	PDF	
Name Renewal	7/8/2008	1 page	tiff	PDF

Annual Report	6/25/2008	1 page	tiff	PDF
Annual Report	6/7/2007	3 pages	tiff	PDF
Annual Report	6/29/2006	1 page	PDF	
Annual Report	7/14/2005	2 pages	tiff	PDF
Annual Report	7/15/2004	1 page	PDF	
Annual Report	10/30/2003	2 pages	tiff	PDF
Name Renewal	6/2/2003	1 page	tiff	PDF
Annual Report	9/25/2002	1 page	tiff	PDF
Annual Report	9/12/2001	1 page	tiff	PDF
Annual Report	7/27/2000	2 pages	tiff	PDF
Annual Report	10/13/1999	2 pages	tiff	PDF
Annual Report	8/24/1998	2 pages	tiff	PDF
Annual Report	7/1/1997	3 pages	tiff	PDF
Annual Report	7/1/1996	3 pages	tiff	PDF
Administrative Dissolution	11/1/1995	1 page	tiff	PDF
Annual Report	7/1/1995	2 pages	tiff	PDF
Amended and Restated Articles	11/14/1994	3 pages	tiff	PDF
Certificate of Assumed Name	11/14/1994	1 page	tiff	PDF
Annual Report	7/1/1994	2 pages	tiff	PDF
Annual Report	7/1/1992	2 pages	tiff	PDF
Annual Report	7/1/1991	2 pages	tiff	PDF
Annual Report	7/1/1989	2 pages	tiff	PDF
Restated Articles	10/7/1986	1 page	tiff	PDF
Amendment	10/7/1986	5 pages	tiff	PDF
Statement of Change	1/7/1986	2 pages	tiff	PDF
Statement of Change	11/16/1982	1 page	tiff	PDF
Amendment	10/2/1981	6 pages	tiff	PDF
Articles of Incorporation	9/2/1981	8 pages	tiff	PDF

Assumed Names

SCHIZONPHRENIA FOUNDATION, KENTUCKY
WELLSPRING

Inactive
Inactive

Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	3/8/2021 4:13:40 PM	3/8/2021 4:13:40 PM	
Annual report	3/2/2020 1:08:13 PM	3/2/2020 1:08:13 PM	
Annual report	4/22/2019 11:34:24 AM	4/22/2019 11:34:24 AM	
Amend Assumed Name	9/6/2018 12:51:11 PM	9/6/2018	SCHIZONPHRENIA FOUNDATION, KENTUCKY
Annual report	3/28/2018 12:02:22 PM	3/28/2018 12:02:22 PM	
Annual report	5/2/2017 1:51:41 PM	5/2/2017 1:51:41 PM	
Annual report	3/30/2016 3:02:00 PM	3/30/2016 3:02:00 PM	
Annual report	4/1/2015 10:45:32 AM	4/1/2015 10:45:32 AM	
Annual report	5/21/2014 10:33:58 AM	5/21/2014 10:33:58 AM	

Annual report	6/19/2013 12:28:15 PM	6/19/2013 12:28:15 PM	
Annual report	6/27/2012 3:39:01 PM	6/27/2012 3:39:01 PM	
Amendment to annual report	6/29/2011 10:50:31 AM	6/29/2011 10:50:31 AM	
Principal office change	6/29/2011 10:45:36 AM	6/29/2011 10:45:36 AM	
Annual report	6/29/2011 10:40:41 AM	6/29/2011 10:40:41 AM	
Registered agent address change	6/29/2011 10:31:53 AM	6/29/2011 10:31:53 AM	
Annual report	7/9/2010 1:47:54 PM	7/9/2010 1:47:54 PM	
Added assumed name	6/25/2010 10:50:59 AM	6/25/2010	SCHIZONPHRENIA FOUNDATION, KENTUCKY
Amendment - Change name	6/25/2010 10:49:56 AM	6/25/2010	SCHIZOPHRENIA FOUNDATION, KENTUCKY, INC.

Microfilmed Images

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Kentucky Unbridled Spirit

WELLSPRING, INC
Budget Income Statement
FY2021

Financial Row	Amount
Ordinary Income/Expense	
Income	
40000 - RESIDENT CHARGES	\$124,250.00
40005 - RESIDENT RENT	\$176,788.00
40010 - PRIVATE FEES	\$6,600.00
40020 - STATE GUARDIANSHIP	\$17,760.00
40030 - CLIENT PROGRAM FEE	\$106,000.00
40100 - MILESTONE PYMNT-IPS	\$48,000.00
40499 - MEDICAID	
40500 - MEDICAID INCOME	\$1,885,276.00
40605 - MEDICAID - PROFESSIONAL SERVICES	\$120,000.00
Total - 40499 - MEDICAID	\$2,005,276.00
40619 - MEDICARE	
40620 - MEDICARE INCOME	\$7,000.00
40622 - MEDICARE-PROFESSIONAL SERVICES	\$8,000.00
Total - 40619 - MEDICARE	\$15,000.00
40999 - UNRESTRICTED GIFTS	
41000 - UNRESTRICTED GIFTS:	\$180,500.00
Total - 40999 - UNRESTRICTED GIFTS	\$180,500.00
41100 - RESTRICTED GIFTS	\$59,900.00
41125 - MEMORIALS	\$5,000.00
41600 - GRANT INCOME OTHER	\$180,000.00
41800 - GRANT SAMSHA3	\$195,000.00
42020 - STATE GRANT: IPS	\$50,000.00
43000 - GRANT MET UNITED WAY	\$29,481.00
43120 - GRANT -OLMSTEAD	\$95,000.00
43400 - STATE GRANTS	\$1,045,000.00
43815 - METRO GRANT	\$242,108.00
43899 - HUD SHP PROGRAMS	
43900 - HUD GRANT	\$335,815.00
43925 - COH Grants	\$624,450.00
Total - 43899 - HUD SHP PROGRAMS	\$960,265.00
45000 - OTHER INCOME	\$3,400.00
45600 - DERBY PREVIEW PARTY	
45601 - EVENT: AUCTION SALES - SILENT	\$25,000.00
45602 - EVENT: AUCTION SALES - BID FOR RECOVERY	\$65,000.00
45638 - EVENT: SPONSORSHIPS - AMERICAN PHARAOI	\$56,500.00
45642 - EVENT: SPONSORSHIPS - STAKES RACE	\$3,500.00
45650 - EVENT: AUCTION SALES LIVE	\$35,000.00
45660 - EVENT: TICKET SALES - INDIVIDUAL	\$13,600.00
45661 - EVENT: SALES - TABLE of 8	\$1,400.00
Total - 45600 - DERBY PREVIEW PARTY	\$200,000.00
47500 - INTEREST: OPERATING	\$75.00
49500 - IN KIND DONATIONS	\$35,000.00
Total - Income	\$5,780,403.00
Gross Profit	\$5,780,403.00
Expense	
49999 - SALARIES	
50000 - SALARIES	\$2,628,998.00
50002 - SALARIES: HMIS	\$6,136.00
50003 - SALARIES: PROGRAM SUPPORT	\$438,993.00
Total - 49999 - SALARIES	\$3,074,127.00
50199 - PAYROLL TAXES	
50200 - FICA/MEDICARE EXP	\$201,119.00
50201 - FICA/MEDICARE EXP SUP SCVS	\$33,583.00
50202 - FICA/MEDICARE EXP:HMIS	\$470.00
Total - 50199 - PAYROLL TAXES	\$235,172.00

50299 - BENEFITS

50300 - HEALTH INSURANCE	\$277,678.00
50304 - HEALTH INS-SELF FUNDED	\$32,759.00
50305 - DENTAL INSURANCE	\$14,527.00
50307 - DENTAL INS	\$1,007.00
50310 - LIFE INSURANCE	\$6,977.00
50313 - VISION	\$4,912.00
50315 - DISABILITY INSURANCE	\$34,031.00
50325 - 401(k) ER CONTRIBUTION	\$49,750.00
50330 - Other Benefits	\$11,092.00
50500 - WORKER'S COMP	\$24,158.00

Total - 50299 - BENEFITS **\$456,891.00**

50999 - STAFF DEVELOPMENT

51000 - STAFF DEV	\$26,002.00
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Total - 50999 - STAFF DEVELOPMENT **\$26,002.00**

51999 - CONSULTANTS

52000 - MEDICAL CONSULTANT	\$300,000.00
52100 - CONSULTANTS	\$29,090.00
52300 - CONTRACT LABOR	\$25,000.00

Total - 51999 - CONSULTANTS **\$354,090.00**

52400 - TECHNOLOGY	\$79,860.00
53000 - FOOD	\$115,250.00
53005 - BAR COSTS: EVENT	\$8,500.00
53100 - PROGRAM NEEDS	\$11,830.00
53200 - COMM ENGAGEMENT	\$1,000.00
53300 - HOUSE SUPPLIES	\$7,500.00

53399 - RESIDENT NEEDS

53400 - RESIDENT NEEDS	\$108,400.00
53405 - ART THERAPY SUPPLIES	\$1,100.00

Total - 53399 - RESIDENT NEEDS **\$109,500.00**

53499 - TRAVEL AND VEHICLES

53500 - TRAVEL & VEHICLES	\$46,250.00
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Total - 53499 - TRAVEL AND VEHICLES **\$46,250.00**

53600 - TARC TICKETS	\$6,362.00
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53699 - MEETINGS AND DINNERS

53700 - MEETINGS & DINNERS	\$2,175.00
53705 - COMPANY EVENTS	\$500.00

Total - 53699 - MEETINGS AND DINNERS **\$2,675.00**

53900 - MEDICATIONS	\$4,500.00
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54000 - GAS & ELECTRIC	\$66,680.00
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54099 - TELEPHONE AND DATA

54100 - TELEPHONE	\$23,095.00
54300 - DATA COSTS	\$34,986.00

Total - 54099 - TELEPHONE AND DATA **\$58,081.00**

54400 - SECURITY	\$5,174.00
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54500 - WATER & SANITATION	\$28,330.00
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54999 - INSURANCE

55000 - INSURANCE-BUILDINGS	\$33,357.00
55100 - INSURANCE AUTOS	\$12,968.00
55200 - INSURANCE G&PL	\$43,666.00

Total - 54999 - INSURANCE **\$89,991.00**

56099 - MAINTENANCE

56100 - MAINT AGREEMENT	\$350.00
56300 - MAINT REOCCURRING	\$67,325.00
56310 - TRASH/WASTE DISPOSAL	\$6,779.00

Total - 56099 - MAINTENANCE **\$74,454.00**

57000 - OFFICE SUPPLIES	\$17,750.00
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57010 - BUILDING LEASE	\$102,722.00
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57015 - CL LEASES	\$606,516.00
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57099 - POSTAGE AND PRINTING

57100 - POSTAGE	\$3,100.00
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57200 - PRINTING	\$24,700.00
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Total - 57099 - POSTAGE AND PRINTING **\$27,800.00**

57250 - ADVERTISING	\$26,000.00
57300 - DUES & SUBSCRIPTIONS	\$11,250.00
57599 - ACCNTING AND LEGAL	
57600 - BOARD EXPENSE	\$1,800.00
57700 - ACCOUNTING & LEGAL EXP	\$18,000.00
Total - 57599 - ACCNTING AND LEGAL	\$19,800.00
57799 - INTEREST	
57800 - INTEREST EXPENSE	\$16,000.00
Total - 57799 - INTEREST	\$16,000.00
58000 - LICENSES	\$2,750.00
58199 - BANK AND CREDIT CARD FEES	
58200 - SERVICE CHARGE	\$1,600.00
58205 - CREDIT CARD FEES	\$9,780.00
Total - 58199 - BANK AND CREDIT CARD FEES	\$11,380.00
58399 - MISCELLANEOUS	
58900 - EE MORALE/FLOWERS & GIFTS	\$500.00
59000 - MISCELLANEOUS	\$5,250.00
Total - 58399 - MISCELLANEOUS	\$5,750.00
58499 - PAYROLL PROC FEES	
58500 - PAYROLL PROCESSING	\$24,000.00
58505 - FSA FEE	\$330.00
Total - 58499 - PAYROLL PROC FEES	\$24,330.00
59399 - EVENT BASICS	
59400 - DONOR THANK YOU GIFTS	\$300.00
59600 - EVENT BASICS	\$8,900.00
59602 - AUCTION ITEMS PURCHASED	\$10,000.00
59603 - AUCTIONEER FEE	\$3,000.00
59608 - PHOTOGRAPHER COSTS	\$3,000.00
59610 - FACILITY RENTAL	\$10,000.00
59615 - MEDIA ADVERTISING	\$800.00
Total - 59399 - EVENT BASICS	\$36,000.00
Total - Expense	\$5,770,267.00
Net Ordinary Income	\$10,136.00
Other Income and Expenses	
Other Expense	
60000 - DEPRECIATION	\$153,676.00
99990 - ADMIN ALLOC	(\$25.00)
99991 - HOUSING ALLOC	(\$2.00)
Total - Other Expense	\$153,649.00
Net Other Income	(\$153,649.00)
Net Income	(\$143,513.00)