

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2018

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning **APR 1, 2018** and ending **MAR 31, 2019**

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 COVIA COMMUNITIES		D Employer identification number 94-6130471
	Doing business as		E Telephone number (925) 956-7400
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	2185 N. CALIFORNIA BLVD.		G Gross receipts \$ 158,252,570.
	City or town, state or province, country, and ZIP or foreign postal code WALNUT CREEK, CA 94596		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: KEVIN GERBER SAME AS C ABOVE			
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.COVIA.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: 1965 M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: COVIA COMMUNITIES PROVIDES HOUSING AND OTHER SUPPORTIVE SERVICES TO SENIORS OF ALL ECONOMIC		
	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	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	1431
	6 Total number of volunteers (estimate if necessary)	6	749
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 38	7b	116,931.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1,354,413.	4,837,919.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	134,950,902.	142,903,918.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,231,647.	5,651,649.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	345,085.	368,151.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	140,882,047.	153,761,637.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,225,758.	4,906,646.
	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)	66,537,035.	70,599,882.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	74,047,186.	97,506,008.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	142,809,979.	173,012,536.	
19 Revenue less expenses. Subtract line 18 from line 12	-1,927,932.	-19,250,899.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	502,440,513.	494,088,394.
	22 Net assets or fund balances. Subtract line 21 from line 20	434,860,010.	446,427,707.
		67,580,503.	47,660,687.

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		
	KEVIN GERBER, CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TRACY S. PAGLIA	TRACY S. PAGLIA	08/13/19	<input type="checkbox"/>	P00366884
	Firm's name ▶ MOSS ADAMS LLP	Firm's EIN ▶ 91-0189318			
	Firm's address ▶ 101 SECOND STREET SUITE 900 SAN FRANCISCO, CA 94105			Phone no. 415-956-1500	

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: COVIA COMMUNITIES CULTIVATES AND BUILDS HEALTHY COMMUNITIES WITH A CONTINUUM OF RESIDENTIAL AND INNOVATIVE AGING SERVICES THAT ACTIVELY PROMOTE INTELLECTUAL, PHYSICAL, SOCIAL AND SPIRITUAL WELL-BEING.

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.

4a (Code:) (Expenses \$ 156,872,940. including grants of \$ 915,853.) (Revenue \$ 138,455,101.) SEE SCHEDULE O

4b (Code:) (Expenses \$ 3,039,329. including grants of \$ 2,195,188.) (Revenue \$ 851,850.) SEE SCHEDULE O

4c (Code:) (Expenses \$ 1,795,605. including grants of \$ 1,795,605.) (Revenue \$ 1,801,362.) SEE SCHEDULE O

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

4e Total program service expenses 161,707,874.

Part IV Checklist of Required Schedules

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 389	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	

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

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 2a through 16 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 11; 1b Enter the number of voting members included... 11; 2 Did any officer, director, trustee, or key employee have a family relationship... X; 3 Did the organization delegate control over management duties... X; 4 Did the organization make any significant changes to its governing documents... X; 5 Did the organization become aware during the year of a significant diversion of the organization's assets... X; 6 Did the organization have members or stockholders? X; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? X; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? X; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 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 in 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?; 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; If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? X; 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
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.
[X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records
DIANA JAMISON - (925) 956-7400
2185 N. CALIFORNIA BLVD, #215, WALNUT CREEK, CA 94596

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) FORTE, VINCE CHAIRMAN	5.00 0.00	X		X			0.	0.	0.	
(2) DURANTEAU, NANCY VICE CHAIRMAN	5.00 0.00	X		X			0.	0.	0.	
(3) ANDRUS, MARC H. DIRECTOR	5.00 0.00	X					0.	0.	0.	
(4) CHAPMAN, CHARLES DIRECTOR	5.00 0.00	X					0.	0.	0.	
(5) DUNCKEL, PETER DIRECTOR	5.00 0.00	X					0.	0.	0.	
(6) GANDEL, CHRISTINE DIRECTOR	5.00 5.00	X					0.	0.	0.	
(7) PETERS, WILLIAM DIRECTOR	5.00 0.00	X					0.	0.	0.	
(8) RAMAR, SUANNE DIRECTOR	5.00 0.00	X					0.	0.	0.	
(9) VILLA, JOSEPH DIRECTOR	5.00 0.00	X					0.	0.	0.	
(10) RIVERA, MARIA DIRECTOR	5.00 0.00	X					0.	0.	0.	
(11) HARTMANT, WILLIAM DIRECTOR	5.00 0.00	X					0.	0.	0.	
(12) AITA, JOE DIRECTOR (THRU 6/2018)	5.00 0.00	X					0.	0.	0.	
(13) GERBER, KEVIN PRESIDENT, CEO	32.00 8.00			X			561,000.	0.	130,597.	
(14) JAMISON, DIANA TREASURER, CFO	27.00 13.00			X			395,305.	0.	96,555.	
(15) SCHAEFER, RONALD CHIEF OPERATING OFFICER	32.00 8.00			X			362,346.	0.	110,037.	
(16) MCMULLIN, MARY CHIEF STRATEGY & ADV. OFFICER	24.00 16.00			X			276,241.	0.	90,213.	
(17) TOBIN, WILLIAM C. GENERAL COUNSEL, CRO (THRU 12/2018)	16.00 24.00			X			356,952.	0.	54,160.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ICHIEN, CHRISTOPHER EXEC. DIRECTOR - LGM	40.00 0.00				X		252,294.	0.	72,589.	
(19) HIBBS, LINDA S. EXEC. DIRECTOR - WH	40.00 0.00				X		224,034.	0.	50,833.	
(20) DANA, CHRISTOPHER VP OF INFORMATION TECHNOLOGY	33.00 7.00				X		221,855.	0.	76,404.	
(21) MITCHELL, MELODY EXEC. DIRECTOR - SLV	40.00 0.00				X		219,610.	0.	53,354.	
(22) POWELL, TRACY VP OF OUTREACH PROGRAMS	19.00 21.00				X		204,731.	0.	66,263.	
(23) CASEY, JONATHAN F. VP OF FINANCE	5.00 35.00				X		188,956.	0.	35,312.	
(24) BOWES-WARREN, JOAN B. SENIOR DIR. OF QUALITY AND CARE	40.00 0.00				X		185,897.	0.	34,024.	
(25) BRINTON, PRAB VP HUMAN RESOURCES	35.00 5.00				X		182,744.	0.	64,966.	
(26) LINDE, MARY EXEC. DIRECTOR - SPT	40.00 0.00				X		184,447.	0.	47,429.	
1b Sub-total							3,816,412.	0.	982,736.	
c Total from continuation sheets to Part VII, Section A							2,111,976.	0.	287,431.	
d Total (add lines 1b and 1c)							5,928,388.	0.	1,270,167.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **105**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MORRISON SENIOR DINING P.O. BOX 102289, ATLANTA, GA 30368-2289	DINING SERVICES	7,799,720.
KAISER FOUNDATION HEALTH PLAN FILE 50295, LOS ANGELES, CA 90074	MEDICAL SERVICES	3,786,335.
REHAB ALLIANCE, 22995 MILL CREEK RD., LAGUNA HILLS, CA 92653	MEDICAL SERVICES	3,640,422.
TC CASTLE CONSTRUCTION, INC. 4727 GUENZA RD., SANTA ROSA, CA 95404	CONSTRUCTION SERVICES	2,976,935.
CITY BUILDING, INC. 212 N. SAN MATEO DRIVE, SAN MATEO, CA 94401	CONSTRUCTION SERVICES	2,723,576.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **138**

SEE PART VII, SECTION A CONTINUATION SHEETS

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					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	4,810,307.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	27,612.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		4,837,919.				
	Program Service Revenue	2 a MONTHLY RESIDENT FEES	Business Code 623000	74,448,191.	74,448,191.		
b NURSING CENTER		623000	45,212,174.	45,212,174.			
c AMORT. DEFERRED REV.		623990	21,406,424.	21,406,424.			
d MANAGEMENT REVENUE		900099	900,200.	900,200.			
e OTHER PROGRAM REVENUE		623990	795,578.	795,578.			
f All other program service revenue		623990	141,351.	141,351.			
g Total. Add lines 2a-2f			142,903,918.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		4,055,738.			4,055,738.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	281,618.				
		(ii) Personal					
		b Less: rental expenses	0.				
		c Rental income or (loss)	281,618.				
	d Net rental income or (loss)		281,618.			281,618.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	6,086,844.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	3,930,437.	560,496.			
		c Gain or (loss)	2,156,407.	-560,496.			
	d Net gain or (loss)		1,595,911.			1,595,911.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER REVENUE		900099	86,533.			86,533.	
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		86,533.				
12 Total revenue. See instructions		153,761,637.	142,903,918.	0.	6,019,800.		

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 ...	3,111,041.	3,111,041.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	1,795,605.	1,795,605.		
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	6,860,956.	2,204,235.	4,656,721.	
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	48,164,944.	44,857,155.	3,307,789.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,314,975.	1,791,224.	523,751.	
9 Other employee benefits	9,221,349.	8,362,205.	859,144.	
10 Payroll taxes	4,037,658.	3,508,983.	528,675.	
11 Fees for services (non-employees):				
a Management	1,207,352.	1,207,352.		
b Legal	588,299.		588,299.	
c Accounting	332,902.		332,902.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	507,381.		507,381.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	5,601,354.	5,601,354.		
12 Advertising and promotion	1,347,197.	1,347,197.		
13 Office expenses	3,187,493.	3,187,493.		
14 Information technology				
15 Royalties				
16 Occupancy	9,552,497.	9,552,497.		
17 Travel	272,994.	272,994.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	403,099.	403,099.		
20 Interest	7,908,749.	7,908,749.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	23,483,960.	23,483,960.		
23 Insurance	1,471,441.	1,471,441.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a IMPAIRMENT & EXIT COSTS	22,546,239.	22,546,239.		
b SUPPLIES	9,872,727.	9,872,727.		
c HEALTH CARE	6,045,946.	6,045,946.		
d SOCIAL PRGMS/ACTIVITIES	2,252,712.	2,252,712.		
e All other expenses	923,666.	923,666.		
25 Total functional expenses. Add lines 1 through 24e	173,012,536.	161,707,874.	11,304,662.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance 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	1,134,195.	1	2,147,339.
	2 Savings and temporary cash investments	18,951,019.	2	19,366,078.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	9,110,632.	4	15,027,949.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	2,370,453.	9	2,566,406.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 578,345,974.		
	b Less: accumulated depreciation	10b 275,476,674.	320,441,991.	10c 302,869,300.
	11 Investments - publicly traded securities	121,313,309.	11	126,826,067.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	619,303.	14	500,000.
	15 Other assets. See Part IV, line 11	28,499,611.	15	24,785,255.
16 Total assets. Add lines 1 through 15 (must equal line 34)	502,440,513.	16	494,088,394.	
Liabilities	17 Accounts payable and accrued expenses	18,772,687.	17	30,689,134.
	18 Grants payable		18	
	19 Deferred revenue	158,318,996.	19	168,015,229.
	20 Tax-exempt bond liabilities	149,568,658.	20	146,372,491.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	11,200,000.	23	11,200,000.
	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	96,999,669.	25	90,150,853.
	26 Total liabilities. Add lines 17 through 25	434,860,010.	26	446,427,707.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	67,580,503.	27	47,660,687.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	67,580,503.	33	47,660,687.	
34 Total liabilities and net assets/fund balances	502,440,513.	34	494,088,394.	

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	153,761,637.
2	Total expenses (must equal Part IX, column (A), line 25)	2	173,012,536.
3	Revenue less expenses. Subtract line 2 from line 1	3	-19,250,899.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	67,580,503.
5	Net unrealized gains (losses) on investments	5	-72,700.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-596,217.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	47,660,687.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
1		
2a		X
b	X	
c	X	
3a		X
3b		

Form 990 (2018)

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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 2018 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2018. 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 - 2017. 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 - 2018. 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 - 2017. 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1651182.	1004492.	1285445.	1354413.	4837919.	10133451.
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	101736360	126428128	134269981	134950902	142903918	640289289
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	103387542	127432620	135555426	136305315	147741837	650422740
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1651182.	1004492.	1285445.	1354413.	4810307.	10105839.
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	1651182.	1004492.	1285445.	1354413.	4810307.	10105839.
8 Public support. (Subtract line 7c from line 6.)						640316901

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6	103387542	127432620	135555426	136305315	147741837	650422740
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	5022802.	4308947.	3120936.	3909518.	4337356.	20699559.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	5022802.	4308947.	3120936.	3909518.	4337356.	20699559.
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.)	1444120.	814,788.	99,930.	98,786.	86,533.	2544157.
13 Total support. (Add lines 9, 10c, 11, and 12.)	109854464	132556355	138776292	140313619	152165726	673666456

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 2018 (line 8, column (f), divided by line 13, column (f))	15	95.05 %
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	95.22 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	3.07 %
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	3.21 %

19a 33 1/3% support tests - 2018. 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 - 2017. 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? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <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. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <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>		
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	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2018

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 2018 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-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, 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 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

Schedule A (Form 990 or 990-EZ) 2018

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:

OTHER REVENUE

2014 AMOUNT: \$ 1,444,120.

2015 AMOUNT: \$ 814,788.

2016 AMOUNT: \$ 99,930.

2017 AMOUNT: \$ 98,786.

2018 AMOUNT: \$ 86,533.

Multiple horizontal lines for providing additional information.

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

2018

Name of the organization

COVIA COMMUNITIES

Employer identification number

94-6130471

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 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

[X] 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 (entering "N/A" in column (b) instead of the contributor name and address), 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 COVIA COMMUNITIES	Employer identification number 94-6130471
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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
1	<hr/> <hr/> <hr/>	\$ <u>4,810,307.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization COVIA COMMUNITIES	Employer identification number 94-6130471
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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 COVIA COMMUNITIES	Employer identification number 94-6130471
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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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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

2018
Open to Public Inspection

Name of the organization **COVIA COMMUNITIES** Employer identification number **94-6130471**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

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

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

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2018

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	664,420.	664,420.	664,420.	664,420.	654,420.
b Contributions					10,000.
c Net investment earnings, gains, and losses	11,617.	23,938.	24,217.	15,806.	47,016.
d Grants or scholarships					
e Other expenditures for facilities and programs	11,617.	23,938.	24,217.	15,806.	47,016.
f Administrative expenses					
g End of year balance	664,420.	664,420.	664,420.	664,420.	664,420.

- 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 Temporarily restricted endowment _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | X | |
- 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		43,027,295.		43,027,295.
b Buildings		301,259,090.	134,109,592.	167,149,498.
c Leasehold improvements		192,447,857.	115,892,126.	76,555,731.
d Equipment		32,352,201.	16,399,801.	15,952,400.
e Other		9,259,531.	9,075,155.	184,376.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				302,869,300.

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) ASSETS HELD BY BOND INDENTURE	14,442,422.
(2) OTHER DEFERRED CHARGES	2,392,887.
(3) DUE FROM AFFILIATED ORGANIZATIONS	1,134,489.
(4) PRE-DEVELOPMENT	6,815,457.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	24,785,255.

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) ACCRUED RETIREMENT BENEFITS	8,633,794.
(3) REPAYABLE ENTRANCE FEES	81,215,104.
(4) DUE TO AFFILIATED ORGANIZATIONS	301,955.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	90,150,853.

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

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

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

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

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

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

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

Part XIII Supplemental Information.

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

PART V, LINE 4:

ENDOWMENT FUND EARNINGS ARE USED FOR ATRIUM AT SLV AND ASSISTANCE FOR RESIDENTS. \$168,784 IS THE NUTTER FUND FOR THE SLV ATRIUM; AND \$495,636 IS FOR ASSISTANCE FUNDS.

PART X, LINE 2:

THE COMMUNITIES ADOPTED THE PROVISIONS OF THE ASC TOPIC 740-10, INCOME TAXES, RELATING TO ACCOUNTING FOR UNCERTAIN TAX POSITIONS ON APRIL 1, 2009, WHICH HAD NO FINANCIAL STATEMENT IMPACT TO THE COMMUNITIES. THE COMMUNITIES RECOGNIZES THE TAX BENEFIT FROM UNCERTAIN TAX POSITIONS ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITIONS WILL BE SUSTAINED ON EXAMINATION BY THE TAX AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE

Part XIII Supplemental Information *(continued)*

POSITION. THE TAX BENEFIT IS MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THE COMMUNITIES RECOGNIZES INTEREST AND PENALTIES RELATED TO INCOME TAX MATTERS IN OPERATING EXPENSES.

Multiple horizontal lines for supplemental information.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization **COVIA COMMUNITIES** Employer identification number **94-6130471**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
COVIA FOUNDATION 2185 N. CALIFORNIA BLVD., SUITE 215 WALNUT CREEK, CA 94596	46-0502111	501(C)(3)	3,111,041.	0.			SUPPORT FOR COVIA FOUNDATION

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

3 Enter total number of other organizations listed in the line 1 table ▶ 0

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

Schedule I (Form 990) (2018)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
RESIDENT ASSISTANCE	40	1,795,605.	0.		

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

PART I, LINE 2:

ORGANIZATION ASSISTANCE: COVIA COMMUNITIES GIVES GRANTS TO RELATED ORGANIZATIONS AND GRANTS ARE MONITORED THROUGH GOVERNANCE.

RESIDENT ASSISTANCE: IF A RESIDENT IS UNABLE TO AFFORD HIS/HER MONTHLY CARE FEES, HE/SHE MAY REQUEST FINANCIAL ASSISTANCE FROM COVIA COMMUNITIES. THE RESIDENT COMPLETES AN APPLICATION FOR ASSISTANCE, PROVIDES SUPPORTING DOCUMENTATION, AND MEETS WITH THE EXECUTIVE DIRECTOR TO REVIEW HIS/HER FINANCIAL RESOURCES. THE EXECUTIVE DIRECTOR REVIEWS AND THE CONTROLLER

Part IV Supplemental Information

REVIEWS AND APPROVES ANY APPLICATIONS FOR ASSISTANCE. THE FUNDS ARE CREDITED TO THE RESIDENT'S INTERNAL ACCOUNTS TO REDUCE THE COST FOR THEIR MONTHLY CARE AND SERVICES.

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2018

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

COVIA COMMUNITIES

Employer identification number

94-6130471

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a	X	
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GERBER, KEVIN PRESIDENT, CEO	(i)	454,756.	50,184.	56,060.	108,544.	22,053.	691,597.	56,060.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JAMISON, DIANA TREASURER, CFO	(i)	321,583.	36,000.	37,722.	76,800.	19,755.	491,860.	37,722.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SCHAEFER, RONALD CHIEF OPERATING OFFICER	(i)	324,546.	37,800.	0.	75,008.	35,029.	472,383.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) MCMULLIN, MARY CHIEF STRATEGY & ADV. OFFICER	(i)	250,187.	26,054.	0.	57,016.	33,197.	366,454.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) TOBIN, WILLIAM C. GENERAL COUNSEL, CRO (THRU 12/2018)	(i)	286,010.	32,565.	38,377.	33,910.	20,250.	411,112.	38,377.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ICHIEN, CHRISTOPHER EXEC. DIRECTOR - LGM	(i)	211,931.	18,335.	22,028.	49,833.	22,756.	324,883.	22,028.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) HIBBS, LINDA S. EXEC. DIRECTOR - WH	(i)	174,847.	19,201.	29,986.	42,666.	8,167.	274,867.	29,986.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) DANA, CHRISTOPHER VP OF INFORMATION TECHNOLOGY	(i)	184,991.	18,206.	18,658.	43,995.	32,409.	298,259.	18,658.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) MITCHELL, MELODY EXEC. DIRECTOR - SLV	(i)	183,156.	17,967.	18,487.	43,111.	10,243.	272,964.	18,487.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) POWELL, TRACY VP OF OUTREACH PROGRAMS	(i)	167,260.	16,479.	20,992.	39,577.	26,686.	270,994.	20,992.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) CASEY, JONATHAN F. VP OF FINANCE	(i)	171,531.	17,425.	0.	33,697.	1,615.	224,268.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) BOWES-WARREN, JOAN B. SENIOR DIR. OF QUALITY AND CARE	(i)	175,097.	10,800.	0.	17,660.	16,364.	219,921.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) BRINTON, PRAB VP HUMAN RESOURCES	(i)	167,744.	15,000.	0.	38,049.	26,917.	247,710.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) LINDE, MARY EXEC. DIRECTOR - SPT	(i)	168,790.	15,657.	0.	37,793.	9,636.	231,876.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) ALLEN, CLARA EXECUTIVE DIRECTOR - FH	(i)	156,839.	8,619.	0.	17,439.	9,256.	192,153.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(16) SULTAN, KARIM VP OF AFFORDABLE HOUSING	(i)	145,048.	14,004.	0.	27,954.	10,916.	197,922.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(17) MILLER, KATHARINE A. EXECUTIVE DIRECTOR - CF	(i)	145,703.	13,096.	0.	27,657.	7,791.	194,247.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(18) YORK, SHARON D. EXEC. DIRECTOR - SLV (THRU 6/2018)	(i)	106,901.	0.	196,492.	28,822.	8,633.	340,848.	196,492.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(19) BRAMBILLA, NORMA EXEC. DIRECTOR - CW (THRU 9/2018)	(i)	168,574.	17,304.	0.	17,658.	17,267.	220,803.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(20) FEDDERSEN, DENISA VP OF FINANCE (THRU 10/2018)	(i)	159,371.	17,600.	0.	16,813.	5,525.	199,309.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(21) CHUNG, TENG-TENG REGISTERED NURSE	(i)	197,962.	3,454.	0.	19,134.	0.	220,550.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(22) HERMANSON, KRISTIN ASSISTANT EXECUTIVE DIRECTOR - SLV	(i)	162,744.	6,483.	0.	16,076.	0.	185,303.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(23) GELVEZ, CELIA O. REGISTERED NURSE	(i)	158,104.	0.	0.	15,020.	0.	173,124.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(24) BROWN, JERRY W. SENIOR DIR. - AFFORDABLE HOUSING	(i)	276,181.	0.	0.	26,237.	271.	302,689.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(25) YAANSANA, ORLATHAI REGISTERED NURSE	(i)	154,724.	2,773.	0.	14,962.	0.	172,459.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 4B:

COVIA COMMUNITIES HAS A 457F PLAN FOR THE FOLLOWING INDIVIDUALS. THE PARTICIPANTS OF THE PLAN ARE THOSE EMPLOYEES WHO ARE ADMINISTRATORS AND OFFICERS OF COVIA COMMUNITIES AND ITS AFFILIATES. ADMINISTRATORS ARE THE EXECUTIVE DIRECTORS OF THE COMMUNITIES. FROM TIME TO TIME THE BOARD MAY DESIGNATE ADDITIONAL OFFICERS AND ADMINISTRATORS.

KEVIN GERBER

DIANA JAMISON

CHRISTOPHER DANA

RON SCHAEFER

TRACY POWELL

WILLIAM TOBIN

NORMA BRAMBILLA

MELODY MITCHELL

LINDA HIBBS

CHRISTOPHER ICHIEN

SHARON YORK

MARY LINDE

Part III Supplemental Information

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

PRAB BRINTON

MARY MCMULLIN

DENISA FEDDERSEN

PART I, LINE 6:

COVIA COMMUNITIES MAINTAINS A SUCCESS SHARING PROGRAM FOR ALL EMPLOYEES,
INCLUDING SENIOR EXECUTIVES, WHICH IS BASED UPON THE FOLLOWING FACTORS, IN
DECREASING ORDER OF IMPORTANCE:

1. WHETHER COVIA COMMUNITIES IS MEETING ITS QUALITY BENCHMARKS IN
DELIVERING SERVICES TO ITS RESIDENTS. THIS FACTOR IS DETERMINED BY THE
QUALITY FIRST COMMITTEE OF THE BOARD OF DIRECTORS. THE PERFORMANCE MEASURES
EVALUATED INCLUDE ITEMS SUCH AS THE RESIDENT SATISFACTION SURVEY, EMPLOYEE
SATISFACTION SURVEY, TURNOVER, WORKERS COMPENSATION, AND FINANCIAL RESULTS.
REGARDLESS OF ANY OF THE REMAINING FACTORS, NO INCENTIVES ARE PAID IF THE
QUALITY MEASURE IS NOT MET.

2. THE AMOUNT OF ACTUAL NET OPERATING INCOME ACHIEVED COMPARED TO THE
BUDGETED NET OPERATING INCOME. INCENTIVE PAYMENTS FUNDED, IF ANY, ARE BASED

Part III Supplemental Information

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

ON A SLIDING SCALE UP TO 40% OF THE PARTICIPANT'S BASE COMPENSATION
DEPENDING UPON THE ACTUAL LEVEL OF PERFORMANCE. A MINIMUM LEVEL OF
PERFORMANCE AGAINST BUDGET MUST BE ACHIEVED IN ORDER TO PAY OUT ANY
INCENTIVES.

3. THE ACTUAL OCCUPANCY RATE ACHIEVED COMPARED TO THE BUDGETED OCCUPANCY
RATE. A MINIMUM LEVEL OF PERFORMANCE AGAINST BUDGET MUST BE ACHIEVED IN
ORDER TO PAY OUT ANY INCENTIVES.

SCHEDULE J, PART II:

THE AMOUNT REPORTED IN COLUMN C INCLUDES THE AMOUNT ACCRUED UNDER THE
457(F) PLAN FOR EACH PARTICIPANT DURING THE CURRENT YEAR. THIS AMOUNT
WILL AGAIN BE REPORTED IN COLUMN F IN THE SUBSEQUENT YEAR IN WHICH THE
AMOUNT BECOMES VESTED AND IS ACTUALLY PAID TO THE PARTICIPANT.

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
▶ **Attach to Form 990.** ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization **COVIA COMMUNITIES** Employer identification number **94-6130471**

Part I Bond Issues												
SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS												
	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATI	94-3130123	00037CRW2	10/27/11	62200000.	PART VI, SUPPLEMENTAL INFO		X		X		X
B	ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATI	94-3130123	00037CTL4	12/20/12	136763968.	PART VI, SUPPLEMENTAL INFO		X		X		X
C	CA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY	68-0164610	NONEAVAIL	06/05/15	8,718,000.	PART VI, SUPPLEMENTAL INFO		X		X		X
D												

Part II Proceeds										
		A		B		C		D		
1	Amount of bonds retired	55,313,603.		21,533,580.		8,495,000.				
2	Amount of bonds legally defeased									
3	Total proceeds of issue	61,269,135.		127,480,000.		8,718,000.				
4	Gross proceeds in reserve funds	10,737,123.		1,756,675.						
5	Capitalized interest from proceeds									
6	Proceeds in refunding escrows									
7	Issuance costs from proceeds	1,478,640.		2,164,311.		174,360.				
8	Credit enhancement from proceeds									
9	Working capital expenditures from proceeds									
10	Capital expenditures from proceeds	9,986,249.		111,309,402.						
11	Other spent proceeds									
12	Other unspent proceeds									
13	Year of substantial completion	2011		2015		2015				
		Yes	No	Yes	No	Yes	No	Yes	No	
14	Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?	X		X		X				
15	Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?		X		X		X			
16	Has the final allocation of proceeds been made?	X		X		X				
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X				

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

Part III Private Business Use								
	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00 %		.00 %		.00 %		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00 %		.00 %		.00 %		%
6 Total of lines 4 and 500 %		.00 %		.00 %		%
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

Part IV Arbitrage								
	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	X			X		X		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?			X		X			
b Exception to rebate?				X		X		
c No rebate due?				X		X		
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X	X			

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X			X		

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?	X		X			X		

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATIONS

(F) DESCRIPTION OF PURPOSE: PART VI, SUPPLEMENTAL INFORMATION

(A) ISSUER NAME: ABAG FINANCE AUTHORITY FOR NON-PROFIT CORPORATIONS

(F) DESCRIPTION OF PURPOSE: PART VI, SUPPLEMENTAL INFORMATION

(A) ISSUER NAME: CA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY

(F) DESCRIPTION OF PURPOSE: PART VI, SUPPLEMENTAL INFORMATION

PART VI, SUPPLEMENT INFORMATION

DESCRIPTION OF PURPOSE

REFINANCE OUTSTANDING CERTIFICATES OF PARTICIPATION & COST OF ISSUANCE FUNDED INTEREST, FUNDING RESERVES, AND PROJECT COSTS INCLUDING REIMBURSEMENT OF PROJECT COSTS INCURRED PRIOR TO THE ISSUANCE OF THE BONDS.

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

2018

Open to Public
Inspection

Name of the organization

COVIA COMMUNITIES

Employer identification number

94-6130471

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

MEANS.

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

COVIA COMMUNITIES IS A PIONEERING LEADER IN HEALTH CARE AND SENIOR RETIREMENT LIVING SINCE 1965. COVIA COMMUNITIES HAS BUILT, OPENED, AND OPERATES SIX LIFE PLAN COMMUNITIES ON A NONPROFIT AND NON-DENOMINATIONAL BASIS, WHICH ARE LICENSED BY THE STATE OF CALIFORNIA. THE COMMUNITIES OFFER ITS RESIDENTS SECURITY AND ROBUST SERVICES WHICH INCLUDE: (1) THE PROMISE OF CARE FOR THE REMAINDER OF THE RESIDENT'S LIFE; (2) INDEPENDENT LIVING WITH A WIDE RANGE OF RESIDENT AMENITIES AND BENEFITS; (3) A COMPREHENSIVE APPROACH TO LONG TERM HEALTH CARE; AND THE OPPORTUNITY TO CONTINUE LIVING IN THE COMMUNITY EVEN IF THE RESIDENT HAS EXHAUSTED THEIR FINANCIAL RESOURCES THROUGH NO FAULT OF THEIR OWN.

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

COVIA COMMUNITIES HAS A COMMITMENT TO SERVE OLDER ADULTS AS THEY "AGE IN PLACE" WHEREVER THEY CALL HOME. SENIOR RESOURCE DIRECTORS WAS THE FIRST OF COVIA COMMUNITIES' COMMUNITY OUTREACH SERVICES, WITH A 40-PLUS YEAR HISTORY OF SERVING LOW-INCOME SENIORS IN 7 BAY AREA COUNTIES. OVER THE PAST YEAR, SENIOR RESOURCE DIRECTORS TOUCHED THE LIVES OF 7,440 INDIVIDUALS, PROVIDING INFORMATION & REFERRALS, HOSTING MONTHLY LUNCHES, NUTRITION THROUGH PANTRIES AND CARE CLOSETS, HOME DELIVERED GROCERY PROGRAMS, AND MYRIAD EDUCATIONAL WORKSHOPS, EDUCATIONAL FORUMS, AND HOME REPAIRS THROUGH A PARTNERSHIP WITH ROTARY. ALL SENIOR RESOURCE

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

Schedule O (Form 990 or 990-EZ) (2018)

Name of the organization COVIA COMMUNITIES	Employer identification number 94-6130471
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DIRECTORS HAVE SAFETY-NET FUNDS TO DISTRIBUTE TO SENIORS ON A ONE-TIME, EMERGENCY BASIS TO ASSIST WITH FOOD, RENT, UTILITIES, CARE REGISTRATION, OR UNEXPECTED MEDICAL COSTS; LAST YEAR WE SERVED 398 THROUGH THIS PROGRAM. IN RESPONSE TO NEED, THE SAN FRANCISCO SENIOR RESOURCE DIRECTOR DEVELOPED SOCIAL CALL, A FRIENDLY VISITOR PROGRAM THAT PAIRS TRAINED VOLUNTEERS WITH SENIORS FOR VISITS BASED ON THEIR INTERESTS AND NEEDS. THIS PROGRAM IS OFFERED IN FIVE COUNTIES, INCLUDING LOS ANGELES, AND RECENTLY EXPANDED TO OFFER FRIENDLY VISITS ON THE PHONE. COVIA COMMUNITIES PROVIDES MARKET DAY AT 20 COMMUNITIES THROUGHOUT THE BAY AREA, MEETING THE NEED FOR HEALTHY, ACCESSIBLE, AFFORDABLE FOOD FOR SENIORS. WE PROVIDE FRESH FRUIT AND VEGETABLES AT WHOLESALE PRICES AT AFFORDABLE HOUSING COMMUNITIES, SENIOR CENTERS, AND CHURCHES. MARKET DAY EVENTS ARE PRIMARILY RUN BY VOLUNTEERS AND SERVE AS A WELCOMING COMMUNITY WHERE SENIORS CAN ALSO RECEIVE INFORMATION ON OTHER IMPORTANT SERVICES. THE PROGRAM WAS AWARDED THE AGING SERVICE OF CALIFORNIA COMMUNITY SERVICE AWARD IN 2003. WELL CONNECTED IS A TELEPHONE ENGAGEMENT PROGRAM DESIGNED TO ALLEVIATE LONELINESS AND DEPRESSION AND PROMOTE SOCIAL CONNECTION AMONG SENIORS WHO FIND IT DIFFICULT TO LEAVE THEIR HOMES OR HAVE BECOME ISOLATED. NOW IN 39 STATES, WELL CONNECTED ENGAGES CLOSE TO 1,500 SENIORS IN 70 WEEKLY ACTIVITIES. WELL CONNECTED HAS RECEIVED THE 2010 JEFFERSON AWARD FOR PUBLIC SERVICE, THE 2009 CITATION OF HONOR FROM THE INTERNATIONAL ASSOCIATION OF HOMES AND SERVICES FOR THE AGING AND THE 2008 MINDALERT AWARD FROM THE AMERICAN SOCIETY ON AGING AND METLIFE FOUNDATION. FINALLY, TO ADDRESS THE HOUSING CRISIS IN THE BAY AREA, COVIA COMMUNITIES OFFERS HOME MATCH, A SHARED HOUSING PROGRAM DESIGNED TO KEEP OLDER ADULTS SAFE AND WELL IN THEIR HOME WHILE OFFERING THEM THE OPPORTUNITY TO BE MATCHED WITH A HOME SEEKER LOOK FOR ASSISTANCE WITH

Name of the organization

COVIA COMMUNITIES

Employer identification number

94-6130471

AFFORDABLE HOUSING AND WHO CAN ALSO OFFER RENT AND CHORES AROUND THE HOME. WE OFFER THIS PROGRAM IN FOUR BAY AREA COUNTIES, AND IN ADDITION TO MAKING 33 MATCHES, PROVIDED OVER 2,000 WITH HOUSING COUNSELING.

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

COVIA COMMUNITIES PROVIDES FINANCIAL ASSISTANCE TO OVER 40 RESIDENTS IN ITS LIFE PLAN COMMUNITIES WHO HAVE EXHAUSTED THEIR FUNDS AND CAN NO LONGER AFFORD TO PAY THEIR MONTHLY SERVICE FEES. THESE RESIDENTS RECEIVE PARTIAL OR FULL CREDITS OF THEIR MONTHLY FEES DEPENDING ON THEIR FINANCIAL NEED. IN SOME INSTANCES, THEY ALSO RECEIVE A STIPEND SO THAT THEY CAN PAY FOR THEIR MEDICATIONS OR HEALTH CARE EXPENSES WHICH ARE NOT OTHERWISE COVERED BY INSURANCE.

FORM 990, PART VI, SECTION A, LINE 6:

COVIA GROUP IS THE SOLE CORPORATE MEMBER.

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

COVIA GROUP APPOINTS A MAJORITY OF THE MEMBERS OF COVIA COMMUNITIES' BOARD OF DIRECTORS. IN ADDITION TO ELECTING A MAJORITY OF THE COVIA COMMUNITIES' BOARD OF DIRECTORS, THE MEMBER ALSO HAS THE RIGHT TO VOTE ON COVIA COMMUNITIES' ARTICLES OR BYLAWS.

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

SEE DESCRIPTION FOR 7A ABOVE

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

CFO AND GENERAL COUNSEL CONDUCTED A COMPLETE AND THOROUGH REVIEW OF THE FORM 990. AN ELECTRONIC COPY OF THE FORM 990 WAS POSTED ON THE

Name of the organization COVIA COMMUNITIES	Employer identification number 94-6130471
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ORGANIZATION'S INTERNAL WEBSITE FOR BOARD REVIEW AND ADDITIONALLY, SENT VIA EMAIL DIRECTLY TO EACH BOARD MEMBER FOR THEIR REVIEW AND COMMENTS PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

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

THE CONFLICT OF INTEREST POLICY IS REVIEWED ON A TRANSACTION BASIS. THE POLICY APPLIES TO ALL INTERESTED PERSONS INCLUDING ANY DIRECTOR, PRINCIPAL OFFICER, OR MEMBER OF A COMMITTEE WITH BOARD-DELEGATED POWERS WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST IN THE ORGANIZATION.

ANY OFFICER OR BOARD MEMBER HAVING A POSSIBLE CONFLICT OF INTEREST IN ANY MATTER MUST DISCLOSE THE EXISTENCE AND NATURE OF THE CONFLICT.

AFTER DISCLOSURE OF A POTENTIAL CONFLICT OF INTEREST TO THE BOARD, THE INTERESTED OFFICER OR BOARD MEMBER WOULD LEAVE THE BOARD MEETING WHILE THE CONFLICT OF INTEREST IS DISCUSSED AND/OR VOTED UPON. THE REMAINING BOARD MEMBERS SHALL DECIDE IF A CONFLICT OF INTEREST EXISTS.

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

EVERY TWO YEARS COVIA COMMUNITIES USES AN INDEPENDENT CONSULTANT TO REVIEW AND ANALYZE CEO, EXECUTIVE DIRECTOR AND OTHER TOP MANAGEMENT POSITIONS USING NATIONAL INDUSTRY SPECIFIC COMPARABILITY DATA WHICH IS THEN PRESENTED TO THE EXECUTIVE COMMITTEE OF THE BOARD AND APPROVED BY THE COVIA COMMUNITIES' CHAIRMAN OF THE BOARD OF DIRECTORS.

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

THE AUDITED FINANCIAL STATEMENTS ARE POSTED ON THE COVIA COMMUNITIES WEBSITE, AT WWW.COVIA.ORG. THE GOVERNING/ORGANIZING DOCUMENTS AND CONFLICT

Name of the organization COVIA COMMUNITIES	Employer identification number 94-6130471
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OF INTEREST ARE AVAILABLE ON REQUEST.

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

CHANGE IN PENSION BENEFIT LIABILITY	-596,217.
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**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **COVIA COMMUNITIES** Employer identification number **94-6130471**

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
COVIA FOUNDATION - 46-0502111 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	SUPPORTING ORGANIZATION TO COVIA COMMUNITIES	CALIFORNIA	501(C)(3)	LINE 12A, I	COVIA COMMUNITIES	X	
COVIA AFFORDABLE COMMUNITIES - 94-3382412 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE DIRECTION, SUPPORT SERVICES & ACTIVITIES FOR SUPPORTED ORG'N	CALIFORNIA	501(C)(3)	LINE 12B, II	COVIA GROUP		X
COVIA GROUP - 94-1591805 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE DIRECTION, SUPPORT SERVICES & ACTIVITIES TO CREATE GROWTH	CALIFORNIA	501(C)(3)	LINE 12C, III-FI	N/A		X
PRESIDIO GATE APARTMENTS - 68-0012837 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 7	COVIA AFFORDABLE COMMUNITIES		X

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

Schedule R (Form 990) 2018

Part II Continuation of Identification of Related Tax-Exempt Organizations

(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 organization?	
						Yes	No
OAK CENTER TOWERS - 94-2148270 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
JENNINGS SENIOR HOUSING, INC. - 11-3754507 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
COMMUNITY HOUSING, INC. - 94-2264235 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
LYTTON IV HOUSING CORPORATION - 77-0324027 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
LYTTON GARDENS, INC. - 94-2670036 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	DORMANT	CALIFORNIA	501(C)(3)	LINE 3	COVIA GROUP		X
SHIRES MEMORIAL CENTER - 94-1558214 2185 N. CALIFORNIA BLVD., STE. 215 WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
BETHANY CENTER SENIOR HOUSING, INC. - 95-2593423, 2185 N. CALIFORNIA BLVD., STE. 215, WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY AND DISABLED PERSONS	CALIFORNIA	501(C)(3)	LINE 10	COVIA AFFORDABLE COMMUNITIES		X
BETHANY CENTER FOUNDATION OF SAN FRANCISCO - 20-3282466, 2185 N. CALIFORNIA BLVD., STE. 215, WALNUT CREEK, CA 94596	SUPPORTING ORGANIZATION TO BETHANY CENTER SENIOR HOUSING, INC.	CALIFORNIA	501(C)(3)	LINE 12A, I	BETHANY CENTER SENIOR HOUSING, INC.		X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
OAK CENTERS, LP - 52-2456294 2185 N. CALIFORNIA BLVD., STE. 215, WALNUT CREEK, CA 94596	PROVIDE AFFORDABLE HOUSING TO ELDERLY	CA	N/A	N/A	N/A	N/A	N/A		N/A	N/A		N/A

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

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

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

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

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

	Yes	No
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) COVIA FOUNDATION	B	3,111,041.	BOOK VALUE
(2) COVIA FOUNDATION	C	4,810,307.	BOOK VALUE
(3) COVIA FOUNDATION	D	509,422.	BOOK VALUE
(4)			
(5)			
(6)			

Form **990-T**

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2018

For calendar year 2018 or other tax year beginning APR 1, 2018, and ending MAR 31, 2019

▶ Go to www.irs.gov/Form990T for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury
Internal Revenue Service

Open to Public Inspection for
501(c)(3) Organizations Only

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3)) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) COVIA COMMUNITIES</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 2185 N. CALIFORNIA BLVD., NO. 215</p> <p>City or town, state or province, country, and ZIP or foreign postal code WALNUT CREEK, CA 94596</p>	<p>D Employer identification number (Employees' trust, see instructions.) 94-6130471</p> <p>E Unrelated business activity code (See instructions.) 900099</p>
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C Book value of all assets at end of year **494,088,394.**

F Group exemption number (See instructions.) ▶

G Check organization type ▶ 501(c) corporation 501(c) trust 401(a) trust Other trust

H Enter the number of the organization's unrelated trades or businesses. ▶ 1 Describe the only (or first) unrelated trade or business here ▶ SEE STATEMENT 1. If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ DIANA JAMISON Telephone number ▶ (925) 956-7400

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from a partnership or an S corporation (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule)	12		
13 Total. Combine lines 3 through 12	13	0.	

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule) (see instructions)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules) <u>STATEMENT 3 SEE STATEMENT 2</u>	20	12,992.
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	12,992.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-12,992.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	31	
32 Unrelated business taxable income. Subtract line 31 from line 30	32	-12,992.

Part III Total Unrelated Business Taxable Income

33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	33	-12,992.
34	Amounts paid for disallowed fringes	34	130,923.
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	35	
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34	36	117,931.
37	Specific deduction (Generally \$1,000, but see line 37 instructions for exceptions)	37	1,000.
38	Unrelated business taxable income. Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36	38	116,931.

Part IV Tax Computation

39	Organizations Taxable as Corporations. Multiply line 38 by 21% (0.21)	39	24,556.
40	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 38 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	40	
41	Proxy tax. See instructions	41	
42	Alternative minimum tax (trusts only)	42	
43	Tax on Noncompliant Facility Income. See instructions	43	
44	Total. Add lines 41, 42, and 43 to line 39 or 40, whichever applies	44	24,556.

Part V Tax and Payments

45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	45a	
b	Other credits (see instructions)	45b	
c	General business credit. Attach Form 3800	45c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	45d	
e	Total credits. Add lines 45a through 45d	45e	
46	Subtract line 45e from line 44	46	24,556.
47	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	47	
48	Total tax. Add lines 46 and 47 (see instructions)	48	24,556.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2	49	0.
50a	Payments: A 2017 overpayment credited to 2018	50a	
b	2018 estimated tax payments	50b	3,160.
c	Tax deposited with Form 8868	50c	33,676.
d	Foreign organizations: Tax paid or withheld at source (see instructions)	50d	
e	Backup withholding (see instructions)	50e	
f	Credit for small employer health insurance premiums (attach Form 8941)	50f	
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	50g	
51	Total payments. Add lines 50a through 50g	51	36,836.
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	52	
53	Tax due. If line 51 is less than the total of lines 48, 49, and 52, enter amount owed	53	
54	Overpayment. If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid	54	12,280.
55	Enter the amount of line 54 you want: Credited to 2019 estimated tax 12,280. Refunded	55	0.

Part VI Statements Regarding Certain Activities and Other Information (see instructions)

56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
58	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

Signature of officer _____ Date _____ CEO _____ Title _____

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

Paid Preparer Use Only

Print/Type preparer's name: TRACY S. PAGLIA
 Preparer's signature: TRACY S. PAGLIA
 Date: 08/13/19
 Check if self-employed
 PTIN: P00366884
 Firm's name: MOSS ADAMS LLP
 Firm's EIN: 91-0189318
 Firm's address: 101 SECOND STREET SUITE 900 SAN FRANCISCO, CA 94105
 Phone no.: 415-956-1500

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ► **N/A**

1	Inventory at beginning of year	1		6	Inventory at end of year	6			
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7			
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?			Yes	No
4a	Additional section 263A costs (attach schedule)	4a							
b	Other costs (attach schedule)	4b							
5	Total. Add lines 1 through 4b	5							

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ... 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
Totals		0.		0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.
Totals		0.	0.			0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.				Enter here and on page 1, Part II, line 27. 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T

CONTRIBUTIONS SUMMARY

STATEMENT 3

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2013

FOR TAX YEAR 2014

FOR TAX YEAR 2015

FOR TAX YEAR 2016

FOR TAX YEAR 2017 802,111

TOTAL CARRYOVER

802,111

TOTAL CURRENT YEAR 10% CONTRIBUTIONS

3,111,041

TOTAL CONTRIBUTIONS AVAILABLE

3,913,152

TAXABLE INCOME LIMITATION AS ADJUSTED

12,992

EXCESS 10% CONTRIBUTIONS

3,900,160

EXCESS 100% CONTRIBUTIONS

0

TOTAL EXCESS CONTRIBUTIONS

3,900,160

ALLOWABLE CONTRIBUTIONS DEDUCTION

12,992

TOTAL CONTRIBUTION DEDUCTION

12,992

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.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	COVIA COMMUNITIES	94-6130471
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.	Social security number (SSN)
	2185 N. CALIFORNIA BLVD., NO. 215	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WALNUT CREEK, CA 94596	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 7

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

DIANA JAMISON

- The books are in the care of ▶ **2185 N. CALIFORNIA BLVD, #215 - WALNUT CREEK, CA 94596**
Telephone No. ▶ **(925) 956-7400** Fax No. ▶ _____
- 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 EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **FEBRUARY 15, 2020**, 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 **APR 1, 2018**, and ending **MAR 31, 2019**.

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	\$	36,836.
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	\$	3,160.
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	\$	33,676.

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.