

**NAVY PIER, INC.**

Form 990 for the  
Year Ended December 31, 2019

**Public Disclosure Copy**

Form **990**

Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

# 2019

Open to Public Inspection

**A** For the **2019** calendar year, or tax year beginning , **2019**, and ending , **20**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization NAVY PIER, INC.			<b>D</b> Employer identification number 27-4813461
	Doing Business As			<b>E</b> Telephone number (312) 595-7437
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	<b>G</b> Gross receipts \$ 65,116,822.
	600 EAST GRAND AVENUE			
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60611-3419				<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>F</b> Name and address of principal officer: MARILYNN GARDNER SAME AS C ABOVE				
<b>I</b> 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
<b>J</b> Website: WWW.NAVYPIER.ORG				<b>H(c)</b> Group exemption number ▶
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 2011	<b>M</b> State of legal domicile: IL

## Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: NAVY PIER, CHICAGO'S ICONIC LAKEFRONT DESTINATION AND CULTURAL INSTITUTION, IS AN ALL-WELCOMING, YEAR-ROUND CIVIC SPACE, OFFERING UNIQUE DINING, RETAIL, ENTERTAINMENT (SEE SCH O)		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	35.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	34.
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a)	<b>5</b>	940.
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	69.
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0.	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	2,065,425.	2,402,511.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	54,039,780.	55,740,423.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	442,016.	226,024.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	140,134.
		56,547,221.	58,509,092.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15,418,607.	15,342,506.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,350,493.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	46,618,734.	45,999,287.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	62,037,341.	61,341,793.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-5,490,120.	-2,832,701.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	208,890,332.	209,784,547.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.	77,986,747.	82,426,622.
	130,903,585.	127,357,925.	

## 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.

<b>Sign Here</b>	Signature of officer	11/16/2020	Date
	MARILYNN GARDNER Type or print name and title	PRESIDENT/CEO	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name BRIDGET ROCHE	Preparer's signature <i>Bridget Roche</i>	Date 11/16/2020
	Firm's name ▶ GRANT THORNTON LLP	Check <input type="checkbox"/> if self-employed	PTIN P00666837
	Firm's address ▶ 171 N. CLARK ST, SUITE 200 CHICAGO, IL 60601	Firm's EIN ▶ 36-605558	Phone no. 312-856-0200

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2019)

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

▶ **File a separate application for each return.**  
▶ **Go to [www.irs.gov/Form8868](http://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](http://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.

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. NAVY PIER, INC.	Taxpayer identification number (TIN) 27-4813461
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 EAST GRAND AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611-3419	

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

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

JEFFREY BROWN

• The books are in the care of ▶ 600 EAST GRAND AVENUE CHICAGO IL 60611-3419

Telephone No. ▶ 312 595-5205 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 TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/16, 2020, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2019 or  
▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

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

<b>3a</b> 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.	<b>3a</b> \$	0.
<b>b</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.	<b>3b</b> \$	0.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	0.

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

**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

**Part III** Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III  Yes  No

**1** Briefly describe the organization's mission:

NAVY PIER IS THE PEOPLE'S PIER, CHICAGO'S LAKEFRONT TREASURE,  
WELCOMING ALL AND OFFERING DYNAMIC AND ECLECTIC EXPERIENCES THROUGH  
PARTNERSHIPS AND PROGRAMS THAT INSPIRE DISCOVERY AND WONDER.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 54,193,095. including grants of \$ 0. ) (Revenue \$ 55,740,423. )

NAVY PIER IS AN ICONIC CIVIC SPACE AND TREASURED RESOURCE FOR THE  
COMMUNITY, UNIQUELY SITUATED ADJACENT TO THE MOUTH OF THE CHICAGO  
RIVER AND ON CHICAGO'S MAJESTIC LAKEFRONT. AS THE PEOPLE'S PIER,  
NAVY PIER WELCOMES ALL AND INSPIRES DISCOVERY AND WONDER THROUGH  
PARTNERSHIPS AND PROGRAMS ALL YEAR ROUND. THE PIER'S FREE,  
YEAR-ROUND ARTS AND CULTURAL PROGRAMMING IS DESIGNED TO INSPIRE,  
EDUCATE AND CONNECT GUESTS ACROSS THE CITY AND GLOBE. (CONTINUED  
IN SCHEDULE O).

**4b** (Code: ) (Expenses \$ 0. including grants of \$ 0. ) (Revenue \$ 0. )

**4c** (Code: ) (Expenses \$ 0. including grants of \$ 0. ) (Revenue \$ 0. )

**4d** Other program services (Describe on Schedule O.)

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

**4e** Total program service expenses ▶ 54,193,095.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows 1-21 with various questions about organizational activities and financial reporting.

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

		Yes	No
<b>22</b>	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>		X
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J. . . . .</i>	X	
<b>24a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . . . .</i>	X	
<b>24b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	X	
<b>24c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		X
<b>24d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		X
<b>25a</b>	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I . . . . .</i>		X
<b>25b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I. . . . .</i>		X
<b>26</b>	Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II. . . . .</i>		X
<b>27</b>	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III . . . . .</i>		X
<b>28</b>	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):		
<b>28a</b>	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>		X
<b>28b</b>	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV. . . . .</i>	X	
<b>28c</b>	A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . . .</i>	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II. . . . .</i>		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I. . . . .</i>		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1. . . . .</i>		X
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
<b>35b</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>		
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2. . . . .</i>		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . . . .</i>		X
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note:</b> All Form 990 filers are required to complete Schedule O.	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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	X	

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 16 regarding employee reporting, tax returns, unrelated business 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 on Schedule O. See instructions.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (35), 1b (34), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (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 (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed IL,
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 [X] Another's website [X] Upon request [ ] Other (explain on Schedule O)
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records



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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARILYNN GARDNER PRESIDENT & CEO	37.50 0.	X		X			534,300.	0.	49,685.	
(2) BRIAN MURPHY CHIEF OPERATING OFFICER	37.50 0.				X		353,298.	0.	48,985.	
(3) PATRICK SHEAHAN CHIEF DEV. OFCR. (THRU 11/19)	37.50 0.				X		358,132.	0.	28,239.	
(4) DANIEL P. BLONDIN EVP & GENERAL COUNSEL	37.50 0.					X	287,738.	0.	41,090.	
(5) MICHELLE BOONE CHIEF PROGRAM OFFICER	37.50 0.					X	296,207.	0.	26,232.	
(6) STEVE HAEMMERLE EVP CONSTRUCTION & DESIGN	37.50 0.					X	275,818.	0.	36,685.	
(7) GREGORY DUNTZ VP CONSTRUCTION	37.50 0.					X	238,245.	0.	46,546.	
(8) JEFFREY BROWN CFO & ASST. TREASURER	37.50 0.			X			231,958.	0.	51,476.	
(9) MICHAEL DEGNAN SVP OPERATIONS	37.50 0.					X	218,584.	0.	46,125.	
(10) CHONA MAGLAYA ASST. SECRETARY	37.50 0.			X			107,358.	0.	31,115.	
(11) WILLIAM J. BRODSKY CHAIRPERSON	5.00 0.	X		X			0.	0.	0.	
(12) NORMAN R. BOBINS VICE CHAIRPERSON	5.00 0.	X		X			0.	0.	0.	
(13) SARAH NAVA GARVEY TREASURER	5.00 0.	X		X			0.	0.	0.	
(14) MICHELLE COLLINS SECRETARY	5.00 0.	X		X			0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) LISA KONIK ARONIN ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 16) BERLE BLITSTEIN ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 17) DOUGLAS R. BROWN ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 18) DEVON BRUCE ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 19) JOHN BUCKSBAUM ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 20) GISSELLE CASTILLO-VERMIS ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 21) GERY CHICO ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 22) LARITA CLARK ----- EX-OFFICIO (AS OF 10/2019)	1.00 ----- 0.	X					0.	0.	0.	
( 23) PAMELA CULPEPPER ----- DIRECTOR (THRU 11/2019)	1.00 ----- 0.	X					0.	0.	0.	
( 24) NORA DALEY ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 25) PATRICK F. DALY ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
<b>1b Sub-total</b> . . . . .							2,901,638.	0.	406,178.	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b> . . . . .							2,901,638.	0.	406,178.	

**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 ► 32

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> 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> . . . . .	X	
<b>5</b> 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> . . . . .		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
ATTACHMENT 1		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 50

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26) SANDRA P. GUTHMAN ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 27) DEAN HARRISON ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 28) BRETT HART ----- EX-OFFICIO	1.00 ----- 0.	X					0.	0.	0.	
( 29) LORI HEALEY ----- EX-OFFICIO (THRU 10/2019)	1.00 ----- 0.	X					0.	0.	0.	
( 30) EMILY HEISLEY STOECKEL ----- DIRECTOR (AS OF 02/2019)	1.00 ----- 0.	X					0.	0.	0.	
( 31) ROGER J. KILEY, JR. ----- EX-OFFICIO	1.00 ----- 0.	X					0.	0.	0.	
( 32) STEVE KOCH ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 33) DONNA LAPIETRA ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 34) CHARLES R. MATTHEWS ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 35) MICHAEL O'ROURKE ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
( 36) TERRY PETERSON ----- DIRECTOR	1.00 ----- 0.	X					0.	0.	0.	
<b>1b Sub-total</b> . . . . .							0.	0.	0.	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**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 **▶** 32

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> 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> . . . . .	X	
<b>5</b> 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> . . . . .		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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 37) RICHARD PRICE ----- DIRECTOR (AS OF 02/2019)	1.00 ----- 0.	X						0.	0.	0.
( 38) JORGE RAMIREZ ----- DIRECTOR	1.00 ----- 0.	X						0.	0.	0.
( 39) BRIDGET REIDY ----- DIRECTOR (AS OF 02/2019)	1.00 ----- 0.	X						0.	0.	0.
( 40) SANDRA REYNOLDS ----- DIRECTOR	1.00 ----- 0.	X						0.	0.	0.
( 41) JOHN SCHMIDT ----- DIRECTOR	1.00 ----- 0.	X						0.	0.	0.
( 42) SMITA SHAH ----- DIRECTOR (AS OF 02/2019)	1.00 ----- 0.	X						0.	0.	0.
( 43) JOHN SIMPSON ----- DIRECTOR (AS OF 08/2019)	1.00 ----- 0.	X						0.	0.	0.
( 44) JENNIFER STEANS ----- DIRECTOR	1.00 ----- 0.	X						0.	0.	0.
( 45) MICHAEL TOOLIS ----- DIRECTOR	1.00 ----- 0.	X						0.	0.	0.
( 46) KELLY WELSH ----- DIRECTOR (AS OF 02/2019)	1.00 ----- 0.	X						0.	0.	0.
<b>1b Sub-total</b> . . . . .								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**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 **▶** 32

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> 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> . . . . .	X	
<b>5</b> 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> . . . . .		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

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

**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>						
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	1,369,380.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>						
	<b>e</b> Government grants (contributions) . .	<b>1e</b>	100,000.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	933,131.					
	<b>g</b> Noncash contributions included in lines 1a-1f. . . . .	<b>1g</b>	\$ 154,534.					
	<b>h Total.</b> Add lines 1a-1f . . . . .			2,402,511.				
	<b>Program Service Revenue</b>				Business Code			
<b>2a</b> RETAIL			453220	15,859,406.	15,859,406.			
<b>b</b> PUBLIC PARKING			480000	11,557,512.	11,557,512.			
<b>c</b> PIER PARK AMUSEMENTS			713110	13,587,640.	13,587,640.			
<b>d</b> USE OF EXHIBITION FACILITIES			532000	7,889,929.	7,889,929.			
<b>e</b> PROGRAM EVENTS			900099	2,827,679.	2,827,679.			
<b>f</b> All other program service revenue . . . . .				4,018,257.	4,018,257.			
<b>g Total.</b> Add lines 2a-2f . . . . .				55,740,423.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . .			291,107.			291,107.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .			0.				
	<b>5</b> Royalties . . . . .			0.				
	<b>6a</b> Gross rents . . . . .	<b>6a</b>	(i) Real	(ii) Personal				
			<b>b</b> Less: rental expenses	<b>6b</b>				
			<b>c</b> Rental income or (loss)	<b>6c</b>				
	<b>d</b> Net rental income or (loss) . . . . .				0.			
	<b>7a</b> Gross amount from sales of assets other than inventory	<b>7a</b>	(i) Securities	(ii) Other				
			<b>b</b> Less: cost or other basis and sales expenses . .	<b>7b</b>	6,019,307.	92,075.		
			<b>c</b> Gain or (loss) . . . . .	<b>7c</b>	1,693.	-66,776.		
	<b>d</b> Net gain or (loss) . . . . .				-65,083.		-65,083.	
	<b>8a</b> Gross income from fundraising events (not including \$ 1,369,380. of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>8a</b>		153,636.				
	<b>b</b> Less: direct expenses . . . . .	<b>8b</b>		496,348.				
	<b>c</b> Net income or (loss) from fundraising events. . . . .				-342,712.		-342,712.	
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>9a</b>		0.				
<b>b</b> Less: direct expenses . . . . .	<b>9b</b>		0.					
<b>c</b> Net income or (loss) from gaming activities. . . . .				0.				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>10a</b>		0.					
<b>b</b> Less: cost of goods sold . . . . .	<b>10b</b>		0.					
<b>c</b> Net income or (loss) from sales of inventory. . . . .				0.				
<b>Miscellaneous Revenue</b>				Business Code				
	<b>11a</b> MISCELLANEOUS		900099	482,846.			482,846.	
	<b>b</b> _____							
	<b>c</b> _____							
	<b>d</b> All other revenue . . . . .							
<b>e Total.</b> Add lines 11a-11d . . . . .				482,846.				
<b>12 Total revenue.</b> See instructions . . . . .				58,509,092.	55,740,423.		366,158.	

**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  X

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(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 . . . . .	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,795,027.		1,408,656.	386,371.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0.			
7 Other salaries and wages . . . . .	9,946,753.	7,879,888.	1,736,459.	330,406.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,217,890.	1,112,343.	90,309.	15,237.
9 Other employee benefits . . . . .	1,387,643.	1,182,543.	127,656.	77,444.
10 Payroll taxes . . . . .	995,193.	770,298.	180,888.	44,007.
11 Fees for services (nonemployees):				
a Management . . . . .	10,577,330.	10,384,354.	45,984.	146,992.
b Legal . . . . .	141,945.		141,945.	
c Accounting . . . . .	135,100.		135,100.	
d Lobbying . . . . .	0.			
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees . . . . .	0.			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) <b>ATCH 2</b>	9,394,136.	8,433,053.	959,554.	1,529.
12 Advertising and promotion . . . . .	3,424,150.	3,365,695.	13,474.	44,981.
13 Office expenses . . . . .	992,453.	939,691.	39,926.	12,836.
14 Information technology. . . . .	423,476.	267,200.	143,146.	13,130.
15 Royalties. . . . .	0.			
16 Occupancy . . . . .	6,419,030.	5,922,569.	407,308.	89,153.
17 Travel . . . . .	265,723.	91,783.	83,884.	90,056.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	0.			
20 Interest . . . . .	2,083,555.	2,053,018.	20,358.	10,179.
21 Payments to affiliates. . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	9,967,370.	9,818,002.	99,579.	49,789.
23 Insurance . . . . .	1,704,729.	1,614,521.	82,661.	7,547.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DUES AND SUBSCRIPTIONS	76,250.	41,780.	27,668.	6,802.
b TRAINING	50,477.	8,740.	24,668.	17,069.
c . . . . .				
d . . . . .				
e All other expenses	343,563.	307,617.	28,981.	6,965.
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>61,341,793.</b>	<b>54,193,095.</b>	<b>5,798,205.</b>	<b>1,350,493.</b>
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0.			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing . . . . .	8,051,223.	<b>1</b>	3,352,615.
	<b>2</b> Savings and temporary cash investments. . . . .	8,029,110.	<b>2</b>	22,810,247.
	<b>3</b> Pledges and grants receivable, net . . . . .	1,187,900.	<b>3</b>	1,220,726.
	<b>4</b> Accounts receivable, net. . . . .	2,951,728.	<b>4</b>	2,025,107.
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons . . . . .	0.	<b>5</b>	0.
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B). . . . .	0.	<b>6</b>	0.
	<b>7</b> Notes and loans receivable, net . . . . .	0.	<b>7</b>	0.
	<b>8</b> Inventories for sale or use . . . . .	0.	<b>8</b>	0.
	<b>9</b> Prepaid expenses and deferred charges . . . . .	1,084,872.	<b>9</b>	1,142,258.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	<b>10a</b> 214,620,141.		
	<b>b</b> Less: accumulated depreciation. . . . .	<b>10b</b> 36,347,072.	181,658,349.	<b>10c</b> 178,273,069.
	<b>11</b> Investments - publicly traded securities. . . . .	5,927,150.	<b>11</b>	960,525.
	<b>12</b> Investments - other securities. See Part IV, line 11 . . . . .	0.	<b>12</b>	0.
	<b>13</b> Investments - program-related. See Part IV, line 11. . . . .	0.	<b>13</b>	0.
	<b>14</b> Intangible assets . . . . .	0.	<b>14</b>	0.
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	0.	<b>15</b>	0.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) . . . . .	208,890,332.	<b>16</b>	209,784,547.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses. . . . .	11,364,608.	<b>17</b>	9,357,494.
	<b>18</b> Grants payable . . . . .	0.	<b>18</b>	0.
	<b>19</b> Deferred revenue. . . . .	7,707,635.	<b>19</b>	7,333,615.
	<b>20</b> Tax-exempt bond liabilities. . . . .	43,181,525.	<b>20</b>	40,965,390.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D. . . . .	0.	<b>21</b>	0.
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons . . . . .	0.	<b>22</b>	0.
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	14,725,000.	<b>23</b>	22,771,463.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties. . . . .	0.	<b>24</b>	0.
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .	1,007,979.	<b>25</b>	1,998,660.
	<b>26 Total liabilities.</b> Add lines 17 through 25. . . . .	77,986,747.	<b>26</b>	82,426,622.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions. . . . .	129,419,684.	<b>27</b>	126,267,698.
	<b>28</b> Net assets with donor restrictions. . . . .	1,483,901.	<b>28</b>	1,090,227.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds . . . . .		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund. . . . .		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds. . . . .		<b>31</b>	
	<b>32</b> Total net assets or fund balances . . . . .	130,903,585.	<b>32</b>	127,357,925.
<b>33</b> Total liabilities and net assets/fund balances. . . . .	208,890,332.	<b>33</b>	209,784,547.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	58,509,092.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	61,341,793.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-2,832,701.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	130,903,585.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-209.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0.
<b>7</b>	Investment expenses	<b>7</b>	0.
<b>8</b>	Prior period adjustments	<b>8</b>	0.
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O)	<b>9</b>	-712,750.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	127,357,925.

**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 on Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits . . . . .

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		



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

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2019**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization

NAVY PIER, INC.

Employer identification number

27-4813461

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

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

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

f Enter the number of supported organizations . . . . .

g Provide the following information about the supported organization(s).

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

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	25,957,412.	16,342,383.	8,870,634.	2,065,425.	2,402,511.	55,638,365.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0.
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0.
<b>4 Total.</b> Add lines 1 through 3. . . . .	25,957,412.	16,342,383.	8,870,634.	2,065,425.	2,402,511.	55,638,365.
<b>5</b> 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). . . . .						1,059,839.
<b>6 Public support.</b> Subtract line 5 from line 4						54,578,526.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>7</b> Amounts from line 4. . . . .	25,957,412.	16,342,383.	8,870,634.	2,065,425.	2,402,511.	55,638,365.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources . . . . .	111,080.	100,460.	20,420.	443,764.	291,107.	966,831.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .	32,112.	12,915.				45,027.
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . <b>ATCH. 1</b> . . . . .	814,823.		210,000.		636,482.	1,661,305.
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						58,311,528.
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					<b>12</b>	267,743,222.
<b>13 First five years.</b> 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 <b>stop here</b> . . . . . ▶ <input type="checkbox"/>						

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

<b>14</b> Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f)). . . . .	<b>14</b>	93.60%
<b>15</b> Public support percentage from 2018 Schedule A, Part II, line 14 . . . . .	<b>15</b>	84.74%
<b>16a 33 1/3% support test - 2019.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization. . . . . ▶ <input checked="" type="checkbox"/>		
<b>b 33 1/3% support test - 2018.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test - 2019.</b> 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 <b>stop here</b> . 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>b 10%-facts-and-circumstances test - 2018.</b> 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 <b>stop here</b> . 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>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ <input type="checkbox"/>		

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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 . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</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 . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .						
<b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>9</b> Amounts from line 6 . . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .						

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

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

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

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

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

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

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

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

**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? <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>		
3b	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>		
3c	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>		
4b	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>		
4c	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>		
5b	<b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
5c	<b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <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>		
9b	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>		
9c	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>		
10b	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
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	<b>11 a</b>	
<b>b</b> A family member of a person described in (a) above?	<b>11 b</b>	
<b>c</b> 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>	<b>11 c</b>	

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

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

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

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

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.			
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.			
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions).			
<b>2</b> Activities Test. <b>Answer (a) and (b) below.</b>		Yes	No
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <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>2a</b>		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <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>	<b>2b</b>		
<b>3</b> Parent of Supported Organizations. <b>Answer (a) and (b) below.</b>			
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>	<b>3a</b>		
<b>b</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>	<b>3b</b>		

**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.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Net short-term capital gain	<b>1</b>		
<b>2</b> Recoveries of prior-year distributions	<b>2</b>		
<b>3</b> Other gross income (see instructions)	<b>3</b>		
<b>4</b> Add lines 1 through 3.	<b>4</b>		
<b>5</b> Depreciation and depletion	<b>5</b>		
<b>6</b> 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)	<b>6</b>		
<b>7</b> Other expenses (see instructions)	<b>7</b>		
<b>8 Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	<b>8</b>		

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

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

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

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

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

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

**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.)

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ATTACHMENT 1

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## SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2015	2016	2017	2018	2019	TOTAL
GROSS INCOME FROM FUNDRAISING			210,000.		153,636.	363,636.
MISCELLANEOUS INCOME	814,823.				482,846.	1,297,669.
TOTALS	<u>814,823.</u>		<u>210,000.</u>		<u>636,482.</u>	<u>1,661,305.</u>



**Schedule of Contributors**

**2019**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Name of the organization  
 NAVY PIER, INC.

Employer identification number  
 27-4813461

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization **NAVY PIER, INC.**

Employer identification number  
27-4813461

**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		\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **NAVY PIER, INC.**

Employer identification number

27-4813461

**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 **NAVY PIER, INC.**

Employer identification number  
27-4813461

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

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

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

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

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

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

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

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2019

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Name of the organization

NAVY PIER, INC.

Employer identification number

27-4813461

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

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

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate value of contributions, grants, and end of year, and two Yes/No questions regarding donor advisement.

Part II Conservation Easements.

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

Table with 3 columns: Line number, Description, and Held at the End of the Tax Year. Includes questions about purpose of easements, total number, acreage, and monitoring expenses.

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

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

Table with 3 columns: Line number, Description, and Amount. Includes questions about reporting art and historical treasures.

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

Schedule D (Form 990) 2019

JSA 9E1268 1.000

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

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

**Part IV Escrow and Custodial Arrangements.**

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . .  **Yes**  **No**
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- |  | Amount    |
|--|-----------|
| <b>c</b> Beginning balance . . . . .             | <b>1c</b> |
| <b>d</b> Additions during the year . . . . .     | <b>1d</b> |
| <b>e</b> Distributions during the year . . . . . | <b>1e</b> |
| <b>f</b> Ending balance . . . . .                | <b>1f</b> |
- 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
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses . . . . .					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶ \_\_\_\_\_ %
  - b** Permanent endowment ▶ \_\_\_\_\_ %
  - c** Term endowment ▶ \_\_\_\_\_ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes           | No |
|---|---------------|----|
| <b>(i)</b> Unrelated organizations . . . . .  | <b>3a(i)</b>  |    |
| <b>(ii)</b> Related organizations . . . . .   | <b>3a(ii)</b> |    |
| <b>b</b> If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | <b>3b</b>     |    |

- 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
<b>1a</b> Land . . . . .				
<b>b</b> Buildings . . . . .				
<b>c</b> Leasehold improvements . . . . .		178,875,018.	27,691,828.	151,183,190.
<b>d</b> Equipment . . . . .		32,003,965.	7,596,861.	24,407,104.
<b>e</b> Other . . . . .		3,741,158.	1,058,383.	2,682,775.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) . . . . .				178,273,069.

**Part VII Investments - Other Securities.**

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

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

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ADVANCED DEPOSITS	1,025,873.
(3) SWAP LIABILITY	972,787.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) . . . . . ▶	1,998,660.

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

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

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	58,782,384.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	2a	Net unrealized gains (losses) on investments	-209.	
<b>b</b>	2b	Donated services and use of facilities	489,903.	
<b>c</b>	2c	Recoveries of prior year grants		
<b>d</b>	2d	Other (Describe in Part XIII.)	-712,750.	
<b>e</b>	2e	Add lines 2a through 2d		-223,056.
<b>3</b>	<b>3</b>	Subtract line 2e from line 1		59,005,440.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	4a	Investment expenses not included on Form 990, Part VIII, line 7b		
<b>b</b>	4b	Other (Describe in Part XIII.)	-496,348.	
<b>c</b>	4c	Add lines 4a and 4b		-496,348.
<b>5</b>	<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		58,509,092.

**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.

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	62,328,044.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	2a	Donated services and use of facilities	489,903.	
<b>b</b>	2b	Prior year adjustments		
<b>c</b>	2c	Other losses		
<b>d</b>	2d	Other (Describe in Part XIII.)	496,348.	
<b>e</b>	2e	Add lines 2a through 2d		986,251.
<b>3</b>	<b>3</b>	Subtract line 2e from line 1		61,341,793.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	4a	Investment expenses not included on Form 990, Part VIII, line 7b		
<b>b</b>	4b	Other (Describe in Part XIII.)		
<b>c</b>	4c	Add lines 4a and 4b		
<b>5</b>	<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		61,341,793.

**Part XIII Supplemental Information.**

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

SEE PAGE 5



**Part XIII** Supplemental Information (continued)

SCHEDULE D, PART X, LINE 2

NPI IS EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC). NPI HAS ADOPTED THE REQUIREMENTS FOR ACCOUNTING FOR UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH ACCOUNTING STANDARDS CODIFICATION (ASC) SUBTOPIC 740-10, INCOME TAXES - OVERALL. NPI IS SUBJECT TO INCOME TAXES ONLY ON INCOME DETERMINED TO BE UNRELATED BUSINESS INCOME.

MANAGEMENT BELIEVES THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION IN THE ACCOMPANYING FINANCIAL STATEMENTS. NPI HAS A POLICY TO RECORD INTEREST AND PENALTIES (IF ANY) RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE.

NPI RECOGNIZED NO INTEREST OR PENALTIES FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018.

SCHEDULE D, PART XI, LINE 2D

CHANGE IN VALUE OF SWAP: (\$712,750)

SCHEDULE D, PART XI, LINE 4B

FUNDRAISING EXPENSES: (\$496,348)

SCHEDULE D, PART XII, LINE 2D

FUNDRAISING EXPENSES: \$496,348

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

**Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No. 1545-0047

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

**2019**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

**Open to Public Inspection**

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

Name of the organization

NAVY PIER, INC.

Employer identification number

27-4813461

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- |                            |                                  |                            |                                       |
|----------------------------|----------------------------------|----------------------------|---------------------------------------|
| a <input type="checkbox"/> | Mail solicitations               | e <input type="checkbox"/> | Solicitation of non-government grants |
| b <input type="checkbox"/> | Internet and email solicitations | f <input type="checkbox"/> | Solicitation of government grants     |
| c <input type="checkbox"/> | Phone solicitations              | g <input type="checkbox"/> | Special fundraising events            |
| d <input type="checkbox"/> | In-person solicitations          |                            |                                       |
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

Total  **▶**

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GALA (event type)	CHEER AT PIER (event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .	1,347,016.	176,000.		1,523,016.
	<b>2</b> Less: Contributions . . . . .	1,266,016.	103,364.		1,369,380.
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	81,000.	72,636.		153,636.
Direct Expenses	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .	102,372.			102,372.
	<b>7</b> Food and beverages . . . . .	86,029.	69,833.		155,862.
	<b>8</b> Entertainment . . . . .	8,810.	2,530.		11,340.
	<b>9</b> Other direct expenses . . . . .	223,895.	2,879.		226,774.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				496,348.
<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) . . . . . ▶				-342,712.	

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

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

**9** Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_

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

**b** If "No," explain: \_\_\_\_\_

\_\_\_\_\_

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

**b** If "Yes," explain: \_\_\_\_\_

\_\_\_\_\_

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

NAVY PIER, INC.

**Compensation Information**

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Employer identification number

27-4813461

**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 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 checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" 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
<b>1a</b>		
<b>1b</b>		
<b>2</b>		
<b>3</b>		
<b>4a</b>	X	
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>	X	
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2019

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	MARILYNN GARDNER PRESIDENT & CEO	(i) 405,147.	125,582.	3,571.	16,800.	32,885.	583,985.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	BRIAN MURPHY CHIEF OPERATING OFFICER	(i) 276,483.	74,265.	2,550.	16,800.	32,185.	402,283.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	PATRICK SHEAHAN CHIEF DEV. OFCR. (THRU 11/19)	(i) 239,294.	59,850.	58,988.	16,800.	11,439.	386,371.	0.
	(ii)	0.	0.	0.				0.
4	DANIEL P. BLONDIN EVP & GENERAL COUNSEL	(i) 224,284.	60,702.	2,752.	16,800.	24,290.	328,828.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5	MICHELLE BOONE CHIEF PROGRAM OFFICER	(i) 236,994.	52,290.	6,923.	16,355.	9,876.	322,438.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	STEVE HAEMMERLE EVP CONSTRUCTION & DESIGN	(i) 45,163.	53,494.	177,161.	8,126.	28,559.	312,503.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7	JEFFREY BROWN CFO & ASST. TREASURER	(i) 189,782.	35,649.	6,527.	14,618.	36,858.	283,434.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8	GREGORY DUNTZ VP CONSTRUCTION	(i) 206,237.	31,824.	184.	14,708.	31,838.	284,791.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9	MICHAEL DEGNAN SVP OPERATIONS	(i) 187,588.	30,593.	403.	13,351.	32,774.	264,709.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10		(i)						
	(ii)							
11		(i)						
	(ii)							
12		(i)						
	(ii)							
13		(i)						
	(ii)							
14		(i)						
	(ii)							
15		(i)						
	(ii)							
16		(i)						
	(ii)							

**Part III Supplemental Information**

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

SCHEDULE J, PART I, LINE 4A

SEVERANCE PAYMENTS

TWO SENIOR LEADERS OF NAVY PIER, INC. RECEIVED SEVERANCE PAYMENTS DURING 2019. THE AMOUNTS WERE CONSISTENT WITH INTERNAL POLICIES, WHICH TAKE LENGTH OF SERVICE AND LEVEL OF SENIORITY INTO ACCOUNT. THE AMOUNTS WERE INCLUDED AS TAXABLE INCOME REPORTABLE ON THE INDIVIDUAL'S W-2.

PATRICK SHEAHAN \$28,246

STEVE HAEMMERLE \$142,355

SCHEDULE J, PART I, LINE 7

NON-FIXED PAYMENTS

INCENTIVE PAYMENTS WERE BASED ON PRE-ESTABLISHED METRICS AND SUBJECT TO REVIEW AND APPROVAL BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. INCENTIVE PAYMENTS REPORTED ON SCHEDULE J WERE EARNED IN 2018 AND PAID IN FEBRUARY 2019.

**SCHEDULE K  
(Form 990)**

**Supplemental Information on Tax-Exempt Bonds**

OMB No. 1545-0047

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

**2019**

▶ **Attach to Form 990.**

**Open to Public  
Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
NAVY PIER, INC.

Employer identification number  
27-4813461

**Part I Bond Issues**

(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
<b>A</b> IL FINANCE AUTHORITY REV BONDS	86-1091967		12/16/2014	26,500,000.	EQUIPMENT/CAPITAL PROJECTS/THEATRE		X		X		X
<b>B</b> IL FINANCE AUTHORITY REV BONDS	86-1091967		10/12/2017	19,250,000.	REFUND PRIOR ISSUE FROM 12/16/14		X		X		X
<b>C</b>											
<b>D</b>											

**Part II Proceeds**

	A		B		C		D	
<b>1</b> Amount of bonds retired . . . . .	2,601,000.		2,000,000.					
<b>2</b> Amount of bonds legally defeased . . . . .								
<b>3</b> Total proceeds of issue . . . . .	26,695,389.		19,257,223.					
<b>4</b> Gross proceeds in reserve funds . . . . .								
<b>5</b> Capitalized interest from proceeds . . . . .								
<b>6</b> Proceeds in refunding escrows . . . . .								
<b>7</b> Issuance costs from proceeds . . . . .								
<b>8</b> Credit enhancement from proceeds . . . . .								
<b>9</b> Working capital expenditures from proceeds . . . . .								
<b>10</b> Capital expenditures from proceeds . . . . .	26,695,389.		1,005,453.					
<b>11</b> Other spent proceeds . . . . .			18,251,770.					
<b>12</b> Other unspent proceeds . . . . .								
<b>13</b> Year of substantial completion . . . . .	2017		2017					
	Yes	No	Yes	No	Yes	No	Yes	No
<b>14</b> 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				
<b>15</b> 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					
<b>16</b> Has the final allocation of proceeds been made? . . . . .		X		X				
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . .	X		X					

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

Schedule K (Form 990) 2019

**Part III Private Business Use**

IL FINANCE AUTHORITY REV BONDS

	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				
2 Are there any lease arrangements that may result in private business use of bond-financed property? . . . . .		X		X				
3a Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .		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				
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 government . . . . . ▶								
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 government . . . . . ▶								
6 Total of lines 4 and 5 . . . . .								
7 Does the bond issue meet the private security or payment test? . . . . .		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? . . . . .		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					

**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				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet? . . . . .	X		X					
b Exception to rebate? . . . . .								
c No rebate due? . . . . .								
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					



**Part IV Arbitrage** (continued)

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

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

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**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

SCHEDULE K, PART I, COLUMN F

COLUMN A: \$26,695,389 OF THE PROCEEDS WERE USED TO MANUFACTURE AND  
INSTALL A NEW OBSERVATION WHEEL AND COMPLETE NECESSARY STRUCTURAL  
IMPROVEMENTS.

COLUMN B: \$18,251,770 OF THE LOAN WAS USED TO REFUND A PRIOR ISSUE AND  
\$1,003,057 WAS USED TO COMPLETE CAPITAL PROJECTS INCLUDING CONSTRUCTION  
OF A LIVE PERFORMANCE THEATRE. THIS BOND WAS ISSUED ON 10/12/2017 AS A  
REFUND FOR A PRIOR ISSUE.

PROCEEDS: THE VARIANCE BETWEEN PROCEEDS IN PART I AND PROCEEDS IN PART II  
LINE 3, IS INTEREST EARNINGS ON THE PROCEEDS.

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

**Transactions With Interested Persons**

OMB No. 1545-0047

**2019**

**Open To Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

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

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

Name of the organization  
NAVY PIER, INC.

Employer identification number  
27-4813461

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).  
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization, . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**  
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

1	(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
				To	From			Yes	No	Yes	No	Yes	No
				(1)									
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
<b>Total</b> . . . . .							\$						

**Part III Grants or Assistance Benefiting Interested Persons.**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

1	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) PATRICK GARDNER	HUSBAND OF PRESIDENT/CEO	27,847.	WAGES & OTHER BENEFITS		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

## BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

SCHEDULE L, PART IV, LINE 1

PATRICK GARDNER IS A PART-TIME STAGEHAND EMPLOYEE OF NAVY PIER, INC. AND IS THE HUSBAND OF MARILYNN GARDNER, WHO CURRENTLY SERVES AS NAVY PIER, INC'S. PRESIDENT AND CEO. MRS. GARDNER HAS NO DIRECT INVOLVEMENT IN THE DETERMINATION OF MR. GARDNER'S COMPENSATION OR SCHEDULING. HIS RATE OF PAY IS DETERMINED BY A COLLECTIVE BARGAINING AGREEMENT, AND SCHEDULE IS DETERMINED BASED ON LABOR REQUIREMENTS OF OUTSIDE SHOWS AND EVENTS USING THE PIER'S FACILITY.

ALL TRANSACTIONS WITH THE LISTED SUBSTANTIAL CONTRIBUTORS ARE AT ARM'S LENGTH. IN ORDER TO PROTECT THE DONORS' IDENTITIES AND MAINTAIN THEIR ANONYMITY, NONE OF THE SUBSTANTIAL CONTRIBUTORS' NAMES ARE DISCLOSED ON THIS FORM.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

NAVY PIER, INC.

Employer identification number

27-4813461

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles. . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	2.	37,899.	FAIR MARKET VALUE
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .	X	6,001.	19,300.	FAIR MARKET VALUE
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( AIRLINE TICKETS ) . . . . .	X	1.	29,500.	FAIR MARKET VALUE
26 Other ▶ ( EQUIPMENT ) . . . . .	X	3.	58,035.	FAIR MARKET VALUE
27 Other ▶ ( DECOR ) . . . . .	X	1.	9,800.	FAIR MARKET VALUE
28 Other ▶ ( ) . . . . .				

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

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

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

Schedule M (Form 990) 2019

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

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SCHEDULE M, PART I, COLUMN B

THE ORGANIZATION IS REPORTING THE NUMBER OF ITEMS RECEIVED.

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

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

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

NAVY PIER, INC.

Employer identification number

27-4813461

FORM 990, PART I, LINE 1

(CONTINUED FROM FORM 990, PART I, LINE 1)

AND FREE PROGRAMMING TO NEARLY 9 MILLION ANNUAL GUESTS, WHILE RELIEVING  
THE BURDEN OF THE GOVERNMENT TO MAINTAIN AND OPERATE THE HISTORIC  
DESTINATION.

FORM 990, PART III, LINE 4A

(CONTINUED FROM FORM 990, PART III, LINE 4A)

IN 2019, THE PIER CONTINUED ITS BOLD AND EXCITING TRANSFORMATION,  
UNVEILING NEW PHYSICAL REDEVELOPMENT PROJECTS AND PLANS, WHILE CONTINUING  
TO DELIVER ON ITS MISSION TO EXTEND A WIDE RANGE OF FREE, DYNAMIC AND  
ECLECTIC PROGRAMS TO ITS NEARLY 9 MILLION ANNUAL GUESTS.

NOTABLE PHYSICAL REDEVELOPMENT PROJECTS IN 2019 INCLUDED THE COMPLETION  
OF OFFSHORE, THE LARGEST ROOFTOP VENUE IN THE WORLD, CONFIRMED BY THE  
GUINNESS BOOK OF WORLD RECORDS. A KEY ELEMENT OF THE INCOMING HOTEL AT  
THE PIER, OFFSHORE OFFERS GUESTS A UNIQUE DINING AND NIGHTLIFE EXPERIENCE  
WITH 360-DEGREE VIEWS OF CHICAGO'S FAMOUS SKYLINE AND SERENE LAKE  
MICHIGAN. WITH THE CONSTRUCTION OF THE HOTEL UNDERWAY IN 2019, NAVY PIER  
WILL SOON OFFER GUESTS THE OPPORTUNITY TO EXTEND THEIR STAY AND ENJOY A  
FULL DAY AND NIGHT EXPERIENCE AT THE LAKEFRONT.

IN 2019, NAVY PIER ALSO WELCOMED MORE LOCAL SMALL BUSINESSES TO THE FIFTH  
THIRD BANK FAMILY PAVILION, A RECENTLY RENOVATED HUB OF MORE THAN 70

Name of the organization NAVY PIER, INC.	Employer identification number 27-4813461
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CHICAGO-CENTRIC EXPERIENCES THAT SHOWCASE AND REPRESENT THE CITY'S BEST OFFERINGS IN DINING, ENTERTAINMENT, RETAIL AND MORE. MINORITY-OWNED BUSINESS, FRÍO GELATO, WAS AMONG THE NEW CONTEMPORARY STOREFRONTS TO JOIN THE ARCHITECTURALLY STUNNING FACILITY THAT IS HOME TO MANY ARTISANS, RETAILERS AND OTHER BUSINESSES UNIQUELY ROOTED IN CHICAGO'S IDENTITY. IN 2019, 26% OF BUSINESSES ON NAVY PIER WERE MINORITY-OWNED, AND 37% WERE WOMEN-OWNED. THE PAVILION ALSO OFFERS FREE ARTS AND CULTURAL PROGRAMMING, SERVING AS A FLEXIBLE PLATFORM FOR FAMILY-FRIENDLY EVENTS AND ACTIVITIES YEAR ROUND.

THE RECENTLY RENOVATED/DEVELOPED SPACES HAVE HAD A PROFOUND IMPACT ON NAVY PIER'S PROGRAMMING EFFORTS, ALLOWING THE PIER TO USE THEM AS UNIQUE PLATFORMS FOR ARTISTIC AND CREATIVE EXPRESSION AND EDUCATIONAL OPPORTUNITIES FOR GUESTS. THESE AREAS ARE OFTEN ACTIVATED WITH MUSIC AND DANCE PERFORMANCES, ART INSTALLATIONS, PANEL DISCUSSIONS AND MORE.

NAVY PIER CONTINUES TO PARTNER WITH MORE THAN 50 CULTURAL ORGANIZATIONS AND MORE THAN 1,000 INDIVIDUAL ARTISTS TO HOST NEARLY 250 PROGRAMS EACH YEAR, SHOWCASING CHICAGO'S RICH ARTS AND CULTURE SCENE.

HIGHLIGHTS INCLUDE:

- THE BEACH CHICAGO: A FREE, INTERACTIVE PUBLIC ART INSTALLATION FEATURING A SEA OF ONE MILLION TRANSLUCENT WHITE SPHERES. GUESTS WERE ABLE TO BEAT THE WINTER BLUES AS THEY REVELED IN AN INDOOR BEACH, WHICH FURTHER REINFORCED THE PIER'S UNIQUE YEAR-ROUND ACCESSIBILITY.



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- GLOBAL CONNECTIONS PRESENTED BY COMED: A THREE-PART SERIES CELEBRATING DIFFERENT CULTURES AND CELEBRATIONS FROM AROUND THE WORLD, INCLUDING CHINESE NEW YEAR, CARNIVALE AND HOLI.

- LATINXT PRESENTED BY SOL: A TWO-DAY LATIN MUSIC FESTIVAL FEATURING LOCAL AND INTERNATIONAL LATINX ARTISTS.

- CHI-SOUL FEST: A TWO-DAY SOUL MUSIC FESTIVAL FEATURING LOCAL ARTISTS AND CELEBRATING THE GENRE'S DEEP ROOTS IN CHICAGO.

- FRESH FEST! PRESENTED BY ALLSTATE: AN ALL-DAY SHOWCASE FEATURING TALENTED LOCAL YOUTH.

- PIER PUMPKIN LIGHTS: A FREE EXPERIENTIAL FALL SPECTACLE WITH NEARLY 1,000 PUMPKINS ON DISPLAY AND VARIOUS HALLOWEEN-THEMED INSTALLATIONS FOR THE PERFECT FALL FAMILY OUTING AND PICTURESQUE MOMENTS.

- THE RETURN OF NAVY PIER'S MOST POPULAR FREE PROGRAMS, SUCH AS LIVE BY THE LAKE! (WEEKLY LIVE MUSIC SERIES); WAVE WALL WAX (WEEKLY DJ SERIES); AON SUMMER FIREWORKS (SEMI-WEEKLY FIREWORKS SERIES); SUMMER FITNESS (WEEKLY EXERCISE AND YOGA SERIES); WATER FLICKS (WEEKLY OUTDOOR FILM SERIES); NAVY PIER PRIDE PRESENTED BY AMERICAN AIRLINES (ANNUAL PRIDE CELEBRATION); WATER COLORS (WEEKLY LIVE JAZZ MUSIC SERIES); SEQUENCE CH!CAGO (FALL MUSIC SERIES); AND MORE.

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- FIFTH THIRD BANK WINTER WONDERFEST: NAVY PIER'S MARQUEE WINTER EVENT, FEATURING 170,000 SQUARE FEET OF INDOOR RIDES, ATTRACTIONS AND ACTIVITIES. IN 2019, NAVY PIER PILOTED A SENSORY FRIENDLY PROGRAM TO ACCOMMODATE THE SPECIAL NEEDS COMMUNITY.

IN ADDITION TO SERVING AS ONE OF THE MIDWEST'S TOP DESTINATIONS FOR FREE PUBLIC PROGRAMMING, NAVY PIER CONTINUES TO SERVE AS A VITAL ECONOMIC DRIVER FOR THE CITY OF CHICAGO, EMPLOYING MORE THAN 3,000 PEOPLE ACROSS THE ROUGHLY 80 BUSINESSES ON SITE. THE ONGOING REDEVELOPMENT AND CONSTRUCTION ALSO CONTINUES TO CREATE JOBS, AND ULTIMATELY, CONTRIBUTES TO GENERATING AT LEAST \$130 MILLION IN ADDITIONAL GUEST SPENDING. IN 2019, NAVY PIER AND AFFILIATED PARTNERS INFUSED APPROXIMATELY \$13 MILLION INTO THE ECONOMY VIA CITY, COUNTY AND STATE TAXES.

SINCE BECOMING A NONPROFIT ORGANIZATION IN 2011, NAVY PIER HAS RAISED \$56 MILLION FOR CAPITAL AND OPERATIONS. IN 2019, ROUGHLY 11% OF THE PIER'S \$59.5 MILLION OPERATING REVENUE CAME FROM CORPORATE AND PHILANTHROPIC PARTNERS. THEIR GENEROUS SUPPORT AND CONTRIBUTIONS HELPED UNDERWRITE MANY OF THE PIER'S FREE PUBLIC PROGRAMS, SPECIAL EVENTS AND REDEVELOPED SPACES.

NAVY PIER, INC. GOVERNED BY A BOARD OF UP TO 32 VOLUNTEERS AND 4 EX-OFFICIO MEMBERS, CONSISTING OF BUSINESS AND CIVIC LEADERS, CONTINUES TO OPERATE DILIGENTLY UNDER THE VALUES OF EXCELLENCE, INCLUSION,

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STEWARDSHIP, AND INTEGRITY.

CHANGES TO GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION A, LINE 4

EFFECTIVE AUGUST 1, 2019, THE ORGANIZATION'S BYLAWS WERE AMENDED TO INCREASE THE MAXIMUM NUMBER OF BOARD MEMBERS FROM 31 TO 32, AS DETERMINED BY THE BOARD OF DIRECTORS. THE TOTAL NUMBER OF BOARD MEMBERS DOES NOT INCLUDE EX-OFFICIO MEMBERS. EX-OFFICIO MEMBERS ARE VOTING MEMBERS WITH THE EXCEPTION OF THE PRESIDENT AND CEO.

MEMBERS OR STAKEHOLDERS WHO MAY ELECT

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

UNDER THE LEASE AGREEMENT BETWEEN NAVY PIER AND THE METROPOLITAN PIER AND EXPOSITION AUTHORITY (MPEA), THE CHAIR OF THE BOARD, THE SECRETARY-TREASURER AND THE CHIEF EXECUTIVE OFFICER OF MPEA ARE REQUIRED TO BE VOTING MEMBERS OF NAVY PIER, INC.'S BOARD OF DIRECTORS. MS. LORI HEALEY RESIGNED FROM HER ROLE AS CHIEF EXECUTIVE OFFICER OF MPEA AND FROM THE BOARD OF DIRECTORS OF NAVY PIER, INC. HER SUCCESSOR, MS. LARITA CLARK, JOINED THE NAVY PIER INC. BOARD AT THE TIME OF HER APPOINTMENT AS INTERIM CEO OF MPEA.

FORM 990 REVIEW PROCESS

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

THE 990 IS PREPARED BY NAVY PIER, INC.'S DIRECTOR OF FINANCIAL PLANNING & ANALYSIS AND CFO AND AN OUTSIDE CPA FIRM. THE FORM 990 IS REVIEWED BY NAVY PIER, INC.'S PRESIDENT & CEO, GENERAL COUNSEL AND FINANCE COMMITTEE

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PRIOR TO FINAL APPROVAL OF THE BOARD OF DIRECTORS PRIOR TO FILING.

CONFLICT OF INTEREST POLICY

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

NAVY PIER, INC. MAINTAINS A CONFLICT OF INTEREST POLICY COVERING DIRECTOR, OFFICER, MEMBER OF A COMMITTEE OF THE BOARD OF DIRECTORS OF NAVY PIER, INC., OR KEY EMPLOYEE (AS DEFINED BY THE IRS IN INSTRUCTIONS FOR FORM 990) WHICH REQUIRES DISCLOSURE OF FINANCIAL INTERESTS THAT PRESENT A POTENTIAL CONFLICT OF INTEREST AS DEFINED IN THE POLICY. ANNUAL ATTESTATIONS ARE REQUIRED AS WELL AS IMMEDIATE DISCLOSURE IF A POTENTIAL CONFLICT ARISES. THE BOARD OF DIRECTORS ADJUDICATES IF A CONFLICT EXISTS AND IF THE TRANSACTION SHOULD PROCEED BASED UPON THE BEST INTEREST OF THE COMPANY. NAVY PIER, INC. ALSO MAINTAINS A WHISTLEBLOWER POLICY THAT INCLUDES THE ABILITY TO PROVIDE ANONYMOUS INFORMATION VIA A HOTLINE. SUCH INFORMATION IS REPORTED TO THE VP OF PEOPLE AND CULTURE, OR IF THIS PERSON IS NOT AVAILABLE OR IS THE SUBJECT OF THE INFORMATION, TO THE GENERAL COUNSEL. THIS PERSON MAKES A RECORD OF THE COMPLAINT, CONDUCTS AN INVESTIGATION, MAKES FINDINGS AND RECOMMENDS OR IMPLEMENTS CORRECTIVE ACTION IF APPROPRIATE.

DURING 2018 AND 2019, MR. GERY CHICO, A DIRECTOR OF NAVY PIER, INC., TOOK A LEAVE OF ABSENCE FROM THE BOARD OF DIRECTORS DURING HIS CANDIDACY FOR MAYOR OF THE CITY OF CHICAGO.

PROCESS OF DETERMINING COMPENSATION

FORM 990, PART VI, SECTION B, LINE 15A AND 15B

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THE EXECUTIVE COMMITTEE REVIEWS THE GOALS AND PERFORMANCE OF THE PRESIDENT AND CEO AND SENIOR MANAGEMENT. THE COMMITTEE ALSO RETAINS AN INDEPENDENT CONSULTANT WHO CONDUCTS AN INDEPENDENT EVALUATION USING COMPENSATION DATA OF THE COMPARABLE KEY EMPLOYEES AT PEER INSTITUTIONS. THE EXECUTIVE COMMITTEE REVIEWS THE INFORMATION PROVIDED BY THE INDEPENDENT CONSULTANT AND APPROVES RECOMMENDATIONS FROM THE PRESIDENT AND CEO FOR COMPENSATION OF KEY EMPLOYEES. THE EVALUATIONS, REVIEWS, COMMENTS AND DECISIONS ARE DOCUMENTED IN THE MINUTES OF THE EXECUTIVE COMMITTEE. THE PRESIDENT AND CEO REVIEWS THE GOALS AND PERFORMANCE OF SENIOR STAFF AND REVIEWS THE COMPENSATION DATA OF THE COMPARABLE KEY EMPLOYEES OF WHICH RECOMMENDATIONS ARE REVIEWED, MODIFIED AND APPROVED BY THE EXECUTIVE COMMITTEE.

HOW DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC

FORM 990, PART VI, SECTION C, LINE 19

GOVERNING DOCUMENTS, THE CONFLICT OF INTEREST POLICY, AND THE FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 9

CHANGE IN VALUE OF SWAP                    \$(712,750)

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ARAMARK GLOBETROTTERS, LLC 2301 SOUTH MICHIGAN AVENUE CHICAGO, IL 60616	HOUSEKEEPING	3,084,854.
ALLIED UNIVERSAL SECURITY	SECURITY	2,658,181.

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ATTACHMENT 1 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
55 EAST JACKSON BOULEVARD CHICAGO, IL 60604		
JAMES MCHUGH CONSTRUCTION COMPANY 1737 SOUTH MICHIGAN AVENUE CHICAGO, IL 60616	CONSTRUCTION	2,381,463.
ABM PARKING SERVICES 180 NORTH LASALLE STREET CHICAGO, IL 60601	PARKING	2,357,994.
SPURRIER GROUP, LLC 101 SOUTH 15TH STREET RICHMOND, VA 23219	ADVERTISING	1,678,340.

ATTACHMENT 2FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	(A) <u>TOTAL FEES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
SECURITY AND EMERGENCY SERVICE	3,418,747.	3,418,747.	0.	0.
HOUSEKEEPING/SCAVENGER FEES	3,831,018.	3,831,018.	0.	0.
OTHER PROFESSIONAL FEES	2,144,371.	1,183,288.	959,554.	1,529.
TOTALS	<u>9,394,136.</u>	<u>8,433,053.</u>	<u>959,554.</u>	<u>1,529.</u>