

Washington Pavilion Management Inc.

2016 Public Disclosure Copy

STATEMENT THAT THIS IS A TAX RETURN NOT A FINANCIAL STATEMENT

The accompanying federal income tax return does **NOT** constitute a financial statement. We have not audited, reviewed or compiled the accompanying income tax return and, accordingly, do not express an opinion or any other form of assurance on it.

An income tax return is not intended to constitute financial statements prepared in accordance with generally accepted accounting principles. Accordingly, it does not necessarily include all financial information or disclosures required by generally accepted accounting principles. If the omitted financial information or disclosures were included with the tax return, they might influence the users' conclusions about the taxpayer's financial position, results of operations and cash flows. Accordingly, this income tax return is not designed to be used in lieu of financial statements.

RECORD RETENTION

Copies of your tax returns are enclosed for your files. It is your responsibility to retain copies of your tax information. We recommend the following guidelines:

- Tax returns – keep indefinitely.
- Supporting documentation – keep for 8 years.
- Records supporting your tax basis in personal, investment and business assets and gift documentation – keep indefinitely.

Please note: Eide Bailly retains copies of tax returns, workpapers and other tax information for a period of eight years. After that, we dispose of all records. If you have questions regarding retention of tax records, please contact us.

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)

OMB No. 1545-0047

2016
Open to Public Inspection

▶ 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.

A For the 2016 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WASHINGTON PAVILION MANAGEMENT INC. Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 301 S MAIN City or town, state or province, country, and ZIP or foreign postal code SIOUX FALLS, SD 57104	D Employer identification number 46-0435791
	F Name and address of principal officer: DARRIN SMITH SAME AS C ABOVE	E Telephone number (605) 367-7397
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ▶ WWW.WASHINGTONPAVILION.ORG	G Gross receipts \$ 7,974,372.
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1994	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
M State of legal domicile: SD		H(c) Group exemption number ▶

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: EDUCATE, ENTERTAIN, INSPIRE AND TO ENRICH COMMUNITY BY MAKING ARTS AND SCIENCE PART OF OUR LIVES.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	20
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	415
	6 Total number of volunteers (estimate if necessary)	6	337
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	204,604.
b Net unrelated business taxable income from Form 990-T, line 34	7b	19,003.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,855,809.	3,023,257.
	9 Program service revenue (Part VIII, line 2g)	3,811,793.	4,463,987.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	249.	658.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	343,890.	336,773.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,011,741.	7,824,675.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	11,790.	12,352.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,817,896.	4,053,276.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 210,100.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,091,571.	3,561,271.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,921,257.	7,626,899.	
19 Revenue less expenses. Subtract line 18 from line 12	90,484.	197,776.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 3,044,989.	End of Year 4,434,185.
	21 Total liabilities (Part X, line 26)	1,528,253.	2,714,552.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,516,736.	1,719,633.

Part II Signature Block

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

Sign Here	▶ Signature of officer DARRIN SMITH, PRESIDENT & CEO Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name LAURIE HANSON	Preparer's signature LAURIE HANSON
	Firm's name ▶ EIDE BAILLY LLP	Date 11/10/17
	Firm's address ▶ 200 EAST 10TH ST, PO BOX 5125 SIOUX FALLS, SD 57117-5125	Check if self-employed <input type="checkbox"/> PTIN P00851848
		Firm's EIN ▶ 45-0250958
		Phone no. 605-339-1999

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: EDUCATE, ENTERTAIN, INSPIRE AND TO ENRICH COMMUNITY BY MAKING ARTS AND SCIENCE PART OF OUR LIVES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 2,936,670. including grants of \$) (Revenue \$ 3,173,892.) THE HUSBY PERFORMING ARTS CENTER (HPAC) FEATURES THE MARY W. SOMMERVOLD HALL, BELBAS THEATER AND THE SCHULTE ROOM. THESE STATE-OF-THE ART PERFORMANCE FACILITIES ARE HOME TO THE PAVILION PERFORMANCE SERIES, THE WASHINGTON PAVILION'S ANNUAL PRESENTATION OF SIX WORLD-CLASS PERFORMANCES INCLUDING BROADWAY MUSICALS AND A WIDE VARIETY OF OTHER ENTERTAINMENT. IN ADDITION, THE WASHINGTON PAVILION PRESENTS NUMEROUS EXCLUSIVE EXTRA PERFORMANCES AND MISSION RELATED PERFORMING ARTS PRODUCTIONS. HPAC PROVIDES THE STAGE FOR MAJOR PRODUCERS, PROMOTERS AND ORGANIZATIONS TO RENT FACILITIES AT THE WASHINGTON PAVILION TO SHOWCASE ALL THAT THE ARTS HAVE TO OFFER.

2016 WAS A VERY PROSPEROUS YEAR FOR HPAC WITH RECORD ATTENDANCE. OVER

4b (Code:) (Expenses \$ 954,195. including grants of \$) (Revenue \$ 323,484.) THE KIRBY SCIENCE DISCOVERY CENTER (KSDC) IS THE REGION'S FOREMOST HANDS-ON SCIENCE EXPERIENCE, FEATURING OVER 100 INTERACTIVE PERMANENT EXHIBITS, NEARLY 20,000 SQUARE FEET OF EXHIBITION SPACE AND THE WELLS FARGO CINEDOME. IN 2016, 78,577 PATRONS WERE WELCOMED IN THE KSDC AND WELLS FARGO CINEDOME. THOUSANDS OF ADDITIONAL STUDENTS AND FAMILIES WERE EXPOSED TO SCIENCE PROGRAMMING THROUGH THE WASHINGTON PAVILION'S PARTICIPATION IN OFFSITE FESTIVALS, WORKSHOPS AND DEMONSTRATIONS INCLUDING WOMEN IN SCIENCE, SIOUX EMPIRE WATER FESTIVAL, SANFORD RESEARCH CAREER DAYS, JAZZFEST, GIRL AND BOY SCOUT EVENTS AND THE ANNUAL IT'S ALL ABOUT SCIENCE FESTIVAL.

ON AUGUST 19, OUR NEW PERMANENT EXHIBITION SPACE: AN OUT-OF-THIS-WORLD EXPERIENCE, SPONSORED BY ARCHITECTURE INCORPORATED, OPENED ON THE 2ND

4c (Code:) (Expenses \$ 622,977. including grants of \$) (Revenue \$ 45,584.) THE VISUAL ARTS CENTER (VAC) IS FULLY ACCREDITED BY THE AMERICAN ALLIANCE OF MUSEUMS. 2016 CONTINUED ITS TRADITION OF BRINGING FINE ART TO CHILDREN AND ADULTS THROUGH EXHIBITIONS AND RELATED PROGRAMMING, COLLECTIONS (PERMANENT AND EDUCATION COLLECTIONS) AND SPECIAL EVENTS. THE VAC FEATURES SEVEN GALLERIES AND MORE THAN 11,000 SQUARE FEET OF EXHIBITION SPACE IN ADDITION TO 5,000 SQUARE FEET OF LOWER LEVEL WORKSPACE AND ART STORAGE. IN 2016, THE VAC WELCOMED 23,158 PATRONS. HIGHLIGHTS: ARTS NIGHT 2016 WAS A HIGHLIGHT ONCE AGAIN AS WE CELEBRATED ITS 55TH YEAR. THE VAC WAS ABLE TO HONOR THOMAS DEMPSTER AS THE 2016 EMERITUS AWARD WINNER, WHICH RECOGNIZES HIS OUTSTANDING AND ONGOING SUPPORT AND COMMITMENT TO THE VISUAL ARTS CENTER AS A BOARD MEMBER, ADVOCATE FOR THE ARTS AND ARTIST. THE AUCTION AND GALA, WHICH WAS HELD

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,946,074. including grants of \$ 12,352.) (Revenue \$ 703,405.)

4e Total program service expenses 6,459,916.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O

Main table with columns for question numbers (1a-14b), Yes/No, and numerical responses (71, 0, 415).

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 20		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 20		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?		X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **JANE M. HATHAWAY - 605-367-7397**
P.O. BOX 984, SIOUX FALLS, SD 57101-0984

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ANGIE HAFT CHAIR	5.00	X		X				0.	0.	0.
(2) JULIE WARD VICE CHAIR	1.00	X		X				0.	0.	0.
(3) JEFF HURLEY SECRETARY/TREASURER	1.00	X		X				0.	0.	0.
(4) MARCIA CHICOINE TRUSTEE	1.00	X						0.	0.	0.
(5) JULIE DARRINGTON TRUSTEE	1.00	X						0.	0.	0.
(6) RICK GARRY TRUSTEE	1.00	X						0.	0.	0.
(7) JEFF GEDNALSKE TRUSTEE	1.00	X						0.	0.	0.
(8) LIZ GULLICKSON TRUSTEE	1.00	X						0.	0.	0.
(9) BRAD HEEGEL TRUSTEE	1.00	X						0.	0.	0.
(10) PAM HOMAN TRUSTEE	1.00	X						0.	0.	0.
(11) BRIAN JANS TRUSTEE	1.00	X						0.	0.	0.
(12) BETH JENSEN TRUSTEE	1.00	X						0.	0.	0.
(13) MICHAEL JERSTAD TRUSTEE	1.00	X						0.	0.	0.
(14) JIM MATTHIS TRUSTEE	1.00	X						0.	0.	0.
(15) KIM PATRICK TRUSTEE	1.00	X						0.	0.	0.
(16) EMILY PAULSON TRUSTEE	1.00	X						0.	0.	0.
(17) TOM SIMMONS TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JAMES STURDEVANT TRUSTEE	1.00	X						0.	0.	0.
(19) JILL WEIMER TRUSTEE	1.00	X						0.	0.	0.
(20) JULIE WESTRA TRUSTEE	1.00	X						0.	0.	0.
(21) BILL BAKER TRUSTEE UNTIL 08/2016	1.00	X						0.	0.	0.
(22) SUSAN HASSELER TRUSTEE UNTIL 05/2016	1.00	X						0.	0.	0.
(23) DARRIN SMITH PRESIDENT FROM 05/2016	40.00			X				85,325.	0.	12,496.
(24) SCOTT PETERSEN PRESIDENT UNTIL 05/2016	40.00			X				16,581.	0.	3,611.
(25) JANE HATHAWAY VICE PRESIDENT OF FINANCE	40.00			X				83,909.	0.	17,230.
1b Sub-total								185,815.	0.	33,337.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								185,815.	0.	33,337.

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	106,232.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	1,783,572.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,133,453.				
	g Noncash contributions included in lines 1a-1f: \$		6,000.				
	h Total. Add lines 1a-1f		3,023,257.				
	Program Service Revenue	2 a PERFORMANCE TICKETS	Business Code 711110	2,405,265.	2,405,265.		
b SALE OF SERVICES		711300	563,998.	530,448.	33,550.		
c CAFE INCOME, NET COGS		722210	383,824.	212,770.	171,054.		
d EDUCATIONAL		711300	331,707.	331,707.			
e FACILITY RENTALS		711190	298,744.	298,744.			
f All other program service revenue		711300	480,449.	467,432.		13,017.	
g Total. Add lines 2a-2f			4,463,987.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		737.			737.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses	79.				
		c Gain or (loss)	-79.				
	d Net gain or (loss)		-79.			-79.	
	8 a Gross income from fundraising events (not including \$ 106,232. of contributions reported on line 1c). See Part IV, line 18	a	164,738.				
		b Less: direct expenses	44,469.				
c Net income or (loss) from fundraising events			120,269.			120,269.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	317,787.					
	b Less: cost of goods sold	105,149.					
	c Net income or (loss) from sales of inventory		212,638.			212,638.	
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS		900099	3,866.			3,866.	
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			3,866.			
12 Total revenue. See instructions.			7,824,675.	4,246,366.	204,604.	350,448.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22	12,352.	12,352.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	219,044.	66,103.	130,289.	22,652.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,187,481.	2,567,814.	489,392.	130,275.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	42,654.	35,736.	5,247.	1,671.
9 Other employee benefits	293,548.	238,314.	45,301.	9,933.
10 Payroll taxes	310,549.	252,406.	46,013.	12,130.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	168,501.	54,078.	110,749.	3,674.
12 Advertising and promotion	353,371.	353,371.		
13 Office expenses	72,931.	43,540.	22,501.	6,890.
14 Information technology				
15 Royalties				
16 Occupancy	433,621.	424,949.	8,672.	
17 Travel	38,049.	23,320.	13,520.	1,209.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	109,672.	102,971.	6,701.	
23 Insurance	47,943.	40,345.	7,598.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a UBI TAX PAID	4,050.	4,050.		
b PROGRAM EXPENSE	1,486,289.	1,483,307.	2,982.	
c ALL OTHER EXPENSES	403,324.	344,001.	40,690.	18,633.
d EQUIP REPAIRS/PURCHASES	241,836.	215,472.	23,364.	3,000.
e All other expenses	201,684.	197,787.	3,864.	33.
25 Total functional expenses. Add lines 1 through 24e	7,626,899.	6,459,916.	956,883.	210,100.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	819,408.	1	1,662,126.
	2 Savings and temporary cash investments	180,098.	2	484,162.
	3 Pledges and grants receivable, net	240,928.	3	355,884.
	4 Accounts receivable, net	94,597.	4	130,400.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	52,752.	8	52,402.
	9 Prepaid expenses and deferred charges	118,786.	9	155,079.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,412,921.		
	b Less: accumulated depreciation	10b 1,170,655.	229,102.	10c 242,266.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,309,318.	15	1,351,866.
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,044,989.	16	4,434,185.	
Liabilities	17 Accounts payable and accrued expenses	423,991.	17	617,838.
	18 Grants payable		18	
	19 Deferred revenue	1,098,302.	19	2,096,714.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	5,960.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,528,253.	26	2,714,552.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,124,680.	27	1,189,238.
	28 Temporarily restricted net assets	146,075.	28	279,293.
	29 Permanently restricted net assets	245,981.	29	251,102.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	1,516,736.	33	1,719,633.	
34 Total liabilities and net assets/fund balances	3,044,989.	34	4,434,185.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,824,675.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,626,899.
3	Revenue less expenses. Subtract line 2 from line 1	3	197,776.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,516,736.
5	Net unrealized gains (losses) on investments	5	5,121.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,719,633.

Part XII Financial Statements and Reporting

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

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

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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,214,706.	2,849,078.	2,713,298.	2,855,809.	3,023,257.	13,656,148.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	2,214,706.	2,849,078.	2,713,298.	2,855,809.	3,023,257.	13,656,148.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						65,387.
6 Public support. Subtract line 5 from line 4.						13,590,761.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	2,214,706.	2,849,078.	2,713,298.	2,855,809.	3,023,257.	13,656,148.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	747.	389.	759.	616.	737.	3,248.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...	22,769.	30,464.	30,038.	17,996.	20,003.	121,270.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						13,780,666.
12 Gross receipts from related activities, etc. (see instructions)					12	20,738,870.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	98.62 %
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	98.74 %
16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

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

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

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

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

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

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	
9 Distributable amount for 2016 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-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7:			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

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.)

FORM 990, SCHEDULE A, PART II, LINES 14 AND 15

THE PUBLIC SUPPORT PERCENTAGE FOR PURPOSES OF FORM 990, SCHEDULE A, PART II, IS DETERMINED BASED ON CONTRIBUTION INCOME, INVESTMENT INCOME, AND CERTAIN OTHER INCOME. PROGRAM SERVICE REVENUE IS NOT A COMPONENT IN THE PUBLIC SUPPORT TEST. THE PERCENTAGES ON SCHEDULE A, PART II, LINES 14 AND 15 REPRESENT THE PERCENTAGE OF SUPPORT RECEIVED FROM THE GENERAL PUBLIC, INCLUDING THE CITY OF SIOUX FALLS AND OTHER GOVERNMENT GRANTS, OVER TOTAL CONTRIBUTION, INVESTMENT AND CERTAIN OTHER INCOME. THE CALCULATION IS PERFORMED ON A ROLLING FIVE YEAR PERIOD.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

WASHINGTON PAVILION MANAGEMENT INC.

Employer identification number

46-0435791

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization WASHINGTON PAVILION MANAGEMENT INC.	Employer identification number 46-0435791
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Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/>	\$ 90,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 1,645,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 132,756.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 79,332.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WASHINGTON PAVILION MANAGEMENT INC.	Employer identification number 46-0435791
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Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization WASHINGTON PAVILION MANAGEMENT INC.	Employer identification number 46-0435791
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization WASHINGTON PAVILION MANAGEMENT INC. **Employer identification number** 46-0435791

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

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$	<u>6,000.</u>
(ii) Assets included in Form 990, Part X	▶ \$	<u>1,067,165.</u>

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

a Revenue included on Form 990, Part VIII, line 1	▶ \$	_____
b Assets included in Form 990, Part X	▶ \$	_____

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

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

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

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

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	245,981.	264,834.	258,936.	235,966.	219,886.
b Contributions					
c Net investment earnings, gains, and losses	19,567.	-6,055.	17,363.	36,349.	28,975.
d Grants or scholarships	12,913.	12,798.	9,678.		
e Other expenditures for facilities and programs	1,533.			11,668.	11,270.
f Administrative expenses			1,787.	1,711.	1,625.
g End of year balance	251,102.	245,981.	264,834.	258,936.	235,966.

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

- a Board designated or quasi-endowment %
- b Permanent endowment 100.00 %
- c Temporarily restricted endowment %

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		282,782.	223,563.	59,219.
d Equipment		1,130,139.	947,092.	183,047.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				242,266.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) ARTWORK COLLECTION	1,067,164.
(2) DEPOSITS ON EXHIBITS AND GUEST ARTISTS	33,600.
(3) BENEFICIAL INTEREST IN ASSETS HELD BY COMMUNITY	
(4) FOUNDATION	251,102.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,351,866.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	7,806,396.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	127,291.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-12,352.
e	Add lines 2a through 2d	2e	114,939.
3	Subtract line 2e from line 1	3	7,691,457.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	133,218.
c	Add lines 4a and 4b	4c	133,218.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	7,824,675.

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

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

1	Total expenses and losses per audited financial statements	1	7,741,838.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	127,291.
e	Add lines 2a through 2d	2e	127,291.
3	Subtract line 2e from line 1	3	7,614,547.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	12,352.
c	Add lines 4a and 4b	4c	12,352.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	7,626,899.

Part XIII Supplemental Information.

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

PART III, LINE 4:

THE VISUAL ARTS CENTER OF THE WASHINGTON PAVILION OF ARTS AND SCIENCE PERMANENT COLLECTION, 1,639 PIECES, ARE MADE UP OF LOCAL, REGIONAL, NATIONAL AND INTERNATIONAL WORKS OF ART AND ARTIFACTS. THE INTENT OF THE VISUAL ARTS CENTER IS TO COLLECT LOCAL, REGIONAL, NATIONAL AND INTERNATIONAL WORKS OF ART OF ALL MEDIUMS, WITH A FOCUS ON ARTISTS FROM THE NORTHERN PLAINS.

PART V, LINE 4:

THE ORGANIZATION'S ENDOWMENTS ARE ESTABLISHED BY OUTSIDE DONORS TO HOLD INVESTMENTS IN A POOLED INVESTMENT FUND TO YIELD MORE FAVORABLE INVESTMENT RETURNS. EARNINGS ON THE RELATED ASSETS ARE AVAILABLE FOR USE IN

Part XIII Supplemental Information (continued)

OPERATIONS WITH BOARD APPROVAL.

PART X, LINE 2:

WASHINGTON PAVILION MANAGEMENT, INC. IS A NONPROFIT ORGANIZATION OTHER THAN A PRIVATE FOUNDATION THAT IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE ORGANIZATION RECEIVED ITS PERMANENT 501(C)(3) STATUS ON JULY 23, 1999. CONTRIBUTIONS TO THE ORGANIZATION ARE ELIGIBLE AS DEDUCTIBLE CHARITABLE CONTRIBUTIONS FOR FEDERAL INCOME TAX PURPOSES. THE ORGANIZATION IS ANNUALLY REQUIRED TO FILE A RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX (FORM 990) WITH THE IRS. IN ADDITION THE ORGANIZATION IS SUBJECT TO INCOME TAX ON NET INCOME THAT IS DERIVED FROM BUSINESS ACTIVITIES THAT ARE UNRELATED TO ITS EXEMPT PURPOSE. THE ORGANIZATION FILES AN EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN(FORM 990-T) WITH THE IRS TO REPORT ITS UNRELATED BUSINESS TAXABLE INCOME.

WASHINGTON PAVILION MANAGEMENT, INC. BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITIONS TAKEN AFFECTING ITS ANNUAL FILING REQUIREMENTS, AND AS SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS. THE ORGANIZATION WOULD RECOGNIZE FUTURE ACCRUED INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS AND LIABILITIES IN INCOME TAX EXPENSE IF SUCH INTEREST AND PENALTIES ARE INCURRED.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

EDUCATION DEPARTMENT SCHOLARSHIPS GIVEN	-12,352.
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PART XI, LINE 4B - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

INCREASE IN TEMPORARILY RESTRICTED NET ASSET 133,218.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

IN-KIND ADVERTISING 127,291.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

EDUCATION DEPARTMENT SCHOLARSHIPS GIVEN 12,352.

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	
		ARTS NIGHT	SIDEWALK ARTS FESTIVAL	1	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	147,597.	109,386.	13,987.	270,970.
	2	Less: Contributions	79,215.	17,780.	9,237.	106,232.
	3	Gross income (line 1 minus line 2)	68,382.	91,606.	4,750.	164,738.
Direct Expenses	4	Cash prizes	636.			636.
	5	Noncash prizes				
	6	Rent/facility costs		7,841.		7,841.
	7	Food and beverages	9,427.		965.	10,392.
	8	Entertainment	212.	373.		585.
	9	Other direct expenses	14,040.	9,320.	1,655.	25,015.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				44,469.
11	Net income summary. Subtract line 10 from line 3, column (d)				120,269.	

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

9 Enter the state(s) in which the organization conducts gaming activities: _____
 a Is the organization licensed to conduct gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No
 b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

▶ **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization **WASHINGTON PAVILION MANAGEMENT INC.** Employer identification number **46-0435791**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

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

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

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

Schedule I (Form 990) (2016)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
SCHOLARSHIPS	45	12,352.	0.		

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

PART I, LINE 2:

THE WASHINGTON PAVILION GIVES FINANCIAL AID/SCHOLARSHIPS TO KIDS WHO ARE NOT ABLE TO PAY FULL PRICE FOR THE EDUATIONAL PROGRAMS PUT ON BY THE ORGANIZATION.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2016

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.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **WASHINGTON PAVILION MANAGEMENT INC.** Employer identification number **46-0435791**

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	X	3	6,000.	SELLING PRICE
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				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	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.		

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

Schedule M (Form 990) (2016)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2016

Open to Public
Inspection

Name of the organization

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Employer identification number

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

42,000 PEOPLE ATTENDED SHOWS PRESENTED BY HPAC. THE YEAR KICKED OFF WITH FIVE PERFORMANCES OF PIPPIN WHICH BLEW SIOUX FALLS AWAY WITH ITS GREAT ACROBATICS AND WONDERFUL MUSIC. NEXT WAS THE LA THEATRE WORK'S RADIO THEATRE PRODUCTION OF BRAM STROKER'S DRACULA AT THE BEGINNING OF FEBRUARY. THIS UNIQUE PRODUCTION ENTERTAINED PATRONS OF ALL AGES. BACK BY POPULAR DEMAND, MILLION DOLLAR QUARTET ROCKED THE HOUSE OVER VALENTINE'S DAY. POST SECRET: THE SHOW GAVE US GREAT PERFORMANCES IN THE MIDDLE OF FEBRUARY AND WAS ACCOMPANIED BY A PROGRAM IN THE VISUAL ARTS CENTER. A COUPLE WEEKS LATER, PETER GROS FROM THE ORIGINAL MUTUAL OF OMAHA'S WILD KINGDOM BROUGHT MANY FURY FRIENDS FOR A STUDENT MATINEE AND AN UNFORGETTABLE EVENING PERFORMANCE. ONCE THE MUSICAL GAVE US THREE BEAUTIFUL SHOWS TO ROUND OUT THE MONTH OF FEBRUARY. FILLED WITH CLASSIC BROADWAY TUNES, BULLETS OVER BROADWAY GAVE US TWO WONDERFUL WEEKEND PERFORMANCES IN MARCH. WE FINISHED UP THE MONTH OF MARCH WITH TWO STUDENT MATINEES OF CURIOUS GEORGE. APRIL BEGAN WITH THE WONDERBREAD YEARS IN O'GORMAN HIGH SCHOOL'S LORANG THEATRE, A COMEDIC SHOW FILLED WITH NOSTALGIA AND LAUGHS. THE MIDDLE OF THE MONTH MEANT THAT JIM BRICKMAN PUT ON THREE GREAT CONCERTS IN THE BELBAS THEATER. THE FOLLOWING WEEK SHOWCASED UNDER THE STREETLAMP, A GREAT SHOW FEATURING MUSIC BY THE FOUR SEASONS. ANNIE HAD TWO SOLD OUT PERFORMANCES TO FINISH UP APRIL AND THE 2015-16 PAVILION PERFORMANCE SEASON. BEAUTY AND THE BEAST, A MAGICAL DISNEY TALE BROUGHT TO LIFE, RETURNED IN MAY WITH ANOTHER SOLD OUT PERFORMANCE.

THE 2016-17 PAVILION PERFORMANCE SEASON BEGAN WITH DIRTY DANCING AT THE

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

Schedule O (Form 990 or 990-EZ) (2016)

Name of the organization

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END OF SEPTEMBER. A COUPLE WEEKS LATER, WE HAD TRAVIS WALL'S SHAPING SOUND THAT GAVE US A DANCE PERFORMANCE WE WON'T FORGET. THE ALUMINUM SHOW, A FUN-FILLED FAMILY SHOW, ENTERTAINED FAMILIES IN THE MIDDLE OF OCTOBER. THE BROADWAY MEGA HIT RENT WOWED PATRONS AT THE END OF NOVEMBER WITH ITS 20TH ANNIVERSARY TOUR AND THE CARTOON CLASSIC RUDOLPH THE RED-NOSED REINDEER: THE MUSICAL ENDED THE 2016 YEAR BRINGING HOLIDAY MAGIC TO THE WASHINGTON PAVILION.

THE MARY W. SOMMERVOLD HALL WAS ONCE AGAIN HOME TO SIOUX FALLS LOCAL TALENT; THE SOUTH DAKOTA SYMPHONY ORCHESTRA, AUGUSTANA UNIVERSITY, BRITZA DANCE STUDIO, BALLERAENA DANCE STUDIO, MAINSTAGE BALLET AND DANCE ACADEMY, AND MANY PUBLIC SCHOOLS PERFORMED THROUGHOUT 2016. OUR REGIONAL PROMOTERS CONTINUED TO BRING IN FAMOUS ENTERTAINERS: JOE BONAMASSA, DAVID COOK, GORDON LIGHTFOOT, WILLIE NELSON, CELTIC THUNDER, FOR KING & COUNTRY, JOHN MELLENCAMP, JUST TO NAME A FEW. THE HOLIDAY SEASON BROUGHT MANNHEIM STEAMROLLER, LORIE LINE, TONIC SOL FA, SHAUN JOHNSON'S BIG BAND EXPERIENCE, MOSCOW BALLET, THE HEGG BROTHERS AND THE OAK RIDGE BOYS. OVER 63,000 PEOPLE ATTENDED PERFORMANCES SUCH AS THESE.

SUBSCRIBERS TO THE PAVILION PERFORMANCE SERIES KEEP GROWING! THE NUMBER OF SUBSCRIBERS REACHED OVER 2,500-UP ALMOST 500 FROM THE PREVIOUS SEASON.

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

FLOOR OF THE KSDC. THIS HANDS-ON EXHIBITION PROVIDES A GLIMPSE OF THE CHALLENGES AND TRIUMPHS OF SPACE EXPLORATION. INTERACTIVE EXHIBITS INVITE PATRONS TO ENGAGE IN THE EXTRAORDINARY CONDITIONS OF SPACE EXPLORATION AND THE SCIENCE THAT MAKES IT SUCCESSFUL. WHAT LIES AHEAD

Name of the organization WASHINGTON PAVILION MANAGEMENT INC.	Employer identification number 46-0435791
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FOR HUMAN SPACE FLIGHT? AND WHAT DOES IT MEAN FOR LIFE ON EARTH? ON OCTOBER 13, THE ALL-NEW FIT ZONE, FUELED BY SANFORD HEALTH, OPENED ON THE 4TH FLOOR OF THE KSDC. THE EXHIBIT STATIONS ENGAGE PATRONS TO MOTIVATE THEIR MOOD, THINK ABOUT THEIR FOOD, MOVE THEIR BODY AND RECHARGE THEIR ENERGY. PATRONS ARE ABLE TO INTERACT WITH THE NEW SNACK SLAP GAME AND VIRTUAL REALITY BIKES, OR VISIT THEIR PAST FAVORITES INCLUDING THE WHEELCHAIR RACERS AND ROCK CLIMBING WALL.

PROGRAMMING AND SPECIAL EVENTS: OVER 10,000 PATRONS ATTENDED OUR SCHEDULED 20-MINUTE DEMONSTRATIONS AT STAGE SCIENCE SPONSORED BY AVERA LOCATED ON THE 3RD FLOOR. OVER 5,000 PATRONS EXPERIENCED A TABLE-TOP SCIENCE ACTIVITY AT OUR SCIENCE ON WHEELS MOBILE DEMO CARTS. DEMONSTRATIONS AND DEMO CART ACTIVITIES ARE LED BY TRAINED SCIENCE CENTER STAFF AND VOLUNTEERS AND ALLOW PATRONS TO EXPLORE A VARIETY OF ROTATING SCIENCE TOPICS. ON OCTOBER 14 AND 15, 795 PATRONS PARTICIPATED IN THE ANNUAL TWO-DAY SPOOKY SCIENCE EVENT. THIS YEAR'S THEME WAS "SPACE!" IN CELEBRATION OF THE NEW EXHIBITION SPACE: AN OUT-OF-THIS-WORLD EXPERIENCE. 2016 SAW 27,304 PATRONS VIEWING EDUCATIONAL FILMS IN THE WELLS FARGO CINEDOME.

"WALKING WITH DINOSAURS: PREHISTORIC PLANET"

"DEEPSEA CHALLENGE"

"THE LIGHT BEFORE CHRISTMAS"

"ROBOTS"

"ANTARCTICA: ON THE EDGE"

"JOURNEY TO SPACE"

"NATIONAL PARKS ADVENTURE"

"INCREDIBLE PREDATORS"

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

Name of the organization

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ON MAY 7, SHOWCASED 60 ARTISTS. THE EVENT RAISED MORE THAN \$141,000 THROUGH SPONSORSHIP, AUCTION AND TICKET SALES, AS WELL AS THROUGH THE GENEROUS SUPPORT OF THE ARTS NIGHT SUSTAINERS GROUP.

THE PALADINO HOHM SCULPTURE GARDEN, WHICH HOUSES VAC PERMANENT COLLECTION PIECES LIKE FRIENDSHIP KNOT #2 BY YUPIN PRAMOTEPIPOP, CHARGING BUFFALO BY RICHARD HUNT, TALLGRASS BY DALE LAMPHERE AND THE GARDEN GATE BY BOB NATZ, RECENTLY UNDERWENT A SIGNIFICANT AND BEAUTIFUL RENOVATION. THE GARDEN NOW BOASTS BETTER ACCESSIBILITY, A LARGE FOUNTAIN, SEATING FOR LUNCH AND THREE ROTATING SCULPTURES MADE POSSIBLE BY THE SIOUX FALLS SCULPTURE WALK AND THE CITY OF SIOUX FALLS. THE FRESH GARDEN WILL HOST SCULPTURAL EXPLORATION, EVENTS, OUTDOOR LUNCH ACCESS, MUSIC AND MUCH MORE. GENERAL MAINTENANCE AND UPKEEP WAS MADE POSSIBLE BY ENDOWMENT SUPPORT FROM JACK PALADINO.

PROGRAMMING HIGHLIGHTS: THE VAC ALWAYS LOOKS TO DO MORE THAN JUST HOST AN EXHIBITION. THE EDUCATIONAL OPPORTUNITIES THAT ARE ASSOCIATED WITH THE EXHIBITION BECOME ALMOST AS IMPORTANT AS THE ARTWORK ITSELF FOR MANY IN THE FACILITY. HERE ARE SOME OF THE HIGHLIGHTS:

THE ARGUS LEADER HELD A PANEL DISCUSSION WITH PHOTOGRAPHERS OVER THE MOMENT: WHEN ART MEETS NEWS.

WITH SUPPORT FROM THE SOUTH DAKOTA HUMANITIES GRANT, A PANEL DISCUSSION WAS HELD WITH ANNA REICH, DR. LINDSAY TWA, AND DR. WILLIAM PRIGGE FOR ANNA REICH'S EXHIBITION, NO ONE ASKED US, IN THE JERSTAD GALLERY.

LAMONT HUNT HELD A TALK WITH QUESTION & ANSWER SESSION FOR HIS EXHIBITION FROM THE MIDWEST TO LA: PERSPECTIVES OF A PROFESSIONAL ILLUSTRATOR & ANIMATOR.

TEAMING UP WITH THE NORTHERN PLAINS INDIAN ART MARKET, A GALLERY TALK WAS HELD WITH DENVER ART MUSEUM'S JOHN LUKAVIC FOR "EVERYTHING TRADITIONAL WAS ONCE CONTEMPORARY: THE PAST AND PRESENT IN AMERICAN

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INDIAN ARTS."

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

THE WASHINGTON PAVILION'S COMMUNITY LEARNING CENTER (CLC) STRIVES TO PROVIDE OUTSTANDING EDUCATIONAL OPPORTUNITIES FOR PEOPLE IN SIOUX FALLS AND THE SURROUNDING AREA THROUGH OUTREACH, CLASSES, PROFESSIONAL DEVELOPMENT AND SPECIAL EVENTS. CLC PROGRAMMING REACHES A WIDE CROSS-SECTION OF OUR COMMUNITY: OVER 30,000 COMMUNITY MEMBERS PARTICIPATED IN CLC PROGRAMMING IN 2016. OVER 20,000 OF THESE WERE YOUTH AND OVER 13,000 PEOPLE SERVED WERE REACHED OUTSIDE OF THE WASHINGTON PAVILION'S WALLS THROUGH OUTREACH, MAKING THE WASHINGTON PAVILION A SHARED EXPERIENCE THROUGHOUT THE WIDER SIOUX FALLS COMMUNITY.

PROGRAMMING AND SPECIAL EVENTS:

THE ACTION ARTS AND SCIENCE PROGRAM (AASP) PROVIDES WEEKLY HANDS-ON ART AND SCIENCE CLASSES FOR AT-RISK YOUTH IN THE REGION AT NO COST. AASP BROUGHT WASHINGTON PAVILION INSTRUCTORS AND RESOURCES TO KIDS THROUGHOUT THE ENTIRE COMMUNITY WITH STEAM (SCIENCE, TECHNOLOGY, ENGINEERING, ARTS AND MATH) PROGRAMMING FOR YOUTH. AASP PROVIDED WEEKLY OUTREACH OPPORTUNITIES TO STUDENTS AT THE MULTICULTURAL CENTER, JUVENILE DETENTION CENTER, BOWDEN YOUTH CENTER, THE YMCA AFTER-SCHOOL PROGRAM AT THREE MIDDLE SCHOOLS, 10 KIDS' INC. SITES AT LOCAL ELEMENTARY SCHOOLS, KIDS STOP, AND THE VOA YOUTH CHEMICAL DEPENDENCY UNIT. OTHER OUTREACH EFFORTS INCLUDED OFFERING HANDS-ON ARTS AND SCIENCE ACTIVITIES FOR FAMILIES AT COMMUNITY EVENTS.

OVER 450 YOUTH PARTICIPATED IN ACTION ARTS AND SCIENCE PROGRAMMING EACH WEEK THROUGHOUT THE SCHOOL YEAR AT OVER 20 PARTNER AFTER-SCHOOL SITES

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ARTS AND SCIENCE CLASSES, WORKSHOPS AND MORE.

CLASSES AND CAMPS WERE OFFERED IN THE FALL, SPRING AND SUMMER, SERVING OVER 2,600 YOUTH PARTICIPANTS.

CLASSES OFFERED THROUGH THE OSHER LIFELONG LEARNING CENTER (OLLI) REACHED 316 AREA SENIORS.

BIRTHDAY PARTIES LED BY WASHINGTON PAVILION STAFF SERVED OVER 1,100 YOUNG GUESTS.

THE DAKOTA ACADEMY OF PERFORMING ARTS (DAPA) AT THE WASHINGTON PAVILION HAS A MISSION TO PROVIDE OPPORTUNITIES FOR YOUNG PEOPLE TO EXCEL IN THE PERFORMING ARTS. THE DAPA MUSIC INSTITUTE OFFERED A SCHOOL YEAR AND SUMMER CHAMBER MUSIC PROGRAM AND A JOINT MUSIC SUMMER CAMP WITH SOUTH DAKOTA SYMPHONY YOUTH ORCHESTRA AND CONTINUED A PARTNERSHIP WITH THE SIOUX FALLS CATHOLIC SCHOOLS. THE DAPA YOUTH THEATRE INSTITUTE FEATURED AN EXPANDED SEASON WITH PERFORMANCES OF SHREK, JR., SCHOOLHOUSE ROCK, LIVE JR. AND SLEEPING BEAUTY. SUMMER CAMP THEATRE OPPORTUNITIES INCLUDED THE ARISTOCATS, KIDS, GUYS AND DOLLS, JR., BEAUTY AND THE BEAST, JR. AND THE TEMPEST AS WELL AS URINETOWN THE MUSICAL IN PARTNERSHIP WITH AUGUSTANA UNIVERSITY. URINETOWN WAS AWARDED BROADWAYWORLD.COM'S MOST OUTSTANDING THEATRE EXPERIENCE AWARD IN SIOUX FALLS FOR 2016. SIX PLAYS FROM THE PLAYS FOR LIVING THEATRE COMPANY WERE PERFORMED AS OUTREACH THROUGHOUT SCHOOLS AND COMMUNITY CENTERS IN THE SIOUX FALLS REGION.

OVER 500 YOUNG PERFORMERS PARTICIPATED IN DAPA AT THE WASHINGTON PAVILION PROGRAMS.

STUDENTS FROM THE DAPA PROGRAM BROUGHT PERFORMANCES TO OVER 13,000 AUDIENCE MEMBERS (OVER 5,800 OF AUDIENCE ARE AREA YOUTH IN SCHOOL OUTREACH)

THE GRAHAM ACADEMY PRESCHOOL PROVIDES FOR THE "WHOLE CHILD" BY

Name of the organization

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ENCOURAGING EXPLORATION AND PROBLEM-SOLVING SKILLS, CREATIVITY, SOCIAL AND EMOTIONAL GROWTH COUPLED WITH THE OPPORTUNITY TO INTERACT WITH KIRBY SCIENCE DISCOVERY CENTER EXHIBITS, VISUAL ARTS CENTER EXHIBITIONS AND HUSBY PERFORMING ARTS CENTER PROGRAMMING.

43 STUDENTS ATTENDED THE GRAHAM ACADEMY PRESCHOOL IN THE 2016-17 SCHOOL YEAR.

THE COMMUNITY LEARNING CENTER PREMIERED A FAMILY FUNDRAISING EVENT, HAPPILY EVER AFTERNOON, TO RAISE FUNDS FOR EDUCATION AND OUTREACH EFFORTS AT THE WASHINGTON PAVILION. 122 GUESTS PARTICIPATED IN THE INAUGURAL EVENT.

INTERNSHIP PROGRAM:

NINE INTERNS WERE PLACED AT THE WASHINGTON PAVILION IN 2016, PROVIDING OVER 1,800 HOURS OF SERVICE-LEARNING TO THE WASHINGTON PAVILION.

THROUGH PERFORMANCE INSIGHTS, OUTREACH EVENTS AND MASTER CLASSES WITH PROFESSIONAL PERFORMERS APPEARING ON THE MARY W. SOMMERVOLD HALL STAGE, THE CLC STRIVES TO PROVIDE HIGH-QUALITY PERFORMING ARTS EDUCATION TO PARTICIPANTS OF ALL AGES AND EXPERIENCE LEVELS.

99 COMMUNITY MEMBERS PARTICIPATED IN ARTIST TALK-BACK AND WORKSHOPS WITH THE MONTANA REPERTOIRE PRODUCTION OF DRACULA.

1,120 AUDIENCE MEMBERS ATTENDED PERFORMANCE INSIGHTS PRE-PERFORMANCE DISCUSSIONS.

479 AREA PRESCHOOLERS LEARNED ABOUT FIRE SAFETY AND BURN PREVENTION AT THE BURN AWARENESS PUPPET SHOW AT THE WASHINGTON PAVILION.

63 LOWELL ELEMENTARY 5TH GRADERS PARTICIPATED IN ETIQUETTE LESSONS AND A PERFORMANCE OF THE SIOUX EMPIRE COMMUNITY THEATRE'S MARY POPPINS FOLLOWED BY FORMAL LUNCH AT THE WASHINGTON PAVILION.

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SCIENCE OUTREACH AND EDUCATION:

141 STUDENTS (PRE-K-8TH GRADE) PARTICIPATED IN THE DESIGN CHALLENGE-USING CREATIVITY AND THE SCIENTIFIC PROCESS TO DESIGN AND BUILD A FAST RACE CAR, WITH APPROPRIATE SAFETY EQUIPMENT, THAT SAFELY CARRIED ITS DRIVER (HUMPTY DUMPTY) THROUGH A SERIES OF DISTANCE TRIALS AND CRASH TESTS.

446 STUDENTS FROM LOWELL ELEMENTARY PARTICIPATED IN SPECIALLY-DESIGNED INTERACTIVE LABS THROUGH A PARTNERSHIP THAT BRINGS THEM TO THE WASHINGTON PAVILION FOR A SCIENCE CURRICULUM-TIED EXPERIENCE EVERY YEAR.

THE AG FRIDAY EVENT WAS ATTENDED BY 495 THIRD GRADERS AT THE WASHINGTON PAVILION, WHO LEARNED ABOUT SOUTH DAKOTA FARMING AND AGRICULTURAL SCIENCE.

56 AREA STUDENTS PRESENTED PROJECTS AT THE ANNUAL SCIENCE FAIR SHOWCASE.

522 STUDENTS OF ALL AGES TOOK PART IN DISCOVERY LABS WITH THEIR SCHOOL OR COMMUNITY GROUPS.

VISUAL ARTS OUTREACH AND EDUCATION :

260 STUDENTS' ARTWORK WAS DISPLAYED IN OFF-THE-FRIDGE ART EXHIBITIONS IN THE WASHINGTON PAVILION'S 2ND FLOOR LOBBY.

108 ADULTS FROM LIFESCAPE CREATED AND LEARNED ABOUT ART MAKING DURING VISUAL ARTS CLASSES IN THE WASHINGTON PAVILION'S CARVER CLASSROOM.

628 STUDENTS OF ALL AGES TOOK PART IN ART SMART STUDIOS WITH THEIR SCHOOL AND COMMUNITY GROUPS.

205 PEOPLE PARTICIPATED IN OUR SUNDAY OPEN CLAY STUDIO PROGRAM.

EXPENSES \$ 1,946,074. INCLUDING GRANTS OF \$ 12,352. REVENUE \$ 703,405.

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FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE IS COMPRISED OF THE CHAIR, VICE-CHAIR AND THE
TREASURER/SECRETARY.

THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, WHEN THE BOARD OF
TRUSTEES IS NOT IN SESSION, THE POWERS OF THE BOARD OF TRUSTEES IN THE
MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, EXCEPT THE
COMMITTEE MAY NOT ELECT OFFICERS, AMEND THE ARTICLES OF INCORPORATION,
ADOPT A PLAN OF MERGER OR CONSOLIDATION, OR FILL VACANCIES IN THE BOARD OF
TRUSTEES.

THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, WHEN THE BOARD OF
TRUSTEES IS NOT IN SESSION, THE POWERS OF THE BOARD OF TRUSTEES IN THE
MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, EXCEPT THAT THE
EXECUTIVE COMMITTEE MAY NOT: (A) ELECT OFFICERS, (B) AMEND THE ARTICLES OF
INCORPORATION, (C) AMEND THE BYLAWS, (D) ADOPT A PLAN OF MERGER OR
CONSOLIDATION, (E) OR FILL VACANCIES IN THE BOARD OF TRUSTEES OR COMMITTEES
CREATED PURSUANT TO THIS SECTION.

FORM 990, PART VI, SECTION A, LINE 2:

SUSAN HASSELER AND BRAD HEEGEL HAVE A BUSINESS RELATIONSHIP.

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

THERE IS ONE CLASS OF MEMBERS CONSISTING OF THE DIRECTORS OF THE BOARD OF
TRUSTEES.

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

THREE DIRECTORS SHALL BE APPOINTED BY THE MAYOR OF SIOUX FALLS, SD, WITH
ADVICE AND CONSENT OF SIOUX FALLS CITY COUNCIL. ADVISORY BOARDS ELECT THEIR

Name of the organization

WASHINGTON PAVILION MANAGEMENT INC.

Employer identification number

46-0435791

BOARD CHAIRS, WHO THEN SIT ON THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 8B:

THERE ARE NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY.

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

THE RETURN IS REVIEWED IN DETAIL BY THE PRESIDENT AND VICE PRESIDENT OF FINANCE. IT IS THEN REVIEWED BY THE FINANCE COMMITTEE. A COPY OF THE FORM 990 WILL BE DISTRIBUTED TO THE GOVERNING BODY PRIOR TO THE FILING DATE.

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

THE ADMINISTRATIVE ASSISTANT SENDS OUT THE CONFLICT OF INTEREST EVERY YEAR IN JANUARY AND ASKS FOR THE COMPLETED FORMS TO BE RETURNED. IF NOT RETURNED, THE ADMINISTRATIVE ASSISTANT MAKES FOLLOW UP REQUESTS. AT THE START OF EVERY BOARD MEETING, THE CHAIR REVIEWS THE AGENDA AND ASKS THOSE IN ATTENDANCE IF THEY HAVE ANY CONFLICTS OF INTEREST TO DISCLOSE WITH THE AGENDA. DETERMINATION OF WHETHER OR NOT A CONFLICT EXISTS WOULD BE MADE BY THE OFFICERS OF THE BOARD. ACTUAL CONFLICTS WOULD ALSO BE REVIEWED BY THE OFFICERS. ANY PERSON WITH A CONFLICT MAY BE REQUIRED TO LEAVE THE ROOM DURING DISCUSSION OR ANY VOTES TAKEN ON THE ISSUE.

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

THE COMPENSATION LEVEL OF THE NEW PRESIDENT/CEO IN 2016 WAS APPROVED BY THE EXECUTIVE MEMBERS OF THE BOARD (CHAIR/VICE-CHAIR/SECRETARY-TREASURER.) THE EXECUTIVE COMMITTEE DETERMINED DARRIN'S SALARY BASED ON COMPARABILITY DATA FROM SIMILAR ORGANIZATIONS.

Name of the organization WASHINGTON PAVILION MANAGEMENT INC.	Employer identification number 46-0435791
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THE VICE PRESIDENT OF FINANCE'S COMPENSATION IS REVIEWED ANNUALLY BY THE PRESIDENT, WITH TYPICALLY A COST OF LIVING ADJUSTMENT. HOWEVER, COMPARABILITY DATA IS REVIEWED USING INDUSTRY PUBLICATIONS AND SALARY ADJUSTMENTS ARE MADE WHEN NEEDED TO REMAIN COMPETITIVE IN THE INDUSTRY TAKING GEOGRAPHIC LOCATION INTO CONSIDERATION.

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

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE ANNUAL REPORT IS AVAILABLE ON THE ORGANIZATION'S WEBSITE.

2017 ESTIMATED TAX FILING INSTRUCTIONS

FORM 990-W

FOR THE YEAR ENDING

December 31, 2017

Prepared for	Washington Pavilion Management Inc. 301 S Main Sioux Falls, SD 57104																											
Prepared by	EIDE BAILLY LLP 200 EAST 10TH ST, PO BOX 5125 SIOUX FALLS, SD 57117-5125																											
Amount of tax	<table><tr><td>Total Estimated Tax</td><td>\$</td><td>2,880</td></tr><tr><td>Less credit from prior year</td><td>\$</td><td>627</td></tr><tr><td>Less amount already paid on 2017 estimate</td><td>\$</td><td>0</td></tr><tr><td>Balance due</td><td>\$</td><td>2,253</td></tr></table> <p>Payable in full or in installments as follows:</p> <table><thead><tr><th>Installment</th><th>Amount</th><th>Due Date</th></tr></thead><tbody><tr><td>No. 1</td><td>\$ None required</td><td></td></tr><tr><td>No. 2</td><td>\$ None required</td><td></td></tr><tr><td>No. 3</td><td>\$ None required</td><td></td></tr><tr><td>No. 4</td><td>\$ 2,253</td><td>December 15, 2017</td></tr></tbody></table>	Total Estimated Tax	\$	2,880	Less credit from prior year	\$	627	Less amount already paid on 2017 estimate	\$	0	Balance due	\$	2,253	Installment	Amount	Due Date	No. 1	\$ None required		No. 2	\$ None required		No. 3	\$ None required		No. 4	\$ 2,253	December 15, 2017
Total Estimated Tax	\$	2,880																										
Less credit from prior year	\$	627																										
Less amount already paid on 2017 estimate	\$	0																										
Balance due	\$	2,253																										
Installment	Amount	Due Date																										
No. 1	\$ None required																											
No. 2	\$ None required																											
No. 3	\$ None required																											
No. 4	\$ 2,253	December 15, 2017																										
Make check payable to	Payments should be made using the Electronic Federal Tax Payment System (EFTPS).																											
Mail voucher and check (if applicable) to	Not applicable																											
Special Instructions																												

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING
December 31, 2016

Prepared for	Washington Pavilion Management Inc. 301 S Main Sioux Falls, SD 57104
Prepared by	EIDE BAILLY LLP 200 EAST 10TH ST, PO BOX 5125 SIOUX FALLS, SD 57117-5125
Amount due or refund	Overpayment of \$627. The entire overpayment has been applied to the estimated tax payments.
Make check payable to	No amount is due.
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	November 15, 2017
Special Instructions	The return should be signed and dated.

Form **990-T**

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

OMB No. 1545-0687

2016

For calendar year 2016 or other tax year beginning _____, and ending _____

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

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

Department of the Treasury
Internal Revenue Service

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

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) WASHINGTON PAVILION MANAGEMENT INC.</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 301 S MAIN</p> <p>City or town, state or province, country, and ZIP or foreign postal code SIOUX FALLS, SD 57104</p>	<p>D Employer identification number (Employees' trust, see instructions.) 46-0435791</p> <p>E Unrelated business activity codes (See instructions.) 722100</p>
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C Book value of all assets at end of year: **4,434,185.**

F Group exemption number (See instructions.)

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

H Describe the organization's primary unrelated business activity. ▶ **LEONARDO'S CAFE & EQUIPMENT RENTAL**

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

J The books are in care of ▶ **JANE M. HATHAWAY** Telephone number ▶ **605-367-7397**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales 199,108.			
b Less returns and allowances			
c Balance ▶	199,108.		
2 Cost of goods sold (Schedule A, line 7)	28,054.		
3 Gross profit. Subtract line 2 from line 1c	171,054.		171,054.
4a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)			
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)			
12 Other income (See instructions; attach schedule) STATEMENT 2	33,550.		33,550.
13 Total. Combine lines 3 through 12	204,604.		204,604.

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

14 Compensation of officers, directors, and trustees (Schedule K)			
15 Salaries and wages			122,477.
16 Repairs and maintenance			
17 Bad debts			
18 Interest (attach schedule)			
19 Taxes and licenses			10,994.
20 Charitable contributions (See instructions for limitation rules)			
21 Depreciation (attach Form 4562)	4,610.		
22 Less depreciation claimed on Schedule A and elsewhere on return			4,610.
23 Depletion			
24 Contributions to deferred compensation plans			
25 Employee benefit programs			10,723.
26 Excess exempt expenses (Schedule I)			
27 Excess readership costs (Schedule J)			
28 Other deductions (attach schedule) SEE STATEMENT 3			35,797.
29 Total deductions. Add lines 14 through 28			184,601.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			20,003.
31 Net operating loss deduction (limited to the amount on line 30)			
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			20,003.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)			1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			19,003.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
c Income tax on the amount on line 34	35c	2,850.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Tax on Non-Compliant Facility Income. See instructions	39	
40 Total. Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	2,850.

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	41a	
b Other credits (see instructions)	41b	
c General business credit. Attach Form 3800	41c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	41d	
e Total credits. Add lines 41a through 41d	41e	
42 Subtract line 41e from line 40	42	2,850.
43 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	43	
44 Total tax. Add lines 42 and 43	44	2,850.
45a Payments: A 2015 overpayment credited to 2016	45a	1,499.
b 2016 estimated tax payments	45b	
c Tax deposited with Form 8868	45c	2,000.
d Foreign organizations: Tax paid or withheld at source (see instructions)	45d	
e Backup withholding (see instructions)	45e	
f Credit for small employer health insurance premiums (Attach Form 8941)	45f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	45g	
46 Total payments. Add lines 45a through 45g	46	3,499.
47 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	47	22.
48 Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed	48	
49 Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	49	627.
50 Enter the amount of line 49 you want: Credited to 2017 estimated tax 627. Refunded	50	0.

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

51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

Sign Here
 Signature of officer: _____ Date: _____
 Title: **PRESIDENT & CEO**
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
 Print/Type preparer's name: **LAURIE HANSON**
 Preparer's signature: **LAURIE HANSON**
 Date: **11/10/17**
 Check if self-employed
 PTIN: **P00851848**
 Firm's name: **EIDE BAILLY LLP**
 Firm's address: **200 EAST 10TH ST, PO BOX 5125 SIOUX FALLS, SD 57117-5125**
 Firm's EIN: **45-0250958**
 Phone no.: **605-339-1999**

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

1	Inventory at beginning of year	1	0.	6	Inventory at end of year	6	0.
2	Purchases	2	28,054.	7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	28,054.
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a	Additional section 263A costs (attach schedule)	4a					
b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5	28,054.				X

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

(see instructions)

1. Description of property

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

2. Rent received or accrued

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

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.

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

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

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

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

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

Nonexempt Controlled Organizations

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

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

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

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

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

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

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

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

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

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

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

FOOTNOTES

STATEMENT 1

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

THE ORGANIZATION IS MAKING THE DE MINIMIS SAFE HARBOR
ELECTION UNDER REG. SEC. 1.263(A)-1(F).

FORM 990-T	OTHER INCOME	STATEMENT	2
DESCRIPTION		AMOUNT	
EQUIPMENT CHARGES		33,550.	
TOTAL TO FORM 990-T, PAGE 1, LINE 12		33,550.	

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	3
DESCRIPTION		AMOUNT	
OCCUPANCY		3,185.	
OFFICE AND SUPPLIES EXPENSE		14,288.	
MISCELLANEOUS EXPENSES		5,724.	
INSURANCE		563.	
BANK FEES		1,643.	
EMPLOYEE EXPENSES		1,230.	
EQUIPMENT RENTAL OVERHEAD		8,592.	
MARKETING PROGRAM		382.	
		190.	
TOTAL TO FORM 990-T, PAGE 1, LINE 28		35,797.	