

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

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

A For the 2017 calendar year, or tax year beginning **JUL 1, 2017** and ending **JUN 30, 2018**

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 THE RIVERCITY COMPANY Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 850 MARKET ST. MILLER PLAZA 200 City or town, state or province, country, and ZIP or foreign postal code CHATTANOOGA, TN 37402 F Name and address of principal officer: KIM WHITE SAME AS C ABOVE	D Employer identification number 62-1273871 E Telephone number 423-265-3700 G Gross receipts \$ 8,065,894. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
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.RIVERCITYCOMPANY.COM		
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: 1986		M State of legal domicile: TN

Part I Summary

1	Briefly describe the organization's mission or most significant activities: THE RIVERCITY COMPANY'S MISSION IS TO ASSIST AND SUPPORT THE CHATTANOOGA CITY AND HAMILTON COUNTY		
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	21
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	17
5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	14
6	Total number of volunteers (estimate if necessary)	6	650
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
8	Contributions and grants (Part VIII, line 1h)	Prior Year 820,045.	Current Year 5,295,379.
9	Program service revenue (Part VIII, line 2g)	80,850.	86,017.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,173.	11,392.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,758,220.	1,763,061.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,666,288.	7,155,849.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	256,725.	154,956.
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)	885,431.	807,125.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,523,113.	6,103,003.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,665,269.	7,065,084.
19	Revenue less expenses. Subtract line 18 from line 12	1,019.	90,765.
20	Total assets (Part X, line 16)	Beginning of Current Year 26,543,249.	End of Year 25,493,890.
21	Total liabilities (Part X, line 26)	5,633,706.	3,966,787.
22	Net assets or fund balances. Subtract line 21 from line 20	20,909,543.	21,527,103.

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 KIM WHITE, PRESIDENT Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name MITCHELL DESBIENS	Preparer's signature
	Date 10/29/18	Check <input type="checkbox"/> if self-employed PTIN P00391954
	Firm's name ▶ HENDERSON HUTCHERSON & MCCULLOUGH PLLC	Firm's EIN ▶ 62-1114363
	Firm's address ▶ 1200 MARKET STREET CHATTANOOGA, TN 37402	Phone no. (423) 756-7771

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: THE RIVERCITY COMPANY'S MISSION IS TO ASSIST AND SUPPORT THE CHATTANOOGA CITY AND HAMILTON COUNTY GOVERNMENTS BY PROMOTING AND MANAGING THE DEVELOPMENT OF A VIBRANT, ATTRACTIVE AND HEALTHY DOWNTOWN THAT IS THE ECONOMIC, SOCIAL AND CULTURAL CENTERPIECE OF THE

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 If "Yes," describe these new services on Schedule O.

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

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

4a (Code:) (Expenses \$ 220,397. including grants of \$ 8,489.) (Revenue \$ 86,017.) EVENT EXPENSES: EXPENSES FROM PUTTING ON SPECIAL EVENTS AND PROGRAMS IN THE DOWNTOWN AREA IN ORDER TO ATTRACT VISITORS AND RESIDENTS AND BRING MORE BUSINESSES DOWNTOWN, SUCH AS TOUR OF DOWNTOWN LIVING, A FREE ANNUAL SELF-GUIDED TOUR TO SHOWCASE URBAN LIVING AND LIFESTYLE; CITY SWEAT A BEGINNER-FRIENDLY COMMUNITY EXERCISE SERIES THAT'S OPEN TO THE PUBLIC AND FREE, PROVIDING THE OPPORTUNITY FOR INDIVIDUALS TO CONNECT THROUGH PLAY AND MOVEMENT; PARK(ING) DAY WHEN OVER 50 MINI PARKS TAKE OVER METERED PARKING SPOTS FOR A DAY ON A BUSY STREET DOWNTOWN; CLEAN & GREEN A DAY WITH OVER 500 VOLUNTEERS TO ASSIST WITH BEAUTIFICATION PROJECT ALL THROUGHOUT DOWNTOWN. OTHER EVENTS INCLUDE: START UP WEEK, START UP WEEK BASE CAMP, PASSAGEWAYS ANIMATION, DOWNTOWN SNOWFLAKE LIGHTING, AND BANNER PROGRAM.

4b (Code:) (Expenses \$ 4,309,050. including grants of \$ 0.) (Revenue \$ 4,356,607.) MILLER PARK REDEVELOPMENT: A COMPLETE TRANSFORMATION OF MILLER PARK TO IMPROVE THE CONNECTION BETWEEN MILLER PLAZA, PATTEN PARKWAY AND BE THE GATEWAY TO THE REBIRTH OF MLK DISTRICT. MILLER PARK IS A UNIQUE GREEN SPACE IN THE HEART OF DOWNTOWN AND THE INNOVATION DISTRICT. THIS PROJECT IS A COLLABORATION BETWEEN PUBLIC AND PRIVATE PARTNERSHIPS.

4c (Code:) (Expenses \$ 222,423. including grants of \$ 122,322.) (Revenue \$) MLK COMMERCIAL CORRIDOR REVITALIZATION: INITIATIVE INTENDED TO INVIGORATE AND ACCELERATE THE REVITALIZATION OF THE MLK DISTRICT BY ACQUIRING KEY PROPERTIES TO HELP DEVELOPMENT AND DENSITY, PROVIDING SIGNAGE AND FACADE GRANTS TO TENANTS/OWNERS WHILE INSTILLING AND REQUIRING QUALITY URBAN DESIGN PRINCIPLES, AND ASSISTANCE WITH RETAIL AND COMMERCIAL RECRUITMENT EFFORTS TO HELP LURE BUSINESSES.

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,822,632. including grants of \$ 24,145.) (Revenue \$ 67,232.)

4e Total program service expenses 6,574,502.

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>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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 checkboxes, and numerical input fields (e.g., 51, 0, 14).

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 21		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 17		
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			
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 **TN**
- 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: **MS. KIM WHITE - 423-265-3700**
850 MARKET STREET, SUITE 200, MILLER PLAZA, CHATTANOOGA, TN 37402

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) CHARLES ARANT PAST CHAIRMAN OF THE BOARD	1.00	X						0.	0.	0.
(2) STEVE ANGLE BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(3) JOHN GIBLIN TREASURER	1.00	X						0.	0.	0.
(4) JIMAR SANDERS BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(5) JIM COPPINGER BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(6) CORKY COKER VICE CHAIRMAN OF THE BOARD	1.00	X		X				0.	0.	0.
(7) ANDREW KEAN BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(8) STEPHEN CULP BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(9) ADAM KINSEY BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(10) TOM GRISCOM CHAIRMAN OF THE BOARD	1.00	X		X				0.	0.	0.
(11) DANA PERRY BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(12) MITCH PATEL BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(13) STEVE JETT BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(14) SABRENA SMEDLEY BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(15) ANDY BERKE BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(16) DAVID WADE BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(17) MILLER WELBORN BOARD OF DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) BREEGE FARRELL BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(19) VIRGINIA ANNE SHARBER BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(20) TIM KELLY SECRETARY	1.00	X		X				0.	0.	0.
(21) KEN SMITH BOARD OF DIRECTOR	1.00	X						0.	0.	0.
(22) KIM WHITE PRESIDENT	40.00				X			329,409.	0.	18,476.
(23) JIM WILLIAMSON VICE PRESIDENT	40.00					X		116,572.	0.	15,102.
1b Sub-total								445,981.	0.	33,578.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								445,981.	0.	33,578.

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 **2**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DIVERSIFIED MANAGEMENT SERVICES, LLC 2924 BOULDER COURT, EDMOND, OK 73003	CONSTRUCTION	338,748.

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 **1**

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						
	d Related organizations	1d						
	e Government grants (contributions)	1e						
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,295,379.					
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f			5,295,379.				
Program Service Revenue	2 a EVENT INCOME - RCC	Business Code	713990	86,017.	86,017.			
	b							
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			86,017.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			11,392.			11,392.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	2,605,874.					
		b Less: rental expenses	(ii) Personal	910,045.				
		c Rental income or (loss)		1,695,829.				
		d Net rental income or (loss)			1,695,829.			1,695,829.
	7 a Gross amount from sales of assets other than inventory	(i) Securities						
		(ii) Other						
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
	d Net gain or (loss)							
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
		b Less: direct expenses	b					
		c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a OTHER INCOME		900099	67,232.	67,232.				
	b							
	c							
	d All other revenue							
	e Total. Add lines 11a-11d			67,232.				
12 Total revenue. See instructions.			7,155,849.	153,249.	0.	1,707,221.		

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	138,918.	138,918.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	16,038.	16,038.		
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	329,409.	270,136.	59,273.	
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	438,298.	332,923.	105,375.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	39,418.		39,418.	
11 Fees for services (non-employees):				
a Management				
b Legal	14,364.		14,364.	
c Accounting	35,585.		35,585.	
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.)	400,494.	400,494.		
12 Advertising and promotion	14,780.	12,530.	2,250.	
13 Office expenses	17,218.	9,315.	7,903.	
14 Information technology	59,224.	28,355.	30,869.	
15 Royalties				
16 Occupancy				
17 Travel	11,007.	6,915.	4,092.	
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	411,655.	327,952.	83,703.	
23 Insurance	46,228.	16,681.	29,547.	
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 SUPPORT OF PROJECT	4,602,759.	4,602,759.		
b UTILITIES AND MAINTENAN	245,955.	224,084.	21,871.	
c TAXES & LICENSES	86,817.	80,862.	5,955.	
d SECURITY	49,707.	49,707.		
e All other expenses	107,210.	56,833.	50,377.	
25 Total functional expenses. Add lines 1 through 24e	7,065,084.	6,574,502.	490,582.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	1,820,583.	2	1,782,220.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	90,817.	4	108,215.
	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	146,216.	7	146,424.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	53,144.	9	55,008.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,053,683.		
	b Less: accumulated depreciation	10b 7,951,074.	21,252,423.	10c 20,102,609.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	3,163,223.	12	3,283,928.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	16,843.	15	15,486.
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,543,249.	16	25,493,890.	
Liabilities	17 Accounts payable and accrued expenses	125,530.	17	120,646.
	18 Grants payable		18	
	19 Deferred revenue	95,800.	19	114,826.
	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	5,412,376.	23	3,731,315.
	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	5,633,706.	26	3,966,787.
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	20,118,021.	27	20,859,807.
	28 Temporarily restricted net assets	791,522.	28	667,296.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	20,909,543.	33	21,527,103.	
34 Total liabilities and net assets/fund balances	26,543,249.	34	25,493,890.	

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	7,155,849.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,065,084.
3	Revenue less expenses. Subtract line 2 from line 1	3	90,765.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,909,543.
5	Net unrealized gains (losses) on investments	5	526,794.
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	21,527,102.

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization **THE RIVERCITY COMPANY** Employer identification number **62-1273871**

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
CITY OF CHATTANOOGA	62-6000259	6	X		0.	4,965,579.
HAMILTON COUNTY, TENNESSEE	62-6000636	6	X		0.	51,364.
Total					0.	5,016,943.

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <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>	X	
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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?		X
b A family member of a person described in (a) above?		X
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 .		X

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).		X

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.		
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			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 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

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.)

PART IV, SECTION C, LINE 1:

RIVERCITY COMPANY SUPPORTS THE CITY OF CHATTANOOGA AND HAMILTON COUNTY BY PROMOTING AND MANAGING THE DEVELOPMENT OF A VIBRANT AND ATTRACTIVE DOWNTOWN. RIVERCITY COMPANY DOES THIS BY HELPING OVERSEE DEVELOPMENT OF DOWNTOWN REAL ESTATE.

RIVERCITY PARTNERED WITH THE CITY OF CHATTANOOGA ON THE WALNUT STREET REDEVELOPMENT TO SUPPORT A SAFER AND MORE PEDESTRIAN FRIENDLY GATEWAY AT THE WALNUT STREET BRIDGE ENTRANCE BY OVERSEEING THE CONSTRUCTION OF THIS PROJECT.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON THE FIRST STREET STEPS. THIS PROJECT IS AN OPPORTUNITY CREATED BY THE REMOVAL OF THE FUNICULAR FROM THE FIRST STREET BLOCK BETWEEN MARKET AND CHERRY. THIS PROJECT IS TO CREATE AN URBAN PEDESTRIAN PROMENADE FROM CHERRY STREET DOWN TO THE MARKET STREET CROSSING THAT LEADS TO AQUARIUM PLAZA. WHILE SEEKING TO STRENGTHEN THE SENSE OF CONNECTION FROM THE BLUFF DOWN TO THE AQUARIUM PLAZA, THE PROJECT IS ALSO INTENDED TO CREATE A UNIQUE DESTINATION FOR PUBLIC ENJOYMENT ROOTED IN THE NOTION OF ARTISTIC PLACE-MAKING AT THE CITY SCALE.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON THE REDEVELOPMENT OF THE MILLER PARK DISTRICT. THE REDEVELOPMENT OF MILLER PARK, PATTEN PARKWAY, AND MLK IS TO PROVIDE A MORE FUNCTIONAL AND USEABLE SPACE IN THE HEART OF CITY CENTER.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON A

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.)

COMPREHENSIVE PARKING STUDY TO LOOK AT PARKING SUPPLY AND DEMAND IN DOWNTOWN CHATTANOOGA WITH OVER 43,000 PARKING SPACES INCLUDED IN THE STUDY. THE STUDY WAS PERFORMED TO EVALUATE THE CURRENT PARKING SITUATION AND DEMANDS AND LOOK AT HOW THIS WILL CHANGE FOR A 10 YEAR PERIOD. THE STUDY ALSO WAS USED TO GIVE RECOMMENDATIONS AND IMPLEMENTATION STRATEGIES TO SUPPORT THE FUTURE DEVELOPMENT AND MAINTAIN AN ADEQUATE AND EFFECTIVE PARKING SYSTEM.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA AND HAMILTON COUNTY TO PLAN AND ANALYZE THE 3RD/4TH STREET CORRIDOR AND THE HEALTH & EDUCATION DISTRICT, THIS IS AN IMPORTANT AND UNIQUE CORRIDOR IN CHATTANOOGA AS IT CONNECTS THE CENTRAL BUSINESS DISTRICT, A MAJOR UNIVERSITY, TWO MEDICAL DISTRICTS, HISTORIC LANDMARKS, RESIDENTIAL NEIGHBORHOODS, A ZOO, RELIGIOUS INSTITUTIONS, AND PUBLIC OPEN SPACES. RIVER CITY USES THE PLANNING PROCESS TO DESIGN AND BUILD CONSENSUS AMONG STAKEHOLDERS TO IMPROVE THE CORRIDOR WITH INITIATIVES AND STRATEGIES THAT WILL HELP STABILIZE EXISTING NEIGHBORHOODS, CREATE A CONTEXT FOR RE-INVESTMENT, AND IMPROVE THE QUALITY OF LIFE FOR RESIDENTS, BUSINESSES AND INSTITUTIONS.

RIVERCITY COMPANY ALSO HELPS AID THE CITY AND COUNTY WITH BEAUTIFICATION EFFORTS IN DOWNTOWN WITH OVERSEEING THE STREET LIGHT SNOWFLAKE HOLIDAY LIGHTING PROGRAM, STREET BANNER PROGRAM AND STREETSCAPING ALONG MARKET STREET.

THE FAIR MARKET VALUE OF THE BENEFITS RECEIVED BY THE CITY AND COUNTY FOR THESE PROGRAMS THIS YEAR IS \$5,016,943.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2017

Name of the organization

THE RIVERCITY COMPANY

Employer identification number

62-1273871

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) (2017)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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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	BENWOOD FOUNDATION 736 MARKET ST CHATTANOOGA, TN 37402	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	BLUECROSS BLUESHIELD OF TN 1 CAMERON HILL CIR CHATTANOOGA, TN 37402	\$ 1,050,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	CHAMBLISS BAHNER & STOPHEL 605 CHESTNUT ST, #1700 CHATTANOOGA, TN 37450	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	CHATTANOOGA PARKING AUTHORITY 1398 MARKET ST CHATTANOOGA, TN 37402	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	COMMUNITY FOUNDATION 1270 MARKET ST CHATTANOOGA, TN 37402	\$ 84,379.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	CORNERSTONE BANCSHARES FOUNDATION 835 GEORGIA AVE, STE 100 CHATTANOOGA, TN 37402	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	WILLIAM DAVENPORT 832 GEORGIA AVE, STE 400 CHATTANOOGA, TN 37402	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	DEFOOR BROTHERS DEVELOPMENT 801 BROAD ST, STE 200 CHATTANOOGA, TN 37402	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	ELECTRIC POWER BOARD (EPB) PO BOX 182255 CHATTANOOGA, TN 37422	\$ 2,025,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	FIRST TENNESSEE BANK 701 MARKET ST CHATTANOOGA, TN 37402	\$ 125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	FLETCHER BRIGHT COMPANY 537 MARKET ST, STE 400 CHATTANOOGA, TN 37402	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	FONTAINE FAMILY CHARITABLE FNDTN 832 GEORGIA AVE, STE 400 CHATTANOOGA, TN 37402	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	HENDERSON, HUTCHERSON & MCCULLOUGH 1200 MARKET ST CHATTANOOGA, TN 37402	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	LAMP POST GROUP 800 MARKET ST CHATTANOOGA, TN 37402	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	ALICE LUPTON TRUST 201 W MAIN ST, STE 205 CHATTANOOGA, TN 37408	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	LYNDHURST FOUNDATION 517 E 5TH ST CHATTANOOGA, TN 37403	\$ 413,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	MACLELLAN FOUNDATION 820 BROAD ST, STE 300 CHATTANOOGA, TN 37409	\$ 305,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	MILLER & MARTIN 823 GEORGIA AVE, STE 1200 CHATTANOOGA, TN 37402	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	WELDON OSBORNE FDNTN 100 W MLK BLVD, STE 210 CHATTANOOGA, TN 37402	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	PERIMETER PROPERTIES, LLC PO BOX 6308 CHATTANOOGA, TN 37401	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	PINNACLE FINANCIAL PARTNERS 801 BROAD ST CHATTANOOGA, TN 37402	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	RECLAMATION LLC 719 CHERRY ST CHATTANOOGA, TN 37402	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	RIVERSIDE DEVELOPMENT PO BOX 5127 CHATTANOOGA, TN 37406	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	RIVERVIEW FOUNDATION 832 GEORGIA AVE, STE 400 CHATTANOOGA, TN 37402	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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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
25	SIMPSON ORGANIZATION 1401 PEACHTREE ST, STE 400 ATLANTA, GA 30309	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	SUNTRUST FOUNDATION 401 COMMERCE ST, STE 4200 NASHVILLE, TN 37219	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	TSO CHATTANOOGA DEVELOPMENT 1170 PEACHTREE ST, STE 2000 ATLANTA, GA 30309	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	UNIVERSITY OF TN CHATTANOOGA 615 MCCALLIE AVE CHATTANOOGA, TN 37403	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	UNUM 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	VISION HOSPITALITY 411 BROAD ST, STE 401 CHATTANOOGA, TN 37402	\$ 130,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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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
31	VOLKSWAGEN GROUP 777 BAYLY ST, W AJAX, ONTARIO, CANADA	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	WINDHAM PROPERTIES LLC 1722 S CREST MANOR LN CHATTANOOGA, TN 37404	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE RIVERCITY COMPANY	Employer identification number 62-1273871
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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 THE RIVERCITY COMPANY	Employer identification number 62-1273871
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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	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

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

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization THE RIVERCITY COMPANY Employer identification number 62-1273871

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

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

Form with multiple questions (1-9) regarding conservation easements, including checkboxes for various purposes, a table for tracking easements at the end of the tax year, and questions about monitoring and expenses.

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

Form with questions (1a, 1b, 2) regarding the reporting of art and historical treasures, including amounts for revenue and assets.

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

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

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

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

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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	1,199,231.	5,286,784.		6,486,015.
b Buildings	1,895,005.	14,352,777.	6,097,787.	10,149,995.
c Leasehold improvements		4,365,972.	1,164,720.	3,201,252.
d Equipment		581,451.	449,912.	131,539.
e Other		372,463.	238,655.	133,808.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				20,102,609.

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) EQUITY MUTUAL FUNDS	1,135,529.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME MUTUAL FUNDS	781,755.	END-OF-YEAR MARKET VALUE
(C) COMMON STOCKS	1,154,408.	END-OF-YEAR MARKET VALUE
(D) PREFERRED STOCKS	7,545.	END-OF-YEAR MARKET VALUE
(E) CD AND TIME DEPOSIT RATES		
(F) AND FOREIGN BONDS	64,441.	END-OF-YEAR MARKET VALUE
(G) CORPORATE AND FOREIGN		
(H) BONDS	28,861.	END-OF-YEAR MARKET VALUE
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	3,283,928.	

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(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	8,592,688.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	526,794.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	910,045.	
e	Add lines 2a through 2d	2e		1,436,839.
3	Subtract line 2e from line 1		3	7,155,849.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	7,155,849.

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	7,975,128.
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	910,045.	
e	Add lines 2a through 2d	2e		910,045.
3	Subtract line 2e from line 1		3	7,065,083.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	7,065,083.

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 X, LINE 2:

THE ORGANIZATION FOLLOWS THE GUIDANCE OF ASC TOPIC 740, INCOME TAXES.

BASED ON ITS EVALUATION, THE ORGANIZATION HAS CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION IN ITS FINANCIAL STATEMENTS. THE ORGANIZATION'S EVALUATION WAS PERFORMED FOR TAX YEARS ENDED JUNE 30, 2015 THROUGH JUNE 30, 2018, FOR FEDERAL INCOME TAX, THE YEARS THAT REMAIN SUBJECT TO EXAMINATION BY MAJOR TAX JURISDICTIONS AS OF JUNE 30, 2018.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990 910,045.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization **THE RIVERCITY COMPANY** Employer identification number **62-1273871**

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
423 ST. FRANCIS 423 E MLK BLVD CHATTANOOGA, TN 37403	82-1392488		10,000.	0.			MLK COMMERCIAL CORRIDOR INCENTIVE
CHATTANOOGA SMOKEHOUSE 416 E MLK BLVD CHATTANOOGA, TN 37403	10-5934054		10,000.	0.			MLK COMMERCIAL CORRIDOR INCENTIVE
LIBERTY BRICK 505 RIVERFRONT PKWY CHATTANOOGA, TN 37402	46-1465038		24,145.	0.			MLK COMMERCIAL CORRIDOR INCENTIVE
TWO SONS KITCHEN 422 E MLK BLVD CHATTANOOGA, TN 37403			10,000.	0.			MLK COMMERCIAL CORRIDOR INCENTIVE
URBAN LEAGUE OF CHATTANOOGA 730 E MLK BLVD CHATTANOOGA, TN 37403	58-1436933		12,946.	0.			MLK COMMERCIAL CORRIDOR INCENTIVE
RIVERSIDE DEVELOPMENT 1507 WILDER STREET CHATTANOOGA, TN 37406	22-3981413		40,000.	0.			PASSAGEWAYS

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**
- 3** Enter total number of other organizations listed in the line 1 table **6.**

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

Schedule I (Form 990) (2017)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RICHARD H & CORA WILLIAMS IRREVOCABLE TRUST - 1513 VANCE AVENUE - CHATTANOOGA, TN 37404	45-6725181		20,000.	0.			PASSAGEWAYS

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
CLEAN & GREEN GRANT	3	5,139.	0.		
MLK COMMERCIAL CORRIDOR INCENTIVE GRANT	3	10,090.	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:

ALL GRANTS DISTRIBUTED OUT DURING THE YEAR MUST FIRST GO THROUGH AN APPLICATION PROCESS. RIVERCITY COMPANY THEN REVIEWS THE APPLICATION TO DETERMINE IF THE PROJECT QUALIFIES FOR GRANT FUNDS. ONCE REVIEW IS COMPLETE AND MONEY IS DISBURSED, RIVERCITY HAS EMPLOYEES THAT ROUTINELY CHECK IN ON PROJECTS TO MAKE SURE FUNDS ARE BEING EXPENSED ACCORDING TO THE GRANT CONTRACT.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2017

Open to Public Inspection

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

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

▶ Attach to Form 990.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE RIVERCITY COMPANY

Employer identification number

62-1273871

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2017

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KIM WHITE PRESIDENT	(i)	269,409.	60,000.	0.	0.	18,476.	347,885.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 3:

THE EXECUTIVE COMMITTEE REVIEWED SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY PERFORMED JANUARY 2017. THE SURVEY LOOKED AT THE ECONOMIC RESEARCH INSTITUTE SURVEY DATA FOR CEO COMPENSATION OF VARIOUS INDUSTRIES, INCLUDING NON-PROFITS AND REAL ESTATE DEVELOPMENT, COMPENSATION FOR THE CEO OF THE CHATTANOOGA CHAMBER OF COMMERCE, THE CHATTANOOGA CONVENTION AND VISITORS BUREAU, THE TENNESSEE AQUARIUM, NASHVILLE DOWNTOWN PARTNERSHIP, AND KNOXVILLE CHAMBER OF COMMERCE, (2) THE APPLICANT'S EXISTING RATE OF PAY, (3) COMPENSATION PAID TO THE TWO IMMEDIATE PREVIOUS RIVERCITY EXECUTIVE DIRECTORS, (4) EVALUATION SEMI-ANNUALLY OF THE EXECUTIVE DIRECTOR'S BONUS COMPENSATION BASED UPON GOALS SET BY THE COMMITTEE.

PART I, LINE 7:

THE EXECUTIVE COMMITTEE EVALUATES SEMI-ANNUALLY THE EXECUTIVE DIRECTOR'S BONUS COMPENSATION BASED UPON GOALS SET BY THE COMMITTEE.

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
CITY OF CHATTANOOGA - MAYOR	BOARD MEMBER FOR RI	4,305,174.	ANDY BERKE		X
ELECTRIC POWER BOARD - DAV	BOARD MEMBER FOR RI	2,088,481.	DAVID WADE		X
BLUECROSS BLUESHIELD OF TN	BOARD MEMBER FOR RI	1,069,729.	JOHN GIBLIN		X
SMARTBANK - MILLER WELBORN	BOARD MEMBER FOR RI	632,463.	MILLER WELB		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: CITY OF CHATTANOOGA - MAYOR ANDY BERKE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND MAYOR FOR THE CITY OF CHATTANOOGA

(D) DESCRIPTION OF TRANSACTION: ANDY BERKE IS A DIRECTOR FOR RIVERCITY COMPANY AND MAYOR OF THE CITY OF CHATTANOOGA. DURING THE YEAR RIVERCITY PAID EXPENSES OF \$4,305,174 TO THE CITY OF CHATTANOOGA FOR THE MILLER PARK REDEVELOPMENT.

(A) NAME OF PERSON: ELECTRIC POWER BOARD - DAVID WADE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND CEO FOR EPB

(D) DESCRIPTION OF TRANSACTION: DAVID WADE IS A DIRECTOR FOR RIVERCITY COMPANY AND CEO FOR EPB (ELECTRIC POWER BOARD). DURING THE YEAR RIVERCITY RECEIVED RESTRICTED SUPPORT AND REVENUE TOTALING \$2,000,000 FOR THE MILLER PARK REDEVELOPMENT AS WELL AS UNRESTRICTED SUPPORT AND REVENUE TOTALING \$25,000. RIVERCITY COMPANY ALSO PAID EXPENSES OF \$63,481 FOR ELECTRIC, PHONE, AND INTERNET SERVICES.

(A) NAME OF PERSON: BLUECROSS BLUESHIELD OF TN - JOHN GIBLIN

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND CFO FOR BCBS OF TN

(D) DESCRIPTION OF TRANSACTION: JOHN GIBLIN IS A DIRECTOR FOR RIVERCITY COMPANY AND CFO OF BCBS OF TN (BLUE CROSS BLUE SHIELD OF TN). DURING THE YEAR RIVERCITY RECEIVED RESTRICTED SUPPORT AND REVENUE TOTALING \$1,000,000 FOR THE MILLER PARK REDEVELOPMENT AS WELL AS UNRESTRICTED SUPPORT AND REVENUE TOTALING \$50,000. RIVERCITY COMPANY ALSO PAID EXPENSES OF \$19,729 FOR DENTAL INSURANCE.

(A) NAME OF PERSON: SMARTBANK - MILLER WELBORN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND CHAIRMAN FOR SMARTBANK

(D) DESCRIPTION OF TRANSACTION: MILLER WELBORN IS A DIRECTOR FOR RIVERCITY COMPANY AND CHAIRMAN OF SMARTBANK. DURING THE YEAR RIVERCITY RECEIVED INTEREST INCOME TOTALING \$8,457. RIVERCITY COMPANY ALSO PAID EXPENSES OF \$624,006 FOR PAYMENT ON OUTSTANDING LOAN BALANCE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

THE RIVERCITY COMPANY

Employer identification number

62-1273871

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

GOVERNMENTS BY PROMOTING AND MANAGING THE DEVELOPMENT OF A VIBRANT,

ATTRACTIVE AND HEALTHY DOWNTOWN THAT IS THE ECONOMIC, SOCIAL AND

CULTURAL CENTERPIECE OF THE CHATTANOOGA REGION. THE RIVERCITY COMPANY

ACCOMPLISHES THIS BY OVERSEEING DEVELOPMENT OF DOWNTOWN REAL ESTATE,

MAKING AND PROGRAMMING GREAT URBAN SPACES, AND EMPLOYING CREATIVE URBAN

DESIGN. ITS PRIMARY STRATEGIC AREAS FOR PROJECTS AND INITIATIVES ARE:

(I) COMPLETING A RETURN TO THE RIVER IN THE ROSS'S LANDING/RIVERFRONT

DISTRICT, (II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE

CENTRAL BUSINESS DISTRICT, AND (III) BRINGING MORE RESIDENTS TO ALL

AREAS OF DOWNTOWN THROUGH CATALYZING A FULL RANGE OF DOWNTOWN HOUSING.

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

CHATTANOOGA REGION. THE RIVERCITY COMPANY ACCOMPLISHES THIS BY

OVERSEEING DEVELOPMENT OF DOWNTOWN REAL ESTATE, MAKING AND PROGRAMMING

GREAT URBAN SPACES, AND EMPLOYING CREATIVE URBAN DESIGN. ITS PRIMARY

STRATEGIC AREAS FOR PROJECTS AND INITIATIVES ARE: (I) COMPLETING A

RETURN TO THE RIVER IN THE ROSS'S LANDING/RIVERFRONT DISTRICT,

(II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CENTRAL BUSINESS

DISTRICT, AND (III) BRINGING MORE RESIDENTS TO ALL AREAS OF DOWNTOWN

THROUGH CATALYZING A FULL RANGE OF DOWNTOWN HOUSING.

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

THE BLOCK: THE BLOCK IS THE LARGEST ADAPTIVE REUSE PROJECT IN

CHATTANOOGA'S HISTORY, TUNING THE OLD BIJOU THEATER INTO A VIBRANT

URBAN CENTERPIECE; INCLUDING ROCK/CREEK OUTFITTERS; STARBUCKS COFFEE

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

Schedule O (Form 990 or 990-EZ) (2017)

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AND HIGH POINT CLIMBING AND FITNESS, A 23,000 SQUARE FOOT STATE OF THE ART CLIMBING AND BOULDERING GYM WITH AN 11,000 SQUARE FOOT CLIMBING WALL ON THE BROAD STREET FACE OF THE BUILDING. ITS PRIMARY PURPOSE IS TO BRING MORE VISITORS TO THE RIVERFRONT DISTRICT AND TO FILL IN AN EMPTY SPACE IN THE HEART OF THE DISTRICT, THUS PROMOTING ECONOMIC ACTIVITY AND VIBRANCY THROUGHOUT DOWNTOWN.

ECONOMIC AND REDEVELOPMENT PLANS: RIVER CITY CONTINUED WORK ON ECONOMIC AND REDEVELOPMENT PLANS IN 2018: THE RAMBLE/SCRAMBLE, WALNUT STREET PLAZA, THE 3RD/4TH STREET CORRIDOR AND A DOWNTOWN PARKING STUDY.

THE RAMBLE/SCRAMBLE IS THE ENHANCEMENT OF THE PEDESTRIAN CORRIDOR THAT LEADS FROM THE RIVERFRONT PLAZA ON THE WEST SIDE OF THE AQUARIUM, ALONG THE PEDESTRIAN PATH NEXT TO THE AQUARIUM TO MARKET STREET, UP FIRST STREET, PAST THE WALNUT STREET BRIDGE, THROUGH THE GARDENS OF THE HUNTER ART MUSEUM, AND DOWN THROUGH THE BLUFF VIEW ARTS DISTRICT TO CONNECTION POINTS AT THE RIVERWALK AND ACROSS THE BRIDGE AT THE ENTRY TO THE UNUM REVITALIZATION DISTRICT. RIVER CITY'S GOAL FOR THE PLAN IS THE CREATION OF A TRULY GREAT, URBAN, PEDESTRIAN PROMENADE THAT IS CHARACTERIZED BY THOUGHTFUL URBANISM, GREAT BUILDINGS, ATTRACTIVE PUBLIC SPACES AND GARDENS, A VARIETY OF PROMINENT PUBLIC ART WORKS, EVENT SPACES, AND CULTURAL INSTITUTIONS. THESE COMPONENTS WILL WORK TOGETHER TO DISTINGUISH THE VALUE OF THIS ALREADY IMPORTANT AREA WITHIN THE CIVIC LIFE OF THE CITY AS A PLACE OF ENJOYMENT, WALKING, MEETING, SITTING, ADMIRATION OF THE ARTS AND OUTDOOR SCENERY, AND GATHERING FOR VISITORS AND LOCALS ALIKE. THE EMPHASIS ON THE ARTS WILL BE A DISTINGUISHING CHARACTERISTIC OF THE URBAN PEDESTRIAN PASSAGE AND WILL LEND COHERENCE TO THE ENTIRE CORRIDOR.

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WALNUT STREET PLAZA REDEVELOPMENT IS THE REDESIGN WHERE THE HOLMBERG AND WALNUT STREET BRIDGES MEET STRETCHING TO AQUARIUM WAY IS BEING TRANSFORMED FROM AN AUTO FOCUSED STREET INTO A VIBRANT PEDESTRIAN FOCUSED SPACE. ALREADY HEAVILY USED BY PEDESTRIANS, THIS TRANSFORMATION FROM STREET TO "PLAZA" WITH PAVING MODIFICATIONS, NEW TREE PLANTING, RECONFIGURED LIGHTING AND A LARGE OVAL GATHERING SPACE AT THE SOUTH END OF THE WALNUT STREET BRIDGE WILL ALLOW FOR BOTH AN ENHANCED PEDESTRIAN EXPERIENCE AND BETTER CAR FLOW THROUGH THE AREA.

THE 3RD/4TH STREET CORRIDOR PLAN, IS AN IMPORTANT AND UNIQUE CORRIDOR IN CHATTANOOGA AS IT CONNECTS THE CENTRAL BUSINESS DISTRICT, A MAJOR UNIVERSITY, TWO MEDICAL DISTRICTS, HISTORIC LANDMARKS, RESIDENTIAL NEIGHBORHOODS, A ZOO, RELIGIOUS INSTITUTIONS, AND PUBLIC OPEN SPACES. RIVERCITY USES THE PLANNING PROCESS TO DESIGN AND BUILD CONSENSUS AMONG STAKEHOLDERS TO IMPROVE THE CORRIDOR WITH INITIATIVES AND STRATEGIES THAT WILL HELP STABILIZE EXISTING NEIGHBORHOODS, CREATE A CONTEXT FOR RE-INVESTMENT, AND IMPROVE THE QUALITY OF LIFE FOR RESIDENTS, BUSINESSES AND INSTITUTIONS.

PARKING STUDY WAS A COMPREHENSIVE STUDY TO LOOK PARKING SUPPLY AND DEMAND IN DOWNTOWN CHATTANOOGA WITH OVER 43,000 PARKING SPACES INCLUDED IN THE STUDY. THE STUDY WAS PERFORMED TO EVALUATE THE CURRENT PARKING SITUATION AND DEMANDS AND LOOK AT HOW THIS WILL CHANGE FOR A 10 YEAR PERIOD. THE STUDY ALSO WAS USED TO GIVE RECOMMENDATIONS AND IMPLEMENTATION STRATEGIES TO SUPPORT THE FUTURE DEVELOPMENT AND MAINTAIN AN ADEQUATE AND EFFECTIVE PARKING SYSTEM.

PASSAGEWAYS 2.0, THIS ALLEYWAY RE-IMAGINATION PROGRAM FIRST LAUNCHED

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IN 2016, WITH FOUR ALLEYWAYS BEING TRANSFORMED INTO PUBLIC EVENT AND ART SPACES FOR ALL TO USE FOR ONE YEAR. PASSAGEWAYS 2.0 IS THE CONTINUATION OF THIS SUCCESSFUL PROGRAM WITH A PERMANENT ALLEYWAY INSTALLATION IN THE 6,200 SQUARE FOOT ALLEY BEHIND MARKET CITY CENTER. THE WINNING DESIGN "CITY THREAD" WAS SELECTED FROM 45 PROPOSALS FROM 11 DIFFERENT COUNTRIES AND WILL BE SET TO OPEN FALL OF 2018.

MILLER PLAZA: MILLER PLAZA IS AN URBAN PUBLIC PARK CONSTRUCTED ALMOST THREE DECADES AGO IN THE HEART OF DOWNTOWN CHATTANOOGA; IT WAS BUILT BOTH TO PROVIDE A MODEL OF GOOD URBAN DESIGN FOR "ACTIVE PARK USE", AND TO PROVIDE A VENUE FOR AN ENORMOUS VARIETY OF ANIMATING ACTIVITIES FOR DOWNTOWN. WHEN IT WAS CONSTRUCTED, DOWNTOWN CHATTANOOGA WAS SLIDING DOWNHILL WITH ABANDONED RETAIL STORES, CLOSED MOVIE THEATERS, OFFICES AND RESIDENCES RELOCATING TO OUTLYING SUBURBAN AREAS, AND A VACUUM OF ATTRACTIVE ACTIVITY AND ANIMATION, ESPECIALLY AFTER WORK HOURS ENDED. MILLER PLAZA WAS THE FIRST BEACON FOR THE REVIVAL OF DOWNTOWN CHATTANOOGA, AND MILLER PLAZA NOW SERVES AS THE HOME FOR THREE RESTAURANTS AND ONE RETAIL SHOP, SEASONAL FRIDAY NIGHT CONCERT SERIES FROM MEMORIAL DAY TO LABOR DAY, AND A VENUE FOR MANY DOZENS OF CIVIC GATHERINGS AND ACTIVITIES. MILLER PLAZA IS OWNED BY THE RIVERCITY COMPANY AND IT CONTINUES TO PROVIDE THE SOCIAL ANCHOR FOR EVENTS AND ANIMATION WITHIN THE CITY CENTER DISTRICT OF DOWNTOWN CHATTANOOGA.

SEE BELOW FOR TOTAL OTHER PROGRAM EXPENSES

EXPENSES \$ 1,822,632. INCLUDING GRANTS OF \$ 24,145. REVENUE \$ 67,232.

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

THE RIVERCITY COMPANY CHARTER ALLOWS THE MAYORS OF THE CITY OF CHATTANOOGA

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AND HAMILTON COUNTY TO APPOINT A MINORITY REPRESENTATIVE.

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

THE DRAFT OF THE FORM 990 IS REVIEWED CAREFULLY BY THE BOARD CHAIRPERSON, THE PRESIDENT, LEGAL COUNSEL, THE RIVERCITY EXECUTIVE STAFF, AND RIVERCITY'S ACCOUNTANTS. WHEN THE DRAFT IS FINALIZED AND READY TO BE FURNISHED TO THE IRS, A COPY IS GIVEN TO ALL BOARD MEMBERS.

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

THE ORGANIZATION REQUIRES ALL OFFICERS, BOARD OF DIRECTORS, TRUSTEES, AND KEY EMPLOYEES TO FILL OUT A WRITTEN CONFLICT OF INTEREST QUESTIONNAIRE ANNUALLY.

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

THE EXECUTIVE COMMITTEE REVIEWED SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY PERFORMED JANUARY 2017. THE SURVEY LOOKED AT THE ECONOMIC RESEARCH INSTITUTE SURVEY DATA FOR CEO COMPENSATION OF VARIOUS INDUSTRIES, INCLUDING NON-PROFITS AND REAL ESTATE DEVELOPMENT, COMPENSATION FOR THE CEO OF THE CHATTANOOGA CHAMBER OF COMMERCE, THE CHATTANOOGA CONVENTION AND VISITORS BUREAU, THE TENNESSEE AQUARIUM, NASHVILLE DOWNTOWN PARTNERSHIP, AND KNOXVILLE CHAMBER OF COMMERCE, (2) THE APPLICANT'S EXISTING RATE OF PAY, (3) COMPENSATION PAID TO THE TWO IMMEDIATE PREVIOUS RIVERCITY EXECUTIVE DIRECTORS, (4) EVALUATION SEMI-ANNUALLY OF THE EXECUTIVE DIRECTOR'S BONUS COMPENSATION BASED UPON GOALS SET BY THE COMMITTEE.

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

THE PRIMARY GOVERNING DOCUMENT FOR RIVERCITY IS ITS ORGANIZING CHARTER,

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WHICH IS A PUBLIC DOCUMENT AVAILABLE FROM THE TENNESSEE SECRETARY OF STATE AND/OR THE HAMILTON COUNTY, TENNESSEE REGISTRAR'S OFFICE. OTHERWISE, RIVERCITY DOES NOT MAKE OTHER DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION BEYOND THE FEDERAL FORM 990 AND FORM 1023.

FORM 990, PART XII, LINE 2C

THE ORGANIZAITON HAS A COMMITTE THAT ASSUMES RESPONSIBILITY FOR THE AUDIT. THE PROCESS BY WHICH THE ORGANIZATION ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT HAS NOT CHANGED FROM THE PRIOR YEAR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2017

Open to Public Inspection

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Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

Schedule R (Form 990) 2017

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
SOUTHSIDE RENAISSANCE CORPORATION - 62-1661335, 850 MARKET STREET, SUITE 200, MILLER PLAZA, CHATTANOOGA, TN 37402	REDEVELOPING THE SOUTHSIDE DISTRICT OF DOWNTOWN CHATTANOOGA	TN	THE RIVERCITY COMPANY	C CORP	-20,673.	172,184.	100%		X

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) <small>Are all partners sec. 501(c)(3) orgs.?</small>		(f) Share of total income	(g) Share of end-of-year assets	(h) <small>Dispropor- tionate allocations?</small>		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) <small>General or managing partner?</small>		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

732164 09-11-17