Hamilton County, TN
Budget Hearings
FY 2027

River City Company

	Adopted Budget FY 2025	*Adopted Budget FY 2026*	Requested FY 2027	Inc. (Dec.) FY27 vs. FY26	% Inc.
Supported Agency request					
River City Company	-	*250,000*	**250,000**	-	0.0%
		NOTE 1			

Key Items to Address with County Commission:

1. What's the increase in your budget request investing in?
2. Where are you maintaining/holding the line within your budget?
3. What are you transitioning from within your budget?

NOTE 1 - The County Commission allocated $250,000 to River City Company in January 2026 (Resolution 126-22) from the Hotel Motel Fund.

BUDGET REQUEST APPLICATION
FY 2026-2027

A. Cover Form

Organization Name: River City Company

Organization Legal Name: The Rivercity Company

Project Name(s): Retail Recruitment

Federal Tax ID#: 62-1273871

Mailing Address: 850 Market St, Suite 200

Hamilton County Address: 850 Market St, Suite 200

Year Established: 1986

Years organization has operated in Hamilton County or served Hamilton County residents: 1986

Organization's authorizing official contact: Emily Mack

Organization's application contact person: Sarah Mattson

Fiscal year total operating budget: $7,923, 094

Current fiscal year start/end date: 6/30/2026

First time applicant: YES

Requested county funds: $ 250,000

The above and following schedules embodying a request for an allocation from Hamilton County, Tennessee for the fiscal year ending June 30, 2027 (fiscal year 2027) were considered and approved by our Board of Directors on 01/28/2026. In the judgment of our Board, it represents the minimum needs of our organization for this fiscal year.

Emily C. Mack

Signature of President or Board Chair

Signature of Executive Director

THIS ALLOCATION REQUEST IS DUE BY JANUARY 30,2026

B. Grant Application

STATEMENT OF NEED

1. What needs does your program address, and why is it important to the Hamilton County population?

Chattanooga has lagged behind our peer cities for years. By offering programs like Scenic Storefronts and working with Retail Strategies, we will once again be a place where local, regional and national retailers look to invest, grow and thrive.

2. Provide data and statistics that support your organization's needs.

Downtown Chattanooga currently has a 5.6% commercial space vacancy rate. We have several prime real estate locations available for lease including the former Taco Mac, former Sticky Fingers, and the remainder of 511 Market Street next to Little Venezuela.

In our research, we found that most other municipalities offer programs like Scenic Storefronts and many have had partnerships with organizations like Retail Strategies to attract retailers and to support local small businesses to open storefronts. Providing support for retailers is a common and prolific economic development tool used to attract retailers, and will allow us to remain competitive with our peer cities (Knoxville, Huntsville, Greenville, Asheville, Birmingham, etc)

OUTCOMES / OUTPUTS / INITIATIVES

3. How do you plan to utilize grant money awarded by Hamilton County?

To continue to attract private investment that will lead to additional jobs and tax revenue for the Hamilton County, the majority of the requested funds will be used through our Scenic Storefront Building Improvement program. This type program is used by many of our peer cities (Knoxville, Huntsville, Greenville, Asheville, Birmingham). By providing financial assistance directly to businesses, we are able to stay competitive across the Southeast.
Since launching the program in 2025, there has been an overwhelming response – more than we had ever anticipated. We already have a dozen local businesses/properties in the pipeline, and brokers are using this incentive to attract high-quality retailers to key vacant spaces.

4. What results are you committed to achieving during the grant period? What key performance measures will you use to evaluate and track those results? (750-word suggestion)

From applications to date, we know that requests through the Scenic Storefronts program can be of varying scope. This includes grease traps, signage, awnings, outdoor patio, historic restoration and structural improvements. All applicants to date have been small businesses owners. The majority of applications will to be to support filling a vacant storefront. Scenic Storefront and our work with Retail Strategies is bringing more private investment and jobs, improving the experience, foot traffic and animation of storefronts, and increasing tax revenue to our city and county.

5. What entities do you collaborate with which could also benefit from monies awarded by Hamilton County?

We will collaborate with organizations like Launch/Kitchen Incubator, Urban League of Greater Chattanooga, and the Small Business Development Center to recruit local businesses into downtown storefronts. Current downtown businesses and property owners will also benefit from the awarded funds.

6. What is your organization's long-term vision, as it relates to your philanthropy and operations?

For programs like Scenic Storefronts, 100% of the funds that are provided go directly to the program. River City Company covers all operating costs through our own funds. As the grants are available on a first come basis, it will be important for us to have the ability to continue this program for the foreseeable future to ensure that we are able to help local businesses, recruit major retailers and be competitive with our peer cities in the Southeast.

C. Evaluation and Sustainability

7. If you utilize any evidence-based programs, please indicate which state and/or federal websites list the program and the rating given.

n/a

8. Describe how your organization plans to sustain services financially if Hamilton County funds do not extend past the awarded fiscal year

River City Company has established a dedicated restricted fund for retail recruitment in downtown Chattanooga. River City Company is contributing $250,000 plus staffing to the program. We are currently seeking additional funding through philanthropic partners and City of Chattanooga government. Our organization will not use these funds for operations or salaries.

D. Budget, Supporting Financial Documents and Attachments

Submit each of the following and complete the schedules that follow. If a document is not attached to your submission, please select N/A in the appropriate dropdown box:

- Your most recent audit (and previous two audits for organizations with a budget of $750,000 or more)

  Document Attached
- The organization's current operating budget - Schedule I

  Document Attached
- A Form 990 from the previous three (3) years

  Document Attached
- IRS Letter of Determination

  Document Attached
- Current Certificate of Existence with the State of Tennessee

  Document Attached
- Demographic information for clients served - Schedule II

  Document Attached
- Board & Staff Information - Schedule III

  Document Attached
- Grants, Contracts, MOU Table - Schedule IV

  Document Attached
- Strategic Plan

  Document Attached
- Letters of Support

  Document Attached

PROGRAM BUDGET SUPPORT REVENUE

Schedule I

NAME OF AGENCY BUDGET BY SERVICES FOR	FY 2026 Approved Budget	FY 2027 Proposed Budget	REVENUES Support/ Revenues	EXPENSES/EXPENDITURES PROGRAM SERVICES Program 1	Program 2	Program 3	Total Prog. Servs.	SUPPORT SERVICES Mgmt & General	Fund Raising	Total Supp. Serv.
SUPPORT/REVENUE FOR CURRENT OPERATIONS:										
Contributions	25,000	0								
Net Proceeds Special Events		0								
Designations	10,235,000	5,650,000	5,650,000							
United Way		0								
Fees/Grants from Governmental Agencies	2,700,000	23,300,000	23,300,000							
Membership Dues		0								
Program Income	2,684,377	2,684,877	2,684,877							
Sales to Public		0								
Investment Income	30,000	30,000	30,000							
Transfers to Operating Budget	0	0	0							
Income from Previous Year		7,875,000	7,875,000							
Miscellaneous	115,000	115,000	115,000							
*Support Requested from Hamilton County	250,000	250,000	250,000							
TOTAL SUPPORT/REVENUES	16,039,377	39,904,877	39,904,877							
EXPENDITURES FOR CURRENT OPERATIONS:										
Salaries Only (No Benefits)	1,005,992	1,074,348		48,013	749,389	165,793	963,195	82,602	28,551	111,153
Employee Health & Retirement Benefits	152,696	167,965		7,506	121,625	25,920	155,051	12,914	0	12,914
Employment Taxes, etc.	84,276	86,805		3,879	60,549	13,396	77,824	6,674	2,307	8,981
Professional Fees/Contract Service Payments	4,440,557	36,371,782		60,000	36,048,606	130,376	36,238,982	132,800		132,800
Supplies	56,280	56,280			50,540		50,540	5,740		5,740
Telephone	17,929	17,929			0	720	720	17,209		17,209
Postage and Shipping	600	600			0		0	600		600
Occupancy	578,338	578,338				482,042	482,042	96,296		96,296
Equipment Rental and Maintenance	159,984	159,984			6,400	146,480	152,880	7,104		7,104
Outside printing, art work, etc.	19,271	19,271			17,875	100	17,975	1,296		1,296
Local Transportation	240	240				240	240			0
Conferences, Conventions, etc.	26,402	26,401			21,401		21,401	5,000		5,000
Special Assistance to Individuals	0	0					0			0
Organization Dues	15,898	15,897			10,263		10,263	5,634		5,634
Awards and Grants	725,000	690,000		690,000			690,000			0
Fund Raising/Self-Support Activities	0	0					0			0
Insurance	104,741	104,741			7,895	83,479	91,374	13,367		13,367
Miscellaneous	15,672	16,272			4,917	100	5,017	11,255		11,255
Depreciation	440,869	440,869				403,909	403,909	36,960		36,960
National Dues/Support Payments	19,907	19,907		0	19,907	0	19,907	0		0
Equipment Purchases	58,442	47,500		0	20,000	25,000	45,000	2,500		2,500
TOTAL EXPENSES/EXPENDITURES	7,923,094	39,895,129		809,398	37,139,367	1,477,555	39,426,320	437,951	30,858	468,809
REVENUES OVER (UNDER) EXPENDITURES	8,116,283	9,748								

Program Beneficiary Statistics

(This should reflect total program count. Copy as needed for each program.)

Retail Recruitment

(Name of Program)

Program Beneficiary Characteristics Clients/Patients/Recipients/Other		Fiscal 2026 Budget	Fiscal 2026 Projected	Fiscal 2027 Proposed Budget
1. Unduplicated Count of Program Beneficiaries	TOTAL	3	5	12
a. Total Continuing from Previous Fiscal Year				
b. Total New for the Year		3	5	12
c. Total Terminated During the Year				
2. Age Group	TOTAL	0	0	0
a. Infants-Under 5				
b. Between 5 and 12				
c. Between 13 and 17				
d. Between 18 and 29				
e. Between 30 and 64				
f. 65 and over				
g. Not Known		0	0	0
3. Gender	TOTAL	0	0	0
a. Male				
b. Female				
c. Not Known/Other		0	0	0
4. Ethnic Background	TOTAL	0	0	0
a. White				
b. Black				
c. Hispanic				
d. Oriental				
e. Other - Ethnic Minority				
f. Not Known		0	0	0
5. Income Level	TOTAL	0	0	0
a. Below 4,999				
b. 5,000-7,499				
c. 7,500-9,999				
d. 10,000-14,999				
e. 15,000-19,999				
f. 20,000-29,999				
g. 30,000 and Over				
h. Not Known		0	0	0
6. Location of Residence	TOTAL	3	5	12
a. Hamilton County		3	5	12
b. Outside of Hamilton County				
c. Not Known				

HAMILTON COUNTY, TENNESSEE
FISCAL YEAR 2027

Agency Name: River City Company

1. Are the dollars Hamilton County appropriates to your agency designated for the benefit of a specific geographical segment of the community? YES

2. If the answer to question number 1 above is yes, please explain.

All funds from the program will benefit businesses in River City Company's footprint, which only includes the downtown core in the City of Chattanooga.

3. Please estimate the percentage of your services provided to the geographic area listed below:

Unincorporated County	0.0%
City of Chattanooga	100.0%
City of East Ridge	0.0%
City of Signal Mountain	0.0%
City of Red Bank	0.0%
City of Soddy Daisy	0.0%
City of Lakesite	0.0%
City of Walden	0.0%
City of Collegedale	0.0%
City of Ridgeside	0.0%
City of Lookout Mountain	0.0%
All areas outside of Hamilton County	0.0%
Total	100.0%

Schedule of Positions, Salaries & Wages

Confidential (for Hamilton County internal use only)

River City Company

(Name of Agency)

ALL FINANCIAL INFORMATION ROUNDED TO NEAREST DOLLAR

Board of Directors Title and/or Position	Name(s) Last Name, Initial	Part Time	#Years Emp	Emp. Covered by Retirement (a)	Current FY			Proposed FY		
					# Weeks Employed	Annual Salary	Budgeted Salary	# Weeks Employed	Annual Salary	Budgeted Salary
Chair	White, T	--		--						
Vice Chair	Provonsha, J	--		--						
Secretary	Culp Millener, M	--		--						
Treasurer	Leiper, M	--		--						
Asst. Treasurer	Goldberg, B	--		--						
Past Chair	Goodman, J	--		--						
Director	Ahmed, L	--		--						
Director	de Nysschen, J	--		--						
City Chairwoman	Hill, J	--		--						
County Commissioner	Smith, K	--		--						
Director	Gower, L	--		--						
Director	Harris, S	--		--						
City Mayor	Kelly, T	--		--						
Director	McKissic, J	--		--						
Director	Pratt, D	--		--						
Director	Wade, D	--		--						
County Mayor	Wamp, W	--		--						
Director	Wood, A	--		--						
Director	Wood, C	--		--						
		--		--						

* If a position is changed from a part-time to a full-time position, show each as a separate position unit.
List positions in order of responsibility and include all staff and employees of agency in this schedule.
Non-professional employees performing similar services may be reported as a group.
(a.) Check if person is covered by retirement benefits.

Schedule of Positions, Salaries & Wages

Confidential (for Hamilton County internal use only)

River City Company

(Name of Agency)

ALL FINANCIAL INFORMATION ROUNDED TO NEAREST DOLLAR

Organization Staff Members Title and/or Position	Name(s) Last Name, Initial	Part Time	#Years Emp	Emp. Covered by Retirement (a)	Current FY			Proposed FY		
					# Weeks Employed	Annual Salary	Budgeted Salary	# Weeks Employed	Annual Salary	Budgeted Salary
President & CEO	Mack, E	NO	6	YES	52	210,517	210,517	52	216,832	216,832
VP of Planning & Real Estate	Williamson, J	NO	16	YES	52	140,941	140,941	52	145,169	145,169
VP of Marketing & Communications	Hjeleseth, D	NO	5	YES	52	107,718	107,718	52	110,949	110,949
Director of Finance	Catalanotto, L	YES	16	YES	52	66,896	66,896	52	68,903	68,903
Director of Economic Developement	Mattson, S	NO	1	YES	52	102,000	102,000	52	105,060	105,060
Director of Programming	Rollins, T	NO	2	YES	52	61,800	61,800	52	63,654	63,654
Director of Operations & Special Projects	Leaming, A	NO	5	YES	52	89,370	92,051	52	89,370	92,051
Visual Strategies Manager	Silang, S	YES	3	YES	52	38,636	38,636	0	0	0
Programming & Communication Manager	Lovinggood, E	NO	4	YES	52	50,181	50,181	52	51,686	51,686
Office Administrative Assistance	Frazier, C	YES	1	YES	8	5,000	5,000	0	0	0
Development Specialist	McCallie, K	YES	3	NO	52	26,780	26,780	52	27,583	27,583
Facilities Manager	Johnson, T	NO	10	YES	52	59,183	59,183	52	60,959	60,959
Office Administrative Assistance	Frazier, C	NO	1	YES	30	30,000	30,000	52	53,560	53,560
Visual Strategies Manager	Silang, S	NO	3	YES	0	0	0	52	63,654	63,654
Interns	Interns	YES	0	NO	35	17,000	17,000	35	17,000	17,000
		--		--						
		--		--						
		--		--						
		--		--						
		--		--						

* If a position is changed from a part-time to a full-time position, show each as a separate position unit.
List positions in order of responsibility and include all staff and employees of agency in this schedule.
Non-professional employees performing similar services may be reported as a group.
(a.) Check if person is covered by retirement benefits.

AGENCY: River City Company

AWARDS AND GRANTS FROM GOVERNMENTAL AGENCIES CITY/COUNTY/STATE/FEDERAL

	PROGRAM/PROJECT TITLE	NAME OF SOURCE	FOR HOW LONG?	LAST YEAR	THIS YEAR	NEXT YEAR
1	Retail Recruitement	City of Chattanooga TN	1	0	500,000	500,000
2	Retail Recruitement	Hamilton County TN	1	0	250,000	250,000
3	Evolving the Riverfront Parks	City of Chattanooga TN	2	500,000	1,100,000	3,900,000
4	Evolving the Riverfront Parks	Hamilton County TN	2	500,000	1,100,000	3,900,000
5	Evolving the Riverfront Parks	State of TN	1			15,000,000
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
	Total Fees From Governmental Agencies			1,000,000	2,950,000	23,550,000

ALL FINANCIAL INFORMATION ROUNDED TO NEAREST DOLLAR

River City Company: Retail Recruitment
Hamilton County Funding Requests

What needs does your program address, and why is it important to the Hamilton County population?

Chattanooga has lagged behind our peer cities for years. By offering programs like Scenic Storefronts and working with Retail Strategies, we will once again be a place where local, regional and national retailers look to invest, grow and thrive.

Downtown Chattanooga is the economic engine for the City of Chattanooga, Hamilton County, and the broader region. While only accounting for 7% of Hamilton County's parcels, downtown accounts for 16% of assessed property values for the county. In 2025, Downtown Chattanooga contributed $26 million to the County General Fund (6% of the General Revenue budget), and $35 million to Hamilton County Schools (5% of the school budget).

Filling and beautifying vacant storefronts in downtown Chattanooga is critical to creating a vibrant and thriving city center that attracts locals and visitors to spend time and money in Chattanooga. These efforts increase sales tax revenue, property tax revenue, and hotel tax revenue, as well as fighting against vacancy rates, business turnover, and blighted properties.

Provide data and statistics that support your organization's needs:

Downtown Chattanooga currently has a 5.6% commercial space vacancy rate. We have several prime real estate locations available for lease including the former Taco Mac, former Sticky Fingers, and the remainder of 511 Market Street next to Little Venezuela.

In our research, we found that most other municipalities offer programs like Scenic Storefronts and many have had partnerships with organizations like Retail Strategies to attract retailers and to support local small businesses to open storefronts. Providing support for retailers is a common and prolific economic development tool used to attract retailers, and will allow us to remain competitive with our peer cities (Knoxville, Huntsville, Greenville, Asheville, Birmingham, etc)

How do you plan to utilize grant money awarded by Hamilton County?

To continue to attract private investment that will lead to additional jobs and tax revenue for the Hamilton County, the majority of the requested funds will be used through our Scenic Storefront Building Improvement program. This type program is used by many of our peer cities (Knoxville, Huntsville, Greenville, Asheville, Birmingham). By providing financial assistance directly to businesses, we are able to stay competitive across the Southeast.

Since launching the program in 2025, there has been an overwhelming response – more than we had ever anticipated. We already have a dozen local businesses/properties in the pipeline, and brokers are using this incentive to attract high-quality retailers to key vacant spaces.

A smaller portion of the funds will be used to implement the strategy created in partnership with Retail Strategies to recruit major retailers to downtown Chattanooga.

No funds will be used for River City Company operations or salaries. Please visit www.scenicstorefronts.com for more information about the incentive program.

You can learn more about our relationship with *Retail Strategies* here.

What results are you committed to achieving during the grant period? What key performance measures will you use to evaluate and track those results?

From applications to date, we know that requests through the Scenic Storefronts program can be of varying scope. This includes grease traps, signage, awnings, outdoor patio, historic restoration and structural improvements. All applicants to date have been small businesses owners. The majority of applications will to be to support filling a vacant storefront. Scenic Storefront and our work with Retail Strategies is bringing more private investment and jobs, improving the experience, foot traffic and animation of storefronts, and increasing tax revenue to our city and county.

What entities do you collaborate with which could also benefit from monies awarded by Hamilton County?

We will collaborate with organizations like Launch/Kitchen Incubator, Urban League of Greater Chattanooga, and the Small Business Development Center to recruit local businesses into downtown storefronts. Current downtown businesses and property owners will also benefit from the awarded funds.

What is your organization's long-term vision, as it relates to your philanthropy and operations?

For programs like Scenic Storefronts, 100% of the funds that are provided go directly to the program. River City Company covers all operating costs through our own funds. As the grants are available on a first come basis, it will be important for us to have the ability to continue this program for the foreseeable future to ensure that we are able to help local businesses, recruit major retailers and be competitive with our peer cities in the Southeast.

If you utilize any evidence-based programs, please indicate which state/federal websites list the program and rating given.

n/a

Describe how your organization plans to sustain services financially if Hamilton County funds do not extend past the awarded fiscal year.

River City Company has established a dedicated restricted fund for retail recruitment in downtown Chattanooga. River City Company is contributing $250,000 plus staffing to the program. We are currently seeking additional funding through philanthropic partners and City of Chattanooga government. Our organization will not use these funds for operations or salaries.

Are the dollars designated for a specific geographical segment of the community?

Yes

Percentage by geographical area

100% City of Chattanooga

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024

Open to Public Inspection

A For the 2024 calendar year, or tax year beginning JUL 1, 2024 **and ending** JUN 30, 2025

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ 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): 850 MARKET ST. MILLER PLAZA — Room/suite: 200

City or town, state or province, country, and ZIP or foreign postal code: CHATTANOOGA, TN 37402

D Employer identification number: 62-1273871

E Telephone number: 423-265-3700

G Gross receipts $ 10,362,428.

F Name and address of principal officer: EMILY MACK
SAME AS C ABOVE

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. See instructions

H(c) Group exemption number

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.RIVERCITYCOMPANY.COM

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 1986 **M** State of legal domicile: TN

Part I Summary

Activities & Governance

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 ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
5	Total number of individuals employed in calendar year 2024 (Part V, line 2a)	5	26
6	Total number of volunteers (estimate if necessary)	6	170
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	350,900.	1,665,312.
	9	Program service revenue (Part VIII, line 2g)	122,400.	54,923.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	334,816.	3,252,762.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,345,998.	1,270,209.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,154,114.	6,243,206.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,015.	5,000.
	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)	834,625.	935,804.
	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)	1,094,665.	1,985,103.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,935,305.	2,925,907.
	19	Revenue less expenses. Subtract line 18 from line 12	218,809.	3,317,299.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	24,762,934.	28,194,101.
	21	Total liabilities (Part X, line 26)	521,826.	425,067.
	22	Net assets or fund balances. Subtract line 21 from line 20	24,241,108.	27,769,034.

Part II Signature Block

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

Sign Here

Signature of officer — Date

EMILY MACK, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN D. MILLER, CPA		11/17/25		P00365109

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

LHA **For Paperwork Reduction Act Notice, see the separate instructions.**

432001 12-10-24 Form **990** (2024)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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 $ 1,372,077. including grants of $) (Revenue $)
EVOLVING OUR RIVERFRONT PARKS: THE FIRST PHASE OF THE ONE RIVERFRONT PLAN THROUGH COMMUNITY INPUT SEES THE FOUNDATION OF THE ONE RIVERFRONT PLAN IS TO HUMANIZE THE PARKS AND GREEN SPACE ON THE RIVERFRONT. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY WATERFRONT, WE WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES. THE "EVOLVING OUR RIVERFRONT PARKS" PLAN IS A SERIES OF ENHANCEMENTS THAT WILL HONOR HISTORY, CONNECT CORRIDORS IN THE DISTRICT, EMBRACE ECOLOGY, SOFTEN AND PROVIDE SHADE, ALONG WITH USING THE INSPIRATION OF A SOUTHERN PORCH FOR AREAS ALONG THE RIVER.

4b (Code:) (Expenses $ 182,480. including grants of $) (Revenue $)
FUTURE OF HAWK HILL: WITH THE ANTICIPATED RELOCATION OF THE CHATTANOOGA LOOKOUTS BASEBALL TEAM FROM AT&T FIELD TO THE U.S. PIPE & WHELAND FOUNDRY SITE, HAWK HILL WILL BECOME AVAILABLE FOR REDEVELOPMENT. PER THE LAND TRANSFER AGREEMENT WITH THE CITY OF CHATTANOOGA ONCE THE CHATTANOOGA LOOKOUTS HAVE RELOCATED TO THE NEW STADIUM. RIVERCITY COMPANY ALONG WITH THE CITY, COMMUNITY INPUT, URBAN PLANNERS AND DOWNTOWN STAKEHOLDERS TO ASSIST IN DEVELOPING A COMPREHENSIVE, LONG-TERM VISION FOR THE SITE TO GUIDE FUTURE REDEVELOPMENT. WITH THIS INFORMATION, RIVERCITY COMPANY WILL EXPLORE POTENTIAL LAND USES, DENSITY, PUBLIC SPACES, CONNECTIVITY, AND THE NECESSARY INFRASTRUCTURE TO SUPPORT FUTURE REDEVELOPMENT.

4c (Code:) (Expenses $ 81,609. including grants of $) (Revenue $)
EMERGING PRODUCERS: RIVERCITY HAS DEVELOPED A PROGRAM FOR INDIVIDUALS PRODUCING EVENTS IN DOWNTOWN IN CHATTANOOGA. THE EMERGING PRODUCERS PROGRAM IS TO PROVIDE EDUCATION AND HANDS-ON TRAINING TO THOSE WITH 2 YEARS OR LESS OF EXPERIENCE. THE PROGRAM TEACHES A WIDE VARIETY OF TOPICS FROM PERMITS, INSURANCE TO SAFETY ALONG WITH HOW TO CREATE PARTNERSHIPS, MARKETING AND CONTRACTOR MANAGEMENT FOR EVENT PRODUCTION. THE LAST SIX MONTHS OF THE PROGRAM ALLOWS EACH COHORT MEMBER TO TAKE THE LEAD ON PRODUCING AN EVENT IN DOWNTOWN WITH THE OTHER COHORT MEMBERS IN THE PROGRAM SUPPORTING THE WORK.

4d Other program services (Describe on Schedule O.)
(Expenses $ 761,319. including grants of $ 5,000.) (Revenue $ 53,969.)

4e Total program service expenses 2,397,485.

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	93		
b	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	

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

			Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 26			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation on Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12 10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from members or shareholders 11a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note: See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b			
c	Enter the amount of reserves on hand 13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation on Schedule O*	14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X
17	**Section 501(c)(21) organizations.** Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	20		
	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 on Schedule O.				
b	Enter the number of voting members included on line 1a, above, who are independent	1b	18		
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?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			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?	7a		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?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses on Schedule O*	9			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?	10a		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?	11a	X	
b	Describe on 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*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe on Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		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	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process on 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?	16a		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 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain on Schedule O)*

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records

MS. EMILY MACK - 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) EMILY MACK PRESIDENT	40.00			X				246,334.	0.	15,044.
(2) JIM WILLIAMSON VICE PRESIDENT	40.00					X		123,226.	0.	19,834.
(3) JENNIFER GOODMAN CHAIRWOMAN	1.00	X		X				0.	0.	0.
(4) ROY VAUGHN VICE CHAIR	1.00	X		X				0.	0.	0.
(5) MARTHA CULP MILLENER SECRETARY	1.00	X		X				0.	0.	0.
(6) MARTHA LEIPER TREASURER	1.00	X		X				0.	0.	0.
(7) ALNOOR DHANANI VICE PRESIDENT	1.00	X		X				0.	0.	0.
(8) REBECCA ASHFORD DIRECTOR	1.00	X						0.	0.	0.
(9) JOHAN DE NYSSCHEN DIRECTOR	1.00	X						0.	0.	0.
(10) JEFF EVERSOLE DIRECTOR	1.00	X						0.	0.	0.
(11) BRENT GOLDBERG DIRECTOR	1.00	X						0.	0.	0.
(12) LESLIE GOWER DIRECTOR	1.00	X						0.	0.	0.
(13) ALTHEA JONES DIRECTOR	1.00	X						0.	0.	0.
(14) MAYOR WESTON WAMP DIRECTOR	1.00	X						0.	0.	0.
(15) MAYOR TIM KELLY DIRECTOR	1.00	X						0.	0.	0.
(16) JENNY HILL DIRECTOR	1.00	X						0.	0.	0.
(17) JAMES MCKISSIC 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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) DAVID WADE DIRECTOR	1.00	X						0.	0.	0.
(19) SUSAN HARRIS DIRECTOR	1.00	X						0.	0.	0.
(20) CHARLES WOOD DIRECTOR	1.00	X						0.	0.	0.
(21) JASON PROVONSHA DIRECTOR	1.00	X						0.	0.	0.
(22) TOM WHITE DIRECTOR	1.00	X						0.	0.	0.
1b Subtotal								369,560.	0.	34,878.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								369,560.	0.	34,878.

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, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
AGENCY LANDSCAPE AND PLANNING, LLC, 1430 MASSACHUSETTS AVE, 4TH FLOOR, CAMBRIDGE,	DESIGN SERVICES	113,260.

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) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	119,272.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,546,040.				
	g Noncash contributions included in lines 1a-1f	1g	$				
	h **Total.** Add lines 1a-1f			1,665,312.			
Program Service Revenue			Business Code				
	2 a EVENT INCOME - RCC		713990	54,923.	54,923.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f			54,923.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			296,106.			296,106.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
			(i) Real / (ii) Personal				
	6 a Gross rents	6a	2,630,993.				
	b Less: rental expenses	6b	1,360,784.				
	c Rental income or (loss)	6c	1,270,209.				
	d Net rental income or (loss)			1,270,209.			1270209.
			(i) Securities / (ii) Other				
	7 a Gross amount from sales of assets other than inventory	7a	1,815,094. / 3900000.				
	b Less: cost or other basis and sales expenses	7b	1,721,373. / 1037065.				
	c Gain or (loss)	7c	93,721. / 2862935.				
	d Net gain or (loss)			2,956,656.	2,956,656.		
	8 a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	8a					
	b Less: direct expenses	8b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	9a					
	b Less: direct expenses	9b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	10a					
	b Less: cost of goods sold	10b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
	11 a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d						
	12 **Total revenue.** See instructions			6,243,206.	3,011,579.	0.	1566315.

Part IX Statement of Functional Expenses

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

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

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	5,000.	5,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	404,438.	331,639.	72,799.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	531,366.	406,858.	124,508.	
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management				
b Legal	27,801.	19,181.	8,620.	
c Accounting	53,680.	2,535.	51,145.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	25,071.		25,071.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	1,317,299.	1,317,299.		
12 Advertising and promotion	7,044.	7,044.		
13 Office expenses				
14 Information technology	40,209.		40,209.	
15 Royalties				
16 Occupancy	32,837.	18,773.	14,064.	
17 Travel	15,392.	14,174.	1,218.	
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	56,132.	8,711.	47,421.	
23 Insurance	25,514.	13,523.	11,991.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a TAXES AND LICENSES	77,377.	3,599.	73,778.	
b CONTRACT LABOR	48,483.	48,483.		
c SUPPORT OF PROJECT	35,037.	35,037.		
d PERFORMANCE CONTRACTS	23,575.	23,575.		
e All other expenses SEE SCH O	199,652.	142,054.	57,598.	
25 **Total functional expenses.** Add lines 1 through 24e	2,925,907.	2,397,485.	528,422.	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		352,213.	1	219,657.
	2	Savings and temporary cash investments		2,415,331.	2	3,616,912.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		136,356.	4	153,893.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)			6	
	7	Notes and loans receivable, net		21,753.	7	21,753.
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		38,920.	9	22,280.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 27,198,449.			
	b	Less: accumulated depreciation	10b 10,718,950.	17,723,749.	10c	16,479,499.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11		3,850,175.	12	7,549,383.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		224,437.	15	130,724.
	16	**Total assets.** Add lines 1 through 15 (must equal line 33)		24,762,934.	16	28,194,101.
Liabilities	17	Accounts payable and accrued expenses		320,043.	17	256,388.
	18	Grants payable			18	
	19	Deferred revenue		39,293.	19	37,955.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	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		162,490.	25	130,724.
	26	**Total liabilities.** Add lines 17 through 25		521,826.	26	425,067.
Net Assets or Fund Balances		**Organizations that follow FASB ASC 958, check here** [X] **and complete lines 27, 28, 32, and 33.**				
	27	Net assets without donor restrictions		24,008,079.	27	27,144,385.
	28	Net assets with donor restrictions		233,029.	28	624,649.
		Organizations that do not follow FASB ASC 958, check here ☐ **and complete lines 29 through 33.**				
	29	Capital stock or trust principal, or current funds			29	
	30	Paid-in or capital surplus, or land, building, or equipment fund			30	
	31	Retained earnings, endowment, accumulated income, or other funds			31	
	32	Total net assets or fund balances		24,241,108.	32	27,769,034.
	33	Total liabilities and net assets/fund balances		24,762,934.	33	28,194,101.

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	6,243,206.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,925,907.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,317,299.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	24,241,108.
5	Net unrealized gains (losses) on investments	5	210,627.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	27,769,034.

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: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	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: ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990)

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

2024

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).)

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 [X] 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 on 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 [X] **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 [X] 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? Yes	No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
CITY OF CHATTANOOGA	62-6000259	6	X		0.	1,473,294.
HAMILTON COUNTY, TENNESSEE	62-6000636	6	X		0.	1,373,456.
Total					0.	2,846,750.

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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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 5 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

14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f)) 14 %

15 Public support percentage from 2023 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2024.** 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 ☐

b **33 1/3% support test - 2023.** 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 ☐

17a **10% -facts-and-circumstances test - 2024.** 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 ☐

b **10% -facts-and-circumstances test - 2023.** 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 ☐

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 ☐

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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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 on 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 5 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 2024 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2023 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2024** (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from **2023** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2024.** 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 - 2023.** 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 on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* **Part VI** *how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.*	1	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)? *If "Yes," explain in* **Part VI** *how the organization determined that the supported organization was described in section 509(a)(1) or (2).*	2	X	
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer lines 3b and 3c below.*	3a		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)? *If "Yes," describe in* **Part VI** *when and how the organization made the determination.*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* **Part VI** *what controls the organization put in place to ensure such use.*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.*	4a		X
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* **Part VI** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* **Part VI** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer lines 5b and 5c 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).*	5a		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?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* **Part VI.**	6		X
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990).*	7		X
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? *If "Yes," complete Part I of Schedule L (Form 990).*	8		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))? *If "Yes," provide detail in* **Part VI.**	9a		X
b	Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* **Part VI.**	9b		X
c	Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* **Part VI.**	9c		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)? *If "Yes," answer line 10b below.*	10a		X
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*	10b		

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 on lines 11b and 11c below, the governing body of a supported organization?	11a		X
b	A family member of a person described on line 11a above?	11b		X
c	A 35% controlled entity of a person described on line 11a or 11b above? *If "Yes" to line 11a, 11b, or 11c, provide detail in* **Part VI.**	11c		X

Section B. Type I Supporting Organizations

			Yes	No
1	Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*	1		
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.*	2		

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).*	1		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?	1		
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).*	2		
3	By reason of the relationship described on line 2, above, 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.*	3		

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 ☐ The organization satisfied the Activities Test. *Complete* **line 2** *below.*

b ☐ The organization is the parent of each of its supported organizations. *Complete* **line 3** *below.*

c ☐ The organization supported a governmental entity. *Describe in* **Part VI** *how you supported a governmental entity (see instructions).*

			Yes	No
2	Activities Test. **Answer lines 2a and 2b 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.*	2a		
b	Did the activities described on line 2a, above, 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.*	2b		
3	Parent of Supported Organizations. **Answer lines 3a and 3b 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? If "Yes" or "No," provide details in **Part VI.**	3a		
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.	3b		

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 0.015 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 0.035.	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 0.85 of line 1.	2		
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4	Enter greater of line 2 or line 3.	4		
5	Income tax imposed in prior year	5		
6	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		

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

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

Section D - Distributions			**Current Year**
1	Amounts paid to supported organizations to accomplish exempt purposes	1	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4	Amounts paid to acquire exempt-use assets	4	
5	Qualified set-aside amounts (prior IRS approval required - *provide details in* **Part VI**)	5	
6	Other distributions (describe in **Part VI**). See instructions.	6	
7	**Total annual distributions.** Add lines 1 through 6.	7	
8	Distributions to attentive supported organizations to which the organization is responsive (*provide details in* **Part VI**). See instructions.	8	
9	Distributable amount for 2024 from Section C, line 6	9	
10	Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)		(i) **Excess Distributions**	(ii) **Underdistributions Pre-2024**	(iii) **Distributable Amount for 2024**
1	Distributable amount for 2024 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2024 (reasonable cause required - *explain in* **Part VI**). See instructions.			
3	Excess distributions carryover, if any, to 2024			
a	From 2019			
b	From 2020			
c	From 2021			
d	From 2022			
e	From 2023			
f	**Total** of lines 3a through 3e			
g	Applied to under distributions of prior years			
h	Applied to 2024 distributable amount			
i	Carryover from 2019 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4	Distributions for 2024 from Section D, line 7: $			
a	Applied to underdistributions of prior years			
b	Applied to 2024 distributable amount			
c	Remainder. Subtract lines 4a and 4b from line 4.			
5	Remaining underdistributions for years prior to 2024, 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 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, *explain in* **Part VI.** See instructions.			
7	**Excess distributions carryover to 2025.** Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2020			
b	Excess from 2021			
c	Excess from 2022			
d	Excess from 2023			
e	Excess from 2024			

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 AND COUNTY ON MULTIPLE LEVELS. THE CITY AND COUNTY ARE DIRECTLY ENGAGED IN THE GOVERNANCE OF RIVERCITY COMPANY - THE MAYORS OF THE CITY AND COUNTY SIT ON THE RIVERCITY COMPANY BOARD OF DIRECTORS, AND THE CHAIRPERSON OF THE CITY COUNCIL AND CHAIRPERSON OF THE COUNTY COMMISSION EITHER SERVE DIRECTLY OR NOMINATE A MEMBER TO THE BOARD, ENSURING CLOSE COMMUNICATION ON DOWNTOWN REVITALIZATION INITIATIVES. THIS COLLABORATION HAS EXISTED SINCE THE FORMATION OF RIVERCITY COMPANY IN 1986 AND CONTINUES TODAY. MOST RECENTLY, 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 COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON REIMAGING BROAD STREET. REIMAGING BROAD STEET IS A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI- MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA AND HAMILTON COUNTY ON EVOLVING OUR RIVERFRONT PARKS. THE FIRST PHASE OF THE ONE RIVERFRONT PLAN IS TO HUMANIZE THE PARKS AND GREEN SPACE ON THE RIVERFRONT. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY WATERFRONT, WE WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES.

RIVERCITY COMPANY HAS PARTNERED WITH THE CITY OF CHATTANOOGA IN RESPONSE TO COMMUNITY FEEDBACK SEEKING REGULAR OPPORTUNITIES FOR SHARING TO ESTABLISH QUARTERLY PUBLIC MEETING. THE MEETINGS INCLUDE REPRESENTATIVES FROM DOWNTOWN CHATTANOOGA ALLIANCE, CHATTANOOGA TOURISM, AND CHATTANOOGA AREA CHAMBER OF COMMERCE ORGANIZATIONS ALONG WITH THE CHATTANOOGA POLICE DEPARTMENT AND CITY OF CHATTANOOGA TO SHARE ABOUT PROJECTS, PLANS AND WAYS FOR LOCALS TO STAY INFORMED. IT IS ALSO AN OPPORTUNITY FOR THE COMMUNITY TO ASK QUESTIONS AND PROVIDE FEEDBACK.

RIVERCITY COMPANY PARTNERED WITH HAMILTON COUNTY AS THE FACILITATOR ON POSSIBLE REDEVELOPMENT OF THE FORMER HAMILTON COUNTY JUSTICE BUILDING. RIVERCITY COMPANY HAS ESTABLISHED AN ADVISORY COMMITTEE. TOURS AND ASSESSMENTS FOR PHASE 1 ARE UNDERWAY FOR RECOMMENDATIONS FOR THE JUSTICE BUILDING.

RIVERCITY COMPANY ALSO HELPS AID THE CITY OF CHATTANOOGA WITH BEAUTIFICATION EFFORTS IN DOWNTOWN WITH OVERSEEING THE STREET LIGHT SNOWFLAKE HOLIDAY LIGHTING PROGRAM AND STREET BANNER PROGRAM.

THE FAIR MARKET VALUE OF THE BENEFITS RECEIVED BY THE CITY AND COUNTY FOR THESE PROGRAMS THIS YEAR IS $2,846,750.

PART VI, SECTION A, LINE 2

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.)

THE TWO SUPPORTED ORGANIZATIONS ARE THE CITY OF CHATTANOOGA AND THE COUNTY OF HAMILTON, TENNESSEE, BOTH OF WHICH ARE EXPRESSLY IDENTIFIED AS 'GOVERNMENTAL UNITS' IN SECTION 509(A)(1) AND SECTION 170(B)(1)(A)(V).

Schedule B (Form 990)
(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

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

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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 STREET CHATTANOOGA, TN 37402	$ 215,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ELECTRIC POWER BOARD PO BOX 182255 CHATTANOOGA, TN 37422	$ 10,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	LYNDHURST FOUNDATION 517 E 5TH STREET CHATTANOOGA, TN 37403	$ 237,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	COMMUNITY FOUNDATION 1270 MARKET ST CHATTANOOGA, TN 37402	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	UNUM 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	FIRST HORIZON 701 MARKET STREET CHATTANOOGA, TN 37402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	CITY OF CHATTANOOGA 100 E. 11TH ST. CITY HALL CHATTANOOGA, TN 37402	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	HAMILTON COUNTY PARKS & RECREATION 1250 MARKET STREET CHATTANOOGA, TN 37402	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	HENDERSON, HUTCHERSON, & MCCULLOUGH, PLLC 1200 MARKET STREET CHATTANOOGA, TN 37402	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
10	MACLELLAN FOUNDATION 820 BROAD ST., STE. 300 CHATTANOOGA, TN 37409	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
11	RISE PARTNERS 832 GEORGIA AVE, STE 300 CHATTANOOGA, TN 37402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
12	TN AMERICAN WATER 109 WIEHL STREET CHATTANOOGA, TN 37403	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	TN ARTS COMMISSION 401 CHARLOTTE AVENUE NASHVILLE, TN 37243	$ 15,865.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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
		$	

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

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

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

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

(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

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)
(Rev. December 2024)
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

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.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education)
☐ Preservation of a historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included on line 2a	2c	
d	Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X $ _____

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

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

b Assets included in Form 990, Part X $ _____

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

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

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

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

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

Part IV Escrow and Custodial Arrangements

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

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

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

		Amount
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 in 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 Term endowment _____%

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

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

		Yes	No
(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	2,899,007.	5,778,829.		8,677,836.
b Buildings		12,765,181.	7,656,183.	5,108,998.
c Leasehold improvements		5,038,173.	2,527,715.	2,510,458.
d Equipment		285,541.	179,891.	105,650.
e Other		431,718.	355,161.	76,557.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, line 10c, column (B))*				16,479,499.

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	1,698,906.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME MUTUAL FUNDS	2,283,680.	END-OF-YEAR MARKET VALUE
(C) COMMON STOCKS	1,735,317.	END-OF-YEAR MARKET VALUE
(D) OTHER INVESTMENTS	51,000.	END-OF-YEAR MARKET VALUE
(E) GOVERNMENT AGENCIES	893,851.	END-OF-YEAR MARKET VALUE
(F) CD AND TIME DEPOSIT	886,629.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))	7,549,383.	

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, line 13, col. (B))		

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, line 15, col. (B))*	

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) SHORT-TERM LEASE LIABILITY	130,724.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, line 25, col. (B))*	130,724.

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

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

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

1	Total revenue, gains, and other support per audited financial statements			1	7,789,546.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains (losses) on investments	2a	210,627.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	1,360,784.		
e	Add lines 2a through 2d			2e	1,571,411.
3	Subtract line 2e from line 1			3	6,218,135.
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	25,071.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	25,071.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	6,243,206.

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	4,261,620.
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	1,360,784.		
e	Add lines 2a through 2d			2e	1,360,784.
3	Subtract line 2e from line 1			3	2,900,836.
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	25,071.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	25,071.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	2,925,907.

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, 2021 THROUGH JUNE 30, 2025, FOR FEDERAL INCOME TAX, THE YEARS THAT REMAIN SUBJECT TO EXAMINATION BY MAJOR TAX JURISDICTIONS AS OF JUNE 30, 2025.

PART XI, LINE 2D - OTHER ADJUSTMENTS:
RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990 1,360,784.

PART XII, LINE 2D - OTHER ADJUSTMENTS:
RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990 1,360,784.

Part XIII Supplemental Information *(continued)*

SCHEDULE J (Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545-0047

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Questions Regarding Compensation

			Yes	No
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. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ 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	1b		
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?	2		
3	Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ 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?	4a		X
b	Participate in or receive payment from a supplemental nonqualified retirement plan?	4b		X
c	Participate in or receive payment from an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7	X	
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	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule J (Form 990) (Rev. 12-2024)**

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 and/or 1099-NEC 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) EMILY MACK	(i)	246,334.	0.	0.	0.	15,044.	261,378.	0.
PRESIDENT	(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)							
	(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 REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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 PERFORMANCE IN ORDER TO DETERMINE WHETHER ANY BONUS COMPENSATION IS APPROPRIATE, BASED UPON GOALS SET BY THE COMMITTEE. NO COMPENSATION IS TIED TO A FORMULA RELATED TO REVENUE OR RECEIPTS.

SCHEDULE L
(Form 990)
(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c; or Form 990-EZ, Part V, line 38a or 40b.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b; or Form 990-EZ, Part V, line 40b.

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

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

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

Part II Loans to and/or From Interested Persons

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

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

Part III Grants or Assistance Benefiting Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

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

Schedule L (Form 990) (Rev. 12-2024)

LHA 432131 01-15-25

Part IV **Business Transactions Involving Interested Persons**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1) CITY OF CHATTANOOGA - MA	BOARD MEMBER FOR RI	600,723.	TIM KELLY A		X
(2) HAMILTON COUNTY - MAYOR	BOARD MEMBER FOR RI	580,788.	WESTON WAMP		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

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 INTERESTED PERSON:
CITY OF CHATTANOOGA - MAYOR TIM KELLY & COUNCILWOMAN JENNY HILL
(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
BOARD MEMBER FOR RIVERCITY COMPANY AND MAYOR FOR THE CITY OF CHATTANOOGA
(D) DESCRIPTION OF TRANSACTION: TIM KELLY AND JENNY HILL ARE DIRECTORS FOR RIVERCITY COMPANY. TIM KELLY IS THE MAYOR OF THE CITY OF CHATTANOOGA. JENNY HILL IS THE COUNCILWOMAN OF THE CITY OF CHATTANOOGA. DURING THE YEAR, RIVERCITY PAID EXPENSES OF $18,395 FOR SEWER AND WASTE SERVICES, $77,328 IN PROPERTY TAXES, AND $2,500 REFUNDABLE DEPOSIT FOR FACILITY RENTAL TO THE CITY OF CHATTANOOGA. RIVERCITY RECEIVED SUPPORT AND REVENUES OF $500,000 FOR EVLOVING THE RIVERFRONT PARKS AND $2,500 REFUNDABLE DEPOSIT FOR FACILITY RENTAL FROM THE CITY OF CHATTANOOGA.

(A) NAME OF INTERESTED PERSON:
HAMILTON COUNTY - MAYOR WESTON WAMP AND COMMISSIONER JEFF EVERSOLE
(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
BOARD MEMBER FOR RIVERCITY COMPANY AND MAYOR FOR HAMILTON COUNTY
(D) DESCRIPTION OF TRANSACTION: WESTON WAMP AND JEFF EVERSOLE ARE DIRECTORS FOR RIVERCITY COMPANY. WESTON WAMP IS THE MAYOR OF HAMILTON COUNTY. JEFF EVERSOLE IS THE COMMISSIONER OF HAMILTON COUNTY. DURING THE YEAR, RIVERCITY PAID EXPENSES OF $80,094 TO HAMILTON COUNTY FOR PROPERTY TAXES AND $694 FOR A CITY VISIT TRIP. RIVERCITY COMPANY RECEIVED SUPPORT AND REVENUES OF $500,000 FROM HAMILTON COUNTY FOR EVLOVING THE RIVERFRONT PARKS.

SCHEDULE O (Form 990)
(Rev. December 2024)
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 Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

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) CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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) CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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:
DOWNTOWN ANIMATION: RIVERCITY BUILT OFF THE SUCCESS OF DOWNTOWN ANIMATION FROM THE PAST TWO YEARS WITH A ROBUST CALENDAR OF ACTIVITIES AND EVENTS FOR 2024/2025. EVENTS AND PROGRAMS INCLUDES; NOONTUNES, ICE CREAM CRAWL, SUMMERWEEN, TAKE A BREAK IN MILLER PARK AND REINDEER ON THE RIVERFRONT.

GRATEFULL: GRATEFULL IS FREE AND ALL ARE WELCOME TO JOIN TOGETHER FOR A THANKSGIVING MEAL IN THE MIDDLE OF MARTIN LUTHER KING BLVD. THERE IS NO FEE, NO EXPECTATIONS, AND NO AGENDA JUST AN OPEN INVITATION FOR ALL TO GATHER IN THE CITY FOR A TIME OF THANKSGIVING AND GRATEFULNESS.

BEAUTIFICATION: RIVERCITY IN PARTNERSHIP WITH THE CITY OF CHATTANOOGA PUBLIC ART, INSTALLED NEW BANNERS FOR THE CITY CENTER DISTRICT. RIVERCITY ALSO MANAGES THE SNOWFLAKE LIGHTING DURING THE HOLIDAYS TO HELP WITH BEAUTIFICATION EFFORTS DOWNTOWN.

SPORT SPOT: RIVERCITY INSTALLED A TEMPORARY POP UP RECREATIONAL EXPERIENCE UNDER THE OLGIATIE BRIDGE ON THE RIVERFRONT IN DOWNTOWN CHATTANOOGA. THE PURPOSE WAS TO TEST CONCEPTS FROM THE "EVOLVING OUR RIVERFRONT PARKS" PLANNING PROCESS AND TO GATHER REAL TIME FEEDBACK FROM USERS. FOUR DIFFERENT PUBLIC PLAY SPACES WERE AVAILABLE; PUMP TRACK COURSE, ROLLER SKATING RINK, PICKLEBALL COURT AND BASKETBALL COURT.

REIMAGINE BROAD STREET: RIVERCITY ALONG WITH THE CITY EMBARKED ON A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI- MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

PUBLIC SAFETY: IN RESPONSE TO COMMUNITY FEEDBACK SEEKING REGULAR OPPORTUNITIES FOR SHARING, RIVERCITY COMPANY, THE DOWNTOWN CHATTANOOGA ALLIANCE, CHATTANOOGA TOURISM COMPANY AND THE CHATTANOOGA AREA CHAMBER OF COMMERCE HAVE PARTNERED TO ESTABLISH QUARTERLY PUBLIC MEETINGS. THE MEETINGS INCLUDE REPRESENTATIVES FROM THE HOST ORGANIZATIONS ALONG WITH THE CHATTANOOGA POLICE DEPARTMENT AND CITY OF CHATTANOOGA TO SHARE ABOUT PROJECTS, PLANS AND WAYS FOR LOCALS TO STAY INFORMED. IT IS ALSO AN OPPORTUNITY FOR THE COMMUNITY TO ASK QUESTIONS AND PROVIDE FEEDBACK.

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 TY THE RIVERCITY COMPANY AND IT CONTINUES TO PROVIDE THE SOCIAL ANCHOR FOR EVENTS AND ANIMATION WITHIN THE CITY CENTER DISTRICT OF DOWNTOWN CHATTANOOGA. EXPENSES $ 761,319. INCLUDING GRANTS OF $ 5,000. REVENUE $ 53,969.

FORM 990, PART VI, SECTION A, LINE 7A:
THE RIVERCITY COMPANY CHARTER ALLOWS THE CHAIRMAN OF THE CITY COUNCIL OF CHATTANOOGA AND THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OF HAMILTON COUNTY TO APPOINT A DESIGNEE 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 INTERNAL ACCOUNTANTS. THE DRAFT OF THE 990 IS ALSO PRESENTED AT THE RIVERCITY BOARD MEETING TO ALLOW FOR DISCUSSION AND QUESTIONS FROM BOARD MEMBERS. 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 REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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

FORM 990, PART IX, LINE 11G, OTHER FEES:

PROFESSIONAL FEES - CONSULTING:	
PROGRAM SERVICE EXPENSES	1,317,299.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,317,299.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	1,317,299.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

SUPPLIES:	
PROGRAM SERVICE EXPENSES	18,272.
MANAGEMENT AND GENERAL EXPENSES	2,789.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	21,061.
MAINTENANCE:	
PROGRAM SERVICE EXPENSES	16,126.
MANAGEMENT AND GENERAL EXPENSES	4,828.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	20,954.
CONCESSIONS:	
PROGRAM SERVICE EXPENSES	20,458.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	20,458.
MEALS:	
PROGRAM SERVICE EXPENSES	12,150.
MANAGEMENT AND GENERAL EXPENSES	5,292.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	17,442.
EQUIPMENT RENTAL:	
PROGRAM SERVICE EXPENSES	13,871.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	13,871.
WEBSITE EXPENSE:	
PROGRAM SERVICE EXPENSES	12,999.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	12,999.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MISCELLANEOUS:	
PROGRAM SERVICE EXPENSES	594.
MANAGEMENT AND GENERAL EXPENSES	10,990.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	11,584.
PARKING:	
PROGRAM SERVICE EXPENSES	1,660.
MANAGEMENT AND GENERAL EXPENSES	9,815.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	11,475.
DUES AND SUBSCRIPTIONS:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	9,673.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	9,673.
PRINTING:	
PROGRAM SERVICE EXPENSES	5,404.
MANAGEMENT AND GENERAL EXPENSES	3,593.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,997.
SPONSORSHIP:	
PROGRAM SERVICE EXPENSES	8,000.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,000.
SEMINARS AND CONVENTION:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	7,668.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	7,668.
OTHER:	
PROGRAM SERVICE EXPENSES	6,864.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	6,864.
VIDEO, GRAPHICS, PRINTING AND PHOTOGRAPHY:	
PROGRAM SERVICE EXPENSES	6,016.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	6,016.
FACILITY RENTAL:	
PROGRAM SERVICE EXPENSES	5,893.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,893.
PROPERTY TAXES:	

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

PROGRAM SERVICE EXPENSES	5,817.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,817.
PRODUCTION ASSISTANCE:	
PROGRAM SERVICE EXPENSES	4,100.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,100.
RENT:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	2,108.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	2,108.
COMMISSIONS:	
PROGRAM SERVICE EXPENSES	1,512.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,512.
PHOTOGRAPHY:	
PROGRAM SERVICE EXPENSES	975.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	975.
LICENSING AND FEES:	
PROGRAM SERVICE EXPENSES	972.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	972.
MARKETING:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	450.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	450.
POSTAGE AND FREIGHT:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	392.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	392.
BARRICADES:	
PROGRAM SERVICE EXPENSES	371.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	371.
TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	199,652.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR THE

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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)
(Rev. January 2025)
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

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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
FIRST & CHERRY, LLC - 81-5415755 850 MARKET ST, MILLER PLAZA, SUITE 200 CHATTANOOGA, TN 37402	REAL ESTATE HOLDING COMPANY	TENNESSEE	0.	46,000.	THE RIVERCITY COMPANY
NEW VISION AT BROAD AND FOURTH, LLC - 92-3172683, 850 MARKET ST, MILLER PLAZA, SUITE 200, CHATTANOOGA, TN 37402	REAL ESTATE HOLDING COMPANY	TENNESSEE	0.	5,000.	THE RIVERCITY COMPANY

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) (Rev. 1-2025)

LHA 432161 10-23-24

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) No
SOUTHSIDE RENAISSANCE CORPORATION - 62-1661335, 850 MARKET STREET, SUITE 200, MILLER PLAZA, CHATTANOOGA, TN 37402	SOLAR PROJECT DEVELOPMENT	TN	THE RIVERCITY COMPANY	C CORP	2,700.	0.	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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s	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) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

A For the 2023 calendar year, or tax year beginning JUL 1, 2023 **and ending** JUN 30, 2024

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ 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): 850 MARKET ST. MILLER PLAZA — Room/suite: 200

City or town, state or province, country, and ZIP or foreign postal code: CHATTANOOGA, TN 37402

D Employer identification number: 62-1273871

E Telephone number: 423-265-3700

G Gross receipts $ 4,782,713.

F Name and address of principal officer: EMILY MACK
SAME AS C ABOVE

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. See instructions

H(c) Group exemption number

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.RIVERCITYCOMPANY.COM

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 1986 **M** State of legal domicile: TN

Part I Summary

Activities & Governance

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 ☐ 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	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	20
6	Total number of volunteers (estimate if necessary)	6	200
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	272,575.	350,900.
	9	Program service revenue (Part VIII, line 2g)	198,729.	122,400.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	152,256.	334,816.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,787,501.	1,345,998.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,411,061.	2,154,114.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,000.	6,015.
	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)	797,570.	834,625.
	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)	1,265,547.	1,094,665.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,078,117.	1,935,305.
	19	Revenue less expenses. Subtract line 18 from line 12	332,944.	218,809.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	24,591,593.	24,762,934.
	21	Total liabilities (Part X, line 26)	684,351.	521,826.
	22	Net assets or fund balances. Subtract line 21 from line 20	23,907,242.	24,241,108.

Part II Signature Block

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

Sign Here

Signature of officer — Date

EMILY MACK, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN D. MILLER, CPA		11/14/24		P00365109

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

LHA **For Paperwork Reduction Act Notice, see the separate instructions.** 332001 12-21-23 Form **990** (2023)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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 $ 262,291. including grants of $) (Revenue $)
EVOLVING OUR RIVERFRONT PARKS: THE FIRST PHASE OF THE ONE RIVERFRONT PLAN THROUGH COMMUNITY INPUT SEES THE FOUNDATION OF THE ONE RIVERFRONT PLAN IS TO HUMANIZE THE PARKS AND GREEN SPACE ON THE RIVERFRONT. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY WATERFRONT, WE WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES. THE "EVOLVING OUR RIVERFRONT PARKS" PLAN IS A SERIES OF ENHANCEMENTS THAT WILL HONOR HISTORY, CONNECT CORRIDORS IN THE DISTRICT, EMBRACE ECOLOGY, SOFTEN AND PROVIDE SHADE, ALONG WITH USING THE INSPIRATION OF A SOUTHERN PORCH FOR AREAS ALONG THE RIVER.

4b (Code:) (Expenses $ 218,703. including grants of $) (Revenue $)
ROCK THE RIVERFRONT: TO RESPOND TO THE FEEDBACK AND DESIRES OF THE COMMUNITY PROVIDED THROUGH THE ONE RIVERFRONT PLAN, THE RIVERCITY COMPANY TEAM CREATED "ROCK THE RIVERFRONT", A MONTH-LONG CELEBRATION OF CULTURE, ENTERTAINMENT AND PLAY FOR ALL TO ENJOY ON THE CHATTANOOGA GREEN. ROCK THE RIVERFRONT'S MAIN ATTRACTION WAS LOOP, AN INTERACTIVE ART THAT EMPHASIZED STORYTELLING AND ANIMATION. OTHER EVENTS INCLUDED DJS EVERY FRIDAY, LIVE MUSIC ON SATURDAYS, WEEKEND LOCAL POP-UP VENDORS, LIGHT UP CHATT LANTERN PARADE, THE MAGIC OF CINEMA AND A MAKERS FAIR.

4c (Code:) (Expenses $ 123,967. including grants of $) (Revenue $)
FUTURE OF HAWK HILL: WITH THE ANTICIPATED RELOCATION OF THE CHATTANOOGA LOOKOUTS BASEBALL TEAM FROM AT&T FIELD TO THE U.S. PIPE & WHELAND FOUNDRY SITE, HAWK HILL WILL BECOME AVAILABLE FOR REDEVELOPMENT. PER THE LAND TRANSFER AGREEMENT WITH THE CITY OF CHATTANOOGA ONCE THE CHATTANOOGA LOOKOUTS HAVE RELOCATED TO THE NEW STADIUM. RIVERCITY COMPANY ALONG WITH THE CITY, COMMUNITY INPUT, URBAN PLANNERS AND DOWNTOWN STAKEHOLDERS WILL WORK TO ASSIST IN DEVELOPING A COMPREHENSIVE, LONG-TERM VISION FOR THE SITE TO GUIDE FUTURE REDEVELOPMENT. WITH THIS INFORMATION, RIVERCITY COMPANY WILL EXPLORE POTENTIAL LAND USES, DENSITY, PUBLIC SPACES, CONNECTIVITY, AND THE NECESSARY INFRASTRUCTURE TO SUPPORT FUTURE REDEVELOPMENT.

4d Other program services (Describe on Schedule O.)
(Expenses $ 680,628. including grants of $ 6,014.) (Revenue $ 122,400.)

4e Total program service expenses 1,285,589.

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	75		
b	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	

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

			Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 20			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation on Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12 10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from members or shareholders 11a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note: See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b			
c	Enter the amount of reserves on hand 13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation on Schedule O*	14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X
17	**Section 501(c)(21) organizations.** Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	18		
	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 on Schedule O.				
b	Enter the number of voting members included on line 1a, above, who are independent	1b	14		
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?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			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?	7a		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?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses on Schedule O*	9			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?	10a		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?	11a	X	
b	Describe on 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*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe on Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		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	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process on 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?	16a		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 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain on Schedule O)*

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records

MS. EMILY MACK - 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) EMILY MACK PRESIDENT	40.00			X				239,703.	0.	10,236.
(2) JIM WILLIAMSON VICE PRESIDENT	40.00			X				117,326.	0.	13,303.
(3) JENNIFER GOODMAN CHAIRWOMAN	1.00	X		X				0.	0.	0.
(4) ROY VAUGHN VICE CHAIR	1.00	X		X				0.	0.	0.
(5) MARTHA CULP MILLENER SECRETARY	1.00	X		X				0.	0.	0.
(6) MARTHA LEIPER TREASURER	1.00	X		X				0.	0.	0.
(7) ALNOOR DHANANI VICE PRESIDENT	1.00	X		X				0.	0.	0.
(8) REBECCA ASHFORD DIRECTOR	1.00	X						0.	0.	0.
(9) JOHAN DE NYSSCHEN DIRECTOR	1.00	X						0.	0.	0.
(10) COUNCILWOMAN RAQUETTA DOTLEY DIRECTOR	1.00	X						0.	0.	0.
(11) BRENT GOLDBERG DIRECTOR	1.00	X						0.	0.	0.
(12) LESLIE GOWER DIRECTOR	1.00	X						0.	0.	0.
(13) ALTHEA JONES DIRECTOR	1.00	X						0.	0.	0.
(14) MAYOR WESTON WAMP DIRECTOR	1.00	X						0.	0.	0.
(15) MAYOR TIM KELLY DIRECTOR	1.00	X						0.	0.	0.
(16) COMMISSIONER DAVID SHARPE DIRECTOR	1.00	X						0.	0.	0.
(17) JAMES MCKISSIC 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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) DAVID WADE DIRECTOR	1.00	X						0.	0.	0.
(19) BARRY WHITE DIRECTOR	1.00	X						0.	0.	0.
(20) CHARLES WOOD DIRECTOR	1.00	X						0.	0.	0.
1b Subtotal								357,029.	0.	23,539.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								357,029.	0.	23,539.

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, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	350,900.			
	g Noncash contributions included in lines 1a-1f	1g	$			
	h **Total.** Add lines 1a-1f		350,900.			
		Business Code				
Program Service Revenue	2 a EVENT INCOME - RCC	713990	122,400.	122,400.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f		122,400.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		225,565.			225,565.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6 a Gross rents	6a 2,829,742.				
	b Less: rental expenses	6b 1,498,793.				
	c Rental income or (loss)	6c 1,330,949.				
	d Net rental income or (loss)		1,330,949.			1330949.
		(i) Securities	(ii) Other			
	7 a Gross amount from sales of assets other than inventory	7a 1,236,057.	3,000.			
	b Less: cost or other basis and sales expenses	7b 1,129,806.	0.			
	c Gain or (loss)	7c 106,251.	3,000.			
	d Net gain or (loss)		109,251.	109,251.		
	8 a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	8a				
	b Less: direct expenses	8b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	9a				
	b Less: direct expenses	9b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	10a				
	b Less: cost of goods sold	10b				
	c Net income or (loss) from sales of inventory					
		Business Code				
Miscellaneous Revenue	11 a OTHER INCOME	900099	15,049.	15,049.		
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d		15,049.			
	12 **Total revenue.** See instructions		2,154,114.	246,700.	0.	1556514.

Part IX Statement of Functional Expenses

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

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

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	6,015.	6,015.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	380,569.	312,067.	68,502.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	454,056.	287,897.	166,159.	
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management				
b Legal	20,222.		20,222.	
c Accounting	74,396.		74,396.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	18,857.		18,857.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	274,882.	274,882.		
12 Advertising and promotion	25,863.	25,863.		
13 Office expenses				
14 Information technology	35,598.		35,598.	
15 Royalties				
16 Occupancy	76,720.		76,720.	
17 Travel	17,734.	16,911.	823.	
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	33,746.		33,746.	
23 Insurance	38,630.	26,642.	11,988.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a EQUIPMENT RENTAL	66,601.	66,601.		
b TAXES AND LICENSES	66,020.	850.	65,170.	
c BAD DEBT EXPENSE	52,333.	52,333.		
d RENT	33,576.		33,576.	
e All other expenses SEE SCH O	259,487.	215,528.	43,959.	
25 **Total functional expenses.** Add lines 1 through 24e	1,935,305.	1,285,589.	649,716.	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	352,213.
	2	Savings and temporary cash investments		2,635,327.	2	2,415,331.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		136,406.	4	136,356.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)			6	
	7	Notes and loans receivable, net		106,216.	7	21,753.
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		23,537.	9	38,920.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,853,905.			
	b	Less: accumulated depreciation	10b 11,130,156.	18,149,146.	10c	17,723,749.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11		3,285,671.	12	3,850,175.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		255,290.	15	224,437.
	16	**Total assets.** Add lines 1 through 15 (must equal line 33)		24,591,593.	16	24,762,934.
Liabilities	17	Accounts payable and accrued expenses		316,225.	17	320,043.
	18	Grants payable			18	
	19	Deferred revenue		81,056.	19	39,293.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			22	
	23	Secured mortgages and notes payable to unrelated third parties		93,727.	23	
	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		193,343.	25	162,490.
	26	**Total liabilities.** Add lines 17 through 25		684,351.	26	521,826.
Net Assets or Fund Balances		**Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.**				
	27	Net assets without donor restrictions		23,474,009.	27	24,008,079.
	28	Net assets with donor restrictions		433,233.	28	233,029.
		Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.				
	29	Capital stock or trust principal, or current funds			29	
	30	Paid-in or capital surplus, or land, building, or equipment fund			30	
	31	Retained earnings, endowment, accumulated income, or other funds			31	
	32	Total net assets or fund balances		23,907,242.	32	24,241,108.
	33	Total liabilities and net assets/fund balances		24,591,593.	33	24,762,934.

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	2,154,114.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,935,305.
3	Revenue less expenses. Subtract line 2 from line 1	3	218,809.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	23,907,242.
5	Net unrealized gains (losses) on investments	5	115,057.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	24,241,108.

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: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	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: ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990)

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

2023

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).)

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 [X] 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 on 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 [X] **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 [X] 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? Yes	No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
CITY OF CHATTANOOGA	62-6000259	6	X		0.	427,213.
HAMILTON COUNTY, TENNESSEE	62-6000636	6	X		0.	262,291.
Total					0.	689,504.

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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(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 5 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

14 Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f)) 14 %

15 Public support percentage from 2022 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2023.** 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 ☐

b **33 1/3% support test - 2022.** 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 ☐

17a **10% -facts-and-circumstances test - 2023.** 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 ☐

b **10% -facts-and-circumstances test - 2022.** 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 ☐

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 ☐

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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(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 on 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 5 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 2023 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2022 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2023** (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from **2022** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2023.** 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 - 2022.** 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 on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* **Part VI** *how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.*	1	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)? *If "Yes," explain in* **Part VI** *how the organization determined that the supported organization was described in section 509(a)(1) or (2).*	2	X	
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer lines 3b and 3c below.*	3a		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)? *If "Yes," describe in* **Part VI** *when and how the organization made the determination.*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* **Part VI** *what controls the organization put in place to ensure such use.*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.*	4a		X
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* **Part VI** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* **Part VI** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer lines 5b and 5c 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).*	5a		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?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* **Part VI.**	6		X
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990).*	7		X
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? *If "Yes," complete Part I of Schedule L (Form 990).*	8		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))? *If "Yes," provide detail in* **Part VI.**	9a		X
b	Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* **Part VI.**	9b		X
c	Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* **Part VI.**	9c		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)? *If "Yes," answer line 10b below.*	10a		X
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*	10b		

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 on lines 11b and 11c below, the governing body of a supported organization?	11a		X
b	A family member of a person described on line 11a above?	11b		X
c	A 35% controlled entity of a person described on line 11a or 11b above? *If "Yes" to line 11a, 11b, or 11c, provide detail in* **Part VI.**	11c		X

Section B. Type I Supporting Organizations

			Yes	No
1	Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*	1		
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.*	2		

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).*	1		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?	1		
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).*	2		
3	By reason of the relationship described on line 2, above, 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.*	3		

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 ☐ The organization satisfied the Activities Test. *Complete* **line 2** *below.*

b ☐ The organization is the parent of each of its supported organizations. *Complete* **line 3** *below.*

c ☐ The organization supported a governmental entity. *Describe in* **Part VI** *how you supported a governmental entity (see instructions).*

			Yes	No
2	Activities Test. **Answer lines 2a and 2b 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.*	2a		
b	Did the activities described on line 2a, above, 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.*	2b		
3	Parent of Supported Organizations. **Answer lines 3a and 3b 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? *If "Yes" or "No" provide details in* **Part VI.**	3a		
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.*	3b		

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 0.015 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 0.035.	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 0.85 of line 1.	2		
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4	Enter greater of line 2 or line 3.	4		
5	Income tax imposed in prior year	5		
6	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		

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

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

Section D - Distributions			**Current Year**
1	Amounts paid to supported organizations to accomplish exempt purposes	1	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4	Amounts paid to acquire exempt-use assets	4	
5	Qualified set-aside amounts (prior IRS approval required - *provide details in* **Part VI**)	5	
6	Other distributions (*describe in* **Part VI**). See instructions.	6	
7	**Total annual distributions.** Add lines 1 through 6.	7	
8	Distributions to attentive supported organizations to which the organization is responsive (*provide details in* **Part VI**). See instructions.	8	
9	Distributable amount for 2023 from Section C, line 6	9	
10	Line 8 amount divided by line 9 amount	10	

	Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1	Distributable amount for 2023 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2023 (reasonable cause required - *explain in* **Part VI**). See instructions.			
3	Excess distributions carryover, if any, to 2023			
a	From 2018			
b	From 2019			
c	From 2020			
d	From 2021			
e	From 2022			
f	**Total** of lines 3a through 3e			
g	Applied to underdistributions of prior years			
h	Applied to 2023 distributable amount			
i	Carryover from 2018 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4	Distributions for 2023 from Section D, line 7: $			
a	Applied to underdistributions of prior years			
b	Applied to 2023 distributable amount			
c	Remainder. Subtract lines 4a and 4b from line 4.			
5	Remaining underdistributions for years prior to 2023, 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 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, *explain in* **Part VI.** See instructions.			
7	**Excess distributions carryover to 2024.** Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2019			
b	Excess from 2020			
c	Excess from 2021			
d	Excess from 2022			
e	Excess from 2023			

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 AND COUNTY ON MULTIPLE LEVELS. THE CITY AND COUNTY ARE DIRECTLY ENGAGED IN THE GOVERNANCE OF RIVERCITY COMPANY THE MAYORS OF THE CITY AND COUNTY SIT ON THE RIVERCITY COMPANY BOARD OF DIRECTORS, AND THE CHAIRPERSON OF THE CITY COUNCIL AND CHAIRPERSON OF THE COUNTY COMMISSION EITHER SERVE DIRECTLY OR NOMINATE A MEMBER TO THE BOARD, ENSURING CLOSE COMMUNICATION ON DOWNTOWN REVITALIZATION INITIATIVES. THIS COLLABORATION HAS EXISTED SINCE THE FORMATION OF RIVERCITY COMPANY IN 1986 AND CONTINUES TODAY. MOST RECENTLY 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 COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON REIMAGING BROAD STREET. REIMAGING BROAD STEET IS A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI-MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA AND HAMILTON COUNTY ON EVOLVING OUR RIVERFRONT PARKS. THE FIRST PHASE OF THE ONE RIVERFRONT PLAN IS TO HUMANIZE THE PARKS AND GREEN SPACE ON THE RIVERFRONT. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY

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.)

WATERFRONT, WE WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES.

RIVERCITY COMPANY HAS PARTNERED WITH THE CITY OF CHATTANOOGA IN RESPONSE TO COMMUNITY FEEDBACK SEEKING REGULAR OPPORTUNITIES FOR SHARING TO ESTABLISH QUARTERLY PUBLIC MEETING. THE MEETINGS INCLUDE REPRESENTATIVES FROM DOWNTOWN CHATTANOOGA ALLIANCE, CHATTANOOGA TOURISM, AND CHATTANOOGA AREA CHAMBER OF COMMERCE ORGANIZATIONS ALONG WITH THE CHATTANOOGA POLICE DEPARTMENT AND CITY OF CHATTANOOGA TO SHARE ABOUT PROJECTS, PLANS AND WAYS FOR LOCALS TO STAY INFORMED. IT IS ALSO AN OPPORTUNITY FOR THE COMMUNITY TO ASK QUESTIONS AND PROVIDE FEEDBACK.

RIVERCITY COMPANY ALSO HELPS AID THE CITY OF CHATTANOOGA WITH BEAUTIFICATION EFFORTS IN DOWNTOWN WITH OVERSEEING THE STREET LIGHT SNOWFLAKE HOLIDAY LIGHTING PROGRAM AND STREET BANNER PROGRAM.

THE FAIR MARKET VALUE OF THE BENEFITS RECEIVED BY THE CITY AND COUNTY FOR THESE PROGRAMS THIS YEAR IS $689,504

PART VI, SECTION A, LINE 2

THE TWO SUPPORTED ORGANIZATIONS ARE THE CITY OF CHATTANOOGA AND THE COUNTY OF HAMILTON, TENNESSEE, BOTH OF WHICH ARE EXPRESSLY IDENTIFIED AS 'GOVERNMENTAL UNITS' IN SECTION 509(A)(1) AND SECTION 170(B)(1)(A)(V).

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2023

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

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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 STREET CHATTANOOGA, TN 37402	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ELECTRIC POWER BOARD PO BOX 182255 CHATTANOOGA, TN 37422	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	LYNDHURST FOUNDATION 517 E 5TH STREET CHATTANOOGA, TN 37403	$ 191,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	CHATTANOOGA TOURISM CO 736 MARKET ST, 18TH FLOOR CHATTANOOGA, TN 37402	$ 13,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	COMMUNITY FOUNDATION 1270 MARKET ST CHATTANOOGA, TN 37402	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	UNUM 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	BLUECROSS BLUESHIELD OF TN 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	KINSEY PROBASCO HAYS 201 WEST MAIN STREET, SUITE 100 CHATTANOOGA, TN 37408	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	MILLER & MARTIN 823 GEORGIA AVE., STE. 1200 CHATTANOOGA, TN 37402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
10	FIRST HORIZON 701 MARKET STREET CHATTANOOGA, TN 37402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
11	RIVERFRONT BUSINESS PARTNERSHIP PO BOX 348 CHATTANOOGA, TN 37409	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
12	TVA 1101 MARKET STREET CHATTANOOGA, TN 37402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	ROCK HAINES PO BOX 30789 CLARKSVILLE, TN 37040	$ 38,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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
		$	

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

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

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

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

(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

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
2023
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.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education)
☐ Preservation of a historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included on line 2a	2c	
d	Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X $ _____

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

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

b Assets included in Form 990, Part X $ _____

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

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

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

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

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

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

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

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

		Amount
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 in 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 Term endowment _____%

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

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

		Yes	No
(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	2,899,007.	5,778,829.		8,677,836.
b Buildings		14,386,342.	8,186,021.	6,200,321.
c Leasehold improvements		5,053,354.	2,353,509.	2,699,845.
d Equipment		333,279.	222,308.	110,971.
e Other		403,094.	368,318.	34,776.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, line 10c, column (B))*				17,723,749.

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	642,441.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME MUTUAL FUNDS	590,842.	END-OF-YEAR MARKET VALUE
(C) COMMON STOCKS	1,092,131.	END-OF-YEAR MARKET VALUE
(D) OTHER INVESTMENTS	51,000.	END-OF-YEAR MARKET VALUE
(E) GOVERNMENT AGENCIES	676,626.	END-OF-YEAR MARKET VALUE
(F) CD AND TIME DEPOSIT	797,135.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))	3,850,175.	

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, line 13, col. (B))		

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, line 15, col. (B))*	

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) SHORT-TERM LEASE LIABILITY	162,490.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, line 25, col. (B))*	162,490.

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

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	3,749,107.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains (losses) on investments	2a	115,057.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	1,498,793.		
e	Add lines **2a** through **2d**			2e	1,613,850.
3	Subtract line **2e** from line **1**			3	2,135,257.
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	18,857.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	18,857.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	2,154,114.

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	3,415,241.
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	1,498,793.		
e	Add lines **2a** through **2d**			2e	1,498,793.
3	Subtract line **2e** from line **1**			3	1,916,448.
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	18,857.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	18,857.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	1,935,305.

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, 2020 THROUGH JUNE 30, 2024, FOR FEDERAL INCOME TAX, THE YEARS THAT REMAIN SUBJECT TO EXAMINATION BY MAJOR TAX JURISDICTIONS AS OF JUNE 30, 2024.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990 1,498,793.

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990	1,498,793.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Questions Regarding Compensation

			Yes	No
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. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ 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	1b		
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?	2		
3	Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ 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?	4a		X
b	Participate in or receive payment from a supplemental nonqualified retirement plan?	4b		X
c	Participate in or receive payment from an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7	X	
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	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

Schedule J (Form 990) 2023

LHA 332111 11-06-23

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 and/or 1099-NEC 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) EMILY MACK	(i)	239,703.	0.	0.	0.	10,236.	249,939.	0.
PRESIDENT	(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)							
	(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 REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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 PERFORMANCE IN ORDER TO DETERMINE WHETHER ANY BONUS COMPENSATION IS APPROPRIATE, BASED UPON GOALS SET BY THE COMMITTEE. NO COMPENSATION IS TIED TO A FORMULA RELATED TO REVENUE OR RECEIPTS.

SCHEDULE L
(Form 990)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c; or Form 990-EZ, Part V, line 38a or 40b.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b; or Form 990-EZ, Part V, line 40b.

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

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

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

Part II Loans to and/or From Interested Persons

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

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

Part III Grants or Assistance Benefiting Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

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

Schedule L (Form 990) 2023

LHA 332131 11-06-23

Part IV **Business Transactions Involving Interested Persons**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1) CITY OF CHATTANOOGA - MA	BOARD MEMBER FOR RI	109,854.	TIM KELLY A		X
(2) HAMILTON COUNTY - MAYOR	BOARD MEMBER FOR RI	32,964.	WESTON WAMP		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

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 INTERESTED PERSON:

CITY OF CHATTANOOGA - MAYOR TIM KELLY & COUNCILWOMAN RAQUETTA DOTLEY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

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

(D) DESCRIPTION OF TRANSACTION: TIM KELLY AND RAQUETTA DOTLEY ARE DIRECTORS FOR RIVERCITY COMPANY. TIM KELLY IS THE MAYOR OF THE CITY OF CHATTANOOGA. RAQUETTA DOTLEY IS THE COUNCILWOMAN OF THE CITY OF CHATTANOOGA. DURING THE YEAR, RIVERCITY PAID EXPENSES OF $21,025 FOR SEWER AND WASTE SERVICES, $78,829 IN PROPERTY TAXES, AND $10,000 REFUNDABLE DEPOSIT FOR FACILITY RENTAL TO THE CITY OF CHATTANOGA.

(A) NAME OF INTERESTED PERSON:

HAMILTON COUNTY - MAYOR WESTON WAMP AND COMMISSIONER DAVID SHARPE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND MAYOR FOR HAMILTON COUNTY

(D) DESCRIPTION OF TRANSACTION: WESTON WAMP AND DAVID SHARPE ARE DIRECTORS FOR RIVERCITY COMPANY. WESTON WAMP IS THE MAYOR OF HAMILTON COUNTY. DAVID SHARPE IS THE COMMISSIONER OF HAMILTON COUNTY. DURING THE YEAR, RIVERCITY PAID EXPENSES OF $32,964 TO HAMILTON COUNTY FOR PROPERTY

Part V **Supplemental Information**

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

TAXES.

SCHEDULE O (Form 990)

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

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) CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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) CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II) REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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:

DOWNTOWN ANIMATION: RIVERCITY BUILT OFF THE SUCCESS OF DOWNTOWN ANIMATION FROM THE PAST TWO YEARS WITH A ROBUST CALENDAR OF ACTIVITIES AND EVENTS FOR 2023/2024. EVENTS AND PROGRAMS INCLUDES; NOONTUNES,

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

ICE CREAM CRAWL, SUMMERWEEN, MOVIES & MUSIC IN MILLER PARK, WITCH & WARLOCK PADDLE AND REINDEER ON THE RIVERFRONT.

GRATEFULL: GRATEFULL IS FREE AND ALL ARE WELCOME TO JOIN TOGETHER FOR A THANKSGIVING MEAL IN THE MIDDLE OF MARTIN LUTHER KING BLVD. THERE IS NO FEE, NO EXPECTATIONS, AND NO AGENDA, JUST AN OPEN INVITATION FOR ALL TO GATHER IN THE CITY FOR A TIME OF THANKSGIVING AND GRATEFULNESS.

BEAUTIFICATION: RIVERCITY IN PARTNERSHIP WITH THE CITY OF CHATTANOOGA PUBLIC ART, INSTALLED NEW BANNERS FOR THE RIVERFRONT, NORTHSHORE AND SOUTHSIDE DISTRICT. RIVERCITY ALSO MANAGES THE SNOWFLAKE LIGHTING DURING THE HOLIDAYS TO HELP WITH BEAUTIFICATION EFFORTS DOWNTOWN.

EMERGING PRODUCERS: RIVERCITY HAS DEVELOPED A PROGRAM FOR INDIVIDUALS PRODUCING EVENTS IN DOWNTOWN CHATTANOOGA. THE EMERGING PRODUCERS PROGRAM IS TO PROVIDE EDUCATION AND HANDS-ON TRAINING TO THOSE WITH 2 YEARS OR LESS OF EXPERIENCE. THE PROGRAM WILL TEACH A WIDE VARIETY OF TOPICS FROM PERMITS, INSURANCE TO SAFETY ALONG WITH HOW TO CREATE PARTNERSHIPS, MARKETING AND CONTRACTOR MANAGEMENT FOR EVENT PRODUCTION. THE LAST 6 MONTHS OF THE PROGRAM WILL ALLOW EACH COHORT MEMBER TO TAKE THE LEAD ON PRODUCING AN EVENT IN DOWNTOWN WITH THE OTHERS IN THE PROGRAM SUPPORTING THE WORK.

ECONOMIC DEVELOPMENT TOOLKIT: RIVERCITY COMPANY PARTNERED WITH CNE AND THE CHATTANOOGA AREA CHAMBER TO HELP DOWNTOWN BUSINESSES UNDERSTAND THE DIFFERENT TYPES OF FUNDING AVAILABLE. COMMUNITY AND ECONOMIC DEVELOPMENT TOOLS INCLUDE A VARIETY OF FEDERAL, STATE AND LOCAL AID AND FUNDS THAT CAN BE USED TO HELP IMPLEMENT A SPECIFIC PROJECT.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

DIFFERENT TOOLS OF FUNDING CONSIST OF GRANTS, LOANS, BONDS, FUNDS, ABATEMENTS AND TAX CREDITS.

REIMAGINE BROAD STREET: RIVERCITY ALONG WITH THE CITY EMBARKED ON A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI-MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

PUBLIC SAFETY: IN RESPONSE TO COMMUNITY FEEDBACK SEEKING REGULAR OPPORTUNITIES FOR SHARING, RIVERCITY COMPANY, THE DOWNTOWN CHATTANOOGA ALLIANCE, CHATTANOOGA TOURISM COMPANY AND THE CHATTANOOGA AREA CHAMBER OF COMMERCE HAVE PARTNERED TO ESTABLISH QUARTERLY PUBLIC MEETING. THE MEETINGS INCLUDE REPRESENTATIVES FROM THE HOST ORGANIZATIONS ALONG WITH THE CHATTANOOGA POLICE DEPARTMENT TO SHARE ABOUT PROJECTS, PLANS AND WAYS FOR LOCALS TO STAY INFORMED. IT IS ALSO AN OPPORTUNITY FOR THE COMMUNITY TO ASK QUESTIONS AND PROVIDE FEEDBACK.

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.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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.

MLK COMMERCIAL CORRIDOR IS AN 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.
EXPENSES $ 680,628. INCLUDING GRANTS OF $ 6,014. REVENUE $ 122,400.

FORM 990, PART VI, SECTION A, LINE 7A:
THE RIVERCITY COMPANY CHARTER ALLOWS THE CHAIRMAN OF THE CITY COUNCIL OF CHATTANOOGA AND THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OF HAMILTON COUNTY TO APPOINT A DESIGNEE 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 INTERNAL ACCOUNTANTS. THE DRAFT OF THE 990 IS ALSO PRESENTED AT THE RIVERCITY BOARD MEETING TO ALLOW FOR DISCUSSION AND QUESTIONS FROM BOARD MEMBERS. WHEN THE DRAFT IS FINALIZED AND READY TO BE FURNISHED TO THE IRS, A COPY IS GIVEN TO ALL BOARD MEMBERS.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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 REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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, WHICH IS A PUBLIC DOCUMENT AVAILABLE FROM THE TENNESSEE SECRETARY OF STATE AND/OR THE HAMILTON COUNTY, TENNESSEE REGISTRAR'S OFFICE. RIVERCITY DOES MAKE AVAILABLE FOR PUBLIC INSPECTION THE FEDERAL FORM 990 AND FORM 1023. RIVERCITY DOES NOT MAKE OTHER FINANCIAL STATEMENT OR OPERATIONAL DOCUMENTS AVAILABLE FOR PUBLIC INSPECTIONS.

FORM 990, PART IX, LINE 11G, OTHER FEES:

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

PROFESSIONAL FEES - CONSULTING :

PROGRAM SERVICE EXPENSES	274,882.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	274,882.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	274,882.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

PERFORMANCE CONTRACTS:

PROGRAM SERVICE EXPENSES	30,910.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	30,910.

CONTRACT LABOR:

PROGRAM SERVICE EXPENSES	29,810.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	29,810.

WEBSITE EXPENSE:

PROGRAM SERVICE EXPENSES	26,594.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	26,594.

SUPPORT OF PROJECT:

PROGRAM SERVICE EXPENSES	24,263.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	24,263.
SECURITY:	
PROGRAM SERVICE EXPENSES	22,244.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	22,244.
CONCESSIONS:	
PROGRAM SERVICE EXPENSES	19,458.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	19,458.
MEALS:	
PROGRAM SERVICE EXPENSES	13,697.
MANAGEMENT AND GENERAL EXPENSES	4,426.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	18,123.
PARKING:	
PROGRAM SERVICE EXPENSES	4,435.
MANAGEMENT AND GENERAL EXPENSES	9,175.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	13,610.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

PRODUCTION ASSISTANCE:

PROGRAM SERVICE EXPENSES	9,830.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	9,830.

SUPPLIES:

PROGRAM SERVICE EXPENSES	6,825.
MANAGEMENT AND GENERAL EXPENSES	2,523.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	9,348.

MISCELLANEOUS:

PROGRAM SERVICE EXPENSES	3,895.
MANAGEMENT AND GENERAL EXPENSES	5,053.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,948.

DUES AND SUBSCRIPTIONS:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	8,294.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,294.

LICENSING AND FEES:

PROGRAM SERVICE EXPENSES	5,926.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

TOTAL EXPENSES	5,926.
PRINTING:	
PROGRAM SERVICE EXPENSES	3,099.
MANAGEMENT AND GENERAL EXPENSES	2,078.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,177.
MAINTENANCE:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	5,031.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,031.
SEMINARS AND CONVENTION:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	4,043.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,043.
PROPERTY TAXES:	
PROGRAM SERVICE EXPENSES	3,739.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	3,739.
FACILITY RENTAL:	
PROGRAM SERVICE EXPENSES	3,546.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	3,546.
OTHER:	
PROGRAM SERVICE EXPENSES	3,505.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	3,505.
MARKETING:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	2,779.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	2,779.
PHOTOGRAPHY:	
PROGRAM SERVICE EXPENSES	1,975.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,975.
SPONSORSHIP:	
PROGRAM SERVICE EXPENSES	1,350.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,350.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

POSTAGE AND FREIGHT:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	557.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	557.

VIDEO, GRAPHICS, PRINTING AND PHOTOGRAPHY:

PROGRAM SERVICE EXPENSES	323.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	323.

BARRICADES:

PROGRAM SERVICE EXPENSES	104.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	104.
TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	259,487.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS A COMMITTEE 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

2023

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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) 2023

332161 09-28-23 LHA

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) No
SOUTHSIDE RENAISSANCE CORPORATION - 62-1661335, 850 MARKET STREET, SUITE 200, MILLER PLAZA, CHATTANOOGA, TN 37402	SOLAR PROJECT DEVELOPMENT	TN	THE RIVERCITY COMPANY	C CORP	6,051.	129,703.	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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s	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) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047
2022
Open to Public Inspection

A For the 2022 calendar year, or tax year beginning JUL 1, 2022 **and ending** JUN 30, 2023

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ 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): 850 MARKET ST. MILLER PLAZA — Room/suite: 200

City or town, state or province, country, and ZIP or foreign postal code: CHATTANOOGA, TN 37402

D Employer identification number: 62-1273871

E Telephone number: 423-265-3700

G Gross receipts $ 5,076,280.

F Name and address of principal officer: EMILY MACK
SAME AS C ABOVE

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. See instructions

H(c) Group exemption number

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.RIVERCITYCOMPANY.COM

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 1986 **M** State of legal domicile: TN

Part I Summary

Activities & Governance

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 ☐ 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	19
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5	18
6	Total number of volunteers (estimate if necessary)	6	50
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	955,300.	272,575.
	9	Program service revenue (Part VIII, line 2g)	145,244.	198,729.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	428.	152,256.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,103,130.	1,787,501.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,204,102.	2,411,061.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	30,429.	15,000.
	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)	641,912.	797,570.
	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)	1,104,447.	1,265,547.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,776,788.	2,078,117.
	19	Revenue less expenses. Subtract line 18 from line 12	427,314.	332,944.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	24,107,323.	24,591,593.
	21	Total liabilities (Part X, line 26)	652,673.	684,351.
	22	Net assets or fund balances. Subtract line 21 from line 20	23,454,650.	23,907,242.

Part II Signature Block

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

Sign Here

Signature of officer — Date

EMILY MACK, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN D. MILLER, CPA		11/14/23		P00365109

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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 $ 201,478. including grants of $) (Revenue $)
REIMAGINING BROAD STREET: RIVERCITY ALONG WITH THE CITY EMBARKED ON A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI- MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

4b (Code:) (Expenses $ 160,999. including grants of $) (Revenue $)
ROCK THE RIVERFRONT: TO RESPOND TO THE FEEDBACK AND DESIRES OF THE COMMUNITY PROVIDED THROUGH THE ONE RIVERFRONT PLAN, THE RIVERCITY COMPANY TEAM CREATED "ROCK THE RIVERFRONT", A MONTH-LONG CELEBRATION OF CULTURE, ENTERTAINMENT AND PLAY FOR ALL TO ENJOY ON THE CHATTANOOGA GREEN. ROCK THE RIVERFRONT'S MAIN ATTRACTION WAS LOS TROMPOS, INTERACTIVE SPINNING TOPS FOR ALL AGES TO ENJOY. OTHER EVENTS INCLUDED DJS EVERY FRIDAY, LIVE MUSIC ON SATURDAYS, WEEKEND LOCAL POP UP VENDORS, LIGHT UP CHATT LANTERN PARADE, AND SIPS OF LATIN AMERICA.

4c (Code:) (Expenses $ 195,687. including grants of $) (Revenue $)
DOWNTOWN ANIMATION: RIVERCITY BUILT OFF THE SUCCESS OF DOWNTOWN ANIMATION FROM THE PAST TWO YEARS WITH A ROBUST CALENDAR OF ACTIVITIES AND EVENTS FOR 2022/2023. EVENTS AND PROGRAMS INCLUDES; ST PADDY'S ON THE PARKWAY, ICE CREAM CRAWL, SUMMERWEEN, MUSIC & MOVIES IN MILLER, FAMILY FUN DAY ON THE GREEN, WITCH & WARLOCK PADDLE, REINDEER ON THE RIVERFRONT AND WINTER BREAK SPECTACULAR.

4d Other program services (Describe on Schedule O.)
(Expenses $ 897,536. including grants of $ 15,000.) (Revenue $ 198,729.)

4e Total program service expenses 1,455,700.

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	15		
b	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	

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

				Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 18			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation on Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the sponsoring organization make any taxable distributions under section 4966?		9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note:** See the instructions for additional information the organization must report on Schedule O.		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation on Schedule O*		14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.		15		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.		16		X
17	**Section 501(c)(21) organizations.** Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.		17		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	19		
	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 on Schedule O.				
b	Enter the number of voting members included on line 1a, above, who are independent	1b	15		
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?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			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?	7a		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?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses on Schedule O*	9			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?	10a		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?	11a	X	
b	Describe on 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*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe on Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		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	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process on 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?	16a		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 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain on Schedule O)*

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records

MS. EMILY MACK - 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/ 1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) EMILY MACK PRESIDENT	40.00			X				219,028.	0.	13,479.
(2) JIM WILLIAMSON VICE PRESIDENT	40.00			X				112,133.	0.	17,387.
(3) JENNIFER GOODMAN CHAIRWOMAN	1.00	X		X				0.	0.	0.
(4) ANDREW KEAN VICE CHAIRMAN AND TREASURER	1.00	X		X				0.	0.	0.
(5) DANA PERRY SECRETARY	1.00	X		X				0.	0.	0.
(6) TOM GRISCOM PAST CHAIRMAN	1.00	X		X				0.	0.	0.
(7) MARTHA LEIPER VICE PRESIDENT	1.00	X		X				0.	0.	0.
(8) ALNOOR DHANANI VICE PRESIDENT	1.00	X		X				0.	0.	0.
(9) COMISSIONER DAVID SHARPE DIRECTOR	1.00	X						0.	0.	0.
(10) JOHN BILDERBACK DIRECTOR	1.00	X						0.	0.	0.
(11) MAYOR WESTON WAMP DIRECTOR	1.00	X						0.	0.	0.
(12) KEN DEFOOR DIRECTOR	1.00	X						0.	0.	0.
(13) ALTHEA JONES DIRECTOR	1.00	X						0.	0.	0.
(14) COUNCILWOMAN RAQUETTA DOTLEY DIRECTOR	1.00	X						0.	0.	0.
(15) YANCY FREEMAN DIRECTOR	1.00	X						0.	0.	0.
(16) MAYOR TIM KELLY DIRECTOR	1.00	X						0.	0.	0.
(17) ROY VAUGHN 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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) JAMES MCKISSIC DIRECTOR	1.00	X						0.	0.	0.
(19) DAVID WADE DIRECTOR	1.00	X						0.	0.	0.
(20) BARRY WHITE DIRECTOR	1.00	X						0.	0.	0.
(21) REBECCA ASHFORD DIRECTOR	1.00	X						0.	0.	0.
1b Subtotal								331,161.	0.	30,866.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								331,161.	0.	30,866.

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, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DOVER, KOHL AND PARTNERS 1571 SUNSET DRIVE, MIAMI, FL 33143	CONSULTING SERVICES	130,819.
ROBERT CHARLES LESSER & CO, 7200 WISCONSIN AVENUE, SUITE 1110, BETHESDA, MD 20814	CONSULTING SERVICES	127,177.

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 2

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	272,575.				
	g Noncash contributions included in lines 1a-1f	1g	$				
	h **Total.** Add lines 1a-1f			272,575.			
			Business Code				
Program Service Revenue	2 a EVENT INCOME - RCC		713990	198,729.	198,729.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f			198,729.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			117,924.			117,924.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
			(i) Real	(ii) Personal			
	6 a Gross rents	6a	2,949,645.				
	b Less: rental expenses	6b	1,250,013.				
	c Rental income or (loss)	6c	1,699,632.				
	d Net rental income or (loss)			1,699,632.			1699632.
			(i) Securities	(ii) Other			
	7 a Gross amount from sales of assets other than inventory	7a	1,449,538.				
	b Less: cost or other basis and sales expenses	7b	1,415,206.				
	c Gain or (loss)	7c	34,332.				
	d Net gain or (loss)			34,332.	34,332.		
	8 a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	8a					
	b Less: direct expenses	8b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	9a					
	b Less: direct expenses	9b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	10a					
	b Less: cost of goods sold	10b					
	c Net income or (loss) from sales of inventory						
			Business Code				
Miscellaneous Revenue	11 a OTHER INCOME		900099	87,869.	87,869.		
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d			87,869.			
	12 **Total revenue.** See instructions			2,411,061.	320,930.	0.	1817556.

Part IX Statement of Functional Expenses

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

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

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	15,000.	15,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	362,027.	296,862.	65,165.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	435,543.	255,077.	180,466.	
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management				
b Legal	9,036.		9,036.	
c Accounting	69,410.	16,061.	53,349.	
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.)	462,817.	445,810.	17,007.	
12 Advertising and promotion	7,936.	7,936.		
13 Office expenses				
14 Information technology	32,363.		32,363.	
15 Royalties				
16 Occupancy	77,599.		77,599.	
17 Travel	1,576.	1,561.	15.	
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	47,863.	8,711.	39,152.	
23 Insurance	39,054.	27,144.	11,910.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a EQUIPMENT RENTAL	68,097.	68,097.		
b PRODUCTION ASSISTANCE	65,351.	65,351.		
c TAXES AND LICENSES	61,889.		61,889.	
d PERFORMANCE CONTRACTS	53,300.	53,300.		
e All other expenses SEE SCH O	269,256.	194,790.	74,466.	
25 **Total functional expenses.** Add lines 1 through 24e	2,078,117.	1,455,700.	622,417.	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		2,657,732.	2	2,635,327.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		334,002.	4	136,406.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)			6	
	7	Notes and loans receivable, net		106,216.	7	106,216.
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		82,038.	9	23,537.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,775,886.			
	b	Less: accumulated depreciation	10b 10,626,740.	17,854,084.	10c	18,149,146.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11		3,011,304.	12	3,285,671.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		61,947.	15	255,290.
	16	**Total assets.** Add lines 1 through 15 (must equal line 33)		24,107,323.	16	24,591,593.
Liabilities	17	Accounts payable and accrued expenses		317,679.	17	316,225.
	18	Grants payable			18	
	19	Deferred revenue		141,266.	19	81,056.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			22	
	23	Secured mortgages and notes payable to unrelated third parties		193,728.	23	93,727.
	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		0.	25	193,343.
	26	**Total liabilities.** Add lines 17 through 25		652,673.	26	684,351.
Net Assets or Fund Balances		**Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.**				
	27	Net assets without donor restrictions		22,679,900.	27	23,474,009.
	28	Net assets with donor restrictions		774,750.	28	433,233.
		Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.				
	29	Capital stock or trust principal, or current funds			29	
	30	Paid-in or capital surplus, or land, building, or equipment fund			30	
	31	Retained earnings, endowment, accumulated income, or other funds			31	
	32	Total net assets or fund balances		23,454,650.	32	23,907,242.
	33	Total liabilities and net assets/fund balances		24,107,323.	33	24,591,593.

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	2,411,061.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,078,117.
3	Revenue less expenses. Subtract line 2 from line 1	3	332,944.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	23,454,650.
5	Net unrealized gains (losses) on investments	5	119,648.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	23,907,242.

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: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	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: ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990)

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

2022

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).)

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 [X] 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 on 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 [X] **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 [X] 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? Yes	No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
CITY OF CHATTANOOGA	62-6000259	6	X		0.	355,390.
HAMILTON COUNTY, TENNESSEE	62-6000636	6	X		0.	35,966.
Total					0.	391,356.

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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 5 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

14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f)) 14 %

15 Public support percentage from 2021 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2022.** 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 ☐

b **33 1/3% support test - 2021.** 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 ☐

17a **10% -facts-and-circumstances test - 2022.** 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 ☐

b **10% -facts-and-circumstances test - 2021.** 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 ☐

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 ☐

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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(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 on 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 5 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 2022 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2022** (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from **2021** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2022.** 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 - 2021.** 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 on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* **Part VI** *how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.*	1	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)? *If "Yes," explain in* **Part VI** *how the organization determined that the supported organization was described in section 509(a)(1) or (2).*	2	X	
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer lines 3b and 3c below.*	3a		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)? *If "Yes," describe in* **Part VI** *when and how the organization made the determination.*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* **Part VI** *what controls the organization put in place to ensure such use.*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.*	4a		X
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* **Part VI** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* **Part VI** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer lines 5b and 5c 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).*	5a		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?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* **Part VI.**	6		X
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990).*	7		X
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? *If "Yes," complete Part I of Schedule L (Form 990).*	8		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))? *If "Yes," provide detail in* **Part VI.**	9a		X
b	Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* **Part VI.**	9b		X
c	Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* **Part VI.**	9c		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)? *If "Yes," answer line 10b below.*	10a		X
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*	10b		

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 on lines 11b and 11c below, the governing body of a supported organization?	**11a**		X
b	A family member of a person described on line 11a above?	**11b**		X
c	A 35% controlled entity of a person described on line 11a or 11b above? *If "Yes" to line 11a, 11b, or 11c, provide detail in* **Part VI.**	**11c**		X

Section B. Type I Supporting Organizations

			Yes	No
1	Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*	**1**		
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.*	**2**		

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).*	**1**		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?	**1**		
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).*	**2**		
3	By reason of the relationship described on line 2, above, 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.*	**3**		

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 yea* **(see instructions).**

a ☐ The organization satisfied the Activities Test. *Complete* **line 2** *below.*

b ☐ The organization is the parent of each of its supported organizations. *Complete* **line 3** *below.*

c ☐ The organization supported a governmental entity. *Describe in* **Part VI** *how you supported a governmental entity (see instructions).*

			Yes	No
2	Activities Test. **Answer lines 2a and 2b 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.*	**2a**		
b	Did the activities described on line 2a, above, 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.*	**2b**		
3	Parent of Supported Organizations. **Answer lines 3a and 3b 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? *If "Yes" or "No" provide details in* **Part VI.**	**3a**		
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.*	**3b**		

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 0.015 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 0.035.	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 0.85 of line 1.	2		
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4	Enter greater of line 2 or line 3.	4		
5	Income tax imposed in prior year	5		
6	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		

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

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

Section D - Distributions			**Current Year**
1	Amounts paid to supported organizations to accomplish exempt purposes	1	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4	Amounts paid to acquire exempt-use assets	4	
5	Qualified set-aside amounts (prior IRS approval required - *provide details in* **Part VI**)	5	
6	Other distributions (*describe in* **Part VI**). See instructions.	6	
7	**Total annual distributions.** Add lines 1 through 6.	7	
8	Distributions to attentive supported organizations to which the organization is responsive (*provide details in* **Part VI**). See instructions.	8	
9	Distributable amount for 2022 from Section C, line 6	9	
10	Line 8 amount divided by line 9 amount	10	

	Section E - Distribution Allocations (see instructions)	(i) **Excess Distributions**	(ii) **Underdistributions Pre-2022**	(iii) **Distributable Amount for 2022**
1	Distributable amount for 2022 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2022 (reasonable cause required - *explain in* **Part VI**). See instructions.			
3	Excess distributions carryover, if any, to 2022			
a	From 2017			
b	From 2018			
c	From 2019			
d	From 2020			
e	From 2021			
f	**Total** of lines 3a through 3e			
g	Applied to underdistributions of prior years			
h	Applied to 2022 distributable amount			
i	Carryover from 2017 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4	Distributions for 2022 from Section D, line 7: $			
a	Applied to underdistributions of prior years			
b	Applied to 2022 distributable amount			
c	Remainder. Subtract lines 4a and 4b from line 4.			
5	Remaining underdistributions for years prior to 2022, 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 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, *explain in* **Part VI.** See instructions.			
7	**Excess distributions carryover to 2023.** Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2018			
b	Excess from 2019			
c	Excess from 2020			
d	Excess from 2021			
e	Excess from 2022			

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 AND COUNTY ON MULTIPLE LEVELS. THE CITY AND COUNTY ARE DIRECTLY ENGAGED IN THE GOVERNANCE OF RIVERCITY COMPANY - THE MAYORS OF THE CITY AND COUNTY SIT ON THE RIVERCITY COMPANY BOARD OF DIRECTORS, AND THE CHAIRPERSON OF THE CITY COUNCIL AND CHAIRPERSON OF THE COUNTY COMMISSION EITHER SERVE DIRECTLY OR NOMINATE A MEMBER TO THE BOARD, ENSURING CLOSE COMMUNICATION ON DOWNTOWN REVITALIZATION INITIATIVES. THIS COLLABORTION HAS EXISTED SINCE THE FORMATION OF RIVERCITY COMPANY IN 1986 AND CONTINUES TODAY.

MOST RECENTLY, RIVERCITY HAS PARTNERED WITH THE CITY OF CHATTANOOGA ON THE WALNUT STREET PLAZA. THIS RECONFIGURED STREET CREATES A CENTRAL GATHERING SPACE AS ONE OF THE MOST POPULAR PLACES DOWNTOWN AND CREATES AN URBAN SPACE TO BE MORE ACCOMMODATING TO PEDESTRIANS.

THE ED JOHNSON MEMORIAL BY ARTIST JEROME MEADOWS LOCATED ON THE PLAZA IS A PERMANENT PUBLIC SITE THAT STRIVES TO PROMOTE RACIAL HEALING AND RECONCILIATION BY ACKNOWLEDGING THE LYNCHING OF ED JOHNSON, HONORING THE COURAGEOUS WORK OF HIS ATTORNEYS, AND RECOGNIZING THE RESULTING U.S. SUPREME COURT CASE.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON REIMAGING BROAD STREET. REIMAGING BROAD STEET IS A COMPREHENSIVE AND VISIONARY PLAN FOR BROAD STREET IN DOWNTOWN CHATTANOOGA. THE PLAN IS A DETAILED BLOCK-BY-BLOCK URBAN DESIGN ANALYSIS THAT WILL ADDRESS THE PUBLIC REALM IMPROVEMENTS, MULTI-MODAL TRANSPORTATION ENHANCEMENTS, INTEGRATE TECHNOLOGY, GREEN INFRASTRUCTURE, PARKING, ECONOMIC DEVELOPMENT

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.)

OPPORTUNITIES, ALL WHILE SUPPORTING EXISTING BUSINESSES AND URBAN RESIDENTS.

RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA ON EVOLVING OUR RIVERFRONT PARKS. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY WATERFRONT, WE WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES.

RIVERCITY COMPANY PARTNERED WITH HAMILTON COUNTY AS THE FACILITATOR ON POSSIBLE REDEVELOPMENT OF THE FORMER HAMILTON COUNTY JUSTICE BUILDING. RIVERCITY COMPANY HAS ESTABLISHED AN ADVISORY COMMITTEE. TOURS AND ASSESSMENTS FOR PHASE 1 ARE UNDERWAY FOR RECOMMENDATIONS FOR THE JUSTICE BUILDING.

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.

THE FAIR MARKET VALUE OF THE BENEFITS RECEIVED BY THE CITY AND COUNTY FOR THESE PROGRAMS THIS YEAR IS $391,356

PART VI, SECTION A, LINE 2

THE TWO SUPPORTED ORGANIZATIONS ARE THE CITY OF CHATTANOOGA AND THE COUNTY OF HAMILTON, TENNESSEE, BOTH OF WHICH ARE EXPRESSLY IDENTIFIED AS 'GOVERNMENTAL UNITS' IN SECTION 509(A)(1) AND SECTION 170(B)(1)(A)(V).

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

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2022

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

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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).

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

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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 STREET CHATTANOOGA, TN 37402	$ 8,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ELECTRIC POWER BOARD PO BOX 182255 CHATTANOOGA, TN 37422	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	LYNDHURST FOUNDATION 517 E 5TH STREET CHATTANOOGA, TN 37403	$ 95,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	CHATTANOOGA TOURISM CO 736 MARKET ST, 18TH FLOOR CHATTANOOGA, TN 37402	$ 19,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	COMMUNITY FOUNDATION 1270 MARKET ST CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	UNUM 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	BLUECROSS BLUESHIELD OF TN 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	CHATTANOOGA AREA CHAMBER OF COMMERCE 811 BROAD STREET CHATTANOOGA, TN 37402	$ 19,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	CITY OF CHATTANOOGA 100 E. 11TH ST. CITY HALL, CHATTANOOGA, TN 37402	$ 49,950.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
10	FIRST HORIZON 701 MARKET STREET CHATTANOOGA, TN 37402	$ 11,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
11	MACLELLAN FOUNDATION 820 BROAD ST. SUITE 300, CHATTANOOGA, TN 37409	$ 12,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
12	TVA 1101 MARKET STREET CHATTANOOGA, TN 37402	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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	UNIVERSITY OF TN 1502 CUMBERLAND AVENUE KNOXVILLE, TN 37996	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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
		$	

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

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

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

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

(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

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
2022
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.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education)
☐ Preservation of a historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after July 25,2006, and not on a historic structure listed in the National Register	2d	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X $ _____

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

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

b Assets included in Form 990, Part X $ _____

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

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

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

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

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

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

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

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

		Amount
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 Term endowment _____%

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

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

		Yes	No
(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	2,899,007.	5,778,829.		8,677,836.
b Buildings		14,379,372.	7,872,901.	6,506,471.
c Leasehold improvements		5,000,041.	2,164,165.	2,835,876.
d Equipment		235,766.	226,026.	9,740.
e Other		482,871.	363,648.	119,223.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10c.)*				18,149,146.

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	520,738.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME MUTUAL FUNDS	198,348.	END-OF-YEAR MARKET VALUE
(C) COMMON STOCKS	1,301,085.	END-OF-YEAR MARKET VALUE
(D) OTHER INVESTMENTS	51,000.	END-OF-YEAR MARKET VALUE
(E) GOVERNMENT AGENCIES	538,230.	END-OF-YEAR MARKET VALUE
(F) CD AND TIME DEPOSIT	676,270.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	3,285,671.	

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) SHORT-TERM LEASE LIABILITY	30,853.
(3) LONG-TERM LEASE LIABILITY	162,490.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)*	193,343.

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

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	3,763,716.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains (losses) on investments	2a	119,648.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	1,250,013.		
e	Add lines **2a** through **2d**			2e	1,369,661.
3	Subtract line **2e** from line **1**			3	2,394,055.
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	17,006.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	17,006.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	2,411,061.

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	3,311,123.
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	1,250,013.		
e	Add lines **2a** through **2d**			2e	1,250,013.
3	Subtract line **2e** from line **1**			3	2,061,110.
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	17,007.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	17,007.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	2,078,117.

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, 2020 THROUGH JUNE 30, 2023, FOR FEDERAL INCOME TAX, THE YEARS THAT REMAIN SUBJECT TO EXAMINATION BY MAJOR TAX JURISDICTIONS AS OF JUNE 30, 2023.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990 1,250,013.

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES NETTED AGAINST RENTAL INCOME ON 990	1,250,013.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545-0047

2022

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Questions Regarding Compensation

			Yes	No
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. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ 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	1b		
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?	2		
3	Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ 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?	4a		X
b	Participate in or receive payment from a supplemental nonqualified retirement plan?	4b		X
c	Participate in or receive payment from an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7	X	
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	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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 and/or 1099-NEC 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) EMILY MACK	(i)	219,028.	0.	0.	0.	13,479.	232,507.	0.
PRESIDENT	(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)							
	(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 REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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 PERFORMANCE IN ORDER TO DETERMINE WHETHER ANY BONUS COMPENSATION IS APPROPRIATE, BASED UPON GOALS SET BY THE COMMITTEE. NO COMPENSATION IS TIED TO A FORMULA RELATED TO REVENUE OR RECEIPTS.

SCHEDULE L
(Form 990)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open To Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	(d) From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	(g) No	(h) Approved by board or committee? Yes	(h) No	(i) Written agreement? Yes	(i) No
Total ..... $												

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

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 - MAYO	BOARD MEMBER FOR RI	180,936.	TIM KELLY A		X
HAMILTON COUNTY - MAYOR WE	BOARD MEMBER FOR RI	93,823.	WESTON WAMP		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 INTERESTED PERSON:

CITY OF CHATTANOOGA - MAYOR TIM KELLY & COUNCILWOMAN RAQUETTA DOTLEY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

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

(D) DESCRIPTION OF TRANSACTION: TIM KELLY AND RAQUETTA DOTLEY ARE DIRECTORS FOR RIVERCITY COMPANY. TIM KELLY IS THE MAYOR OF THE CITY OF CHATTANOOGA. RAQUETTA DOTLEY IS THE COUNCILWOMAN OF THE CITY OF CHATTANOOGA. DURING THE YEAR, RIVERCITY PAID EXPENSES OF $33,614 FOR SEWER AND WASTE SERVICES AND $97,372 IN PROPERTY TAXES TO THE CITY OF CHATTANOGA. RIVERCITY COMPANY RECEIVED $49,950 FOR SUPPORT OF POPS IN THE PARK.

(A) NAME OF INTERESTED PERSON:

HAMILTON COUNTY - MAYOR WESTON WAMP AND COMISSIONER DAVID SHARPE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER FOR RIVERCITY COMPANY AND MAYOR FOR HAMILTON COUNTY

(D) DESCRIPTION OF TRANSACTION: WESTON WAMP AND DAVID SHARPE ARE DIRECTORS FOR RIVERCITY COMPANY. WESTON WAMP IS THE MAYOR OF HAMILTON COUNTY. DAVID SHARPE IS THE COMISSIONER OF HAMILTON COUNTY. DURING THE

Part V **Supplemental Information**

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

YEAR, RIVERCITY PAID EXPENSES OF $93,823 TO HAMILTON COUNTY FOR PROPERTY TAXES.

SCHEDULE O
(Form 990)

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047
2022
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)CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II)REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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)CONTINUING THE ONE RIVERFRONT PLAN IN THE RIVERFRONT DISTRICT, (II)REINVIGORATING THE HISTORIC COMMERCIAL CORE IN THE CITY CENTER 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:

EVOLVING OUR RIVERFRONT PARKS: THE FIRST PHASE OF THE ONE RIVERFRONT PLAN IS TO HUMANIZE THE PARKS AND GREEN SPACE ON THE RIVERFRONT. BUILDING UPON THE LEGACY AND DESIGN OF THE 21ST CENTURY WATERFRONT, WE

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

WILL EVOLVE AND ENHANCE OUR RIVERFRONT PARKS FOR RESIDENTS AND VISITORS TO EXPERIENCE AND ENJOY BEAUTIFUL, COMFORTABLE AND EXCITING PARK SPACES.

FUTURE OF HAWK HILL: WITH THE ANTICIPATED RELOCATION OF THE CHATTANOOGA LOOKOUTS BASEBALL TEAM FROM AT&T FIELD TO THE U.S. PIPE & WHELAND FOUNDRY SITE, HAWK HILL WILL BECOME AVAILABLE FOR REDEVELOPMENT. PER THE LAND TRANSFER AGREEMENT WITH THE CITY OF CHATTANOOGA, THE CURRENT STADIUM WILL BE DEMOLISHED ONCE THE CHATTANOOGA LOOKOUTS HAVE RELOCATED TO THE NEW STADIUM. RIVERCITY COMPANY ALONG WITH THE CITY, COMMUNITY INPUT, URBAN PLANNERS AND DOWNTOWN STAKEHOLDERS TO ASSIST IN DEVELOPING A COMPREHENSIVE, LONG-TERM VISION FOR THE SITE TO GUIDE FUTURE REDEVELOPMENT. WITH THIS INFORMATION, RIVERCITY COMPANY WILL EXPLORE POTENTIAL LAND USES, DENSITY, PUBLIC SPACES, CONNECTIVITY, AND THE NECESSARY INFRASTRUCTURE TO SUPPORT FUTURE REDEVELOPMENT.

STRATEGIC MARKET ANALYSIS: RIVERCITY COMPANY ENGAGED RCLCO FOR A COMPREHENSIVE MARKET ANALYSIS TO ASSESS THE MARKET OPPORTUNITIES FOR RESIDENTIAL OFFICE, RETAIL AND HOTEL DEVELOPMENT IN GREATER DOWNTOWN TO INCLUDE ANALYSIS FOR TARGET MARKETS, MARKET DEMAND, MARKET POTENTIAL AND MARKET EVOLUTION.

ECONOMIC DEVELOPMENT TOOLKIT: RIVERCITY COMPANY PARTNERED WITH CNE AND THE CHATTANOOGA AREA CHAMBER TO HELP DOWNTOWN BUSINESSES UNDERSTAND THE DIFFERENT TYPES OF FUNDING AVAILABLE. COMMUNITY AND ECONOMIC DEVELOPMENT TOOLS INCLUDE A VARIETY OF FEDERAL, STATE AND LOCAL AID AND FUNDS THAT CAN BE USED TO HELP IMPLEMENT A SPECIFIC PROJECT.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

DIFFERENT TOOLS OF FUNDING CONSIST OF GRANTS, LOANS, BONDS, FUNDS, ABATEMENTS AND TAX CREDITS.

GRATEFULL: GRATEFULL IS FREE AND ALL ARE WELCOME TO JOIN TOGETHER FOR A THANKSGIVING MEAL IN THE MIDDLE OF MARTIN LUTHER KING BLVD. THERE IS NO FEE, NO EXPECTATIONS, AND NO AGENDA-JUST AN OPEN INVITATION FOR ALL TO GATHER IN THE CITY FOR A TIME OF THANKSGIVING AND GRATEFULNESS.

POPS IN THE PARK: RIVERCITY COMPANY PARTNERED WITH THE CITY OF CHATTANOOGA AND CHATTANOOGA PRESENTS TO BRING BACK POPS IN THE PARK, CHATTANOOGA'S ANNUAL INDEPENDENCE DAY CELEBRATION. THE BELOVED EVENT IS FREE AND OPEN TO THE PUBLIC TO ENJOY LIVE MUSIC FROM THE CHATTANOOGA SYMPHONY & OPERA ALONG WITH A FIREWORKS SHOW OVER THE TENNESSEE RIVER.

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

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

ANIMATION WITHIN THE CITY CENTER DISTRICT OF DOWNTOWN CHATTANOOGA.

MLK COMMERCIAL CORRIDOR IS AN 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.

EXPENSES $ 897,536. INCLUDING GRANTS OF $ 15,000. REVENUE $ 198,729.

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

THE RIVERCITY COMPANY CHARTER ALLOWS THE CHAIRMAN OF THE CITY COUNCIL OF CHATTANOOGA AND THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OF HAMILTON COUNTY TO APPOINT A DESIGNEE 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 INTERNAL ACCOUNTANTS. THE DRAFT OF THE 990 IS ALSO PRESENTED AT THE RIVERCITY BOARD MEETING TO ALLOW FOR DISCUSSION AND QUESTIONS FROM BOARD MEMBERS. 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.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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

THE EXECUTIVE COMMITTEE REGULARLY REVIEWS SEVERAL FACTORS INCLUDING (1) AN INDEPENDENT COMPENSATION SURVEY, WHICH WAS LAST PERFORMED DURING 2019. 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, WHICH IS A PUBLIC DOCUMENT AVAILABLE FROM THE TENNESSEE SECRETARY OF STATE AND/OR THE HAMILTON COUNTY, TENNESSEE REGISTRAR'S OFFICE. RIVECITY DOES MAKE AVAILABLE FOR PUBLIC INSPECTION THE FEDERAL FORM 990 AND FORM 1023. RIVERCITY DOES NOT MAKE OTHER FINANCIAL STATEMENT OR OPERATIONAL DOCUMENTS AVAILABLE FOR PUBLIC INSPECTIONS.

FORM 990, PART IX, LINE 11G, OTHER FEES:

PROFESSIONAL FEES:

PROGRAM SERVICE EXPENSES	436,810.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	436,810.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MANAGEMENT FEES:

PROGRAM SERVICE EXPENSES	9,000.
MANAGEMENT AND GENERAL EXPENSES	17,007.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	26,007.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	462,817.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

RENT:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	33,460.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	33,460.

CONTRACT LABOR:

PROGRAM SERVICE EXPENSES	31,401.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	31,401.

SUPPLIES:

PROGRAM SERVICE EXPENSES	23,759.
MANAGEMENT AND GENERAL EXPENSES	2,905.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	26,664.

SECURITY:

PROGRAM SERVICE EXPENSES	24,295.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	24,295.
WEBSITE EXPENSE:	
PROGRAM SERVICE EXPENSES	21,884.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	21,884.
CONCESSIONS:	
PROGRAM SERVICE EXPENSES	13,906.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	13,906.
PARKING:	
PROGRAM SERVICE EXPENSES	3,672.
MANAGEMENT AND GENERAL EXPENSES	8,754.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	12,426.
BAD DEBT EXPENSE:	
PROGRAM SERVICE EXPENSES	10,175.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	10,175.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

PRINTING:

PROGRAM SERVICE EXPENSES	7,142.
MANAGEMENT AND GENERAL EXPENSES	3,032.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	10,174.

PROPERTY TAXES:

PROGRAM SERVICE EXPENSES	9,056.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	9,056.

SUPPORT OF PROJECT:

PROGRAM SERVICE EXPENSES	8,132.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,132.

MISCELLANEOUS:

PROGRAM SERVICE EXPENSES	1,677.
MANAGEMENT AND GENERAL EXPENSES	6,148.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	7,825.

MEALS:

PROGRAM SERVICE EXPENSES	4,824.
MANAGEMENT AND GENERAL EXPENSES	2,857.
FUNDRAISING EXPENSES	0.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

TOTAL EXPENSES	7,681.
OTHER:	
PROGRAM SERVICE EXPENSES	7,192.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	7,192.
LICENSING AND FEES:	
PROGRAM SERVICE EXPENSES	5,783.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,783.
COMMISSIONS:	
PROGRAM SERVICE EXPENSES	5,724.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,724.
VIDEO, GRAPHICS, PRINTING AND PHOTOGRAPHY:	
PROGRAM SERVICE EXPENSES	5,526.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,526.
DUES AND SUBSCRIPTIONS:	
PROGRAM SERVICE EXPENSES	0.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

MANAGEMENT AND GENERAL EXPENSES	5,376.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,376.

MAINTENANCE:

PROGRAM SERVICE EXPENSES	800.
MANAGEMENT AND GENERAL EXPENSES	4,519.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,319.

SPONSORSHIP:

PROGRAM SERVICE EXPENSES	4,275.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,275.

SEMINARS AND CONVENTION:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	4,088.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,088.

FACILITY RENTAL:

PROGRAM SERVICE EXPENSES	3,640.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	3,640.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

BARRICADES:

PROGRAM SERVICE EXPENSES	1,650.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,650.

STRATEGIC PLAN:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	1,250.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,250.

MARKETING:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	1,250.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,250.

POSTAGE AND FREIGHT:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	827.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	827.

PHOTOGRAPHY:

PROGRAM SERVICE EXPENSES	277.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

TOTAL EXPENSES	277.
TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	269,256.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS A COMMITTEE 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

2022

Open to Public Inspection

Name of the organization: THE RIVERCITY COMPANY

Employer identification number: 62-1273871

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.

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) No
SOUTHSIDE RENAISSANCE CORPORATION - 62-1661335, 850 MARKET STREET, SUITE 200, MILLER PLAZA, CHATTANOOGA, TN 37402	SOLAR PROJECT DEVELOPMENT	TN	THE RIVERCITY COMPANY	C CORP	9,065.	131,464.	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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s	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) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) NO	(k) Percentage ownership

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2025 AND 2024

THE RIVERCITY COMPANY AND SUBSIDIARY

INDEX TO REPORT

JUNE 30, 2025 AND 2024

	PAGE
INDEPENDENT AUDITOR'S REPORT	1-2
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION	3
CONSOLIDATED STATEMENTS OF ACTIVITIES	4-5
STATEMENT OF FUNCTIONAL EXPENSES – EVENT COSTS – 2025	6
STATEMENT OF FUNCTIONAL EXPENSES – PROGRAM AND PROJECT COSTS – 2025	7
STATEMENT OF FUNCTIONAL EXPENSES – ADMINISTRATIVE COSTS – 2025	8
STATEMENT OF FUNCTIONAL EXPENSES – EVENT COSTS – 2024	9
STATEMENT OF FUNCTIONAL EXPENSES – PROGRAM AND PROJECT COSTS – 2024	10
STATEMENT OF FUNCTIONAL EXPENSES – ADMINISTRATIVE COSTS – 2024	11
CONSOLIDATED STATEMENTS OF CASH FLOWS	12
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	13-25
SUPPLEMENTARY INFORMATION	
CONSOLIDATING STATEMENT OF FINANCIAL POSITION	26
CONSOLIDATING STATEMENT OF ACTIVITIES	27

HHM

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
The RiverCity Company and Subsidiary
Chattanooga, Tennessee

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of The RiverCity Company and Subsidiary, which comprise the consolidated statements of financial position as of June 30, 2025 and 2024, the related consolidated statements of activities, statements of functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated statements of financial position of The RiverCity Company and Subsidiary as of June 30, 2025 and 2024, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of The RiverCity Company and Subsidiary, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with GAAP and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about The RiverCity Company and Subsidiary's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of The RiverCity Company and Subsidiary's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about The RiverCity Company and Subsidiary's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter – Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statements on pages 26-27 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Chattanooga, Tennessee
October 20, 2025

Henderson Hutcherson
& McCullough, PLLC

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2025 AND 2024

ASSETS	2025	2024
CURRENT ASSETS		
Cash	$ 3,211,920	$ 2,540,425
Restricted cash	624,649	233,029
Accounts receivable	153,893	136,356
Investments	7,498,383	3,799,176
Prepaid expenses	22,280	38,920
Total current assets	11,511,125	6,747,906
PROPERTY AND EQUIPMENT, net	13,580,492	14,824,740
OTHER ASSETS		
Right-of-use asset - operating	130,724	162,490
Property held for investment	2,899,007	2,899,007
Investment partnership	51,000	51,000
Notes receivable, net	21,753	21,753
Total other assets	3,102,484	3,134,250
TOTAL ASSETS	$ 28,194,101	$ 24,706,896

LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Operating lease - current portion	$ 32,706	$ 31,766
Accounts payable and accrued expenses	256,388	196,251
Deferred revenue - current portion	34,455	36,793
Total current liabilities	323,549	264,810
LONG-TERM LIABILITIES		
Operating lease, net of current portion	98,018	130,724
Deferred revenue, net of current portion	3,500	2,500
Total long-term liabilities	101,518	133,224
NET ASSETS		
Without donor restrictions	27,144,385	24,075,833
With donor restrictions	624,649	233,029
Total net assets	27,769,034	24,308,862
TOTAL LIABILITIES AND NET ASSETS	$ 28,194,101	$ 24,706,896

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30, 2025

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT AND REVENUES			
Private gifts and grants	$ 35,000	$ 1,511,040	$ 1,546,040
Interest income	37,210	-	37,210
Rental income	2,126,953	-	2,126,953
Event income	54,923	-	54,923
Other	2,699	-	2,699
Parking income	504,040	-	504,040
Net realized and unrealized gains on investments	538,174	-	538,174
Gain on sale of property	2,912,935	-	2,912,935
	6,211,934	1,511,040	7,722,974
Net assets released from restrictions	1,119,420	(1,119,420)	-
Total support and revenues	7,331,354	391,620	7,722,974
EXPENSES			
Event costs	505,115	-	505,115
Program and project costs	3,253,154	-	3,253,154
Administrative costs	504,533	-	504,533
Total expenses	4,262,802	-	4,262,802
CHANGE IN NET ASSETS	3,068,552	391,620	3,460,172
NET ASSETS - beginning of year	24,075,833	233,029	24,308,862
NET ASSETS - end of year	$ 27,144,385	$ 624,649	$ 27,769,034

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30, 2024

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT AND REVENUES			
Private gifts and grants	$ 50,100	$ 300,800	$ 350,900
Interest income	35,181	-	35,181
Rental income	2,255,708	-	2,255,708
Event income	122,400	-	122,400
Other	20,927	-	20,927
Parking income	482,396	-	482,396
Net realized and unrealized gains on investments	392,835	-	392,835
Gain on sale of property	3,000	-	3,000
	3,362,547	300,800	3,663,347
Net assets released from restrictions	501,004	(501,004)	-
Total support and revenues	3,863,551	(200,204)	3,663,347
EXPENSES			
Event costs	502,829	-	502,829
Program and project costs	2,304,804	-	2,304,804
Administrative costs	523,350	-	523,350
Total expenses	3,330,983	-	3,330,983
CHANGE IN NET ASSETS	532,568	(200,204)	332,364
NET ASSETS - beginning of year	23,543,265	433,233	23,976,498
NET ASSETS - end of year	$ 24,075,833	$ 233,029	$ 24,308,862

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – EVENT COSTS

YEAR ENDED JUNE 30, 2025

	Beautification	Riverfront Animation	Miller Park Animation	Patten Square Animation	Downtown Animation	Grateful	Sport Spot	Emerging Producers	Other Events	Total
Advertising	$ -	$ 1,200	$ -	$ -	$ 244	$ -	$ -	$ -	$ 5,600	$ 7,044
Barricades	-	-	-	-	-	-	371	-	-	371
Commissions	-	1,512	-	-	-	-	-	-	-	1,512
Concessions	-	81	2,015	1,711	-	15,328	-	1,323	-	20,458
Contract labor	15,000	5,025	1,190	-	950		10,137	15,414	-	47,716
Equipment rental	-	831	-	138	152	1,712	7,646	465	-	10,944
Facility rental	-	-	-	-	-	-	-	3,093	-	3,093
Insurance	-	-	-	1,167	6,185	-	1,895	1,997	102	11,346
Licensing and fees	-	102	-	410	-	102	97	104	157	972
Maintenance and repairs	-	-	-	-	-	-	3,150	-	588	3,738
Meals and entertainment	-	-	-	-	-	-	-	505	-	505
Other	59	1,656	-	731	1,811	430	1,589	273	315	6,864
Parking	-	-	1,288	56	10	125	118	63	-	1,660
Performance contracts	-	5,075	-	4,200	4,325	-	3,500	4,375	2,100	23,575
Photography	-	575	-	400	-	-	-	-	-	975
Printing and postage	-	480	385	154	490	654	1,198	598	1,445	5,404
Production assistance	-	2,300	-	1,800	-	-	-	-	-	4,100
Professional fees	3,000	201	-	-	-	-	180	5,209	1,242	9,832
Salaries and benefits	12,147	28,518	42,318	15,956	21,686	18,863	27,073	44,285	54,204	265,050
Security	-	10,201	-	1,260	-	-	6,355	-	-	17,816
Sponsorship	-	1,000	-	1,500	-	-	-	500	5,000	8,000
Supplies	-	411	807	426	1,685	2,409	8,827	2,871	508	17,944
Support of project	-	-	28,757	-	-	-	-	-	-	28,757
Trash	-	417	-	-	-	-	-	-	-	417
Travel	-	-	-	12	-	250	-	-	-	262
Website expense	25	1,106	35	231	78	779	652	534	3,320	6,760
EVENT COSTS	$ 30,231	$ 60,691	$ 76,795	$ 30,152	$ 37,616	$ 40,652	$ 72,788	$ 81,609	$ 74,581	$ 505,115

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – PROGRAM AND PROJECT COSTS

YEAR ENDED JUNE 30, 2025

	Riverfront						City Center		MLK	Other Programs and Projects			Total
	Majestic	The Block	Parking Lots	Riverplace	Hawk Hill Study	Evolving Riverfront Parks	Miller Plaza	Civic District Redevelopment	MLK District	Broad Street Plan	Public Safety	Other	
Bad debt (recovery)	$ -	$ -	$ -	$ -	$ -	$ -	$ 315	$ -	$ -	$ -	$ -	$ -	$ 315
Contract labor	-	-	-	-	-	767	1,520	-	-	-	-	-	2,287
Depreciation and amortization	192,557	93,171	-	42,847	-	-	111,547	-	-	-	-	8,711	448,833
Equipment rental	-	-	-	-	102	2,825	-		-	-	-	-	2,927
Facility rental	-	-	-	-	-	2,800	-	-	-	-	-	-	2,800
Grant expenses	-	-	-	-	-	-	-	-	5,000	-	-	-	5,000
Insurance	32,182	8,610	1,694	4,215	266	531	16,398	-	-	-	-	1,380	65,276
Legal and accounting fees	-	-	-	-	-	4,935	-	1,289	-	-	-	15,492	21,716
Maintenance	2,350	28,124	63,418	16,644	-	-	66,862	-	-	-	-	12,388	189,786
Management fees	-	-	8,075	-	-	-	-	-	-	-	-	-	8,075
Meals and entertainment	-	-	-	-	1,298	9,093	-	-	-	-	953	301	11,645
Miscellaneous	-	382	-	-	-	422	5,657	-	-	-	-	172	6,633
Professional fees	-	-	-	27,465	64,788	1,189,096	-	33,583	-	10,000	-	10,000	1,334,932
Property taxes	54,668	-	72,526	2,159	-	-	22,220	-	2,308	-	-	3,509	157,390
Rent	-	59,099	-	-	-	-	-	-	-	-	-	-	59,099
Salaries and benefits	2,980	18,907	6,318	16,947	113,917	137,234	146,199	28,723	5,535	36,681	18,252	133,105	664,798
Security	-	-	-	-	-	540	33,725	-	-	-	-	-	34,265
Supplies	-	-	-	-	84	244	-	-	-	-	-	-	328
Support of project	-	-	-	-	-	5,720	-	-	-	-	560	-	6,280
Taxes and licenses	-	-	47,185	14,942	-	-	-	-	-	-	2,997	602	65,726
Travel	-	-	-	-	-	13,334	-	-	-	-	-	578	13,912
Utilities	-	53,831	526	3,151	-	-	81,368	-	-	-	-	-	138,876
Video, graphics, printing, and photography	-	-	-	-	1,531	4,485	-	-	-	-	-	-	6,016
Website and software expense	-	-	-	-	494	51	-	-	-	302	-	5,392	6,239
PROGRAM AND PROJECT COSTS	$ 284,737	$ 262,124	$ 199,742	$ 128,370	$ 182,480	$ 1,372,077	$ 485,811	$ 63,595	$ 12,843	$ 46,983	$ 22,762	$ 191,630	$ 3,253,154

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – ADMINISTRATIVE COSTS

YEAR ENDED JUNE 30, 2025

Depreciation	$ 47,421
Dues and subscriptions	9,673
Information technology	40,209
Insurance	11,991
Legal and accounting	59,765
Maintenance	4,828
Marketing	450
Meals and entertainment	5,292
Miscellaneous	10,990
Parking	9,815
Postage and freight	392
Printing	3,593
Rent	2,108
Salaries and benefits	197,307
Seminars and conventions	7,668
Supplies	2,789
Taxes and licenses	73,778
Travel	1,218
Utilities	14,064
Total - The RiverCity Company	503,351
Southside Renaissance Corporation	120,454
Less: Eliminations	(119,272)
ADMINISTRATIVE COSTS	$ 504,533

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – EVENT COSTS

YEAR ENDED JUNE 30, 2024

	Rock the Riverfront	Beautification	Riverfront Animation	Miller Park Animation	Patten Square Animation	Downtown Animation	Noon Tunes	Grateful	Other Events	Total
Advertising	$ 19,000	$ 63	$ 1,000	$ -	$ -	$ 200	$ -	$ -	$ 5,600	$ 25,863
Barricades	-	-	-	-	-	-	104	-	-	104
Concessions	5,315	34	-	-	(1,506)	-	-	15,615	-	19,458
Contract labor	3,019	14,700	5,591	-	-	-	-		-	23,310
Equipment rental	58,840	40	5,141	-	1,501	-	73	1,006	-	66,601
Facility rental	-	-	600	-	-	191	-	-	-	791
Insurance	21,826	-	621	641	378	2,550	-	-	98	26,114
Licensing and fees	1,390	-	113	750	58	60	2,686	-	869	5,926
Meals and entertainment	-	-	122	-	93	337	-	-	107	659
Other	-	197	1,663	577	-	540	25	452	51	3,505
Parking	2,948	-	260	183	219	-	825	-	-	4,435
Performance contracts	14,070	-	5,125	1,380	4,925	-	5,410	-	-	30,910
Photography	1,150	-	825	-	-	-	-	-	-	1,975
Printing and postage	932	106	107	-	577	-	203	150	1,024	3,099
Production assistance	8,730	-	-	1,100	-	-	-	-	-	9,830
Professional fees	7,878	5,156	400	-	-	-	-	-	1,213	14,647
Salaries and benefits	58,793	17,378	35,029	10,598	12,897	20,202	11,186	14,946	29,884	210,913
Security	12,336	-	8,908	200	-	-	800	-	-	22,244
Sponsorship	-	-	600	750	-	-	-	-	-	1,350
Supplies	1,075	992	475	87	362	386	1,359	1,767	-	6,503
Support of project	-	-	-	17,000	-	-	-	-	-	17,000
Trash	-	-	-	-	-	-	50	-	-	50
Website expense	1,401	205	748	400	283	1,801	377	404	1,923	7,542
EVENT COSTS	$ 218,703	$ 38,871	$ 67,328	$ 33,666	$ 19,787	$ 26,267	$ 23,098	$ 34,340	$ 40,769	$ 502,829

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – PROGRAM AND PROJECT COSTS

YEAR ENDED JUNE 30, 2024

	Return to the River							City Center	MLK	Other Programs and Projects			Total
	Majestic	The Block	Parking Lots	Riverplace	Hawk Hill Study	Emerging Producers	One Riverfront Plan	Miller Plaza	MLK District	Broad Street Plan	Economic Development Strategies	Other	
Advertising	$ -	$ 60	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 60
Bad debt (recovery)	-	2,150	-	-	-	-	-	-	-	-	19,000	84,463	105,613
Contract labor	-	-	-	-	-	6,500	-	2,662	-	-	-	-	9,162
Depreciation and amortization	192,557	95,781	-	85,693	-	-	-	106,377	-	-	-	8,711	489,119
Facility rental	-	-	-	-	-	-	2,755	-	-	-	-	-	2,755
Grant expenses	-	-	-	-	-	-	-	-	6,015	-	-	-	6,015
Insurance	30,336	8,484	1,728	4,152	-	-	-	16,359	-	-	-	672	61,731
Legal and accounting fees	-	5,125	118	-	-	-	-	-	-	-	-	23,251	28,494
Maintenance	4,714	931	50,243	19,216	-	-	-	134,771	-	-	-	-	209,875
Management fees	-	-	7,850	-	-	-	-	-	-	-	-	-	7,850
Meals and entertainment	-	-	-	-	650	426	9,362	-	-	-	-	2,600	13,038
Miscellaneous	3	-	-	-	-	450	219	4,380	-	-	-	2,583	7,635
Professional fees	2,191	-	-	3,710	55,895	3,000	165,413	-	-	53,092	-		283,301
Property taxes	54,668	-	72,526	2,245	-	-	-	22,194	2,308	-	-	3,265	157,206
Rent	-	67,638	-	-	-	-	-	-	-	-	-	-	67,638
Salaries and benefits	4,598	14,296	14,548	11,551	67,266	32,514	68,684	138,629	4,407	44,774	7,880	172,588	581,735
Security	-	-	-	-	-	-	-	41,655	-	-	-	-	41,655
Supplies	-	-	-	-	-	-	174	-	-	-	-	148	322
Support of project	-	-	-	-	-	1,703	-	-	-	-	-	5,560	7,263
Taxes and licenses	-	-	45,415	-	-	-	850	-	-	-	-	-	46,265
Travel	-	-	-	-	-	-	14,037	-	-	-	-	2,824	16,861
Utilities	-	45,087	-	3,468	-	-	-	92,096	-	-	-	-	140,651
Video, graphics, printing, and photography	-	621	-	-	156	-	105	564	-	62	-	-	1,508
Website and software expense	-	-	-	-	-	748	692	-	-	302	-	17,310	19,052
PROGRAM AND PROJECT COSTS	$ 289,067	$ 240,173	$ 192,428	$ 130,035	$ 123,967	$ 45,341	$ 262,291	$ 559,687	$ 12,730	$ 98,230	$ 26,880	$ 323,975	$ 2,304,804

The accompanying notes are an integral part of the consolidated financial statements.

THE RIVERCITY COMPANY AND SUBSIDIARY

STATEMENT OF FUNCTIONAL EXPENSES – ADMINISTRATIVE COSTS

YEAR ENDED JUNE 30, 2024

Depreciation	$ 33,746
Dues and subscriptions	8,294
Information technology	35,598
Insurance	11,988
Legal and accounting	71,367
Maintenance	5,031
Marketing	2,779
Meals and entertainment	4,426
Miscellaneous	5,053
Parking	9,175
Postage and freight	557
Printing	2,078
Rent	2,886
Salaries and benefits	234,661
Seminars and conventions	4,043
Supplies	2,523
Taxes and licenses	65,170
Travel	823
Utilities	15,771
Total - The RiverCity Company	515,969
Southside Renaissance Corporation	7,381
ADMINISTRATIVE COSTS	$ 523,350

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED JUNE 30, 2025 AND 2024

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from gifts and grants	$ 1,527,165	$ 342,521
Cash received from service recipients	3,184,869	3,406,146
Cash paid to employees and suppliers	(4,186,025)	(3,341,046)
Investment earnings (loss)	575,384	392,835
Change in value of unconditional promises	-	33,332
Net cash from operating activities	1,101,393	833,788
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds on sale of property	3,900,000	3,000
Net (purchases) sales of long-term investments	(3,529,070)	(357,654)
Change in note receivable	-	51,130
Reinvested dividends and interest	(170,137)	(206,851)
Purchase of property and equipment	(239,071)	(97,467)
Net cash from investing activities	(38,278)	(607,842)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of long-term debt	-	(93,727)
Net cash from financing activities	-	(93,727)
NET CHANGE IN CASH AND RESTRICTED CASH	1,063,115	132,219
CASH AND RESTRICTED CASH - beginning of year	2,773,454	2,641,235
CASH AND RESTRICTED CASH - end of year	$ 3,836,569	$ 2,773,454
RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 3,460,172	$ 332,364
Depreciation	496,254	522,866
Gain on sale of property	(2,912,935)	(3,000)
Changes in operating assets and liabilities:		
Accounts receivable	(17,537)	52
Prepaid expenses	16,640	(15,383)
Accounts payable and accrued expenses	60,137	5,320
Unconditional promises to give	-	33,332
Deferred revenue	(1,338)	(41,763)
Net cash from operating activities	$ 1,101,393	$ 833,788

The accompanying notes are an integral part of the consolidated financial statements.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Operations

The RiverCity Company (RCC) is a nonprofit corporation formed for the purpose of promoting, encouraging, and assisting economic development in the City of Chattanooga, Hamilton County, and the surrounding region. RCC owns and receives rental revenues from certain surface parking, retail, and commercial rental properties in downtown Chattanooga.

The RiverCity Company established a 100% owned for-profit subsidiary, Southside Renaissance Corporation (SRC), for the purpose of solar project development. SRC was dissolved effective June 30, 2025. RCC and SRC are collectively referred to as the Organization.

Basis of Accounting and Principles of Consolidation

The consolidated financial statements include the accounts of RCC and SRC. All significant intercompany balances and transactions have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized at the time liabilities are incurred.

The Financial Accounting Standards Board (FASB) has adopted the Accounting Standards Codification (ASC) as the sole source of authoritative GAAP. The FASB will issue Accounting Standards Updates (ASU) from time to time to make adjustments to GAAP.

Revenue Recognition

The Organization follows ASU 2014-09, *Revenue from Contracts with Customers*, and all subsequent amendments to the ASU (collectively, ASC 606). ASC 606 outlines a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenues and cash flows from contracts with customers. Revenues consisting of public support/grants, contributions, and investment income are excluded from the scope of ASC 606. Contributions received are recorded as with donor restrictions or without donor restrictions depending on the existence and nature of any donor restrictions. Income from investments includes realized gains and losses from investments, unrealized gains and losses on investments, and interest/dividend income. Interest income is recorded on an accrual basis. The difference between fair value and cost of investments is recorded as unrealized appreciation (depreciation). Realized gains and losses are recorded when sold. Sponsorship and event income are recognized as the events occur. The Organization recognizes rental income as earned in accordance with the terms of the lease agreements. Per the FASB ASC 840-20, *Operating Leases*, rent should be recorded as income over the lease term on a straight-line basis. Management has determined that there is no material difference between the two methods.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation

The Organization follows the guidance of the FASB ASC 958, *Not-for-Profit Entities*. Under FASB ASC 958, net assets, revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions.

Revenue is recorded to one of the two classes of net assets as follows:

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

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

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

Cash and Restricted Cash

The Organization considers investments in money market funds and investments in highly liquid debt securities with a maturity of three months or less to be cash equivalents. Interest income is recognized when credited to the investment account by the custodian of the assets. The Organization maintains cash and cash equivalent accounts with individual financial institutions which are at times in excess of federally insured amounts and may at times significantly exceed balance sheet amounts due to outstanding checks.

As of June 30, 2025 and 2024, the Organization has $ $3,836,569 and $2,773,454 in cash and restricted cash, respectively. Of that amount, as of June 30, 2025 and 2024, $624,649 and $233,029 is restricted for programs and projects, respectively. As of June 30, 2025 and 2024, the remainder of the cash balance is unrestricted and available for general operations.

Unconditional Promises to Give

Unconditional promises to give are recognized as revenues in the period the promise is made. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional. Unconditional promises to give that are expected to be collected in future years have not been discounted to present value as the discount amount is not material to these consolidated financial statements. The Organization considers the amounts to be fully collectible, and no allowance has been deemed necessary.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions

Contributions (including promises to give) are recognized as with donor restrictions or without donor restrictions depending on the existence and/or nature of any donor restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and are reported in the statement of activities as net assets released from restrictions. All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Restricted contributions whose restrictions are met in the same reporting period as received are initially classified as restricted sources of support and then shown as released from restrictions.

Accounts Receivable, Notes Receivable, and Allowance for Credit Losses

The carrying amount of accounts receivable and notes receivable are reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. The Organization had a reserve for uncollectible notes receivable balance of $58,247 for the year ended June 30, 2025 and 2024.

The Organization early adopted ASU 2025-05, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses for Account Receivable and Contract Assets*. This update enabled non-public entities and non-profit organizations to elect a practical expedient and to make an accounting policy election when estimating expected credit losses for accounts receivable in developing reasonable forecast to estimate expected credit losses. Management has assumed that current conditions as of the balance sheet date do not change for the remaining life of the accounts and has elected to consider collection activity after the balance sheet date when estimating expected credit losses. The date through which management evaluated collection activity was through October 20, 2025. The adoption did not have a material effect on the consolidated financial statements.

Property Held for Investment

Property held for investment is carried at the lower of cost or realizable value and consists of land and buildings which are available-for-sale or held for future development.

Property and Equipment

Property and equipment are stated at cost. Expenditures for repairs and maintenance are charged to expense as incurred, and additions and improvements that significantly extend the lives of assets are capitalized. Upon the sale or other retirement of depreciable property, the cost and accumulated depreciation are removed from the related accounts, and any gain or loss is reflected in operations.

Depreciation is provided on the straight-line and accelerated methods based on the estimated useful lives of the depreciable assets.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred Revenue

The Organization reports rent payments received in advance as deferred revenue. The advance collections are subsequently recognized as revenue in the period earned. In addition, the Organization receives sponsorship monies in advance of the related event. The advance collections are subsequently recognized as revenue in the period earned.

Allocated Expenditures

Directly identifiable expenses are charged to event costs, program/project costs, and administrative costs as incurred. Expenses related to more than one function are allocated based on personnel's time. The Organization considers certain costs related to infrastructure and public recreation facility improvements to be program and project costs. The costs are incurred to enhance properties held and maintained by the City of Chattanooga and Hamilton County in accordance with the Organization's stated purpose. Such costs are expensed in the period incurred.

Tax Status

RCC is a nonprofit charitable organization and is exempt from federal income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code. The tax effects of transactions of RCC's wholly owned corporate subsidiary are recognized in the same periods as the related items of income and expenses regardless of when they are recognized for tax purposes.

Uncertain Tax Positions

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, 2022, through June 30, 2025, for federal income tax, the years that remain subject to examination by major tax jurisdictions as of June 30, 2025.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Agency Transactions

From time to time, the Organization enters into agency transactions in which it agrees to solicit contributions from potential donors specifically for the use of a third-party beneficiary. The Organization reports the resources received in connection with agency transactions as liabilities and reports the subsequent distributions to the beneficiary as a reduction of these liabilities. Agency transactions do not affect the Organization's change in net assets.

Advertising Costs

Advertising costs are charged to operations when incurred. Advertising expenses totaled $7,044 and $25,923 for the years ended June 30, 2025 and 2024, respectively.

Investments

Investments are reported at fair values based on publicly quoted market prices when available. Interest, dividends, and net realized and unrealized gains and losses from investments are included in the statement of activities.

The Organization follows FASB ASC 820, *Fair Value Measurements and Disclosures*. This standard defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. It also maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the transparency of inputs as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of June 30. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

Level 2 – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of June 30. The nature of these securities includes investments for which quoted prices are available but traded less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed.

Level 3 – Securities that have little to no pricing observability as of June 30. These securities are measured using management's best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments (Continued)

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the Organization. The Organization considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Organization's perceived risk of that instrument.

Reclassifications

Certain reclassifications have been made to the prior years' consolidated financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of change in net assets or net assets at the end of the year.

NOTE 2 – ACCOUNTS RECEIVABLE

Accounts receivables consist of the following:

	2025	2024	2023
Parking	$ 58,283	$ 38,249	$ 58,492
Sponsorships	12,140	2,500	19,000
Rent	1,138	55,927	22,422
Interest	36,494	36,494	36,494
Other	45,838	3,186	-
	$ 153,893	$ 136,356	$ 136,408

NOTE 3 – NOTES RECEIVABLE

The notes receivable consists of the following:

	2025	2024
4% note receivable from First and Market, L.P. – interest and principal payments contingent on development and sale of the land securing the note.	$ 80,000	$ 80,000
Allowance for uncollectible amount	(58,247)	(58,247)
Current portion	-	-
Long-term portion	$ 21,753	$ 21,753

(Continued)

NOTE 3 – NOTES RECEIVABLE (Continued)

In December 2000, the Organization sold property to First & Market L.P. for $279,900, retaining a note receivable from First & Market, L.P. As of June 30, 2025 and 2024, the balance was $80,000. Included in accounts receivable is accrued interest of $36,494 as of June 30, 2025 and 2024.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following major classifications:

	2025	2024
Land	$ 5,778,828	$ 5,778,828
Buildings	12,765,181	14,386,342
Leasehold improvements	5,038,173	5,053,354
	23,582,182	25,218,524
Accumulated depreciation	(10,183,896)	(10,539,530)
	13,398,286	14,678,994

Other property and equipment:

Furniture and fixtures	431,718	403,094
Equipment	285,540	678,279
	717,258	1,081,373
Accumulated depreciation	(535,052)	(935,627)
	182,206	145,746
	$13,580,492	$14,824,740

NOTE 5 – PROPERTY HELD FOR INVESTMENT

Property held for investment consists of the following:

	2025	2024
Ross Meehan building	$ 300,000	$ 300,000
The Ross Hotel	1,233,951	1,233,951
Kirkman property and improvements	1,217,932	1,217,932
621E MLK	147,124	147,124
	$ 2,899,007	$ 2,899,007

NOTE 6 – LEASE COMMITMENTS AS LESSEE

The Organization follows guidance of ASC 842, *Leases*. The weighted average remaining lease term in years for operating leases is 3.83 years and the weighted average discount rate for operating leases is 2.92%.

(Continued)

NOTE 6 – LEASE COMMITMENTS AS LESSEE (Continued)

The Organization leases commercial space under a long-term lease agreement. The term of the lease runs through September 2029. Under the terms of the lease, the Organization has a minimum lease payment of $36,000 per year and percentage rent of 40% of net rental proceeds. Operating lease cost for the years ended June 30, 2025 and 2024 was $59,099 and $67,638, respectively.

The following is a maturity analysis of the annual undiscounted cash flows of the operating lease payments to be received as of June 30, 2025:

2026	$ 36,000
2027	36,000
2028	36,000
2029	30,000
Total undiscounted cash flows	138,000
Present value discount	(7,276)
Total lease liability	$ 130,724

The Organization also leases certain equipment with various short term lease agreements and monthly payments.

NOTE 7 – OPERATING LEASES AS LESSOR

The Organization leases various properties which generate revenue under operating leases. These properties include retail and office space.

The future revenues under operating leases for retail and office properties with initial or remaining lease terms in excess of one year as of June 30, 2025, are as follows:

Year ending June 30,	
2026	$ 1,480,336
2027	1,483,510
2028	1,441,954
2029	725,013
2030	394,468
Thereafter	953,297
	$ 6,478,578

NOTE 8 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consist of the following:

	2025	2024
1st & Market	$ 9,320	$ 9,320
1602 Market Street	2,678	3,178
Arts District Promenade	1,598	1,598
Art Spark	8,089	8,089
Emerging Producers	27,206	24,673
Evolving the Riverfront	509,001	-
Gratefull	1,817	106
MLK Commercial	26,405	31,406
Patten Square Animation	9,729	9,500
Riverfront Parks	-	39,051
Riverfront Pop up	21,236	100,000
Walnut Hill	7,570	7,570
Other	-	(1,462)
	$ 624,649	$ 233,029

Net assets released from donor restrictions by incurring expenses satisfying the restricted purposes, by the occurrence of events specified by the donor, or by obtaining donor permission are as follows:

	2025	2024
1602 Market Street	$ 499	$ -
Beautification	4,000	9,675
Broad Street Planning	-	4,137
Downtown Recovery Animation	9,740	-
Economic Development Strategies	10,000	18,000
Emerging Producers	36,967	12,827
Evolving the Riverfront	890,999	-
Gratefull	21,789	19,394
Hawk Hill Study	-	49,654
MLK Commercial	5,000	21,014
Miller Park Animation	4,730	18,922
Noon Tunes	2,200	8,000
Patten Parkway Development	-	5,000
Patten Square Animation	13,631	8,131
Riverfront Animation	2,050	15,457
Riverfront Parks	39,051	191,340
Riverfront Pop up	78,764	-
Rock the Riverfront	-	57,125
Sprouts Program	-	28,995
Other	-	33,333
	$ 1,119,420	$ 501,004

NOTE 9 – COMMITMENTS AND CONTINGENCIES

The Organization entered into a joint agreement in 1993 with the City of Chattanooga and the Creative Discovery Museum under which the Organization purchased the Kirkman property in downtown Chattanooga and agreed to expend $2,250,000 toward site improvement and other development costs. In addition, the Organization has agreed to pay to the City of Chattanooga 50% of the proceeds from the sale of the property or subsequent conveyance of the property in excess of the purchase price and development costs. As of June 30, 2025, the cumulative proceeds have not exceeded the threshold of $6,083,298 and there is no intention sell or convey; therefore, no payments have been made to the City of Chattanooga under that agreement.

NOTE 10 – RETIREMENT PLAN

The Organization established a tax deferred retirement plan under Section 401(k) of the Internal Revenue Code. To be eligible for the plan, an employee must have completed 1,000 hours of service and may enter on the following January or July after meeting the requirement.

The Organization makes a biweekly contribution of 4% of employee compensation. Retirement plan contributions totaled $31,586 and $32,182 for the years ended June 30, 2025 and 2024, respectively. Additional profit-sharing amounts may be contributed at the option of the Organization's board of directors. The employer contribution is available to participants who are employed on the last day of the calendar year.

NOTE 11 – TRANSFER TO THE SPORTS AUTHORITY OF THE CITY OF CHATTANOOGA

During 1999, the Organization leased the property known as "Hawk Hill" to the Chattanooga Lookouts baseball club for a one-time lease payment of $260,100. The term of the lease was for 25 years and had a 25-year renewal period. On April 28, 2000, the Organization transferred title to this property to the newly formed The Sports Authority of Chattanooga, Inc. (Sports Authority) under a sales agreement with an option to repurchase. Concurrent with this transfer, the Sports Authority and the Chattanooga Lookouts entered into a 25-year lease agreement with a 25-year renewal option. Under the agreement, the Organization maintained the one-time lease payment previously paid to the Organization by the Chattanooga Lookouts as the sales price and maintained its rights to repurchase the property at the end of the lease term for $100. The renewal option also provides the right to buy back the property for $100 if the lease between the Sports Authority and the Chattanooga Lookouts is terminated for any reason. The Organization has accounted for the transfer as a substitution of lessees under its original lease and, accordingly, has maintained the property and the deferred rental revenue on its consolidated statements of financial position.

On August 29, 2014, the Organization entered into the First Amendment to Extension of Right of Repurchase with The Sports Authority of the City of Chattanooga modifying the terms of the repurchase by increasing the cost of the right of repurchase to $200 and by extending the right to repurchase through the later to occur of October 31, 2049, or the date which is three years after the period when the stadium ceases to be used for a baseball team.

NOTE 12 – CONCENTRATIONS

Private Gifts and Grants

The Organization recorded restricted private gifts and grants from four donors totaling 96% and two donors totaling 84% of total restricted private gifts and grants support in 2025 and 2024, respectively. During 2025 and 2024, the Organization recorded unrestricted private gift and grants from two donors totaling 50% and 100% of total unrestricted private gifts and grants support, respectively.

NOTE 13 – INVESTMENTS

Investments are stated at fair value and consist of the following as of June 30, 2025 and 2024:

2025	Cost	Fair Value	Unrealized Gains (Losses)
Equity mutual funds	$ 1,449,342	$ 1,698,906	$ 249,564
Fixed income mutual funds	2,257,030	2,283,680	26,650
Common stocks	1,100,937	1,735,317	634,380
Government agencies	886,811	893,851	7,040
CD and time deposit	880,000	886,629	6,629
Investment partnership	51,000	51,000	-
	$ 6,625,120	$ 7,549,383	$ 924,263

2024	Cost	Fair Value	Unrealized Gains (Losses)
Equity mutual funds	$ 436,520	$ 642,441	$ 205,921
Fixed income mutual funds	598,517	590,842	(7,675)
Common stocks	562,289	1,092,132	529,843
Government agencies	675,448	676,626	1,178
CD and time deposit	800,000	797,135	(2,865)
Investment partnership	51,000	51,000	-
	$ 3,123,774	$ 3,850,176	$ 726,402

Net investment return consists of the following:

	2025	2024
Interest and dividend income	$ 187,653	$ 155,616
Net realized/unrealized (loss) gain	375,592	256,075
Fees/expenses	(25,071)	(18,856)
Total investment (loss) income	$ 538,174	$ 392,835

(Continued)

NOTE 13 – INVESTMENTS (Continued)

The following table presents reconciliation of activity for the investments.

Balance – June 30, 2023	$ 3,285,671
Net unrealized gain on investments	218,314
Net purchases (sales) of investments	177,658
Reinvested earnings	187,390
Fees/expenses	(18,857)
Balance – June 30, 2024	3,850,176
Net realized/unrealized gain on investments	282,682
Net purchases (sales) of investments	3,253,943
Reinvested earnings	187,653
Fees/expenses	(25,071)
Balance – June 30, 2025	$ 7,549,383

NOTE 14 – FAIR VALUE OF INVESTMENTS

The following table presents the Organization's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis.

		Fair Value Measurements Using:		
June 30, 2025	**Fair Value**	**(Level 1)**	**(Level 2)**	**(Level 3)**
Equity mutual funds	$ 1,698,906	$ 1,698,906	$ -	$ -
Fixed income mutual funds	2,283,680	2,283,680	-	-
Common stocks	1,735,317	1,735,317	-	-
Government agencies	893,851	-	893,851	-
CD and time deposit	886,629	-	886,629	-
Investment in 1st and Cherry	46,000	-	-	46,000
Investment in New Vision at Broad and Fourth	5,000	-	-	5,000
	$ 7,549,383	$ 5,717,903	$ 1,780,480	$ 51,000
June 30, 2024	**Fair Value**	**(Level 1)**	**(Level 2)**	**(Level 3)**
Equity mutual funds	$ 642,441	$ 642,441	$ -	$ -
Fixed income mutual funds	590,842	590,842	-	-
Common stocks	1,092,132	1,092,132	-	-
Government agencies	676,626	-	676,626	-
CD and time deposit	797,135	-	797,135	-
Investment in 1st and Cherry	46,000	-	-	46,000
Investment in New Vision at Broad and Fourth	5,000	-	-	5,000
	$ 3,850,176	$ 2,325,415	$ 1,473,761	$ 51,000

(Continued)

NOTE 14 – FAIR VALUE OF INVESTMENTS (Continued)

Reconciliation of Level 3 investments:

	2025	2024
Beginning balance	$ 51,000	$ 51,000
Purchases	-	-
Transfers	-	-
Sales	-	-
Ending balance	$ 51,000	$ 51,000

NOTE 15 – AVAILABILITY AND LIQUIDITY

The following represents the Organization's financial assets at June 30, 2025:

Financial assets at year-end:	
Cash	$ 3,211,920
Restricted cash	624,649
Accounts receivable, net	153,893
Investments	7,498,383
Total financial assets	11,488,845
Less amounts not available to be used within one year:	
Net assets with donor restrictions	624,649
Financial assets available to meet general expenditures over the next 12 months	$ 10,864,196

As part of the Organization's cash management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. As of June 30, 2025, the Organization has over 100% of its estimated annual operating expenditures in cash.

NOTE 16 – RELATED PARTY TRANSACTIONS

Significant transactions and outstanding balances with board members or companies owned or managed by board members are summarized as follows:

	2025	2024
Support and revenue for:		
Ongoing organizational operations	$ 1,048,565	$ 89,000
Expenses paid for:		
Ongoing organizational operations	402,620	368,145

NOTE 17 – SUBSEQUENT EVENTS

The Organization has evaluated events and transactions subsequent to the consolidated statement of financial position date through October 20, 2025, (the date the consolidated financial statements were available to be issued) for potential recognition or disclosure in the consolidated financial statements. The Organization has not identified any items requiring recognition or disclosure.

SUPPLEMENTARY INFORMATION

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

JUNE 30, 2025

ASSETS

	The RiverCity Company	Southside Renaissance Corporation	Eliminations	Consolidated
CURRENT ASSETS				
Cash	$ 3,211,920	$ -	$ -	$ 3,211,920
Restricted cash	624,649	-	-	624,649
Accounts receivable	153,893	-	-	153,893
Investments	7,498,383	-	-	7,498,383
Prepaid expenses	22,280	-	-	22,280
Total current assets	11,511,125	-	-	11,511,125
PROPERTY AND EQUIPMENT, net	13,580,492	-	-	13,580,492
OTHER ASSETS				
Right-of-use asset - operating	130,724	-	-	130,724
Property held for investment	2,899,007	-	-	2,899,007
Investment partnership	51,000	-	-	51,000
Notes receivable, net	21,753	-	-	21,753
Total other assets	3,102,484	-	-	3,102,484
TOTAL ASSETS	$ 28,194,101	$ -	$ -	$ 28,194,101

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES				
Operating lease - current portion	$ 32,706	$ -	$ -	$ 32,706
Accounts payable and accrued expenses	256,388	-	-	256,388
Current portion of deferred revenue	34,455	-	-	34,455
Total current liabilities	323,549	-	-	323,549
LONG-TERM LIABILITIES				
Operating lease	98,018	-	-	98,018
Deferred revenue	3,500	-	-	3,500
Total long-term liabilities	101,518	-	-	101,518
NET ASSETS				
Without donor restrictions	27,144,385	-	-	27,144,385
With donor restrictions	624,649	-	-	624,649
Total net assets	27,769,034	-	-	27,769,034
TOTAL LIABILITIES AND NET ASSETS	$ 28,194,101	$ -	$ -	$ 28,194,101

THE RIVERCITY COMPANY AND SUBSIDIARY

CONSOLIDATING STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30, 2025

	The RiverCity Company - Operations					
	Without Donor Restrictions	With Donor Restrictions	The RiverCity Company	Southside Renaissance Corporation	Eliminations	Consolidated
SUPPORT AND REVENUES						
Private gifts and grants	$ 35,000	$ 1,511,040	$ 1,546,040	$ -	$ -	$ 1,546,040
Interest income	37,209	-	37,209	1	-	37,210
Rental income	2,126,953	-	2,126,953	-	-	2,126,953
Event income	54,923	-	54,923	-	-	54,923
Other	-	-	-	2,699	-	2,699
Parking income	504,040	-	504,040	-	-	504,040
Note payable forgiveness	119,272	-	119,272	-	(119,272)	-
Net realized and unrealized gains on investments	538,174	-	538,174	-	-	538,174
Gain (loss) on investment in subsidiary	(50,000)	-	(50,000)	-	50,000	-
Gain on sale of property	2,912,935	-	2,912,935	-	-	2,912,935
	6,278,506	1,511,040	7,789,546	2,700	(69,272)	7,722,974
Net assets released from restrictions	1,119,420	(1,119,420)	-	-	-	-
Total support and revenues	7,397,926	391,620	7,789,546	2,700	(69,272)	7,722,974
EXPENSES						
Event costs	505,115	-	505,115	-	-	505,115
Program and project costs	3,253,154	-	3,253,154	-	-	3,253,154
Administrative costs	503,351	-	503,351	120,454	(119,272)	504,533
Total expenses	4,261,620	-	4,261,620	120,454	(119,272)	4,262,802
CHANGE IN NET ASSETS	3,136,306	391,620	3,527,926	(117,754)	50,000	3,460,172
NET ASSETS - beginning of year	24,008,079	233,029	24,241,108	117,754	(50,000)	24,308,862
NET ASSETS - end of year	$ 27,144,385	$ 624,649	$ 27,769,034	$ -	$ -	$ 27,769,034

Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements

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

Date: APR 0 5 2007

The RiverCity Company
850 Market St, Miller Plaza, 2nd Fl
Chattanooga, TN 37402

Employer Identification Number:
62-1273871
Person to Contact - ID#:
Sirijun Mayi - # 31-07372
Contact Telephone Number:
877-829-5500 Phone
Public Charity Status:
509(a)(3)

Dear Applicant:

Our letter dated March 1987 stated that you were exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code and classified as a public charity under section 509(a)(3) of the Code.

Based on the information you submitted, we have determined that you are a Type 2 supporting organization under section 509(a)(3). A Type 1 is operated, supervised, or controlled by, a Type 2 is supervised or controlled in connection with, and a Type 3 is operated in connection with one or more publicly supported organizations. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, 800-829-3676. Information is also available on our Internet Web Site at www.irs.gov.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

If you have any questions, please call our toll free number shown in the heading of this letter.

Sincerely,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

CC: Allen L McCallie, Esq
Ashley R Commins, Esq

Tre Hargett
Secretary of State

Division of Business and Charitable Organizations
Department of State
State of Tennessee
312 Rosa L. Parks Avenue, 6th Floor
Nashville, Tennessee 37243
Phone: 615-741-2286
sos.tn.gov/

Laura Catalanotto
850 MARKET STREET, SUITE 200
CHATTANOOGA, TN 37402, USA

10/07/2025

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepencies.

Entity Name:	THE RIVERCITY COMPANY		
SOS Control #:	000168838	Initial Filing Date:	02/27/1986
Entity Type:	Nonprofit Corporation	Formation Locale:	TENNESSEE
Status:	Active	Duration Term:	Perpetual
Fiscal Year Close:	June	Annual Report Due:	10/01/2026
Business County:	HAMILTON		
Benefit Type:	Public Benefit Corporation	Religious Type:	Non-Religious

Document Receipt

Receipt #: 2025-700508	Filing Fee:	$20.00
Payment: eCheck - 3907333875		$20.00

Annual Report Due Date: 10/01/2025
Next Annual Report Due: 10/01/2026
Annual Report Date Filed: 10/07/2025
Tracking Number: B2025798113

This will acknowledge the filing of the attached Annual Report with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number above.

Tre Hargett
Secretary of State

Event History

Annual Report Due Date changed from: 10/1/2025 to: 10/1/2026
Annual Report Status changed from: Delinquent to: Good
Officers Changed

Tracking Number
B2025798113

Annual Report

Division of Business and Charitable Organizations
Department of State
State of Tennessee
312 Rosa L. Parks Avenue, 6th Floor
Nashville, Tennessee 37243
Phone: 615-741-2286
sos.tn.gov/businesses

Control #: 000168838
Filed: 10/07/2025 02:18 PM
Tre Hargett
Secretary of State

Tre Hargett
Secretary of State

Entity Information

Business Name: THE RIVERCITY COMPANY

Entity Type: Non-Profit Corporation

Control Number: 000168838

Place of Formation: TENNESSEE

Principal Office Address:
850 MARKET ST STE 200
USA, CHATTANOOGA, TN 37402-2654

Mailing Address:
850 MARKET ST STE 200
USA, CHATTANOOGA, TN 37402-2654

Nature of Business (NAICS):

Officer Information

TOM WHITE
850 MARKET ST STE 200
CHATTANOOGA, TN 37402, USA
President

MARTHA CULP MILLENER
605 CHESTNUT ST STE 1700
CHATTANOOGA, TN 37450, USA
Secretary

LESLIE GOWER
1601 GULF ST STE 300
CHATTANOOGA, TN 37408, USA
Director

JASON PROVONSHA
328 BRD ST
CHATTANOOGA, TN 37402, USA
Vice President

TIM KELLEY
101 E 11TH ST #100
CHATTANOOGA, TN 37402, USA
Director

EMILY MACK
850 MARKET ST 2ND FLOOR
CHATTANOOGA, TN 37402, USA
Chief Executive Officer (CEO)

MARTHA LEIPER
1 FOUNTAIN SQ STE 1
CHATTANOOGA, TN 37402, USA
Treasurer

JENNIFER GOODMAN
629 MARKET ST #100
CHATTANOOGA, TN 37402, USA
Director

JOHN DE NYSSCHEN
1617 WILCOX BLVD
CHATTANOOGA, TN 37406, USA
Director

SUSAN HARRIS
736 MARKET ST STE 800
CHATTANOOGA, TN 37402, USA
Director

WESTON WAMP
FOUNTAIN SQUARE ROOM 208
CHATTANOOGA, TN 37402, USA
Director

CHARLES WOOD
811 BRD ST STE 100
CHATTANOOGA, TN 37402, USA
Director

DAVID WADE
10 W MLK BLVD
CHATTANOOGA, TN 37402, USA
Director

JAMES MCKISSIC
301 E 11TH ST STE 300
CHATTANOOGA, TN 37403, USA
Director

BRENT GOLDBERG
615 MCCALLIE AVE
CHATTANOOGA, TN 37403, USA
Director

ELIZABETH AHMED
1 FOUNTAIN SQUARE
CHATTANOOGA, TN 37402, USA
Director

JENNY HILL
1000 LINDSAY ST
CHATTANOOGA, TN 37402, USA
Director

DAN PRATT
1101 MARKET ST
CHATTANOOGA, TN 37402, USA
Director

KEN SMITH
625 GEORGIA AVE #401
CHATTANOOGA, TN 37402, USA
Director

ANDY WOOD
1 BROAD ST
CHATTANOOGA, TN 37402, USA
Director

Registered Agent Information

EMILY MACK
850 MARKET ST FL 2
CHATTANOOGA, TN 37402

Signature

☑ By entering my name in the space provided below, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day.

Signed Electronically: EMILY MACK **Date:** 10/07/2025

Title: PRESIDENT/CEO

Tre Hargett
Secretary of State

Division of Business and Charitable Organizations
Department of State
State of Tennessee
312 Rosa L. Parks Avenue, 6th Floor
Nashville, Tennessee 37243
Phone: 615-741-2286
sos.tn.gov/

Date: 10/07/2025

Invoice: 2025-700508

Customer Information

Laura Catalanotto
THE RIVERCITY COMPANY
850 MARKET STREET, SUITE 200
CHATTANOOGA, TN 37402, USA

Tracking #	Description	Amount Paid
B2025798113	2025 Annual Report for THE RIVERCITY COMPANY (Corporation Filings)	$ 20.00

Payment Details

Fee Total:	$ 20.00
Payment Total:	$ 20.00
Amount Due:	$ 0.00

Payment Method

Payment Type: eCheck
Check/Confirmation Number: 3907333875