Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

For calendar year 2022, or tax year beginning 01-01-2022 , and ending 12-31-2022

Name of foundation
Gold Bay Foundation
co Kerrie Blevins Consulting

A Employer identification number
47-4002921

Number and street (or P.O. box number if mail is not delivered to street address)
729 North Washington Ave 6th Fl

Room/suite

B Telephone number (see instructions)
(612) 328-9924

City or town, state or province, country, and ZIP or foreign postal code
Minneapolis, MN 55401

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here............ ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here .... ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16)* ▶$ 28,029,739

J Accounting method: ☐ Cash ☐ Accrual
☑ Other (specify) Modified Cash
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here .... ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	22,544			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	325,079	325,079		
	4	Dividends and interest from securities . . .	322,225	322,225		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	801,377			
	b	Gross sales price for all assets on line 6a 5,844,094				
	7	Capital gain net income (from Part IV, line 2) . . .		801,377		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-146,772	-41,874		
	12	**Total.** Add lines 1 through 11	1,324,453	1,406,807		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,605			6,605
	c	Other professional fees (attach schedule)	302,148	185,343		116,805
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	34,500			
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,433			1,433
	22	Printing and publications				
	23	Other expenses (attach schedule)	494	210		284
	24	**Total operating and administrative expenses.** Add lines 13 through 23	345,180	185,553		125,127
	25	Contributions, gifts, grants paid	1,950,656			1,950,656
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,295,836	185,553		2,075,783
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-971,383			
	b	**Net investment income** (if negative, enter -0-)		1,221,254		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	345,727	596,861	596,861
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	1,343,139	882,430	882,430
b	Investments—corporate stock (attach schedule)	14,577,514	10,869,631	10,869,631
c	Investments—corporate bonds (attach schedule)	1,706,179	2,510,643	2,510,643
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	16,556,971	13,170,174	13,170,174
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	34,529,530	28,029,739	28,029,739
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here** ▶ ☑ **and complete lines 24, 25, 29 and 30.**			
24	Net assets without donor restrictions	34,529,530	28,029,739	
25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ **and complete lines 26 through 30.**			
26	Capital stock, trust principal, or current funds			
27	Paid-in or capital surplus, or land, bldg., and equipment fund			
28	Retained earnings, accumulated income, endowment, or other funds			
29	**Total net assets or fund balances** (see instructions)	34,529,530	28,029,739	
30	**Total liabilities and net assets/fund balances** (see instructions)	34,529,530	28,029,739	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	34,529,530
2	Enter amount from Part I, line 27a	2	-971,383
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,558,147
5	Decreases not included in line 2 (itemize) ▶	5	5,528,408
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	28,029,739

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	Sale of Publicly Traded Secuties	P	2000-01-01	2022-12-31
b	Capital Gain Distributions	P	2000-01-01	2022-12-31
c	Partnership Captital Gains	P	2000-01-01	2022-12-31
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,360,393		5,042,717	317,676
b	336,597			336,597
c	147,104			147,104
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				317,676
b				336,597
c				147,104
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	801,377
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary–see instructions)**	1	16,975
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	16,975
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	16,975
6	Credits/Payments:		
a	2022 estimated tax payments and 2021 overpayment credited to 2022	6a	33,057
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	33,057
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2221 is attached.	8	114
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	15,968
11	Enter the amount of line 10 to be: **Credited to 2023 estimated tax** ▶ 15,968 **Refunded** ▶	11	

Part VI-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the taxable year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VI-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Kerrie Blevins Telephone no. ▶(612) 328-9924

Located at ▶1330 Lagoon Avenue 4th Floor Minneapolis MN ZIP+4 ▶55408

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2022, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign			

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	Yes	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)		No
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)		No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
c	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
d	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2022?	1d		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?	2a		No
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2022 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2022.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b		No

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)		No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
c	Organizations relying on a current notice regarding disaster assistance check ▶ ☐			
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*	5d		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	8		No

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Barbara Gold Lurie 1330 Lagoon Avenue 4th Floor Minneapolis, MN 55408	Pres/Dir 1.00	0		
Keith Lurie 1330 Lagoon Avenue 4th Floor Minneapolis, MN 55408	Treas/Sec/Dir 1.00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Evercore Wealth Management 55 East 52nd Street New York, NY 10055	Investment Mgmt	156,142
Kerrie Blevins Consulting 1330 Lagoon Avenue Floor 4 Minneapolis, MN 55408	Consulting	146,006

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part VIII- Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part VIII- Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 . . . . ▶	

Part IX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	30,021,328
b	Average of monthly cash balances	1b	596,524
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	30,617,852
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,617,852
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	459,268
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3	5	30,158,584
6	**Minimum investment return.** Enter 5% (0.05) of line 5	6	1,507,929

Part X Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part IX, line 6	1	1,507,929
2a	Tax on investment income for 2022 from Part V, line 5 — 2a: 16,975		
b	Income tax for 2022. (This does not include the tax from Part V.) — 2b:		
c	Add lines 2a and 2b	2c	16,975
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,490,954
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,490,954
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	1,490,954

Part XI Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,075,783
b	Program-related investments—total from Part VIII-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part XII, line 4	4	2,075,783

Part XII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7					1,490,954
2 Undistributed income, if any, as of the end of 2022:					
a Enter amount for 2021 only.					
b Total for prior years: 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2022:					
a From 2017.					
b From 2018.	61,890				
c From 2019.					
d From 2020.	603,817				
e From 2021.	283,435				
f **Total** of lines 3a through e		949,142			
4 Qualifying distributions for 2022 from Part XI, line 4: ▶ $ 2,075,783					
a Applied to 2021, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2022 distributable amount					1,490,954
e Remaining amount distributed out of corpus		584,829			
5 Excess distributions carryover applied to 2022. *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		1,533,971			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount —see instructions					
e Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount—see instructions					
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2017 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2023.** Subtract lines 7 and 8 from line 6a		1,533,971			
10 Analysis of line 9:					
a Excess from 2018	61,890				
b Excess from 2019					
c Excess from 2020. . . .	603,817				
d Excess from 2021	283,435				
e Excess from 2022	584,829				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2022, enter the date of the ruling . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2022	**(b)** 2021	**(c)** 2020	**(d)** 2019	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . .					
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XIV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Temple of Israel 2324 Emerson Ave S Minneapolis, MN 55405	N/A	PC	Voices 2022	10,000
Minnesota Orchestral Association PO Box 86 Minneapolis, MN 55486	N/A	PC	Symphony Ball	10,000
Trust for Public Land 101 Montgomery St Suite 900 San Francisco, CA 94104	N/A	PC	General Operating Support	75,000
Friends of Hennepin County Library 300 Nicollet Mall Minneapolis, MN 55401	N/A	PC	General Operating Support	5,000
University of Minnesota Foundation 200 Oak Street SE Ste 500 Minneapolis, MN 55455	N/A	PC	Solar Vehicle Project	2,500
University of Minnesota Foundation 200 Oak Street SE Ste 500 Minneapolis, MN 55455	N/A	PC	College Pathways Fund	65,156
Conservation Minnesota 1101 West River Pkwy Ste 250 Minneapolis, MN 55415	N/A	PC	Tell Minnesota Climate Success Story	50,000
Minnesota Council of Nonprofits 2314 University Ave West 20 Minneapolis, MN 55114	N/A	PC	2022 Voter Engagement	100,000
Schwab Charitable PO Box 628298 Orlando, FL 32862	N/A	PC	General Operating Support	1,150,000
Advocates for Human Rights 330 Second Avenue South Suite 800 Minneapolis, MN 55401	N/A	PC	General Operating Support	1,000
Wild Rivers Conservancy of the St C PO Box 655 St Croix Falls, WI 54024	N/A	PC	General Operating Support	10,000
Minnesota Orchestral Association PO Box 86 Minneapolis, MN 55486	N/A	PC	Partner With A Section	100,000
American Academy of Hospice Palliat 8735 West Higgins Road Suite 300 Chicago, IL 60631	N/A	PC	Alyssa L Bogetz Educational Fund	15,000
Doctors Without Borders 40 Rector St 16th Floor New York, NY 10006	N/A	PC	General Operating Support	5,000
Fresh Energy 408 Saint Peter Street Suite 350 Saint Paul, MN 55102	N/A	PC	General Operating Support	100,000
Friends of St Paul Public Library 332 Minnesota Street Suite W1420	N/A	PC	General Operating Support	1,000

Saint Paul, M N 55101				
Georgia Alliance Education Fund Inc PO Box 170495 Atlanta, G A 30317	N/A	P C	General Operating Support	45,000
Instituto Lab 221 E Indianola Avenue Phoenix, A Z 85012	N/A	P C	General Operating Support	45,000
Georgia Alliance Education Fund Inc PO Box 170495 Atlanta, G A 30317	N/A	P C	General Operating Support	50,000
Neo Philanthropy 1001 6th Ave 12th Fl New York, N Y 10018	N/A	P C	General Operating Support	45,000
PA Alliance Foundation 121 S Broad St Ste 400 Philadelphia, P A 19107	N/A	P C	General Operating Support	45,000
Razom Inc 140 2nd Ave Suite 305 New York, N Y 10003	N/A	P C	General Operating Support	5,000
Schubert Club 75 W 5th Street Saint Paul, M N 55102	N/A	P C	140th Anniversary Campaign	10,000
Sunflower of Peace PO Box 600680 Newton, M A 02460	N/A	P C	General Support	5,000
Temple of Israel 2324 Emerson Ave S Minneapolis, M N 55405	N/A	P C	Safety & Security	1,000
Total . . . . ▶ **3a**				1,950,656
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	325,079	
4 Dividends and interest from securities			14	322,225	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	801,377	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Partnership Income	901101	-115,510	14	-31,262	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-115,510		1,417,419	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,301,909

(See worksheet in line 13 instructions to verify calculations.)

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVI Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date: 2023-11-12 | Title

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☑ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Erik Satow				P01410341

Firm's name ▶ Fontanello Duffield & Otake LLP — Firm's EIN ▶ 37-1420474

Firm's address ▶ 44 Montgomery Street Suite 1305, San Francisco, CA 94104 — Phone no. (415) 983-0200

Additional Data

Return to Form

Software ID: 22015553
Software Version: 2022v5.0

Form 990PF - Special Condition Description:

Special Condition Description

TY 2022 IRS 990 e-File Render

Name: Gold Bay Foundation
co Kerrie Blevins Consulting

EIN: 47-4002921

Software ID: 22015553

Software Version: 2022v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation Fees	6,605	0	0	6,605

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Software Version: 2022v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SSM Health Care, 3.688% 6/1/23	99,361	99,361
Prudential Financial, Var Cpn 6/15/43	98,250	98,250
Glaxosmithkline Capital, 0.534% 10/1/23	241,903	241,903
Toyota Motor Credit, 0.5% 8/14/23	243,245	243,245
American Express Credit 3.4% 2/27/23	99,927	99,927
The Nature Conservancy 0.467% 7/1/23	97,631	97,631
Boeing Co 2.196% 2/4/26	90,856	90,856
American Tower Corp 1.45% 9/15/26	87,254	87,254
Walmart Inc 1.05% 9/17/26	88,556	88,556
AutoZone Inc, 2.875% 1/15/23	124,921	124,921
Enterprise Products 3.35% 3/15/23	99,709	99,709
Morgan Stanley, 4.1% 5/22/23	273,994	273,994
Georgia Power Co, 2.1% 7/30/23	245,653	245,653
Sprint Corp, 7.875% 9/15/23	101,399	101,399
Citigroup Global Mkts, 5.5% 11/16/23	249,873	249,873
Constellation Brands Inc, 4.75% 11/15/24	99,242	99,242
Cigna Corp, 4.375% 10/15/28	96,443	96,443
Delta Air Lines, 2.0% 12/10/29	72,426	72,426

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Name of Stock	End of Year Book Value	End of Year Fair Market Value
Nike Inc, 2,300 Sh	269,123	269,123
Home Depot, 1,375 Sh	434,307	434,307
Amazon.com, 3,000 Sh	252,000	252,000
Costco Wholesale Corp, 775 Sh	353,787	353,787
Medtronic PLC, 1,300 Sh	101,036	101,036
Thermo Fisher Scientific Inc, 1,000 Sh	550,690	550,690
Microsoft Corp, 2,325 Sh	557,582	557,582
Alphabet Inc C, 4,000 Sh	354,920	354,920
Apple Inc, 5,125 Sh	665,891	665,891
Alphabet Inc A, 760 Sh	67,055	67,055
TJX Cos Inc, 2,950 Sh	234,820	234,820
UnitedHealth Group, 1,160 Sh	615,009	615,009
BlackRock Inc CL A, 425 Sh	301,168	301,168
CBRE Group, 3,850 Sh	296,296	296,296
Chubb Ltd, 1,650 Sh	363,990	363,990
Texas Instruments, 2,075 Sh	342,832	342,832
Accenture PLC CL A, 1,260 Sh	336,218	336,218
Adobe Sys Inc, 775 Sh	260,811	260,811
Celanese Corp, 2,175 Sh	222,372	222,372
Abbott Labs, 3,350 Sh	367,796	367,796
Berkshire Hathaway, 875 Sh	270,288	270,288
Mastercard Inc, 1,150 Sh	399,890	399,890
Applied Materials, 1,050 Sh	102,249	102,249
Borg Warner Automotive, 5,800 Sh	233,450	233,450
Blackstone Group Inc, 4,500 Sh	333,855	333,855
Morgan Stanley, 4,300 Sh	365,586	365,586
Ss&C Technologies, 3,950 Sh	205,637	205,637
CDW Corp, 1,750 Sh	312,515	312,515
Ansys Inc, 485 Sh	117,171	117,171
McDonalds Corp, 835 Sh	220,047	220,047
Constellation Brands Inc, 1,125 Sh	260,719	260,719
Williams Cos Inc, 8,900 Sh	292,810	292,810
JPMorgan Chase, 1,635 Sh	219,253	219,253
Generac Holdings, 650 Sh	65,429	65,429
NVIDIA Corp, 925 Sh	135,179	135,179
Morgan Stanley, 2,250 Sh	51,772	51,772
Wisdomtree US Largecap, 5,425 Sh	336,078	336,078

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EIN:	47-4002921
Software ID:	22015553
Software Version:	2022v5.0
US Government Securities - End of Year Book Value:	144,404
US Government Securities - End of Year Fair Market Value:	144,404
State & Local Government Securities - End of Year Book Value:	738,026
State & Local Government Securities - End of Year Fair Market Value:	738,026

TY 2022 IRS 990 e-File Render

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Software Version: 2022v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Thrive Bio Science	FMV	100,000	100,000
iShares Core S&P 500 ETF, 8,500 Sh	FMV	3,265,785	3,265,785
Vanguard 500 Indx, 1,480.83 Sh	FMV	524,377	524,377
SPDR S&P 500 ETF, 1,340 Sh	FMV	512,456	512,456
American Tower Corp, 1,250 Sh	FMV	264,825	264,825
Infinity Q Divers, 88,377.95 Sh	FMV	2,209	2,209
Accolade Vi-C Thoma Bravo	FMV	497,584	497,584
Icapital - Insight Access Fund, LP	FMV	964,489	964,489
Accolade Partners VII	FMV	719,144	719,144
AG Realty Fund X, LP	FMV	438,053	438,053
Wave Equity Fund II LP	FMV	959,919	959,919
Vanguard Hi Yield Corp, 117,140.75 Sh	FMV	603,275	603,275
Gqg Part Emerg Mkt, 32,239.33 Sh	FMV	407,183	407,183
Fortress Credit Opps Fund V	FMV	174,990	174,990
Sharenett Qed6 Fund	FMV	920,029	920,029
Accolade Partners Blockchain I	FMV	77,956	77,956
Accolade Qed Vii Growth	FMV	257,402	257,402
Usra Net Lease IV	FMV	373,502	373,502
Btas 2016	FMV	319,177	319,177
Golub Capital 11 Offshore	FMV	649,390	649,390
Harbert VI Offshore	FMV	431,951	431,951
True Green Capital III, LP	FMV	706,478	706,478

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Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	210	210		
Filing Fees	235			235
Postage & Shipping	49			49

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Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	-146,772	-41,874	

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foundation Management Fees	146,006	29,201	0	116,805
Investment Management Fees	156,142	156,142	0	0

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Software Version: 2022v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	34,500			