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
2024
Open to Public Inspection

For calendar year 2024, or tax year beginning 01-01-2024 , and ending 12-31-2024

Name of foundation
Gold Bay Foundation

A Employer identification number
47-4002921

Number and street (or P.O. box number if mail is not delivered to street address)
729 N Washington Ave
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)* ▶$ 32,297,789

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities . . .	521,740	511,916		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,034,389			
	b	Gross sales price for all assets on line 6a 6,785,331				
	7	Capital gain net income (from Part IV, line 2) . . .		2,027,911		
	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)	-69,661	-55,515		
	12	**Total.** Add lines 1 through 11	2,486,468	2,484,312		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	312,364	190,644		121,720
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	64,779	2		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	397	15		382
	24	**Total operating and administrative expenses.** Add lines 13 through 23	377,540	190,661		122,102
	25	Contributions, gifts, grants paid	2,526,000			2,526,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,903,540	190,661		2,648,102
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-417,072			
	b	**Net investment income** (if negative, enter -0-)		2,293,651		
	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	387,831	1,041,790	1,041,790
	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)	1,652,009	1,368,648	1,368,648
	b	Investments—corporate stock (attach schedule)	12,886,365	14,880,919	14,880,919
	c	Investments—corporate bonds (attach schedule)	2,121,528	1,540,200	1,540,200
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	13,757,207	13,466,232	13,466,232
	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)	30,804,940	32,297,789	32,297,789
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	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			
	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	0	0	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	30,804,940	32,297,789	
	29	**Total net assets or fund balances** (see instructions)	30,804,940	32,297,789	
	30	**Total liabilities and net assets/fund balances** (see instructions)	30,804,940	32,297,789	

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	30,804,940
2	Enter amount from Part I, line 27a	2	-417,072
3	Other increases not included in line 2 (itemize) ▶	3	1,909,921
4	Add lines 1, 2, and 3	4	32,297,789
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	32,297,789

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 Securities	P		2024-12-31
b	Capital Gain Distributions	P		2024-12-31
c	Partnership Capital Gains	P		2024-12-31
d	Partnership Capital Gains - UBTI	P		
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	6,580,182		4,750,942	1,829,240
b	3,384			3,384
c	195,287		6,478	188,809
d	6,478			6,478
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				1,829,240
b				3,384
c				188,809
d				6,478
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	2,027,911
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	31,882
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	0
3	Add lines 1 and 2.			3	31,882
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	31,882
6	Credits/Payments:				
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a	47,086		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d	7	47,086		
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.	8	54		
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	15,150		
11	Enter the amount of line 10 to be: **Credited to 2025 estimated tax** ▶ 15,150 **Refunded** ▶	11	0		

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. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
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) ▶ MN, DE			
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 2024 or the taxable year beginning in 2024? 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
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 ▶ 729 North Washington Ave 6th Fl Minneapolis MN ZIP+4 ▶ 55401

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 2024, 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 country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)		No
	(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		
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 2024?	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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?	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 2024 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 2024.)*	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 2024?	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?	5d		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
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?	6b		No
	If "Yes" to 6b, file Form 8870.			
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 729 N Washington Ave 6th Fl Minneapolis, MN 55401	Pres/Dir 1.00	0	0	0
Keith Lurie 729 N Washington Ave 6th Fl Minneapolis, MN 55401	Treas/Sec/Dir 1.00	0	0	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 ▶ 0

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	160,214
Kerrie Blevins Consulting 729 N Washington Ave 6th Fl Minneapolis, MN 55401	Consulting	152,150

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

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 . . . . ▶	0

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	31,148,542
b	Average of monthly cash balances			1b	563,751
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	31,712,293
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	0
3	Subtract line 2 from line 1d			3	31,712,293
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			4	475,684
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3			5	31,236,609
6	**Minimum investment return.** Enter 5% (0.05) of line 5			6	1,561,830

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	1,561,830
2a	Tax on investment income for 2024 from Part V, line 5	2a	31,882		
b	Income tax for 2024. (This does not include the tax from Part V.)	2b			
c	Add lines 2a and 2b			2c	31,882
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,529,948
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,529,948
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1			7	1,529,948

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	2,648,102
b	Program-related investments—total from Part VIII-B	1b	0
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	2,648,102

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				1,529,948
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only.			0	
b Total for prior years: 20 ___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2024:				
a From 2019.				
b From 2020. 603,817				
c From 2021. 283,435				
d From 2022. 584,829				
e From 2023.				
f **Total** of lines 3a through e	1,472,081			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ $ 2,648,102				
a Applied to 2023, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2024 distributable amount				1,529,948
e Remaining amount distributed out of corpus	1,118,154			
5 Excess distributions carryover applied to 2024. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,590,235			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
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		0		
d Subtract line 6c from line 6b. Taxable amount —see instructions		0		
e Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				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)	0			
8 Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2025.** Subtract lines 7 and 8 from line 6a	2,590,235			
10 Analysis of line 9:				
a Excess from 2020 603,817				
b Excess from 2021 283,435				
c Excess from 2022. . . . 584,829				
d Excess from 2023				
e Excess from 2024 1,118,154				

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 2024, 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) 2024	**(b)** 2023	**(c)** 2022	**(d)** 2021	
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 XV 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*				
Minnesota Orchestral Association PO Box 86 Minneapolis, MN 55486	N/A	PC	Partner with A Section	100,000
Schwab Charitable PO Box 628298 Orlando, FL 32862	N/A	PC	General Operating Support	2,350,000
Minnesota Orchestral Association PO Box 86 Minneapolis, MN 55486	N/A	PC	2024 Symphony Ball	10,000
Temple of Israel 2323 Fremont Ave S Minneapolis, MN 55405	N/A	PC	Voices 2024	10,000
Scandia Heritage Alliance PO Box 159 Scandia, MN 55073	N/A	PC	Support for the Water Tower Barn	10,000
Minnesota Orchestral Association PO Box 86 Minneapolis, MN 55486	N/A	PC	Fund the Music	25,000
University of Minnesota Foundation 200 Oak Street SE Ste 500 Minneapolis, MN 55455	N/A	PC	Solar Vehicle Project	2,500
Wild Rivers Conservancy of the St Croix PO Box 655 St Croix Falls, WI 54024	N/A	PC	General Operating Support	10,000
Friends of Hennepin County Library 300 Nicollet Mall Minneapolis, MN 55401	N/A	PC	General Operating Support	5,000
Advocates for Human Rights 330 Second Avenue South Suite 800 Minneapolis, MN 55401	N/A	PC	General Operating Support	1,000
Friends of St Paul Public Library 2610 University Ave W Saint Paul, MN 55114	N/A	PC	General Operating Support	2,500
Total . . . . ▶ **3a**				2,526,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					
4 Dividends and interest from securities	901101	237	14	521,503	
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			14	241	
8 Gain or (loss) from sales of assets other than inventory	901101	6,478	18	2,027,911	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Partnership Ordinary and Rental Income	901101	-13,831	14	-9,375	
b Partnership Other Income	901101	-315	14	-46,381	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-7,431		2,493,899	0

13 Total. Add line 12, columns (b), (d), and (e). . . . 13 2,486,468

(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: 2025-11-13	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
Janeen K Steffel		2025-11-13		P00236715

Firm's name ▶ Abdo LLP	Firm's EIN ▶41-1397419
Firm's address ▶ 100 Warren St STE 600 Mankato, MN 56001	Phone no. (507) 625-2727

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Tower Corp 4.000%	99,532	99,532
Bank of NY Mellon VAR	48,817	48,817
CIGNA Corp 4.375%	98,028	98,028
Enterprise Products 5.050%	150,733	150,733
GATX Corp 5.400%	252,802	252,802
Honeywell International Inc 4.950%	250,105	250,105
Oracle Corp 4.200%	193,194	193,194
PNC Bank 5.9%	200,614	200,614
Shell International 2.875%	146,656	146,656
Walt Disney Co. 3.35%	99,719	99,719

Name: Gold Bay Foundation

EIN: 47-4002921

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Abbot Labs, 3,350 Sh	378,918	378,918
Accenture PLC, 1,260	443,255	443,255
Adobe Inc, 710 Sh	315,723	315,723
Alphabet Inc A, 760 Sh	143,868	143,868
Alphabet Inc C, 3,275 Sh	623,691	623,691
Amazon.com, 3,175 Sh	696,563	696,563
Ansys Inc, 485 Sh	163,605	163,605
Apple Inc, 4,400 Sh	1,101,848	1,101,848
Autozone Inc, 110 Sh	352,220	352,220
Berkshire Hathaway, 780 Sh	353,558	353,558
BlackRock Inc, 425 Sh	435,672	435,672
Blackstone Inc, 3,700 Sh	637,954	637,954
Borg Warner Automotive Inc, 4,975 Sh	158,155	158,155
Builders Firstsource Inc, 1,875 Sh	267,994	267,994
CBRE Group Inc, 3,000 Sh	393,870	393,870
CDW Corp, 1,625 Sh	282,815	282,815
Chubb Ltd	428,265	428,265
Constellation Brands Inc, 1,275 Sh	281,775	281,775
Costco Wholesale Corp, 710 Sh	650,552	650,552
Crocs Inc, 1,375 Sh	150,604	150,604
Fiserv Inc, 775 Sh	159,201	159,201
Home Depot, 1,375 Sh	534,861	534,861
JP Morgan Chase, 1,635 Sh	391,926	391,926
MasterCard Inc, 1,150 Sh	605,556	605,556
McDonalds Corp, 775 Sh	224,665	224,665
Medtronic PLC, 1,300 Sh	103,844	103,844
Microsoft Corp, 2,325 Sh	979,988	979,988
Morgan Stanley, 4,300 Sh	540,596	540,596
Novo Nordisk, 1,550 Sh	133,331	133,331
NVIDIA Corp, 8,750 Sh	1,175,037	1,175,037
Thermo Fisher, 855 Sh	444,797	444,797
TJX Cos Inc, 2,950 Sh	356,389	356,389
United Health Group Inc, 965 Sh	488,155	488,155
Williams Co Inc, 9,000 Sh	481,668	481,668

TY 2024 IRS 990 e-File Render

Name:	Gold Bay Foundation
EIN:	47-4002921
US Government Securities - End of Year Book Value:	750,576
US Government Securities - End of Year Fair Market Value:	750,576
State & Local Government Securities - End of Year Book Value:	618,072
State & Local Government Securities - End of Year Fair Market Value:	618,072

Name: Gold Bay Foundation

EIN: 47-4002921

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Accolade Partners Blockchain I	FMV	112,413	112,413
Accolade Partners VII	FMV	711,960	711,960
Accolade Qed Vii Growth	FMV	314,191	314,191
Accolade Vi-C Thoma Bravo	FMV	378,992	378,992
AG Realty Fund X	FMV	303,221	303,221
American Tower Corp REIT, 1,375 Sh	FMV	252,189	252,189
Btlas 2016	FMV	230,689	230,689
Eaton Vance Income Fd 205,069 Sh	FMV	1,064,309	1,064,309
Fortress Credit Opps Fund V	FMV	428,970	428,970
Golub Capital 11 Offshore	FMV	656,250	656,250
Harbert VI Offshore	FMV	216,611	216,611
Icapital-Insight Access Fund	FMV	838,447	838,447
Infinity Q Divers Alpha-Inst, 88,377.95 Sh	FMV	2,209	2,209
iShares Core S&P 500 ETF, 6,775 Sh	FMV	3,988,307	3,988,307
Sharenett Qed6 Fund	FMV	506,463	506,463
Thrive Bio Science	FMV	100,000	100,000
True Green Capital III, LP	FMV	137,760	137,760
True Green Capital Leveraged Feeder	FMV	456,045	456,045
Usra Net Lease IV	FMV	639,536	639,536
Wave Equity Fund II LP	FMV	1,015,273	1,015,273
Wisdomtree US Largecap, 14,300 Sh	FMV	1,112,397	1,112,397

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	15	15		0
Filing Fees	232	0		232
Software	150	0		150

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	241	241	241
Partnership Ordinary and Rental Income		-9,375	
Partnership Other Income		-46,381	
Partnership Ordinary and Rental Income	-23,206		-23,206
Partnership Other Income	-46,696		-46,696

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Description	Amount
Net Unrealized Gains or Losses on Investments	1,909,921

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	160,214	160,214		0
Foundation Management Fees	152,150	30,430		121,720

TY 2024 IRS 990 e-File Render

Name: Gold Bay Foundation

EIN: 47-4002921

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	64,775	0		0
Partnership Foreign Tax	4	2		0