



filoli

2024

Board of Directors

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About Filoli

OUR MISSION To connect our rich history with a vibrant future through beauty, nature and shared stories.

OUR VISION We envision a time when all people honor nature, value unique experiences and appreciate beauty in everyday life.

LAND ACKNOWLEDGEMENT Filoli sits on the unceded ancestral homeland of the Lamchin, an independent tribe of the Ramaytush Ohlone peoples, the original inhabitants and stewards of the San Francisco Peninsula. Lamchin families from the village of Supichom had an intimate relationship with this land.

The impacts of colonization are ongoing and adversely affect the Indigenous peoples of the Bay Area. As we use the land to gather, live, learn, and work, we are beneficiaries of those past injustices. Filoli is a sanctuary for healing for all people; honoring this truth is a vital first step to transcend barriers of heritage and difference.

Land is central in defining Filoli. The land provides a sense of place and represents a longstanding history, chronicling past, present, and future. We commit to partnering with the Ramaytush peoples to share Indigenous stories and collaborate on land stewardship.

CORE VALUES Filoli's values are rooted in Integrity; we are accountable for our work, actions, and impact on our visitors, community, and environment.

Inclusive: Remove barriers to participation, enjoyment, and belonging and seek unique viewpoints that broaden our perspective.

Welcoming: Serve as gracious hosts and provide exceptional engaging experiences in every interaction.

Innovative: Inspire our audiences by leading boldly, courageously, and creatively, adapting to changing needs and expectations.

Collaborative: Connect people, community, and place through respectful dialogue, interactive participation, and meaningful action.

Stewards: Embody an enduring commitment to preserve Filoli's rich history and implement sustainable practices for the future.

FILOLI FACTS

General Statistics

Year Purchased: 1914
Year Constructed: 1917
Year Opened to the Public: 1975
Operating Budget: \$13 million
Annual Visitors: 400,000
Members: 22,000

The House

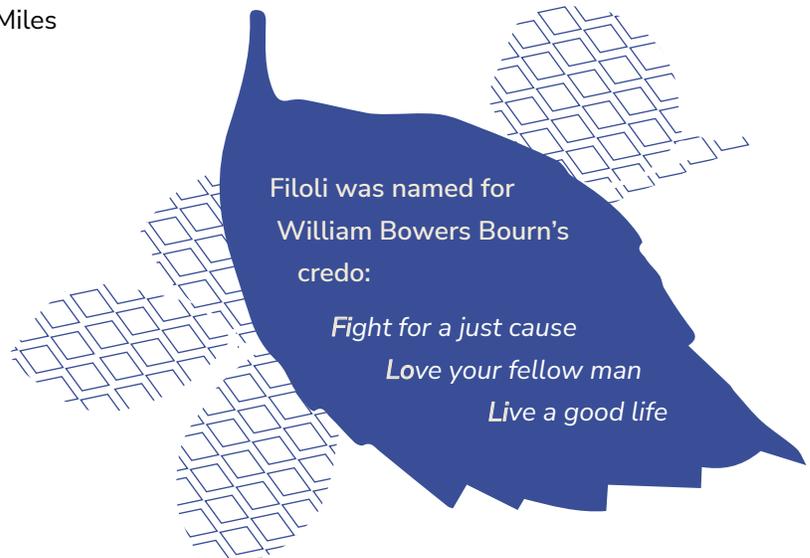
Square Feet: 54,256
Rooms: 56
Family Bedrooms: 10
Staff Bedrooms: 14
Bathrooms: 15
Designed by: Willis Polk and Arthur Brown Jr.
Style: Modified Georgian Revival

The Garden

Size: 16 Acres
Bulbs for Spring Display: 100,000
Varieties of Daffodils: 24
Unique Display Containers: 4,000
Flowering Display Plants: 30,000
Hedges: 1 Mile
Acres of Turf: 2.5
Designed by: Bruce Porter and Bella Worn
Style: English Renaissance Garden

The Land

Property: 654 Acres
Distinct Ecosystems: 6
Hiking Trails: 7 Miles
Trail: 1 Mile



Welcome

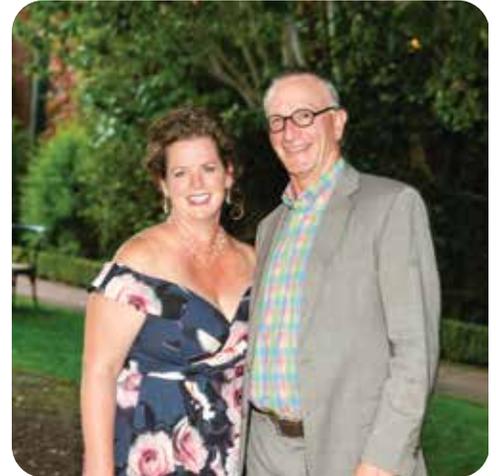
Filoli's future is incredibly bright! With Filoli's international presence taking center stage in 2023, we have big plans in place to position our organization as a world-class destination and experience in the San Francisco Bay Area.

With a new 5-year strategic plan, a thriving connection to our community, and the launch of a significant capital campaign that will implement our Master Plan, we have all the resources to support a bold path forward for Filoli. Our internal focus will continue to build on supporting our staff through training and thoughtful hiring as we continue to create a culture of philanthropy throughout our organization.

We are also so thankful to have an incredibly diverse Board of Directors who represent our audiences in the Bay Area. Each of you brings strategically aligned talents that will lead us forward! Our Board's greatest strength comes from serving as community ambassadors for Filoli.

The Board Handbook is intended as a resource to support you in your critical role as a Board Member. This year we are also launching BoardEffect, an online tool that allows a central area for Board Meeting information, past presentations, policies, and other information.

Thank you for your service and contributions to our future.



Kara Newport
President & CEO

David Wessel
Board Chair



Board of Directors

EXECUTIVE COMMITTEE

Board Chair

David Wessel is an architectural conservator with over 30 years of experience in the conservation and preservation of historic landmarks and cultural resources throughout the United States. David brings a deep understanding of architectural materials and a practical, but ethically rigorous perspective for the conservation of cultural heritage. Much of his career has focused on bridging technical architectural conservation methodology and theory with practical, hands-on field practice. As a Principal of Architectural Resources Group, a full-serve architectural firm, and CEO of ARG Conservation Services, a design-build conservation construction company, David recognizes the importance of close integration between design and conservation construction for achieving optimal results. He has also been actively involved with many professional organizations and foundations, as well as nonprofit organizations.



Board Vice Chair

Sydney Si Ning Leung was born and raised in Hong Kong. His career spans the fields of law, real estate, and entertainment, and he holds degrees in Architectural Engineering, Philosophy, and Law. Sydney's community service is focused on the education and welfare of underserved children, and he is passionate about nature and the environment. Sydney resides in Woodside, California, with his partner and their parents along with a Jack Russell Terrier and three barn cats.



Board Secretary

Sapna Marfatia is the Director of Architecture at the Stanford University's Architecture and Campus Design Office. She has been with the University for 18 years and has provided design direction on several prestigious projects. Alongside new buildings, she also collaborates with the university's facilities group to create long-term maintenance vision and protocol for the preservation of iconic Stanford buildings, such as the Main Quad, Memorial Church, Hoover Tower, and Hanna House. She has a bachelor's degree in architecture from the Academy of Architecture in Mumbai, India; a Masters in Urban Design from Pratt Institute, New York; and a Masters in Liberal Arts from Stanford University. Sapna has served on the AIA Board of Directors, Santa Clara Valley Chapter for two years and was a Historical Commissioner for The City of Los Altos for eight years.



Board Treasurer

Bob Nibbi is president of Nibbi Brothers General Contractors, a San Francisco-based commercial construction firm. The company was founded by Bob's grandfather, Marino, in 1950 and Bob and his brother Michael represent the third generation of company management. Notable projects include the Exploratorium at Pier 15, the Cliff House restaurant and numerous mixed-use projects in Mission Bay. Bob received a Bachelors of Science in Civil Engineering and a Masters of Science in Construction Engineering and Management from Stanford University in 1984. Bob is former board president of Rebuilding Together Peninsula and former board president of Family House. He is currently a trustee on the Carpenters Vacation Trust Fund. Bob and his wife Meg live on the Peninsula and have three children.



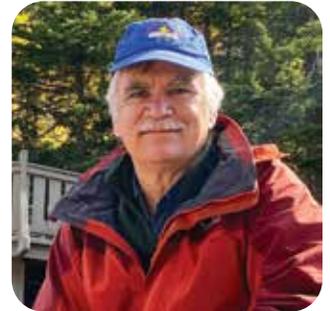
Past Board Chair

Carol Moran brings public relations experience to the board with a 25-year career as a public relations consultant to both software and hardware companies, news publications, and research labs. She is currently the Chief Operating Officer of Moran Manor Vineyards, a Sonoma boutique winery. Carol is also a member of the National Trust Council of the National Trust for Historic Preservation.



BOARD OF DIRECTORS

Brian Byrd is an archaeologist and a proud Tribal Citizen of the federally recognized Shawnee Tribe in Oklahoma. With a career that has combined academic research and cultural resources management, he is a strong advocate for heritage preservation through inclusive collaboration with descendant communities, particularly Indigenous Native Americans.



Maryles Casto is an entrepreneur and a traveler at heart. Her passion for travel and exceptional service led her to build one of the most respected privately owned travel management companies in Silicon Valley. She remains active in civic, philanthropic, and industry organizations and recently founded MVC Solutions and Casto Foundations. She has served as board chair of the Commonwealth Club of California, Silicon Valley Creates, El Camino Foundation board, and a member of The Committee of 200 a global organization of women business leaders making an impact for the advancement of women in business. She is also a member of The International Women's Forum of California.



Donna Wills Colson has served on the Filoli Board for over 18 years including roles on the Executive Leadership Team and as Past Board Chair. Her career spanned 25 years in the investment management industry as a senior client service executive and partner at Callan Associates, Baring Asset Management and Tukman Capital Management. She currently serves on the Burlingame City Council as Mayor. She is also on the Board of Directors at OneShoreline and Peninsula Clean Energy where she is focused on climate change impacts.



Carolyn Daley has led Filoli in her many roles throughout the years, as Board President, Chair of the Development Committee, and fundraising events sponsor. A CPA by training, Carolyn led an effort at Filoli to bring the financials accounting and reporting to a higher standard.



Lauren Foster has extensive education and experience in the Healthcare industry and is currently the Head of Clinical Product and Research at Bold, a digital eGenXcise platform for older adults. She is currently active on the Engagement Committee and was married at Filoli in the Summer of 2023.



Di Gao serves as the Senior Director of Research & Development at the National Trust, leading a team that provides technical and analytical support to strategic initiatives across the organization. Di's team specializes in geospatial analysis, and is charged with identifying and executing initiatives that focus on the intersection of preservation and equity, inclusion, and social justice. Di is responsible for developing new preservation initiatives including the America's Chinatowns program, supporting project execution on major projects including Preserve Route 66 and the African American Cultural Heritage Action Fund initiatives, helping to grow the organization's geospatial analytics practice, and identifying future growth areas for the National Trust. Di has an M.S. in Historic Preservation from the University of Pennsylvania, with a focus in planning policy and real estate.



Joyce Hammel is a longtime member of Filoli and recently retired as the Director of Diversity, Inclusion & Strategic Organization Development from University of California, San Francisco. Joyce is a member of Filoli's DEAI Task Force. She brings decades of experience in all aspects of human resources management and strategic organization development. Joyce has practiced and honed her approach of identifying risks and problem areas early, and either preventing issues from arising or facilitating mutually beneficial solutions. Joyce is a life coach, has served as a community mediator, professional facilitator, a certified investigator and a skilled trainer. She has a BA in Clinical/Medical Social Work from Kent State University. Joyce loves to travel and is learning how to play the cello!



Deborah M. Hussey Freeland is a San Francisco native for whom gorgeous days at Filoli are a family tradition spanning four generations. Deborah is an attorney, a scientist, and an academic with a varied career that includes teaching, research, and practice in fields ranging from environmental science and policy, to intellectual property, to immunology, to women's studies, to legal ethics. Deborah's community service has focused primarily on supporting students from underserved communities as they explore careers in the scientific and legal professions, and on environmental restoration. Deborah began her career as a freelancer with the San Francisco Ballet. She then earned her BA in Cognitive Science and Biochemistry from Vassar College, her PhD in Biophysics from Stanford University, and her JD from Stanford Law School.



Melissa Lopez is an accomplished investment strategist and equity market analyst. Her 20-year career spans investment banking, equity research, and investment management. Today, she leads the investment strategy for global equities at the James Irvine Foundation in San Francisco. Melissa's investment selection and portfolio oversight enable the Foundation's \$200 million annual grantmaking capacity. Prior to joining the Foundation, she was a Senior Research Analyst with Wetherby Asset Management. Previously, Melissa served as an Investment Professional at the Gordon and Betty Moore Foundation, Equity Research Associate at Citigroup Smith Barney, and Financial Analyst at Robertson Stephens. She received a master's in business administration from the Stanford University Graduate School of Business and a bachelor's degree in business administration from the University of Texas at Austin. She holds the Chartered Financial Analyst designation. Melissa lives in San Francisco and enjoys experiencing the natural beauty and cultural amenities of the greater Bay Area.



Karyl Matsumoto was elected to the South San Francisco City Council in 1997 and served for 23 years and Mayor five times. When elected, she was only the second woman and the second Asian in the City's 105-year history to serve on the City Council. She has been in public service for 30 years having served or been a member on over 30 civic nonprofit boards, commissions and committees. Her career covers multiple work experiences in the public, private, and nonprofit sectors. She has held various positions which include Interim National Director of the Japanese American Citizens League, District Director, State Senator Quentin Kopp, Legislative Aide, San Mateo County Anna Eshoo, Project Manager Hayden J. Lee Consultants and Product Coordinator, PPG Industries. Karyl is native Californian and has lived in South San Francisco for 41-years. In additions to living in California, she has lived in Virginia, Indonesia, Massachusetts, District of Columbia and Pennsylvania. She loves to travel and has visited 31 countries.



Ron Peyton, a resident of Atherton, is the Chairman and CEO of Callan Associates, Inc. (San Francisco). Ron is past president of the Filoli Governing Board. He is also “Counselor” for the Indiana University Kelley School of Business Dean’s Council and an advocate for the Vista Center for the Blind and Visually Impaired. From 2008-2018, Ron served on the board of the United Way Bay Area and currently has a leadership position in its Tocqueville Society.



Arivu (Mani) Ramasamy is a technologist by profession. Mani is currently a VP and Fellow at Palo Alto Networks, a leading cybersecurity company, driving broad ranging technology initiatives. He obtained the Bachelor’s in Electrical Engineering from IIT Varanasi in India and Master’s from University of Arizona in Computer Engineering. Prior to joining Palo Alto Networks, he had worked at Cisco systems for more than 12 years, and at CloudGenix which he co-founded for 7 years before it was acquired by Palo Alto Networks. He loves nature trips, hiking and mountaineering, and can often be found on the mountains around the bay area.



Pulin Sanghvi is a speaker on purpose! He has led re-imaginings of career development at Princeton University and the Stanford Graduate School of Business and created and taught a model of hypothesis-driven exploration that has engaged thousands of members of the Princeton, Stanford, and Yale communities. Pulin was formerly a management consultant with McKinsey in Palo Alto and an investment banker with Morgan Stanley. He serves Yale in numerous capacities and also serves on the boards of several nonprofit organizations.



Michelle Taite is the Chief Marketing Officer of Intuit Mailchimp, helping businesses globally solve their biggest marketing challenges. Previously, Michelle was the VP of Global Marketing for QuickBooks where she was responsible for global communications, market research, and product marketing. Before joining Intuit, Michelle served in a variety of roles at Unilever, most notably, leading the iconic core Dove Global Body Wash business. Prior, Michelle worked at New Balance and also spent the early years of her career in the Israeli Intelligence Force. Michelle studied product design at Kingston University London and earned an MBA from the Wharton School of Management.



Kristen Van Dam is passionate about Ecology and is currently an ecologist at the East Bay Regional Park District. She has 18 years experience in ecology, restoration and stewardship of California natural lands and ecosystems. Kristen has been learning more about Filoli through her attendance at the 2022 Filoli Gala, Summer Nights, and board member Sydney's Leung's birthday party at Filoli.



Guillermo Viveros is a senior finance leader with experience in leading global finance and treasury teams. Guillermo has a track record of strengthening financial and operational processes and infrastructures to maximize business performance and profitability. Guillermo most recently led the Treasury and Financial Operations team at Infoblox for four years. Prior to Infoblox, Guillermo spent three years at TiVo as the finance business partner to the Business Unit General Managers and the Chief Revenue Officer and their leadership teams. Guillermo holds a BS in Mechanical Engineering from California Polytechnic State University, San Luis Obispo and an MBA from the Anderson School of Management at UCLA.



*Fight
Love
Live*

Barry Wellins, Market Leader for U.S. Bank Private Wealth Management in Northern California has a lifelong goal of guiding people toward a brighter financial tomorrow. With a desire to do right by every client, Barry manages a team of financial professionals responsible for providing clients with personalized service and tailored financial solutions. Barry earned his bachelor's degree in Legal Studies from the University of California at Berkeley. A big proponent of the arts, Barry has served on the board of directors for arts-focused boards in his community; for the past eight years, he has also served as a big brother with Big Brothers Big Sisters of America.



David Wollenberg joined the Board on January 1, 2012. He earned a Bachelor of Arts from Brown and an MBA from Stanford, going on to become President of The Cortana Corporation. He also supports the Vista Center for the Blind and Visually Impaired, as well as The Wollenberg Foundation, for which he is the Managing Trustee. He is also Director Emeritus of Rebuilding Together Peninsula and serves on the Stanford Live Art Advisory Council.



Matthew Worby is a seasoned and accomplished HR leader, currently serving as Chief Human Resources Officer at Wish. With a wealth of experience in shaping and optimizing people strategies, Matthew also advises many global startups on Human Resources. Previously holding the role as the Vice President of People at Lyft, he also spent over a decade working as a leader in Human Resources at Google and Alphabet Inc. Matthew brings expertise in HR transformation and strategy, organizational design and development, and talent management to drive success and innovation in the ever-evolving world of human resources.



Chef Martin Yan is a well-known celebrity chef who starred in the cooking show, Yan Can Cook, which featured recipes for stir fried foods and an assortment of various other traditional Chinese meals and cooking techniques. He is involved in the bay area community and recently created 27 video segments of him exploring San Francisco Chinatown's food and culture scene. Martin attended the Filoli Vegetable Garden Preview Brunch and is especially excited about Filoli's interest in interpreting food culture. He also recently filmed a show at Filoli for his YouTube channel!



Nancy Young is a Partner at Seiler, LLP. Nancy is the firm's China Desk representative, meaning she helps coordinate US-China engagements and services for international clients. Nancy also has considerable experience with providing assurance services and oversees audit engagements for her tax clients. Nancy is fluent in speaking, reading and writing Cantonese and Mandarin.



Alan Zafran is a Founding Partner and Co-CEO of IEQ Capital and has served as a financial adviser to wealthy families and institutional investors for nearly three decades. Mr. Zafran also sits on the Investment Committee at IEQ Capital. Alan was listed as one of Barron's Top 100 Independent Wealth Advisors in 2014 and 2016 and one of Barron's Top 100 Financial Advisors in 2018 and 2019. Active in the community, Mr. Zafran is a Board Member for the Silicon Valley Community Foundation, Taube Philanthropies, Shuchman Lesser Foundation, and also serves on the Investment Committee for the Board of Trustees of the Portola Valley School Foundation Endowment. Among many nonprofit organizations, Mr. Zafran actively supports the Riekes Center for Human Enhancement, the Friendship Circle, the Youth Angels Foundation, and Mercado Global.



EXECUTIVE STAFF

President & CEO

Kara Newport came to Filoli as the CEO in 2016 and since that time she has worked with exceptionally talented staff to ensure that Filoli is a place of beauty and refuge for the broadest community. With a shared passion for plants and history, she seeks to create resonant programming that connects people to this incredible place. Kara was first a professional fundraiser at diverse organizations including science museum, zoo and historic properties and is committed to elevating the experience for all visitors through contributions from the community. She is most connected to the public gardens community as a director of a garden for over a decade and serving on the national public gardens board.

**Chief Development Officer**

Chris Hirano joined Filoli in 2021 and leads Filoli's fund development and engagement efforts with new diverse audiences. He is personally inspired by efforts to view the context of the land Filoli is on through the wider lens of the past, present, and future and aspires for visitors to find their own unique connections to Filoli's house, garden, and nature preserve. Chris has spent his entire career in the nonprofit sector, most notably at the Exploratorium, Ronald McDonald House at Stanford, and Stanford University.

**Chief Experience Officer**

Davey Barrett joined Filoli in June 2023 and leads the Visitors Services, Events, Retail, Curatorial, and Learning and Engagement teams. He brings with him over 15 years of experience from both the UK and the US, with brands such as LEGOLAND, Harry Potter, Barbie, and The London Eye, just to name a few. He enjoys working at the intersection of operations and creative excellence. He graduated from The Guildhall School of Music & Drama, where he studied Theatre Arts. Davey is thrilled to bring new and exciting experiences to Filoli visitors, including a winter concert series, Filoli's Forbidden Forest, the Hair of the Dog Hike, and he is looking forward to adding many more!



Chief External Relations Officer

Susan O'Sullivan, has been with Filoli since 2011, serving in a variety of roles over the past nine years, including Visitor Services Manager and Membership & Volunteer Services Manager. She began her current role at Filoli in 2018 and oversees all public relations/communications, membership, and marketing functions at the organization.



Chief Financial Officer

Tony Huey joined Filoli as the CFO in 2023 with extensive multi-disciplinary experience in real estate, financial services and medical technology. Prior to joining Filoli, he was a management consultant providing advisory services to companies in the private and public sectors with the aim of improving the effectiveness of business strategy, organizational performance and operational processes. He also has board level experience having served on the board of directors for community banks. Tony received his BS from UC Berkeley, Haas School of Business. He is a certified public accountant, previously with PwC.



Chief Operations Officer

Alex Fernandez has been with Filoli for over 25 years, beginning his career at the estate in 1994 as the assistant garden superintendent and eventually co-leading the Horticulture department before becoming director of property operations in 2014. As COO, he oversees all of site operations with the directors of facilities, horticulture, and museum collections as direct reports.



Chief of Staff

Nova Maldonado came to Filoli in 2023 and is a member of the senior management team and a partner to the President & CEO, supporting the Leadership Team and the Board of Directors to ensure strategic alignment and organizational growth. From her previous roles at The San Francisco Peninsula and The Peninsula Humane Society & SPCA, she brings with her years of tourism, non-profit, and hospitality experience. She is thrilled to be working for a premier attraction on the Peninsula!



Board Expectations & Responsibilities

Board of Directors Purpose: The business of the Board of Directors is to: uphold the organization's fiduciary responsibilities; actively participate in the fundraising process and develop resources for the organization; hire and evaluate the Chief Executive Officer; and lead the organization strategically, while providing oversight to sustain Filoli's mission.

Terms: Board of Directors serve a 3-year term, which can be renewed for one term. Following two terms, Board members rotate off and may be considered for re-election.

Meetings: There is an annual orientation required for new or returning board members. There are typically four meetings, two hour meetings plus a planning retreat annually. Board members are also asked to participate in board social events, public events, and fundraising events.

Expectations:

- Support the purpose of the Board of Directors and have a commitment to the mission, vision, principles, goals, policies, programs, and needs of Filoli.
- Ensure the organization is a leading nonprofit and cultural organization by maintaining the highest level of industry standards.
- Actively participate in the fundraising process including donor identification, cultivation, stewardship, solicitation, and recognition.
- Promote the organization in spheres of influence serving as an ambassador of Filoli.
- Serve as a positive external advocate for the strategic direction and support management in the implementation of policy.
- Make connections, identifying external partners, prospective donors and diverse nominees to build a competent and relevant Board.
- Maintain confidentiality of all Board related decisions and actions; maintain a private email for communications.
- Focus efforts of the Board on governance, allowing staff to autonomously oversee the management of Filoli operations in accordance with the Board-directed strategic plan.
- Understand Filoli's financial position, provide financial oversight, and make informed financial decisions with the goal of long-term sustainability.
- Oversee the management of the Chief Executive Officer including hiring, supporting, setting goals and assessing performance at least annually.
- Agree to the standard Conflict of Interest and other releases required by the organization and commit to ensuring legal and ethical integrity.
- Ensure that the Board of Directors is a top priority.

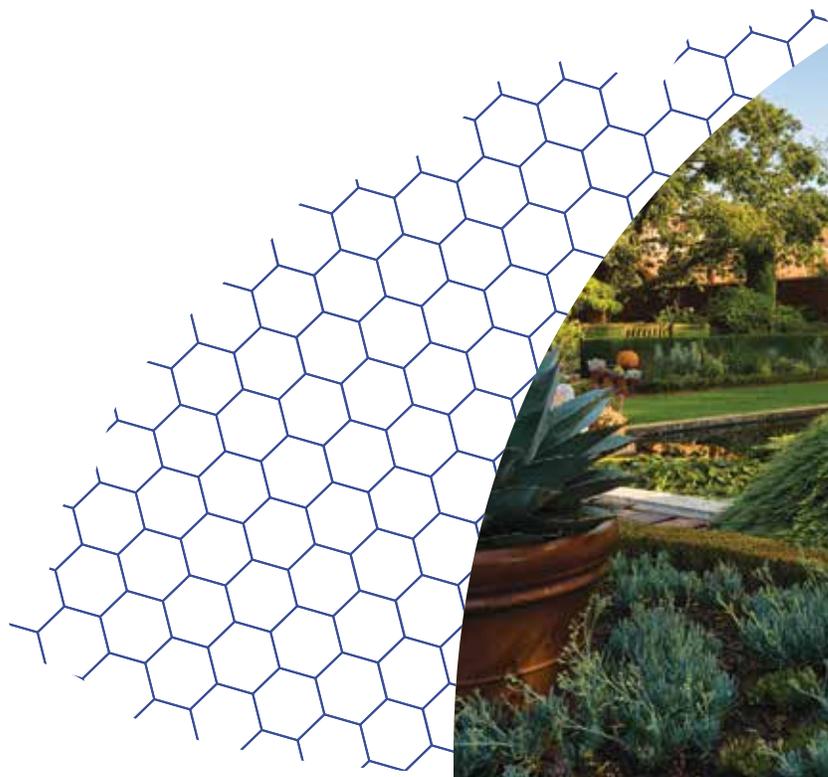
Responsibilities:

- Complete Board orientation with Chief Executive Officer at commencement of service.
- Attend at least 75% of meetings annually.
- Participate on at least one standing committee of the Board and attend at least 75% of those meetings.
- Provide direct financial support – the Board goal is 100% participation. Commit to Filoli being one of the top three giving priorities during term of service. Contribute according to personal means and/or secure gifts from other resources
- Actively participate in the life of the organization – attend events, classes, programs, and other activities as identified. Board members should plan to visit Filoli at least quarterly outside of board meetings and events.
- Participate in an annual Board of Directors self-assessment and provide input on regular review of relevant documents (including Expectations and Responsibilities, Bylaws, NTHP Cooperative Agreement, etc.).



Board Meetings & Important Dates

2024 BOARD MEETINGS	Date	Time	Location
	2024 New Board Orientation		
	Wednesday, December 6, 2023	3:30-5:00pm	Zoom
	Board Luncheon and Board Meeting		
	Wednesday, February 14, 2024	12:30 - 2:00pm	Luncheon
	Year in Review Board Meeting	2:00-4:00pm	In person
	Board Meeting and Board Retreat		
	Wednesday, May 15, 2024	2:00-6:00pm	In person
	Red's Barn to include outer areas tours/hikes		
	Board Meeting		
	Wednesday, September 18, 2024	3:00-5:00pm	In person
	Followed by Reception in the Orchard		
	Board Meeting		
	Wednesday, November 6, 2024	3:00-5:00pm	In-Person
	Followed by Reception		
	2025 New Board Orientation		
	Wednesday, December 4, 2024		Zoom
KEY EVENTS	Board Meeting and Staff Fire Pit Experience		
	Tuesday, December 12, 2023	5:00-6:30 pm	
	Board, New Board, and Leadership Staff		
	Solstice Celebration		
	Friday, June 21, 2024		
	Cocktail Party Fundraiser		
	Harvest Dinner		
	Friday, September 20, 2024		
	Gala Dinner		
	Holiday Opening Night		
	Friday, November 15, 2024		
	Fundraising Dinner		
	Holiday Fire Pit Experience		
	Wednesday, December 11, 2024		
	Board and Leadership Staff		



Board Committees Overview

All members of the Board of Directors are asked to serve on at least one committee (many board members have two or more assigned committees) and attend 70% of those meetings.

There are two types of Committees: Board Committees* are composed of sitting members of the Board of Directors and may be given all the authority of the Board; and Advisory Committees which consist of directors or non-directors and do not have authority to act on behalf of the Board but rather make recommendations to the Board or Board Committees.

EXECUTIVE COMMITTEE*

Meets 3 times annually

Staff Representative: President & CEO

2022 Chair: David Wessel, Board Chair

All officers of Filoli are represented on the Executive Committee: Chair, Vice Chair, Past Chair, Treasurer and Secretary as well as several other appointed Board members. This committee acts for the Board, as needed, between meetings of the Board. Each year, the committee reviews the compensation of the President & CEO and CFO as well as responsibility for the annual review and evaluation of the President & CEO.

GOVERNANCE AND NOMINATING COMMITTEE*

Meets 3 times annually

Staff Representative: President & CEO and Chief of Staff

2024 Chair: Sydney Leung, Secretary

The Governance and Nominating Committee is chaired by the Vice Chair. The Committee is responsible for developing a recruitment strategy and continuously recruits for Board members, committee members, and officers, taking into account desired skill sets and diverse perspectives. The Committee oversees the selection process and advises on onboarding strategy, which emphasizes appropriate respect of diversity, equity, accessibility, and inclusion. This committee also periodically reviews the governing documents of the organization, including the bylaws, and ensures they are consistent with applicable laws and actual or desired organizational practices, overseeing amendments and edits as required. The Committee will perform an annual Board review and will review individual Board member performance.

FINANCE COMMITTEE*

Meets 4 times annually

Staff Representative: Chief Financial Officer (CFO)

2024 Chair: Bob Nibbi, Treasurer

The Finance and Investment Committee must have a minimum of 5 members that includes the Vice President and is chaired by the Treasurer. The Committee oversees the financial affairs of Filoli and management of its funds, arranges for all funds to be properly invested and obtains periodic reports regarding such investments.

PEOPLE AND
CULTURE
COMMITTEE*

Meets 2 times annually

Staff Representative: CFO and Director of Human Resources

2024 Chair: Joyce Hammel

This Committee reviews significant staff policies and organizational compensation. The Committee is kept up to date on relevant personnel matters, including establishing and monitoring compensation and evaluation philosophies. This Committee also advises on the Diversity, Equity, Accessibility and Inclusion efforts.

PROPERTY
COMMITTEE*

Meets 3 times annually

Staff Representative: Chief Operating Officer (COO)

2024 Chair: Kristin Van Dam

The Property Committee approves construction, repair and renovation projects and provides oversight of all projects that have been authorized by the Board. This committee oversees the management of the Site Master Plan and ensures it is updated and presented to the Board for approval as appropriate, in accordance with the National Trust for Historic Preservation Cooperative Agreement. This Committee oversees the management and preservation of Filoli Center's cultural landscape which includes, but is not limited to, the formal gardens, orchard, and natural lands.

AUDIT COMMITTEE

Meets 3 times annually

Staff Representative: CFO

2024 Chair: Nancy Young

The Audit Committee can have non-board representatives and is responsible for recommending to the full Board the retention of an independent certified public accountant to serve as auditor; meeting with the auditor to satisfy the Audit Committee that the financial affairs of Filoli are in order; reviewing and determining whether to accept the audit.

COLLECTIONS
COMMITTEE

Meets 2 times annually

Staff Representatives: President & CEO

2024 Chair: Lauren Foster

The Collections Committee is responsible for ensuring that the stewardship of Filoli Center's collections is in compliance with relevant laws, industry best practices, American Alliance of Museum standards, Board policies, and the NTHP Co-Stewardship Agreements. Filoli has four primary collections: Plant Collections, Museum Object Collections, Library Collections, and Education Collection. The Committee has oversight of all policies relating to Filoli-owned and loaned Collections and archives ensuring proper management of collection, and approving acquisition and deaccession of collections. The Committee engages in active collection as outlined in the Collections Plans and in collection maintenance through the Conservation Plans. Additionally, this Committee supports plans, projects and programs that increase the visibility of Filoli's Collection in line with the Strategic Plan.

**DEVELOPMENT
COMMITTEE****Meets 6 times annually****Staff Representatives: Chief Development Officer (CDO)****2024 Chair: Donna Colson**

The Development Committee's primary purpose is to provide oversight and coordination of fundraising efforts for Filoli to enhance available resources to support the strategic vision. Committee members directly participate in the fundraising process including prospect identification, donor cultivation, solicitation, and acknowledgment. The Committee is also responsible for ensuring Filoli has and follows an approved gift acceptance policy and complies with all applicable provisions of the Uniform Supervision of Trustees for Charitable Purposes Act.

**ENGAGEMENT
COMMITTEE****Meets 4 times annually****Staff Representative: Chief Experience Officer (CXO)****2024 Chair: Michelle Taite**

The Engagement Committee's primary purpose is to guide Filoli as it lives into the commitment to nurture and grow diversity, equity, accessibility, and inclusion in all that we do. The committee will help create community connections with new and expanded audiences to ensure that we create a place that welcomes and respects everyone. Filoli has committed to deepening community partnerships and this committee will help forge authentic collaborations that hear new voices as we collaboratively create visitor-centered learning experiences and new shared stories.

Fight
Love
Live



Board Meeting Guidelines

MEETING PROCEDURES	To facilitate Board and committee meetings efficiently, Filoli is adopting a limited Robert's Rules structure. The basic processes are outlined below. These processes, however, are only guidelines and should not take the place of open discussion and practical business decisions. The important thing is to be efficient, fair, and strategic.
DEFINITIONS	<p>Board or Committee Chair: The Chair typically facilitates the Board meeting, but may grant this role to another facilitator (typically the Vice Chair or a paid facilitator).</p> <p>Bylaws: The bylaws of the organization outline all of the rules of how the Board operates and are available to all Board members in the Board Handbook.</p> <p>Quorum: A Board meeting must have a quorum in order to vote on any matter, even convening the meeting. The definition of quorum is determined by the organization's bylaws (51% of Board members).</p> <p>Calling to Order and Adjourning: The Chair calls the meeting to order at the set time, when a quorum is present. No motion is necessary to convene the meeting; however, the Chair typically calls for a motion to adjourn at the closure of the meeting. A second is needed, but a vote is not. The time is recorded in the minutes for both calling to order and adjourning.</p> <p>Non-Members at a Board Meeting: Non-members of the Board may participate in discussion or present reports at the discretion of the Chair, but may not make motions or vote.</p> <p>Executive Session: The Board may choose to go into executive session, meaning only voting members of the Board may be present. Executive sessions should be occasional. It is most likely to occur when the Board is discussing a confidential matter like the evaluation or compensation of the President & CEO.</p> <p>Board Minutes: Meeting minutes should be brief and need not reflect every discussion that occurs. Minutes can be taken by any designee and approved by the Secretary. In the absence of the Secretary approval responsibilities should be assigned in advance of the meeting. The only items that must be noted in the minutes are: date and time; list of attendees; a record of motions, seconds, and whether or not the motion carried; reports submitted may be attached as part of the record.</p>

MAKING AND
VOTING ON A
MOTION

Step 1: Motion is stated. Motions may be made by any voting member of the Board other than the chair. For the purposes of the minutes the motion should read “I move that..” Motions can also be made by committee chairs especially in the presentation of a committee action for approval.

Step 2: Motion is seconded by any voting member of the Board.

Step 3: Secretary ensures that the motion has been recorded properly in the minutes, along with the names of the Board members making and seconding the motion.

Step 4: Board chair calls for discussion, questions and comments on the motion. During this time discussion should stay focused on the motion that is on the table.

*** Board members may propose an amendment or correction to the motion on the floor.** Chair may ask the member making the motion if this amendment is acceptable. If so, the Secretary alters the motion and reads it back to the group.

Step 5: Board Chair calls for a vote on the motion. They may ask the Secretary to read the motion at this point for clarification. Chair asks “All in favor” and Board members voting affirmatively raise their hands and say “aye.” Chair asks “All opposed” and Board members voting no raise their hands and say “nay.” Chair asks for any abstentions and all those abstaining raise their hands. Votes are recorded by the Secretary.

Step 6: Board Chair states the outcome: “Motion passes.” “Motion fails.”



Ways to Engage with Filoli

Attend Filoli Events and Programs and bring a Guest(s)

Board members receive complimentary Filoli Circle membership to ensure receipt of program and special event invitations. Register online immediately as many popular programs sell out quickly. If you need help registering, staff are always able to help.

Contact: Reservations Office, tickets@filoli.org.

Introduce New Friends to Filoli

As members, you can bring guests to Filoli anytime; for lunch in the Quail Cafe, to events, or to explore the property. We encourage you to be a Filoli ambassador for your guests providing special onsite experiences. Please let us know when you visit. If appropriate, we may arrange for Kara or a senior staff member to greet and welcome guests. Cultivating identifies specific areas of interest for future support opportunities and relationship building. You may also invite guests without being present, please let us know and we can send you barcode tickets to send to your guests in advance.

Contact: Nova Maldonado, Chief of Staff

Connect Through Social Media

Filoli is represented on all of the social media channels - Facebook, Instagram, LinkedIn, YouTube, TikTok. Connect with us through those channels and like, add comments, repost or even post your own experiences. The marketing team is available to help you connect with Filoli virtually.

Social Media Handles:

f filoliestate

@ _filoli

▶ Filoli

🎵 @filoliestate

in filoli-center

Contact: Susan O'Sullivan, Chief External Relations Officer

Connect Filoli to Community Partners

Board members should familiarize themselves with the programmatic offerings at Filoli each year and, when applicable, introduce potential community partners that align with the theme and with DEAI goals. New partnerships should engage an audience that Filoli does not already engage with or is lacking in engagement and be mutually beneficial. We are always seeking ideas for new community partnerships.

Contact: Davey Barrett, Chief Experience Officer

Thank Supporters and Visitors, assist with Annual Fund Mailings

Thanking guests provides instant feedback on the visitor experience and can often lead to a deeper conversation on engagement opportunities. We ask Board members to track interactions when possible and write handwritten notes on Annual Fund solicitation letters or Filoli stationary, and encourage phone calls or emails to thank donors when they make a gift.

Contact: Chris Hirano, Chief Development Officer

Host an Event through a Facility Rental

A great way to connect with Filoli is through your own private celebration in one of Filoli's beautiful venue locations. With an array of options to choose from, you can host day or night, and invite friends, colleagues, and potential donors to attend. Board members receive a 20% discount on all Facility Rentals!

Contact: Kara Newport, CEO or Chief Experience Officer

Commit to Making Filoli One of Your Top Three Charities

Resource development will always be a key component of Filoli's growth. We ask Board members to lead by example and invest – to the level they are able – in unrestricted (Annual Fund), restricted (program specific), and/or consider upgrading your Filoli Circle membership. The Development team can personalize a giving plan that fits your present and future circumstances.

Contact: Chris Hirano, Chief Development Officer

Identify New Donor, Sponsor and Institutional Partner Prospects

In partnership with the Development Committee and Development staff, identify and cultivate prospects towards solicitation or proposal submission in support of Filoli programs, events or projects. Board members may provide information, make introductions, and even make the solicitation. Development staff will provide administrative and project management support.

Contact: Chris Hirano, Chief Development Officer

Meet with Capital Campaign Consultants

In preparation for the launch of the Capital Campaign, our consultant partner GG+A (Grenzebach Glier and Associates) is available to train, guide and inform Board Members of your role in a successful campaign.

Contact: Chris Hirano, Chief Development Officer

Board Member Benefits

As a Board member, we want you to be engaged in all aspects of Filoli. We extend to you some exclusive benefits to ensure you have seamless access.

Board Badge

The Filoli Board Badge is the ultimate free pass - wear it when you visit so that staff can easily identify you and allow you to skip the line, greet you and your guest and allow you special access.

Filoli Circle Membership

Board members receive a complimentary Circle Level membership. This provides you with a membership card and allows you to bring guests everytime you come. You will also be invited to events and programs. If you would like to support Filoli even more, we invite you to upgrade your membership at any time.

Clock Tower Shop Discounts

We hope you will buy all of your gifts from Filoli with 40% off in the Clock Tower Shop!

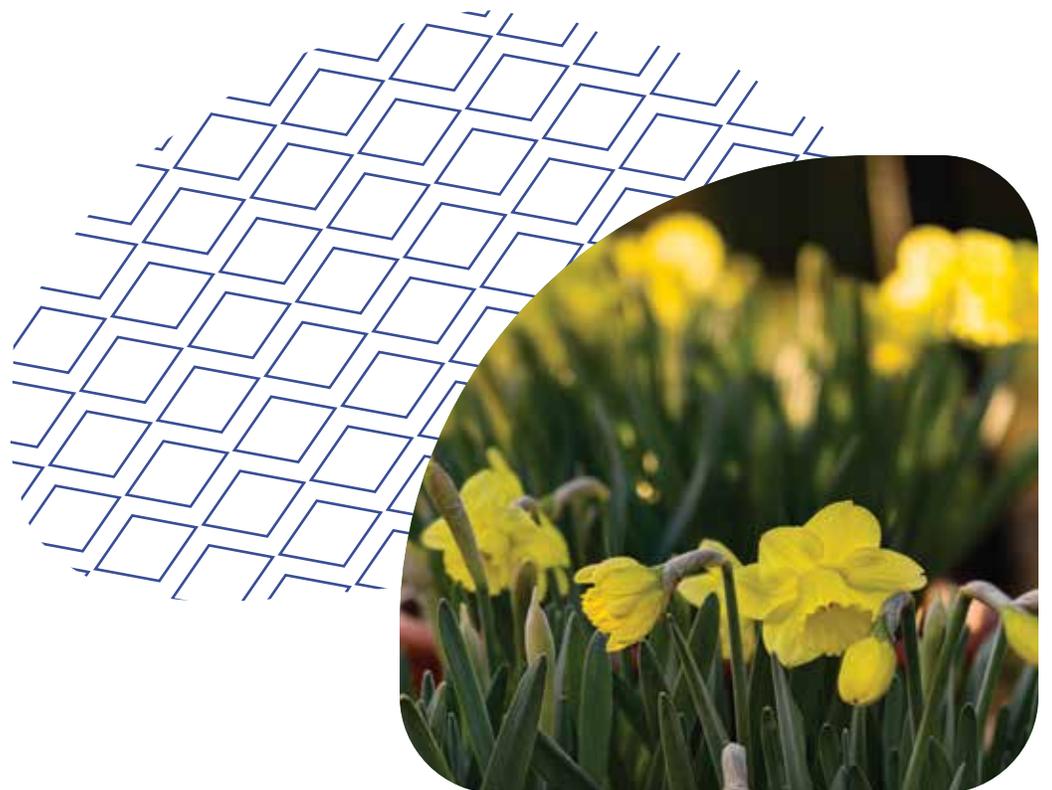
Rental Discounts

Celebrate with Filoli and receive a 20% discount on all rental events.

Holidays at Filoli Pass

Join us during the most wonderful time of the year with a reusable pass. Visit *Holidays at Filoli* any time with up to 4 guests without a reservation.

*Fight
Love
Live*



History

TIMELINE

900 to 1500: Indigenous Ohlone people maintain a seasonal village in the area.

1769: Spanish explorers from the Portolá Expedition camp in present-day San Mateo County on their return south from San Francisco Bay.

1800s: The land in this area is used for ranching and logging, as control of the California territory passes through Spanish, Mexican, and American hands.

1914: The Bourns purchase 709 acres in 1914 for \$89,000 (\$2.3 million in 2023 currency).

1917: Construction of the Filoli House is completed.

1936: William and Agnes Bourn pass away.

1937: The Roth family buys Filoli.

1975: Lurline Roth gifts 125 acres, including the House and formal Garden, to the National Trust for Historic Preservation. Filoli opens to the public.

1977: The nonprofit Filoli Center purchases an additional 528 acres from the Roth family.

THE BOURN FAMILY



Born in 1857, William Bowers Bourn II was raised a wealthy son in post-Gold Rush San Francisco. His family's main source of income was from the Empire Gold Mine. Forseeing the future value of water and electricity as the Bay Area population boomed, Bourn invested heavily in utility companies. Filoli overlooked the Spring Valley (today Crystal Springs) Reservoir that Bourn oversaw as president of the Spring Valley Company.

In 1881, William married Agnes Moody, a family friend. They had one daughter, Maud, who was known for her musicality and design sense. She passed away from pneumonia in 1929 after a journey across the Atlantic to visit her ailing father at Filoli.

Together, William and Agnes created Filoli to fulfill their vision of a self-sustaining country estate. William saw the Filoli estate as a refuge: "My idea is to devote the afterglow of my life, this is the next 40 to 50 years or so, in personal supervision of its development. There, I hope to grow young."

THE ROTH FAMILY



Lurline Matson Roth was the daughter of Captain William Matson, founder of the Matson Navigation Company. Lurline's husband, William "Bill" Roth, took over as president after her father's death. The Roths purchased Filoli in 1937 and moved in along with their adult son William and twin daughters Lurline and Berenice.

The Roths traveled extensively, especially to Hawaii, on their Matson luxury liners, and much of their collection reflects these travels. The Roths are known for throwing lavish parties and debut balls at Filoli. According to newspaper coverage in 1939, the twins were "launched like luxury liners" into society during their 1,000-guest debut ball.

While the Bourns had the vision to create the Filoli House and Garden, the Roths carried the estate forward thanks to their stewardship. Lurline took great interest in the Garden, working with Bella Worn to add to its beauty. By 1973, Filoli's Garden was known worldwide and Lurline was awarded the Distinguished Service Medal from the Garden Club of America for her achievements as a collector.

THE STAFF

At the height of the Bourn era, 35 staff worked and lived at Filoli. Many Roth and Bourn staff were immigrants. Butlers, ladies' maids, chauffeurs, chefs, gardeners, nurses and others migrated to the area in support of this working estate. They created their own home built from different cultures, different languages, and different beliefs for a common goal, while also raising families and giving back to the Peninsula community.

The stories of the historic staff reveal both tragedy and resilience. Bourn gardener Michael Berta lost his infant daughter and then his wife to tuberculosis before immigrating to the United States from Italy. Butler Teikichi Taga, his wife, and their American-born daughter were incarcerated at a Japanese Internment Camp while he worked for the Roths. Kee Low, the Roth's chef for over 50 years, made the United States home despite the Chinese Exclusion Act.

THE HOUSE

Architect Willis Polk designed Filoli, which was completed in 1917. Polk was a close friend of the Bourns and had designed numerous San Francisco public buildings and homes, including the Bourns' San Francisco mansion. Polk was known for his eclectic style – which is expressed in Filoli's Georgian structure enhanced with French and Mediterranean design elements. After the House Design was completed, work on the estate continued with Arthur Brown Jr. – who designed Coit Tower.

Though William and Agnes conceived Filoli as a humble "country place," the House was designed as a space for entertaining on a grand scale. As president of the San Francisco Music Association, William aided the creation of the city's first symphony orchestra and opera house. The Ballroom provided the perfect space for the Bourns to host classical opera and concerts. Agnes Bourn commissioned Ernest Peixotto, an

American artist known for his mural paintings, to create the enormous canvases in the Ballroom after William Bourn suffered a series of strokes. He could no longer travel to visit their daughter Maud Bourn Vincent in Ireland, so Maud and Agnes chose the scenes of Muckcross to bring the beloved estate to her husband.



In 1933, the Bourns held their last party at Filoli - the "Drunks' Dinner" - where twenty guests celebrated the end of prohibition. Due to their poor health, the Bourns were confined to their rooms. William's sister Ida hosted in their place. The Bourns both died three years later in 1936 and were buried in the Bourn cemetery at Filoli.

THE GARDEN

As the House was completed, the Bourns enlisted Bruce Porter, painter and landscape designer, to plan the layout of the formal Garden. They also engaged Isabella Worn, an innovative horticulturist and garden designer to oversee plant selection and installation. Porter was responsible for the lines and structure of the garden, and Worn filled it with the textures and colors we see today. Lurline Roth worked closely with the Domoto Brothers Nursery as she collected plants for the Garden. They were the first in Northern California to commercially produce ornamental plants imported from Japan – including wisteria, Japanese maples, azaleas, and camellias. The Domoto influence is still enjoyed in the Garden today.

The south end of the Garden was reserved for the working Production Gardens.



A functional space, this area was designed by the Bourns for growing fruits, vegetables, and cut flowers. Lurline filled this garden with lavender. Both families used flowers from the Cutting Garden for floral arrangements as Filoli continues to do today. In 2022, Filoli reopened the newly restored historic Vegetable Garden to the public for the first time. Arthur Brown Jr. designed the Garden House, which mirrored the

architectural details of the mansion. He also designed the Chauffer's Cottage, Head Gardener's Cottage and the Greenhouses. Horticulturalists still use the Greenhouses today to cultivate the orchids and tropical plants that are displayed in the Garden House and mansion – keeping with the Agnes and Lurline's traditions of bringing the garden indoors.

THE NATURAL LANDS

Filoli total acreage is 654-acres most of which is held in Natural Lands with a variety of ecosystems reflective of the diversity of California within a compact area, including oak-madrone forests, redwood stands, chaparral, and riparian zones. There are also natural springs and creeks, a reservoir, and cultivated grasslands. Filoli has a unique natural environment due to its location in the San Mateo Creek watershed and along the San Andreas Fault.

In 2017, Filoli opened a one-mile self-guided walk through the Filoli Natural Lands that crosses the fault traverses through forests to the edge of the redwoods at Red's Barn and a Nature Center. Other portions of the estate are accessible only through guided hikes on a network of eight miles of trails and historic roads.

Over the last 150 years, the fields have been grazed by a variety of animals: the native blacktailed deer, domestic farm animals introduced by the Spanish, the Bourn's



sheep, and Lurline Roth's horses. Today, a local farmer leases the fields for hay. Also on the property are buildings for service and housing. Architect Gardner Dailey designed two dormitories and a superintendent's cottage, complete with horse stables for the horses and wagons used to haul garden construction material. The historic

Corporation Yard for Spring Valley Water Company is still used to support Filoli operations today.

The National Trust for Historic Preservation



The National Trust for Historic Preservation is a privately funded nonprofit organization that works to save America's historic places. From our headquarters in Washington, D.C. and our regional offices, we take direct, on-the-ground action when historic sites are threatened. Our work helps build vibrant, sustainable communities. We facilitate public participation in the preservation of sites, buildings, and objects of national significance or interest. We advocate with governments to save America's heritage, and we strive to create a cultural legacy that is as diverse as the nation itself so all of us can take pride in our part of the American story.

National Trust Historic Sites

Today, National Trust Historic Sites represent America's vast architectural, social cultural history and diversity through a portfolio of historic properties which includes:

- 27 Historic Sites open to the public
- 4,330 acres of property
- 309 roofed structures
- 60,000 objects
- Over 2 million archaeological artifacts

The National Trust Historic Sites portfolio contains three different operating models: stewardship (properties that are owned and operated by the National Trust), co-stewardship (properties owned by the National Trust but operated by another organization), and contract-affiliate sites (owned and operated by another organization but under a contractual relationship with the National Trust).

Stewardship Sites

- Chesterwood (Stockbridge, CT)
- Cooper Molera Adobe (Monterey, CA)
- The Edith Farnsworth House (New Iberia, LA)
- The Glass House (New Canaan, CT)
- Lyndhurst (Tarrytown, NY)
- Oatlands (Leesburg, VA)
- President Woodrow Wilson House (Washington, DC)
- The Shadows (New Iberia, LA)
- Woodlawn & Pope-Leighey House (Alexandria, VA)

Co-Stewardship Sites

- Belle Grove (Middletown, VA)
- Brucemore (Cedar Rapids, IA)
- Cliveden (Philadelphia, PA)
- Decatur House (Washington, DC)
- Drayton Hall (Charleston, SC)
- Filoli (Woodside, CA)
- The Gaylord Building (Lockport, IL)
- Kykuit (Tarrytown, NY)
- President Lincoln's Cottage (Washington, DC)
- James Madison's Montpelier (Orange, VA)
- Villa Finale (San Antonio, TX)

Affiliate Sites

- Acoma Sky City (Acoma Pueblo, NM)
- Hotel de Paris (Georgetown, CO)
- Lower East Side Tenement Museum (New York, NY)
- Museum of African-American History (Boston & Nantucket, MA)
- Touro Synagogue (Newport, RI)

Key Associations

In addition to the National Trust for Historic Preservation, Filoli has memberships and associations with several key organizations.

American Alliance of Museums

First and foremost, Filoli is a Museum. As part of the strategic planning commitment, Filoli pursued and was awarded accreditation through the American Alliance of Museums in November 2021.



American Public Garden Association

Filoli is perhaps best known as a Public Garden. The American Public Garden Association (APGA) provides the best benchmarking tools available to Filoli.



The American Association for State and Local History

The American Association for State and Local History has perhaps the largest contingent of historic house properties represented. This association also provides regular benchmarking data.





Branding

LOGO

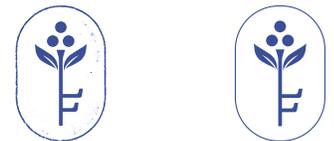
Full Lockup



Word Mark

filoli

Stem Key



Logo Variations

Holidays
at filoli



filoli

BRAND PERSONALITY

We are gracious hosts.

We invite everyone to be themselves in the midst of nature and to see themselves at Filoli, using inviting language to convey a sense of welcome. We value access and empathy, and speak plainly so that as many people can feel at home here as possible.

We are empathic storytellers.

We acknowledge that stories have complex layers, and always aim to represent a multitude of perspectives. We see Filoli as a connector of the past to the future through shared experiences in the present.

We are knowledgeable curators.

We want to generously share the experience of Filoli's many collections, and work to share our knowledge and invite visitors to contribute their own unique perspectives and interpretations. We answer questions graciously and seek to provide helpful context.

Tone of Voice

- Upbeat**, but not sweet
- Friendly**, but not unprofessional
- Optimistic**, but not lofty
- Warm**, but not casual
- Accessible**, but not generic

Taglines

- Create new traditions
- Be Part of What's Flourishing
- Meet me at Filoli
- Inspiration in Every Season
- Vibrant Landscape of the Bay Area

COLORS

Core Colors

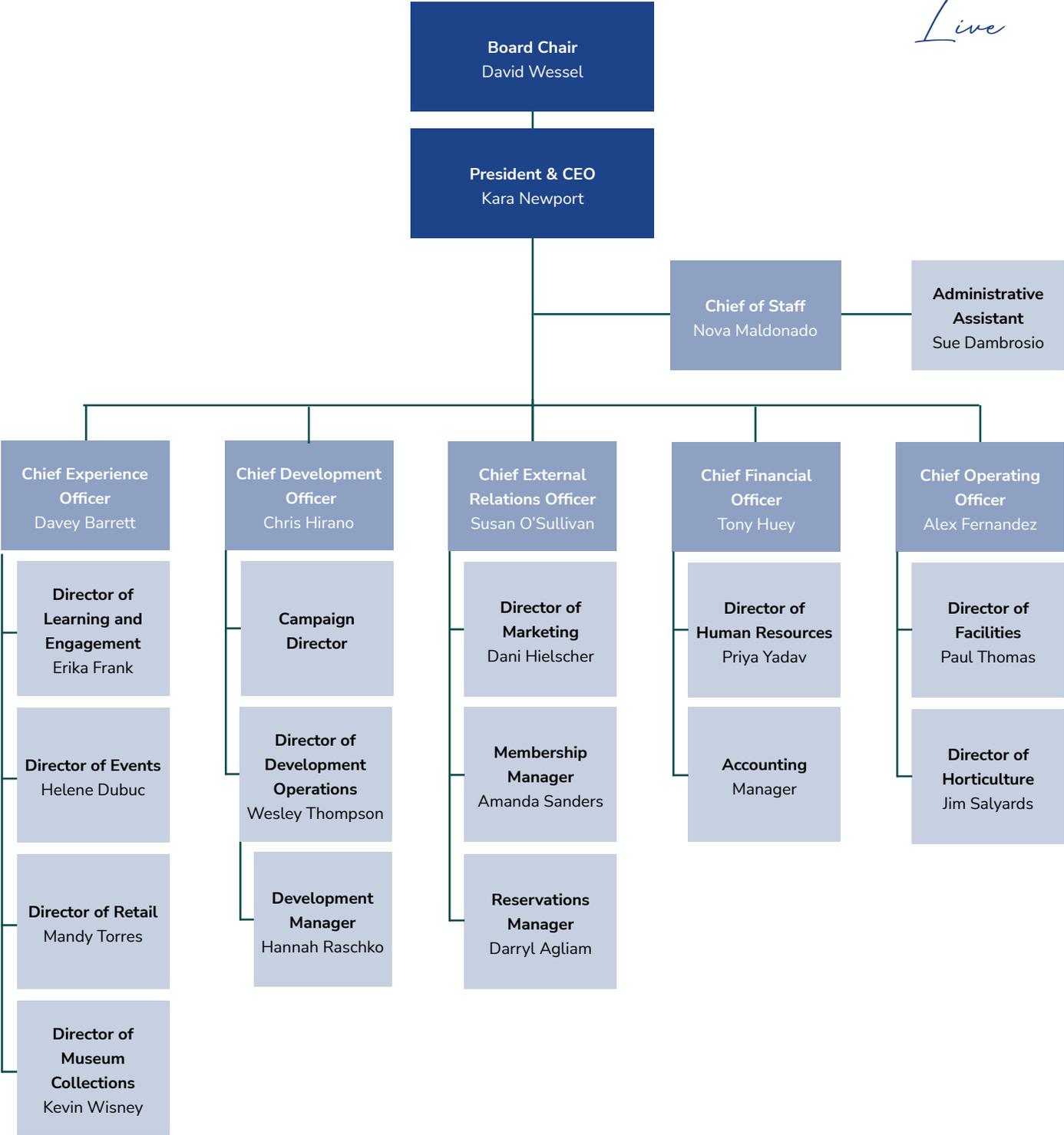
Bluebird PMS 7687 U 7687 C CMYK 90 / 80 / 10 / 0 RGB 060 / 80 / 150 HEX #3A4F97	Stone PMS 9184 U 9184 C CMYK 4 / 6 / 13 / 0 RGB 255 / 249 / 241 HEX #FFF9F1	Acorn PMS 9183 U 9183 C CMYK 6 / 12 / 22 / 0 RGB 237 / 220 / 197 HEX #F0E3D0	Meadow PMS 2275 U 2275 C CMYK 22 / 5 / 43 / 0 RGB 203 / 216 / 164 HEX #CBD8A4	Woodland PMS 3165 U / 7476 C CMYK 90 / 50 / 60 / 40 RGB 12 / 76 / 76 HEX #103B3A
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Seasonal Colors

Evergree PMS 347 U / 347 C CMYK 80 / 25 / 100 / 10 RGB 60 / 120 / 58 HEX #3B772F	Moss PMS 344 U / 345 C CMYK 40 / 0 / 40 / 0 RGB 145 / 202 / 157 HEX #91CA9D	Sky PMS 2204 U / 2204 C CMYK 35 / 0 / 20 / 0 RGB 181 / 221 / 213 HEX #B4DDD5	Poppy PMS 2028 U / 2027 C CMYK 0 / 80 / 95 / 0 RGB 253 / 85 / 56 HEX #FD5533	Sunflower PMS 7404 U / 123 C CMYK 0 / 28 / 100 / 0 RGB 255 / 168 / 27 HEX #fec65a
Marigold PMS 130 U / 144 C CMYK 0 / 60 / 90 / 0 RGB 245 / 130 / 50 HEX #f58232	Rose PMS 197 U / 197 C CMYK 0 / 50 / 5 / 0 RGB 244 / 153 / 184 HEX #F499B8	Raspberry PMS 227 U / 227 C CMYK 30 / 90 / 40 / 5 RGB 60 / 80 / 150 HEX #B13C6C	Wisteria PMS 2071 U / 2071 C CMYK 30 / 25 / 5 / 0 RGB 177 / 180 / 209 HEX #B1B4D1	Terra Cotta PMS 717 U / 718 C CMYK 20 / 70 / 85 / 5 RGB 201 / 108 / 61 HEX #C96C3D

Organizational Structure

*Fight
Love
Live*

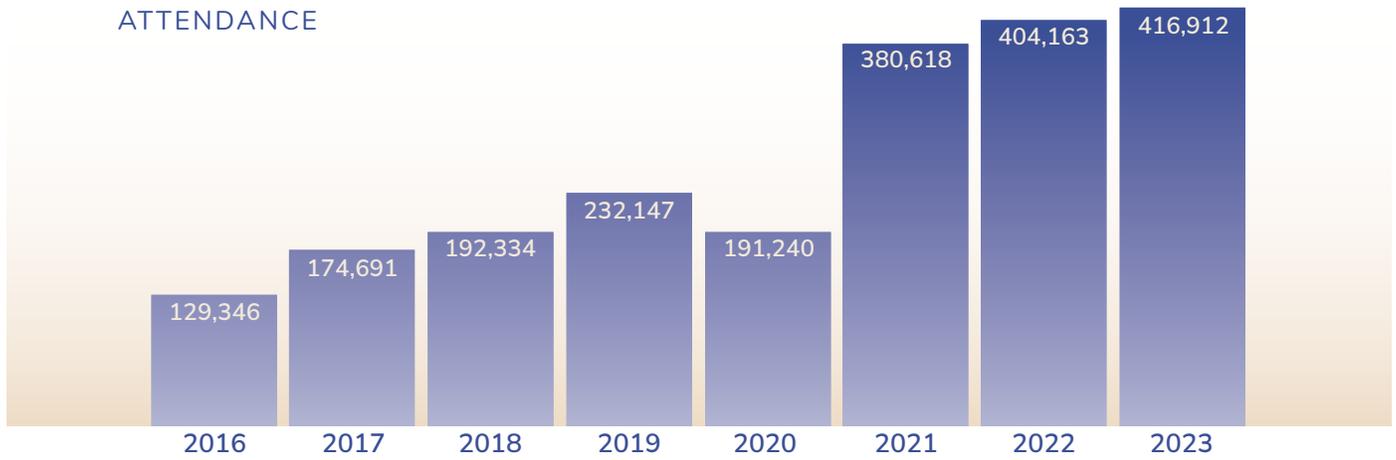




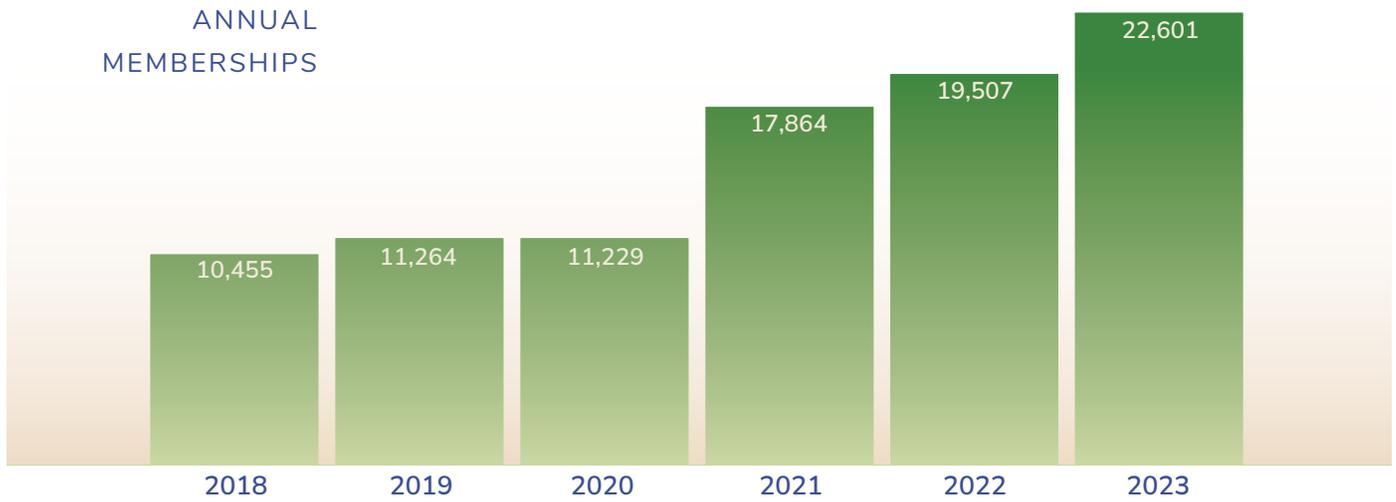
Attendance & Metrics

	2019	2020	2021	2022	2023
Operating Revenue	\$8.3M	\$6.0M	\$10.9M	\$13M	\$16.3M
Total Attendance	231,965	191,300	380,618	404,163	416,912
Holidays	37,244	51,116	76,413	81,304	120,199
Youth Program Participants	5,771	590	2,868	3,921	4,804
Adult Learning Experiences	600	149	142	751	1,630
Rental Event Participants	18,038	1,211	12,264	19,005	15,132
Rental Events	150	39	273	267	339
Member Households	11,018	11,230	17,877	19,507	22,601
Employees (FTEs)	68	52	57	75	83
Service Learning Volunteers	574	566	390	533	852
Website Visits	675,553	924,550	1,442,792	4,175,709	4,386,092
Facebook Fans	14,894	18,492	20,558	21,742	23,061
Instagram	10,300	20,352	30,709	40,137	55,332
YouTube	282	690	1,006	1,390	1,780
Beverages Sold at Bar	18,985	15,213	36,982	44,083	57,451

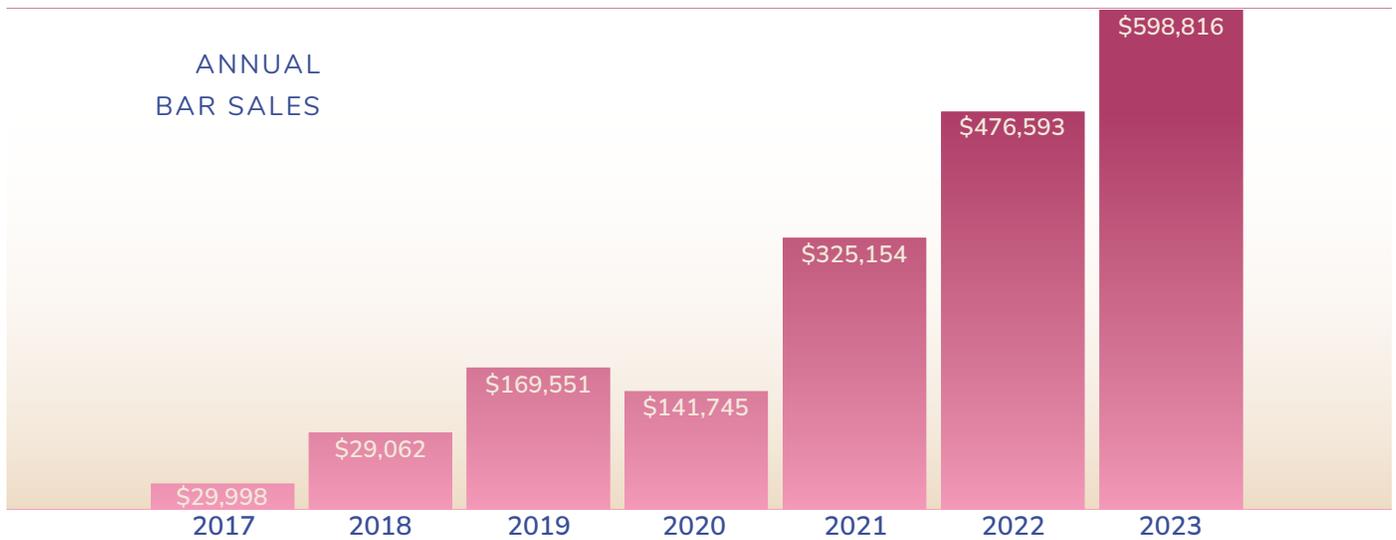
ANNUAL ATTENDANCE



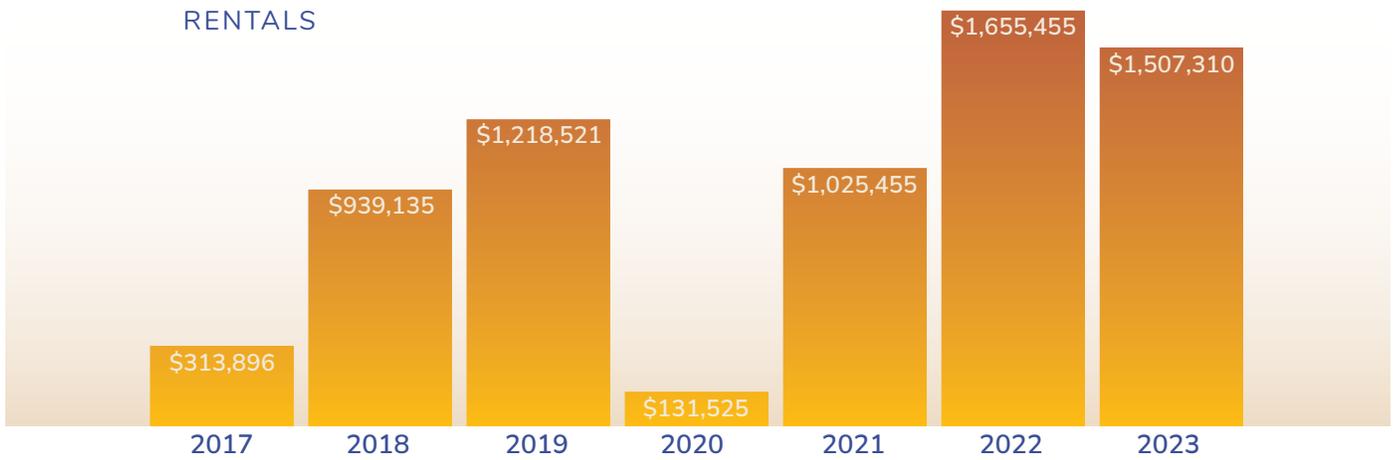
ANNUAL MEMBERSHIPS



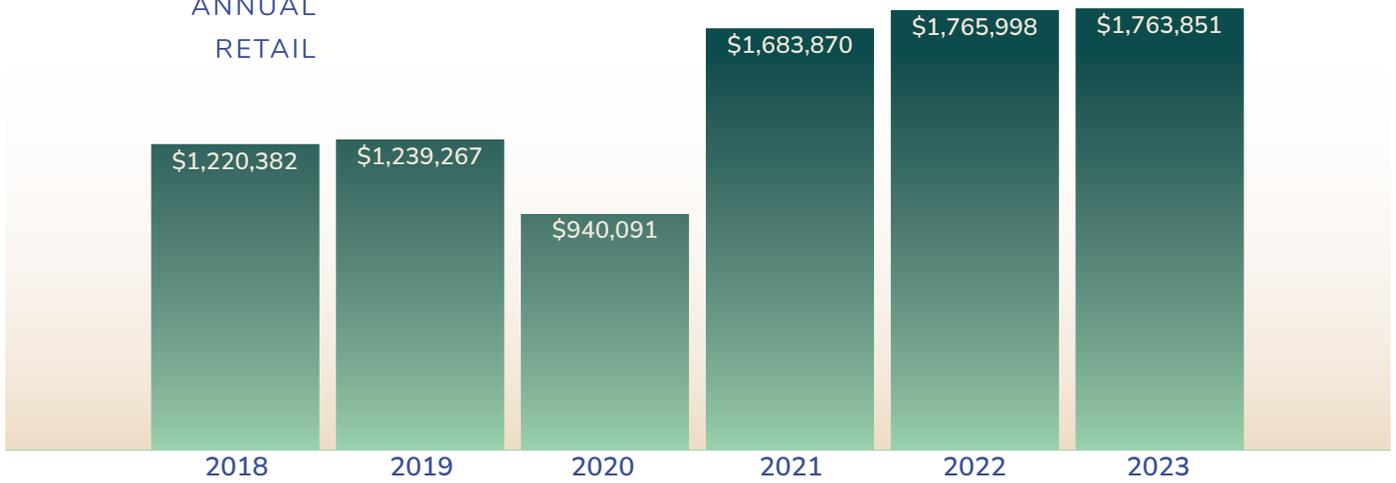
ANNUAL BAR SALES



ANNUAL RENTALS



ANNUAL RETAIL





2024 Budget

2024 OPERATING BUDGET OVERVIEW

	2021 Actuals	2022 Actuals	Pre-Audit	2024 Budget	
			2023 Actuals		
Operating Revenue without restrictions					
Contributions- without donor restrictions	\$855,271	\$1,223,923	\$997,485	\$1,028,500	6.2%
Memberships	1,845,321	2,177,724	2,706,551	2,961,353	17.7%
Program Revenue - Admissions	4,817,595	5,452,376	7,431,686	6,727,103	40.3%
Program Revenue - Learning & Engagement/Pub Prog	49,698	176,155	581,010	1,261,239	7.5%
Program Revenue - Rental	1,100,652	1,814,155	1,729,374	1,863,000	11.1%
Program Revenue - Clock Tower Shop, net	955,698	1,015,328	965,079	1,184,398	7.1%
Program Revenue - Food & Bev, net	293,830	415,105	548,159	795,691	4.8%
Cafe Rental	87,542	84,000	96,000	96,000	0.6%
National Trust Endowment & Misc Inc	905,577	682,491	1,245,383	794,675	4.8%
Total Operating Revenue - without restrictions	\$10,911,184	\$13,041,257	\$16,300,727	\$16,711,959	100.0%
Operating Expense					
Compensation and Benefits	\$5,287,503	\$6,618,904	\$8,370,072	\$10,001,767	59.3%
Consultants & Professional Services	299,117	949,443	954,279	712,212	4.2%
Credit Card Merchant Fees	284,809	338,503	457,386	514,579	3.1%
Program Supplies	450,650	995,283	1,051,283	1,259,363	7.5%
Garden & Landscape	232,767	343,986	475,202	510,500	3.0%
Advertising, Promotions & Publications	408,144	669,969	627,394	1,089,631	6.5%
Equipment Rental & Purchase	138,161	194,223	294,973	374,453	2.2%
Repairs & Maintenance	413,822	693,582	675,668	538,590	3.2%
Travel & Training	72,485	135,214	166,364	271,175	1.6%
Utilities	344,271	441,260	515,156	605,100	3.6%
Information Technology	287,159	327,775	388,175	549,490	3.3%
Insurance & Office Expenses	248,036	249,315	361,628	377,756	2.2%
Miscellaneous Expenses	51,656	62,520	79,764	66,782	0.4%
Total Operating Expenses	8,518,580	12,019,977	14,417,343	16,871,398	100.0%



Strategic Plan 2024–2028

CONNECTING WITH OUR COMMUNITIES

GOAL: Strengthen our connections by growing the number of people who feel welcomed, valued, and inspired by Filoli and by deepening the quality of our relationships with our community.

Strengthen our connections	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028
Build the development staff and infrastructure needed to support a comprehensive culture of philanthropy and sustain our expanded vision for serving the community.					
Sharpen our public communication messaging and methods to amplify our mission, values, and culture.					
Significantly expand tourism visitation to become a leading Bay Area destination.					
Cultivate and welcome new donors and members who more fully reflect the communities we serve.					
Increase accessibility by reducing financial, physical, transportation, and cultural barriers to all people visiting and enjoying Filoli.					
Develop a customer service delivery model with an exceptional ability to create a sense of belonging and welcome.					

GOAL: Steward our natural and built environment through sustainable practices, strategic site development, and land conservation.

Steward our natural and built environment	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028
Fund and launch implementation of the Master Plan to expand visitor amenities while protecting our natural resources.	█	█	█	█	█
Open additional trails and natural spaces for guest enjoyment.	█	█	█	█	█
Adapt horticultural and agricultural practices to meet changing ecological needs while preserving the original landscape.			█	█	█
Preserve historic buildings and return them to their original aesthetic with modern upgrades.			█	█	█
Combine preservation with resilient design to create innovative programs and techniques that conserve natural resources, support biodiversity, and engage with visitors.				█	█

*Fight
Love
Live*

GOAL: Curate and expand unique experiences, stories, and programs for and with our guests.

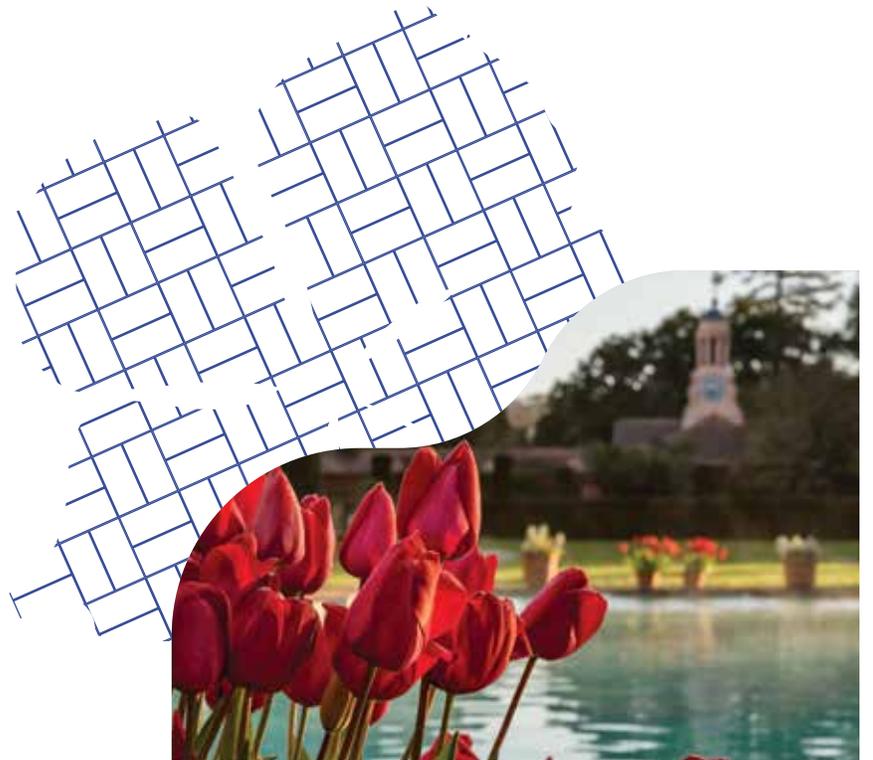
Curate and expand unique experiences, stories, and programs	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028
Expand Filoli’s events and programs in the arts, leveraging sites across the property to create distinctive, memorable events.	■	■	■	■	■
Increase multi-day and repeat visitation through more frequent new program development, exhibit rotation, and site upgrades.	□	□	■	■	■
Build Filoli’s reputation as an innovator in food education, agriculture, and sustainable garden-to-table practices.	□	□	□	■	■
Create new outdoor guest experiences that embrace adventure and celebrate nature.	□	■	■	■	■
Lead historic sites, museums, and public gardens in the production of unique and engaging guest experiences.	□	□	■	■	■

GOAL: Establish Filoli as a national workplace of choice and a people-centered culture of integrity and equity.

Establish Filoli as a national workplace of choice	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028
Strategically expand staff benefits and in-house resources that focus on professional growth and personal wellness.					
Develop an internal Filoli leadership program of mentoring, training, and exchange programs with peer institutions to expand our talent pipeline					
Research and define industry-leading initiatives for employee equity.					
Create succession plans for all positions, including recommendations for career navigation and continuing education.					
Establish employee recognition programs that celebrate and empower staff in ways that are meaningful to them.					
Create opportunities for flexible job design that respond and adapt to the needs of our staff, guests, and community.					
Strengthen the sustainability and engagement of the board of directors through skill development, succession planning, and strategic recruiting.					

GOAL: Embrace our industry leadership role and shape best practices through ongoing innovation and advocacy.

Embrace our industry leadership role	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028
Serve as a model among heritage sites for our environmental sustainability and how we balance our use of resources with our ecological impact.					
Model an authentic programmatic, financial, and educational partnership with our regional indigenous peoples.					
Invest in innovative technology to enhance how guests experience museums, historic sites, and public gardens.					
Develop a conservation program focused on ecosystem redevelopment that builds biodiversity.					
Develop sector-leading initiatives on inclusion and anti-racism that support a sense of belonging and a thriving organizational culture.					
Drive thought leadership by convening our peers, hosting crucial conversations, and publishing and speaking on critical industry topics.					



Board Policies

	Description	Type	Approved	
			By:	On:
Board	Code of Ethics	Policy	Board	3/20/2019
	Diversity Equity and Inclusion Policy	Policy	Board	2/10/2021
	Advocacy Policy	Policy	Board	11/1/2022
	Compensation Philosophy	Policy	Board	11/10/2021
Collections	Living Collections Policy	Policy	Board	5/9/2019
	Museum Object Collection Management Policy	Policy	Board	11/11 /2020
Management	Document Retention Policy	Policy	Executive Committee	11/21/18
	Investment Policy	Policy	Board	8/17/2016
	Revenue Recognition Policy	Policy	Board	11/6/2019
	Check Signing Authorization	Resolution	Board	5/9/2019
	Annual Spending Policy (designation of funds)	Resolution	Finance Committee	11/29/2018
	Fine Art Collection Accounting Policy	Resolution	Audit Committee	2016
Development	Operating Reserve Policy	Policy	Finance Committee	2022
	Gift Acceptance Policy	Policy	Board	11/6/2019
	Disposition of Planned Gifts (designation of funds)	Resolution	Finance Committee	7/25/2019
Staff	Whistleblower Policy	Employee Handbook	Staff	Annual
	Electronic and Social Media Policy	Employee Handbook	Staff	Annual
	Harassment Policy	Employee Handbook	Staff	Annual

Code of Ethics for Filoli Center

APPROVED BY THE BOARD OF DIRECTORS MARCH 20, 2019

Filoli Center (also known as Filoli), founded in 1975 by a gift to the National Trust of Historic Preservation, is a museum with collections held in public trust and is dedicated to providing public service. Filoli is committed to uphold the American Alliance of Museums code of ethics as well as ethical standards set forth by peer professional organizations and further has outlined a code of ethics to guide the Board, Staff and Volunteers charged with management of this historic property and with upholding its public trust responsibilities.

GOVERNANCE

Filoli Center is governed by a Board of Directors responsible for providing strategic direction for the institution, overseeing the hiring and review of the Chief Executive Officer, fundraising and responsible financial management. The Historic House, Garden and 125 acres of the Filoli property are owned by the National Trust for Historic Preservation which is wholly operated by Filoli Center through a formal lease, loan and cooperative management agreement (updated and approved October 2017). As such, the Filoli Center Board of Directors is responsible for management of the property and financial oversight to ensure a sustainable future. The day to day operational management of Filoli are delegated to the CEO.

Filoli is held in public trust and operates to ensure the assets of the facility including a Historic House, Garden and Nature Preserve are available to a diverse audience. Because the Board serves the public interest as it relates to Filoli, it is accountable to the public as well as to the institution.

GENERAL RESPONSIBILITIES/ CONFLICT OF INTEREST

Members of the Board of Directors are expected to carry out their responsibilities in an honest and transparent manner in accordance with the mission of Filoli, Filoli Bylaws (approved May 2017), and Articles of Incorporation as a nonprofit in the State of California.

Members of the Board of Directors are expected to maintain standards that represent the reputation and ethical standard of Filoli as all times, including:

- Comply with all applicable laws, rules, and regulations;
- Act in a manner to enhance the reputation of the Filoli;
- Disclose as a matter of record potential conflicts of interest that they, or a member of their immediate family, may have regarding any matters that may come before the Board, and abstain from discussion of and voting on any matter in which the Director or a member or his/her family has or may have a conflict of interest;
- respect the confidentiality of information relating to the affairs of Filoli acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- Not use confidential information acquired in the course of their service as Directors for their personal advantage;

- Use Filoli property only for official purposes and make no personal use of the collections, property or services in a manner that is not available to a comparable member of the general public, and
- Annually complete and sign a Conflict of Interest Statement. Annual Conflict of Interest Statements will be reviewed by Filoli's Executive Committee.

A critical responsibility of the Board of Directors derives from its relationship with the institution's Chief Executive Officer. The Board of Directors is responsible for selection and oversight of the CEO to assure that the activities of Filoli are carried out in an exemplary manner to benefit the public. Direction to the CEO is given by the Board through channels established by it and not through the independent actions of individual Directors.

Directors shall not attempt to act in their individual capacities. All actions shall be taken as a Board or Board committee or otherwise conform to the bylaws or applicable resolutions. A Director must work for the institution as a whole, and not act solely as an advocate for particular activities of Filoli.

STAFF

Employees are expected to comply with the Ethics Code and all applicable government laws, rules and regulations. Every staff member is entitled to personal and professional independence consistent with professional and staff responsibilities. However, because, in the public mind, museum employees are never wholly separate from their institution, in all activities Filoli employees must act with integrity, in accordance with rigorous ethical principles, as well as with the highest standards of objectivity. Employees must refrain from any private or public activity that might be in conflict with, or appear to be in conflict with, the mission and interests of Filoli.

VOLUNTEER

Filoli has a long tradition of volunteer participation. Volunteers have structured requirements that include mandatory background checks and a Code of Conduct. Volunteers are expected to understand and support the mission and policies of Filoli, including the Code of Ethics, and respect the responsibilities and requirements of confidentiality that result from their access to the collections, programs, staff activities, and privileged and proprietary information.

VIOLATIONS

Any real or perceived violations of the Code of Ethics will be reviewed by the CEO, Executive Committee of the Board of Directors or another appointed group of Board representatives if those listed are engaged in violation. Any party in willful violation of the Code of Ethics will be removed from their role.

COLLECTIONS

Central to any museum are its collections. Filoli Center maintains multiple collections. Accessioned include Museum Object Collection and Living Plant Collections. Filoli also maintains Library Collections and Educational Collections. The institution ensures that all collections in its custody support its mission and public trust responsibilities. Its obligation to these collections is paramount and careful attention is given to their protection, security, care, preservation and presentation. The libraries and archives at Filoli fall under the professional category of “special libraries and archives” as opposed to a public library. As an educational nonprofit Filoli has a public educational role, but Filoli’s libraries and archives serve the institution and its audience. To that end, staff are also aware of and adhere to the Code of Ethics recognized by The American Library Association, The Special Library Association and the Society of American Archivists.

COLLECTIONS MANAGEMENT

The physical care and accessibility of the collections of Filoli are in keeping with professionally accepted standards. It is the responsibility of Filoli to be in control of its collections, provide the highest level of maintenance, and know the location and condition of all objects contained within them. To this end, Filoli Center will:

- Manage the collections according to written management policies that outline the highest standards of care and which will be reviewed at appropriate intervals;
- Maintain precise records on all collections according to the highest museum standards;
- Train all staff and volunteers to work appropriately with the objects in the collections; and;
- Maintain consistent vigilance in regard to the preservation of the collections.

ACQUISITION AND DEACCESSION

The acquisition and deaccession of Living and Museum Object Collection materials is carried out according to procedures outlined in the collection policies and management plans. In making its decisions, Filoli weighs carefully the interest of the public for which it holds the collections in trust, donor intent (if applicable) and the interests of the scholarly community.

Decisions to acquire or remove Living Collection materials are made by administrative staff and professionally trained staff representing both historic nature and intent of the space and horticultural expertise. Appropriate staff expertise informs decisions related to the Museum Object Collection with Board-level oversight. Written findings and disposal recommendations are submitted to the Filoli Center Board of Directors for final approval.

Filoli is committed to acquiring plants and objects where authenticity and provenance have been established. Best efforts are made to verify all living plants and objects that enter the collection.

The disposal of collection items is solely for the advancement of Filoli’s mission and the enhancement of its collections.

USE OF FUNDS

Following professional guidelines and standards relevant to Historic Sites, the use of funds from the sale of deaccessioned objects and plants or withdrawn items are outlined in the Museum Object Collections Management Policy, the Living Collections Policy, and the Library and Archives Collections Management Policy. Educational Collection objects are the property of Filoli Center and may be disposed of in accordance with general property disposal policies held by Filoli Center.

To avoid problems of an ethical nature, those items not donated or sold to another institution will be sold at a public auction. Filoli Center Board members and employees, current or past, and their families, current volunteers and their families, and Board of Directors members and their families may not purchase deaccessioned items disposed of by Filoli Center. All funds derived from disposal procedures are to be restricted for the purchase of acquisitions, or the direct care, preservation and / or conservation of existing collections, and shall not go into Filoli Center's general fund but be held in a restricted fund.

Filoli Center recognizes that as a historic site that the broad definition of preservation could create some gray areas. Therefore, all decisions must be made in accordance with relevant state, federal or international laws and regulations, as well as recognizing any donor-imposed restrictions. Filoli Center defines direct care as an investment that enhances the life, usefulness or quality of our Museum Object or Living Plant Collections; thereby ensuring the proceeds will continue to benefit the public. The proceeds shall not be used to provide financial support for institutional operations, facilities maintenance or any reason other than preservation.

PUBLIC ACCESS TO THE COLLECTIONS

The public will have access to the collections on a nondiscriminatory basis except as permitted by law in those instances when public access may endanger the collections and/or when research or other scholarly pursuits demand that items within the collections be removed from public access for a limited period of time.

Filoli connects its rich history to a vibrant future through beauty, nature and shared stories by presenting exhibitions, garden and house displays, and educational activities.

These programs further Filoli's mission and are responsive to the diverse concerns, interests and needs of society.

Filoli ensures that:

- Programs support its mission and public trust responsibilities;
- Programs are founded in history and education and held to intellectual integrity;
- Programs are accessible and encourage participation of the widest possible audience consistent with its mission and resources;
- Programs are built from sustainable platforms and are respectful of resources; and,
- Programs promote the public interests.

PUBLIC TRUST

The name and reputation of Filoli are valuable assets and should not be exploited for personal advantage.

Employees and volunteers shall not use or disclose information obtained as a result of their employment at the Filoli, or permit others to make use of such information, to further personal interest or gain, or that of any third party.

Filoli board, staff and volunteers shall not accept gifts, loans, or other dispensations of more than trivial value that are offered to them in connection with their employment or volunteer activities at the Filoli.

Board, staff and volunteers shall not use elements of Filoli's collections, property, supplies or resources for personal gain.

Board, staff or volunteers shall not purchase or acquire excess inventory or deaccessioned objects.

INTELLECTUAL
PROPERTY

Publications, lectures, manuscripts, videos, photographs and all other materials prepared by an employee or volunteer within the scope of Filoli employment or volunteer activities and any scholarly work by an employee or volunteer produced as a result of financial support from Filoli are the property of Filoli.

THE COMMUNITY

Filoli recognizes its ethical obligation to be a good citizen in the community and make its collections and body of knowledge available as broadly as possible.

Filoli is primarily a regional asset preserving California history, but its resources are also available to people and institutions worldwide.

Programs shall respect the cultural diversity of the region and the traditions and concerns of its citizens.

Filoli is committed to sustainability and supports the preservation of history and the environment and will therefore avoid those practices, whenever possible, that science has concluded are unhealthy or unsafe and make every effort to use products that are not harmful to the environment in their manufacture or disposal.

Filoli will strive to associate itself with organizations and institutions whose values or products support its mission and public trust responsibilities.



Diversity, Equity, Accessibility, and Inclusion Board Policy

APPROVED BY THE BOARD OF DIRECTORS FEBRUARY 10, 2021

PUBLIC TRUST Filoli is dedicated to nurturing and growing diversity, equity, accessibility, and inclusion in all that we do. Our core mission is to connect our rich history with a vibrant future through beauty, nature, and shared stories. We strive to create a sanctuary for healing and building connections for all people. We are open to all and work tirelessly and collaboratively to create a place that welcomes and respects everyone. We strive to live our credo authentically to fight for a just cause, love your fellow man, live a good life.

OUR VALUES Diversity, equity, accessibility, and inclusion mean many things to many people. At Filoli, we have taken our inspiration from a garden to ensure our roots are grounded and that we grow and flourish. In a garden, the diversity of plants from all over the world create beauty. In a healthy garden, each plant is given the water and nutrients it specifically needs to grow strong and lush. The unique need of each plant is equal to the unique beauty it brings. When gardeners bring in new plants, they seek to create the right conditions from access to sunlight to the right soil. It is vital to the ongoing health of each plant to recognize when access to what it needs is diminished. A beautiful garden is one where unique plants rooted in a healthy environment work in symphony with each to create beauty and magic to be shared by all.

Our values are rooted in definitions that capture the inspiration from the garden and connect to our community at large.

Diversity is the representation of all our varied identities and differences (race, ethnicity, gender, disability, sexual orientation, gender identity, national origin, tribe, caste, socio-economic status, thinking and communication styles, etc.), collectively and as individuals. We seek to ensure representation reflective of our regional community through all aspects of our work. We also strive to create an environment where unique perspectives are celebrated.

Equity is meeting people where they are and providing them what they need for an engaged experience. With a visitor focus, we strive to provide an experience that allows for flexible interpretation to nurture curiosity and creativity.

Accessibility ensures that every person is welcome and can access the experiences Filoli offers.

Inclusion builds a culture of belonging by actively inviting the contribution and participation of all people. Through empathy and valuing differences we build a harmonious place for all to experience the beauty of every day.

RELEVANCE Filoli recognizes our role as a regional, national and international site to host not only experiences but inspire community conversation. We recognize the native inhabitants of Filoli's land, acknowledge our place in their history, and honor the spiritual value the land has for them. We know that in order to thrive as an organization our values around diversity, equity, accessibility and inclusion requires an action plan that ensures our relevance to all people. And, importantly, it is our moral imperative to represent the timeless ideals set forth in our credo by changing our narratives to reflect the perspectives of those who may have been silenced, forgotten, and invisible in our history. Together, we are committed to creating a more vibrant future through Diversity, Equity, Accessibility and Inclusion practices.

OUR GOALS In line with the strategic plan, the Board of Directors has identified overarching goals for the organization to ensure that Diversity, Equity, Accessibility and Inclusion are integrated into all aspects of Filoli's delivery of its mission and become ingrained in its culture.

- Commitment to actively participate in diversity, equity, accessibility, and inclusion initiatives of Filoli.
- Provide informed leadership for diversity, equity, accessibility, and inclusion integrated into all of our practices.
- Ensure that the board, staff and volunteers are representative of our community and that the community voice is represented in planning and program development.
- Recognize and address inequities in our policies, programs, and services.
- Identify systemic inequities that impact our work at the Board level and address it according to this policy and in accordance with our mission.
- Invest time and resources to implement training and educational programs and develop diverse practices
- Ensure transparency around our diversity practices and interactions.
- Advocate for social justice causes to ensure Filoli is viewed as a sanctuary for all.
- Lead with respect and tolerance and require all Board members, employees, and volunteers to demonstrate these tenors in their work within our organization.

The Board of Directors has directed Filoli staff to lead a comprehensive Diversity, Equity, Accessibility and Inclusion Action Plan. The Board is committed to direct engagement in the actions and will review progress throughout the implementation.

Filoli is a place of healing, reflection, and transformation and we want to offer a safe place for conversation, contemplation, and solace. We are committed to enacting lasting change that becomes ingrained in the culture at Filoli.

Bylaws of Filoli Center

Article I

Principal Office

The principal office for the transaction of business of the corporation is fixed at Filoli, 86 Cañada Road, Woodside, California. The Board of Directors may at any time change the location of the principal office.

Article II

Members

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

Article III

Board of Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, the laws of the State of California and these Bylaws, all corporate powers shall be exercised by and under the authority of the Board of Directors. The business affairs of this corporation shall be controlled by the Board of Directors.

Section 2. Number of Directors. The authorized number of directors of this corporation shall be no fewer than twenty-one (21) and no more than twenty-nine (29). The exact authorized number of directors within that range will be set from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Classes of Directors; Election, Term of Office. There shall be three classes of directors of this corporation as follows:

- (a) Each of the President & Chief Executive Officer and Past Chairman of this corporation shall serve as a director of this corporation by virtue of holding that position, with all rights and privileges of a director, and for as long as he or she holds that position (the "Ex Officio Directors").
- (b) The Cooperative Agreement, dated September 30, 2017 and as amended from time to time, between this corporation and the National Trust for Historic

Preservation in the United States (the “National Trust”) recognizes the long-standing partnership between the two organizations and transparency and communications required for management of certain National Trust assets as part of Filoli property. Pursuant to the Cooperating Agreement, in order to facilitate such transparency and communication, one (1) director of this corporation shall be nominated by the National Trust (the “National Trust Director”). After discussing potential nominees with the Governance and Nominating Committee, the President of the National Trust shall nominate, in writing, a senior member of the National Trust’s Executive Team or Senior Staff Leadership Team, the Vice President for Historic Sites, a National Trust Trustee, or another individual mutually agreed to by the National Trust and this corporation, to serve as the National Trust Director. Such nominee shall be elected by the Board of Directors for a term of two years. Upon completion of the term of office or upon the death, resignation, or removal of a National Trust Director, the National Trust shall nominate a successor director by notifying the Secretary of this corporation in writing.

(c) All other directors shall be elected by the Board of Directors (“Elected Directors”). Each Elected Director shall be elected for a term of three years and shall be eligible to serve no more than two consecutive terms, after which a former Elected Director will only be eligible for re-election after at least one full year off the Board. However, if the Elected Director is serving as an officer of the corporation at the time of their re-election, the Board shall have the option to re-elect such Elected Director for a term of up to three years, and for more than two consecutive terms if needed in order to complete such director’s term as an officer. Service of a partial term of less than one year shall not be counted for purpose of the consecutive term limit in the preceding sentence. Each Elected Director shall hold office until a successor has been elected.

Section 5. Directors Emeriti. The Board of Directors may adopt policies and procedures from time to time to honor former directors with the title of “Emeritus Director” or other similar honorific, and bestow certain privileges on such individuals. At no time shall an Emeritus Director be a director of this corporation with the attendant fiduciary duties and voting rights of a director.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled in the manner by which the vacant position was elected, pursuant to Section 4 above.

Section 7. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chairman, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any Elected Director at any time, with or without cause. A majority of the 6 directors then in office may remove the National Trust Director at any time only with cause, as defined by the California Nonprofit Public Benefit Corporation Law. The National Trust may remove the National Trust Director, with or

without cause, at any time. An Ex Officio Director may be removed as a director only by removal of such person from his or her respective position of President & Chief Executive Officer or Past Chairman.

Section 8. Compensation. No director shall receive compensation for acting as such, provided nothing in this Section shall be construed to preclude any director from serving the corporation in another capacity and receiving just and reasonable compensation for such service.

Section 9. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence.

So long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article V below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Nothing in these Bylaws shall limit or otherwise adversely affect the rights of qualifying volunteer directors and officers of this corporation under California or federal law, including, but not limited to, the Federal Volunteer Protection Act of 1997, as amended (42 USCA Section 14501 et seq.), and Sections 5047.5 and 5239 of the California Corporations Code, or similar provisions of other laws or public policies limiting liability, as now in effect or may be amended.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board of Directors shall adhere to the standards set forth in the preceding paragraph, and shall: (i) consider the

charitable purposes of this corporation; (ii) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 10. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President & Chief Executive Officer and the Treasurer or Chief Financial Officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officers are hired, when the term of employment of such officers are renewed or extended, and when the compensation terms of such officers are modified, unless the modification applies to substantially all of the employees of this corporation.

Article IV

Meetings

Section 1. Time and Place of Meetings. Meetings of the Board of Directors may be called by the Chairman, Vice-Chairman or any five (5) directors. Regular meeting dates shall be established by the Chairman. An annual calendar of meeting dates for the following year shall be distributed to members of the Board of Directors by December of each year. The regularly scheduled November meeting shall be considered the annual meeting. All meetings shall be held at the principal offices of the corporation or at any such other place as shall be designated by the Executive Committee. Directors may participate in a regular meeting through use of conference telephone, electronic video screen communication, or other electronic transmission

in compliance with Article IX, Section 6, of these Bylaws, provided that:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 2. Notice. Notice shall not be required for regular meetings established in accordance with Section 1 of this Article. Notice of special meetings of the Board of Directors stating the date, time and place shall be given at least ten (10) days before such meetings if given by first-class mail, or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article IX, Section 6, of these Bylaws.

Section 3. Meeting Without Regular Call and Notice. The actions taken at any meeting of the Board of Directors, however called and noticed and wherever held are as valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting in writing. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 4. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all the members of the Board of Directors consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such consent shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the directors.

Section 5. Quorum and Required Vote. A quorum for the transaction of business shall be at least the majority of directors in office at that time. Any action may be taken by a majority of the directors present at a meeting at which there is a quorum, unless otherwise required by the California Nonprofit Public Benefit Corporation Law or these Bylaws.

Section 6. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not

present at the time of adjournment.

Section 8. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board or, in his or her absence, by the Vice-Chairman of the Board, or in the absence of each of these persons, by another director chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the Chairman shall appoint another person to act as Secretary of the meeting.

Article V

Indemnification of Directors, Officers, Employees and Other Agents

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this Article V shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 5. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article V; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 6. Fiduciaries of Corporate Employee Benefit Plan. This Article V does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article V. Nothing contained in this Article V shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law

Article VI

Officers

Section 1. Titles and Relation to Board of Directors. The officers of the corporation shall include the following:

CHAIRMAN
PAST CHAIRMAN
VICE-CHAIRMAN
TREASURER
SECRETARY

PRESIDENT & CHIEF EXECUTIVE OFFICER

The corporation may also have such other officers as may be authorized by the Board of Directors; as part of such authorizations, the Board may authorize the Chairman to make appointments to any such additional officer positions. No person shall hold more than one office at the same time. All officers shall perform their duties and exercise their powers subject to the direction of the Board.

Section 2. Appointment, Term of Office. Except for officers permitted to be appointed by the Chairman as set forth above, the officers of the corporation shall be appointed by the Board of Directors. The Chairman, Vice-Chairman, Treasurer and Secretary shall be elected from among the directors of this corporation. The Past Chairman shall be the person who most recently completed a term as Chairman and was not reappointed to that office. Except for the Past Chairman, the Board may appoint officers or fill vacant offices at any time. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Except for the President & Chief Executive Officer and Past Chairman, the officers shall hold office for two (2) years or until their successors are chosen, provided that no officer shall serve in the same office for more than three (3)

consecutive terms.

Section 3. Removal or Resignation. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Chairman or the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. Except for the Past Chairman position, a vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall, if present, preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6. Past Chairman. The Past Chairman shall have such powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice Chairman. In the absence of the Chairman, the Vice Chairman shall carry out the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all of the restrictions upon the Chairman. The Vice-Chairman shall also have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Secretary. The Secretary shall cause to be recorded all votes taken at meetings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Minutes of Board meetings shall be recorded and the Secretary shall cause to be kept at the corporation's principal office the original or copy of the corporation's Articles of Incorporation and Bylaws, as amended.

Section 10. President & Chief Executive Officer. The President & Chief Executive Officer of this corporation is responsible for the general management of this corporation's affairs, and for guidance and direction in long-range planning, financing, business guidance and outside relations. The President & Chief Executive Officer is the most senior member of the corporation's staff, reporting directly to the Board of Directors. The President & Chief Executive Officer shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President & Chief Executive Officer shall serve until his or her employment is terminated or he or she resigns as President & Chief Executive Officer. The President

& Chief Executive Officer shall comply with all the requirements of the agreement between this corporation and the National Trust for Historic Preservation.

Article VII Committees

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) adopt amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation; or
- (i) hire, direct, manage, evaluate and terminate the President & Chief Executive Officer.

Section 2. Advisory Committees; Chairs; Removal. The Board of Directors may establish one or more Advisory Committees to the Board. Appointments to any Advisory Committee, including the Chair if any, shall be by the Board of Directors, unless otherwise specified by Board resolution or Board-approved committee charter. The members of any Advisory Committee may consist of directors or non-directors, provided the Chair of an Advisory Committee, if any, shall be selected from among the directors of this corporation unless otherwise specified by the Board of Directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. The Board of Directors or President & Chief Executive Officer may remove any member of an Advisory Committee, with or without cause.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. The Board may require any committee it creates to be subject to a committee charter approved by the Board,

defining the purpose of the committee, its authority, membership, and any other terms of its operation and duties to the corporation.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors and any applicable committee charter, Advisory Committees may determine their own meeting rules. Minutes shall be kept of each meeting of any Advisory Committee and shall be filed with the corporate records.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Section 5. Executive Committee.

A. Purpose. This corporation shall have an Executive Committee that shall be a Board Committee in accordance with Section 1 above. This committee shall act for the Board, as needed, between meetings of the Board. It shall have the authority to act on behalf of the full board, except as set forth in Section 1 above. It shall also perform such specific functions as the Board of Directors may delegate or assign, including oversight of the strategic planning process and ensuring that this corporation has an active and approved strategic plan at all times. It is also responsible for approving institutional projects that exceed fifty thousand dollars (\$50,000) that have been reviewed and requested by any committee chair or the President & Chief Executive Officer.

B. Membership of the Committee. The committee must include the Past Chairman, Chairman, Vice-Chairman, Treasurer, and Secretary, and may include additional directors. The Chairman shall chair the committee.

Section 6. Governance and Nominating Committee.

A. Purpose. This corporation shall have a Governance and Nominating Committee that shall be a Board Committee in accordance with Section 1 above. This committee shall monitor all matters involving corporate governance including periodic Bylaws reviews in accordance with Article XIII, overseeing compliance with ethical standards, and making recommendations to the Board for action in governance matters. It also is responsible for developing a recruitment strategy and continuously recruiting and onboarding directors, committee members, and officers, taking into account desired skill sets and diverse perspectives. This committee performs an annual board review and evaluates individual director performance.

B. Membership of the Committee. The committee must include the Chairman and Vice-Chairman. The Vice-Chairman shall chair the committee.

Section 7. Finance and Investment Committee.

A. Purpose. This corporation shall have a Finance and Investment Committee that shall be a Board Committee in accordance with Section 1 above, whose members shall consist only of directors. The committee shall supervise the financial affairs of the corporation and management of its funds, arrange for all funds to be properly invested in accordance with this corporation's investment policies and procedures, and obtain periodic reports regarding such investments. The committee shall report its findings to the Executive Committee and the Board of Directors.

B. Membership of the Committee. The committee must include the Chairman and Treasurer. The Treasurer shall chair the committee.

Section 8. Human Resources Committee.

A. Purpose. This corporation shall have a Human Resources Committee that shall be a Board Committee in accordance with Section 1 above, whose members shall consist only of directors. The committee shall review significant human resources, personnel, and compensation policies of this corporation from time to time. It shall review and recommend to the Executive Committee the compensation (including all benefits) of the President & Chief Executive Officer and Chief Financial Officer in accordance with Article III, Section 8 of these Bylaws. The committee also advises on diversity, equity, accessibility, and inclusion efforts.

B. Membership of the Committee. The committee must include the Chairman and Treasurer.

Section 9. Property Committee. This corporation shall have a Property Committee that shall be a Board Committee in accordance with Section 1 above, whose members shall consist of only directors. The committee shall provide oversight of all construction, repair and renovation projects that have been authorized by the Executive Committee or the Board of Directors. The committee shall advise the Board and Executive Committee on facility utilization.

This committee oversees the management of the Site Master Plan and ensures it is updated and presented to the Board for approval as appropriate, in accordance with the Cooperative Agreement with the National Trust, as amended from time to time.

Section 10. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee that is an Advisory Committee in accordance with Section 2 above, whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the audit committee shall be directors of this corporation; (b) members of the Finance and Investment Committee shall constitute less than one-half of the membership of the Audit Committee; (c) the chair of the Audit Committee may not be a member of the Finance and Investment Committee; (d) the Audit Committee may not include any member of the staff, including the President & Chief Executive Officer and Chief Financial Officer; (e) the Audit Committee may not include any

person who has a material financial interest in any entity doing business with this corporation; and (f) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 11. Engagement Committee. This corporation shall have an Engagement Committee that shall be an Advisory Committee in accordance with Section 2 above, whose members may consist of directors and non-directors. The committee's purpose is to connect Filoli with the community at large in line with this corporation's commitment to nurture and grow diversity, equity, accessibility, and inclusion. The committee will help create community connections with new and expanded audiences to ensure that Filoli is a place that welcomes and respects everyone. The committee also oversees the learning experiences and interpretation programs and activities of Filoli Center and insures that all educational and interpretive efforts are related to and consistent with Filoli's strategic mission.

Section 12. Development Committee. This corporation shall have a Development Committee that shall be an Advisory Committee in accordance with Section 2 above, whose members may consist of directors and non-directors. The committee shall have a Chair, nominated by the Chairman from among the directors, and approved by the Board of Directors. The committee's primary purpose is to provide oversight and coordination of all fundraising efforts for the corporation, and to manage the corporation's gift acceptance policies. This corporation shall comply with all applicable provisions of the Uniform Supervision of Trustees for Charitable Purposes Act (Cal. Gov. Code Sections 12580-12599.7) as amended from time to time, including the provisions with regard to direct fundraising, fundraising by a commercial fundraiser or fundraising counsel, fundraising for the benefit of the corporation by any other person or entity, and fundraising through raffles.

Section 13. Collections Committee.

A. Purpose. This corporation shall have a Collections Committee that shall be an Advisory Committee in accordance with Section 2 above, whose members may consist of directors and non-directors. The committee shall ensure that the stewardship of Filoli Center's collections is in compliance with relevant laws, industry best practices, current Board policies, and the Co-Stewardship Agreements, dated October 18, 2017, as amended from time to time. The stewardship shall include development and oversight of all policies relating to the museum object collection, living plant collection, the educational collection,

the archives, and the Library Collections; oversight of the curatorial aspects relating to the protection, maintenance, conservation and use of the collections at Filoli; loans of Filoli collections property to other institutions; loans of other institutions' collections to Filoli; and maintenance of the House.

B. Membership of the Committee. This committee must include the President & Chief Executive Officer, as well as the Chief Operating Officer, Director of Museum Collections and Director of Horticulture. The committee shall have a chair, nominated by the Chairman from among the directors, and approved by the Board of Directors.

Article VIII

Certain Transactions

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of

any interested director.

Article IX

Records and Reports

Section 1. Maintenance of Articles and Bylaws. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance of Corporate Records. The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report. An annual report shall be sent to the directors within a reasonable time of the close of the corporation's fiscal year, containing the following information in reasonable detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

(f) The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 5. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 6. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article X

Contracts, Checks and Gifts

Section 1. Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as described in these Bylaws or as shall be determined by resolution of the Board of Directors from time to time.

Section 3. Deposits. All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

Article XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XII

Construction and Definition

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law as then in effect shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

Article XIII

Amendment of Bylaws

These Bylaws may be adopted, amended or repealed by the Board of Directors. The Board of Directors or the Executive and Governance Committee of the Board shall review these Bylaws no less than every five years and present any recommendations for amendment to the Board of Directors for approval.

Article XIV

Miscellaneous Provisions

Section 1. Representation of Shares of Other Corporations. The President & Chief Executive Officer, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Filoli Glossary

This glossary is a listing of industry specific words, phrases and acronyms that are regularly used. Definitions are based on formal definitions and sourced from industry publications with some modifications by staff to provide context

Accession The basic unit of a collection and identified by a unique accession number. Living/Plant Collection - Represents a single taxon, from a single source, acquired at one time, and through one means of propagation. It may comprise a single plant, or multiple plants, each identified by the same accession number. (Living Collection accessions are housed in a database called IrisBG.

Museum Object and Library Collection - Represents a single item or a collection of items with defined provenance. (Museum Object and Library Collection accessions are housed in a database called Proficio).

Accessioning The process of adding items to Filoli's accessioned collections. Living/Plant Collection - Occurs immediately at the time of entry regardless of its stage (e.g., plant, cutting, scion, seed). All accession records are permanent and are not expunged should deaccessioning occur. In-kind Replacement is the propagation of a plant in order to replace its predecessor with asexual material taken from the predecessor/historic/original plant.

Museum Object and Library Collection - Items are cataloged upon receipt but not accessioned until approved by the Acquisition Committee which is composed of the CEO, Collections Committee Chair, and Board President with recommendations from the Director of Museum Collections.

Accreditation The independent, third-party evaluation of a conformity assessment body against recognised standards, conveying formal demonstration of its impartiality and competence to carry out specific conformity assessment tasks. Filoli was accredited in 2021 through the American Alliance of Museums.

Acquisition New accessions may occur through field collection, exchange, gift, or purchase. All acquisitions must meet specific collections management guidelines for Living/Plant Collection as well as Museum Object and Library Collections.

Admission Daily visitors to Filoli. This does not include programs, special events, or private events.

Advocacy While all lobbying is advocacy, not all advocacy is lobbying. Advocacy is any action that speaks in favor of, recommends, argues for a cause, supports or defends, or pleads on behalf of others. It includes public education, regulatory work, litigation, and work before administrative bodies, lobbying, nonpartisan voter registration, nonpartisan voter education, and more.

Cashwrap This area refers to the main checkout area in a retail space. This is the place where shoppers head to when they are finished shopping and are ready to pay. Retailers will set up their POS systems and ring sales here. Cashwraps can also include merchandising displays.

Click through rate (CTR) The percentage of people visiting a web page from clicking on a digital advertisement. CTR is calculated by dividing the total number of clicks by the total number of impressions.

Collection A group of accessions organized by a particular category for curatorial, educational, research, display, or other use. A collection need not be physically grouped together, and a single accession may be part of multiple collections.

Computerized Maintenance Management System (CMMS) Software that centralizes maintenance information and facilitates the processes of maintenance operations. It helps optimize the utilization and availability of physical equipment like vehicles, machinery, communications, plant infrastructures and other assets. Filoli's CMMS software is called IMPAK.

Contributions - with donor restrictions Donations with donor-imposed restrictions that can be satisfied by the passage of a defined period of time (time restriction) or by performing defined activities (purpose restriction). These can be funds from a grant received to operate a specific program or project or individual contributions given with the intent of supporting a particular program or project.

Contributions - without donor restrictions Donations are free from any external restrictions and available for general use. These types of contributions used to be known as unrestricted funds, and are often called general operating, general support, or annual funds.

Cost per click (CPC) A marketing method used to measure the cost per each user click on a digital advertisement. CPC is calculated by dividing the total cost of an ad by the total clicks.

Curation The action or process of selecting, organizing, and looking after the items in a collection. Using professional and expert knowledge to select, organize or present collections, performers or content for public access.

Dead Stock Defines merchandise or inventory that has never been sold or has an extended inventory shelf life from when purchased/received. This can be contributed to either remaining seasonal, promotional, clearance, or items that have fallen out of trend/demand.

Deaccessioning is the process of removing an accessioned plant or object from the collection, but does not include the removal of any records. Deaccessioning decisions are outlined in the respective Collections Management Policies and require approvals. Museum Object and Library Collections require full Board approval.

Destination Marketing Organization (DMO) An organization that promotes a location as an attractive travel destination.

Ex. The San Francisco Peninsula and Visit California

Development (aka Fundraising, Advancement) Fundraising is transactional. It is the transaction of asking for and receiving a gift. Development is relational. It is the process of developing relationships with donors for long-term, organizational benefit.

Found in Collection (FIC) A term used by a museum to refer to “undocumented objects that remain without status after all attempts to reconcile them to existing records of permanent collection and loan objects are completed”. Lost in Collections are documented items that cannot be located.

Funds - Board-designated Refers to funds that have not been restricted by donors but are subject to self-imposed limits by action of the board of directors. Currently, Filoli maintains two board-designated funds in accordance with board policies: the operating cash reserve, and the board-designated investment fund set aside primarily for project funding.

Funds - Endowment Those funds for which use is restricted in perpetuity. They are set aside so that the original assets (known as the corpus) grow over time as a result of income earned from the underlying invested funds. It is also called permanently restricted net assets. Currently, Filoli does not maintain an endowment fund. However, the National Trust holds an endowment for the benefit of Filoli from which Filoli receives income distributions annually.

Green Retailing Relates to the environmentally eco-friendly practices that retailer can adapt to. Examples of implementation include: switching out recyclable packaging and bags, partnership with vendors that have reduced carbon emissions, updating visual displays to include solar lighting, etc.

Impressions A Marketing term that measures anytime a user, viewer, or listener sees or hears an advertisement.

Interpretation Information designed to enhance, engage, and help visitors relate to stories of people, plants, and objects. At Filoli, interpretation methods include informal talks, publications, signs, digital content, soundscapes, and programming.

Maintenance From a Facilities standpoint, is the regular and routine maintenance of equipment and assets in order to keep them running and prevent any costly unplanned downtime from unexpected equipment failure. The two major categories of maintenance are Preventive Maintenance and Corrective Maintenance.

Preventative Maintenance (PM) is done before a failure occurs and consists of maintenance types like: Time-Based Maintenance, Failure Finding Maintenance, Risk-Based Maintenance, Condition Based Maintenance and Predictive Maintenance.

Corrective Maintenance is done after a failure has occurred either as Deferred Corrective Maintenance or as Emergency Maintenance.

Manager on Duty (MOD) During public hours and events, Filoli always has an assigned Manager on Duty as well a Resident on Call to manage any site emergencies that arise.

Master Plan A dynamic long-term planning document that provides a conceptual layout to guide future growth and development. Master planning is about making the connection between buildings, social settings, and their surrounding environments. Filoli's Master Plan was designed by Nelson Byrd Woltz and Architectural resources Group and was approved in 2022.

Online Travel Agency (OTA) A web-based marketplace that allows consumers to research and book travel products and services, including hotels, flights, cars, tours, cruises, activities and more, directly with travel suppliers.

Ex. Tickets

Operations and Maintenance (O&M) The functions, duties, and labor associated with the daily operations and normal repairs, replacement of parts and structural components, and other activities needed to preserve an asset so that it continues to provide acceptable services and achieves its expected life.

Planogram or Schematic A visual display plan that shows the layout of merchandise on shelves with the aim of driving sales. It can also be used as a guide when store mapping and helps retailers visualize and utilize their space efficiently.

Pop-Up Shop A temporary (often mobile) retail store that is open for a short period of time in a location outside of the brand/company's physical location or brick-and-mortar storefront.. Pop-up shops are used to generate awareness for a product or service, typically set up in areas of high foot traffic, and allows businesses to market products directly to the customer.

Preservation The act or process of applying measures necessary to sustain the existing form, integrity, and materials of an historic property. Work, including preliminary measures to protect and stabilize the property, generally focuses upon the ongoing maintenance and repair of historic materials and features rather than extensive replacement and new construction. The limited and sensitive upgrading of mechanical, electrical, and plumbing systems and other code-required work to make properties functional is appropriate within a preservation .However, new exterior additions are not within the scope of this treatment. The Standards for Preservation require retention of the greatest amount of historic fabric along with the building's historic form.

Public Programs Filoli has a broad definition of public programs. All programs provide a way for visitors and participants to more deeply engage with Filoli's mission, each other, and stories of the people and place. Public programs include Service Learning, Concerts, Summer Nights, Art Walk, Orchard Days, Flora Parties, and Stories In Bloom storytelling series. Most are added-value (free with purchase of admission).

Reconstruction The act or process of depicting, by means of new construction, the form, features, and detailing of a non-surviving site, landscape, building, structure, or object for the purpose of replicating its appearance at a specific period of time and in its historic location. The Reconstruction Standards establish a limited framework for recreating a vanished or non-surviving building with new materials, primarily for interpretive purposes.

Rehabilitation The act or process of making possible a compatible use for a property through repair, alterations, and additions while preserving those portions or features which convey its historical, cultural, or architectural values. The Rehabilitation Standards acknowledge the need to alter or add to a historic building to meet continuing or new uses while retaining the building's historic character.

Restoration The act or process of accurately depicting the form, features, and character of a property as it appeared at a particular period of time by means of the removal of features from other periods in its history and reconstruction of missing features from the restoration period. The limited and sensitive upgrading of mechanical, electrical, and plumbing systems and other code-required work to make properties functional is appropriate within a restoration project. The Restoration Standards allow for the depiction of a building at a particular time in its history by preserving materials, features, finishes, and spaces from its period of significance and removing those from other periods.

Service Learning is Filoli's new model for volunteerism. It is a public program designed to engage a broad audience while simultaneously completing service projects for Filoli.

Shrinkage Refers to the difference found between physical stock counts and the amount of stock that is documented in data. The most common causes of shrinkage are due to theft, shoplifting,, admin errors, and supplier issues.

Soundscapes Sound or music used to create an atmosphere or tell a story. Filoli uses soundscapes in numerous rooms in the House.

SOH (Stock on Hand) Actual value or number of items or goods owned

Strategic Planning An organization's process of defining its strategy or direction, and making decisions on allocating its resources to attain strategic goals. Filoli is concluding a five year Strategic Plan in 2023 and will have a new plan launched for 2024.

Sustainability Recognizes that humanity is a part of the natural world, not separate from it, and that healthy social and economic systems depend on the resilience of physical and ecological systems.

Taxon (plural, taxa) A unit of any rank within the taxonomic hierarchy (e.g., family, genus, species, variety, cultivar).

Visitation Numbers associated with visitation include daily visitors, participants in programs, special events, and private rentals. This is a total capture of everyone that enters Filoli.

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form 990

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2022

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Open to Public Inspection

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

A For the **2022** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FILOLI CENTER		D Employer identification number 95-2996648
	Doing business as FILOLI		E Telephone number 650-364-8300
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	86 CANADA ROAD		G Gross receipts \$ 16,004,626.
	City or town, state or province, country, and ZIP or foreign postal code WOODSIDE, CA 94062		
F Name and address of principal officer: KARA NEWPORT SAME AS C ABOVE			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions

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

J Website: WWW.FILOLI.ORG

K Form of organization: Corporation Trust Association Other

L Year of formation: 1976 **M** State of legal domicile: CA

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: A HISTORIC ESTATE, GARDEN, AND NATURE PRESERVE DEDICATED TO SHARING STORIES OF CALIFORNIA HISTORY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	25
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	24
	5 Total number of individuals employed in calendar year 2022 (Part V, line 2a)	5	109
	6 Total number of volunteers (estimate if necessary)	6	430
	7 a 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.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,661,298.	2,288,367.
	9 Program service revenue (Part VIII, line 2g)	7,813,266.	9,620,411.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,975,054.	1,051,568.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,356,311.	1,489,281.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,805,929.	14,449,627.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	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)	5,287,503.	6,618,905.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	0.	84,000.
	b Total fundraising expenses (Part IX, column (D), line 25)	908,870.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,092,250.	5,357,211.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,379,753.	12,060,116.	
19 Revenue less expenses. Subtract line 18 from line 12	3,426,176.	2,389,511.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 25,536,430.	End of Year 25,336,886.
	21 Total liabilities (Part X, line 26)	1,753,295.	2,059,347.
	22 Net assets or fund balances. Subtract line 21 from line 20	23,783,135.	23,277,539.

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 KARA NEWPORT, PRESIDENT & CEO	Date			
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name MAGA E. KISRIV	Preparer's signature	Date 08/26/23	Check if self-employed <input type="checkbox"/>	PTIN P01008919
	Firm's name HOOD & STRONG LLP	Firm's EIN 94-1254756	Phone no. 408.998.8400		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

232001 12-13-22 LHA For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2022)

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. FILOLI CENTER	Taxpayer identification number (TIN) 95-2996648
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 86 CANADA ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODSIDE, CA 94062	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12
Form 990-T (corporation)	07		

AYAKO FUKUDOME

- The books are in the care of ▶ 86 CANADA ROAD - WOODSIDE, CA 94062

Telephone No. ▶ (650) 364-8300

Fax No. ▶ (650) 366-7836

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until NOVEMBER 15, 2023, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2022 or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
3b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2022)

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:
FILOLI IS DEDICATED TO CONNECT OUR RICH HISTORY WITH A VIBRANT FUTURE THROUGH BEAUTY, NATURE AND SHARED STORIES. WE ENVISION A TIME WHEN ALL PEOPLE HONOR NATURE, VALUE UNIQUE EXPERIENCES, AND APPRECIATE BEAUTY IN EVERYDAY LIFE.

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 \$ 2,150,821. including grants of \$ 0.) (Revenue \$ 0.)
PRESERVATION/GARDENS: PRESERVATION WORK ENCOMPASSES THE 54,000 SQ. FT. MODIFIED GEORGIAN ESTATE HOUSE, 16 ACRES OF FORMAL GARDENS, HISTORIC FULLY FUNCTIONAL GREENHOUSES, AND A NUMBER OF OUTBUILDINGS AND STRUCTURES.
FILOLI IS OPERATED TODAY AS A PUBLIC GARDEN, CULTURAL CENTER, AND MUSEUM. SIXTEEN ACRES OF FORMAL GARDENS ARE DIVIDED INTO A NUMBER OF SEPARATE GARDEN ROOMS CONTAINING ANNUAL BEDS, LAWNS, HEDGES, AND SPECIMEN TREES AND SHRUBS. ANNUALS ARE GROWN IN FILOLI'S HISTORIC GREENHOUSES AND PLANTED IN THE GARDENS EACH YEAR. IRISH YEW, OLIVES AND OLD COAST LIVE OAKS ARE THE DOMINANT TREES. FOURTEEN HORTICULTURISTS MAINTAIN THE GARDENS.

4b (Code:) (Expenses \$ 1,672,187. including grants of \$ 0.) (Revenue \$ 5,452,376.)
VISITOR SERVICES/PUBLIC ENGAGEMENT: FILOLI WELCOMES OVER 380,000 VISITORS ANNUALLY AND HAS OVER 19,000 MEMBERS. VISITORS CAN EXPLORE ON A SELF-GUIDED TOUR OF THE ESTATE NATURAL AREAS, AND GARDENS AND LEARN THROUGH INTERPRETIVE INFORMATION ABOUT HOW FILOLI REPRESENTS MANY IMPORTANT ASPECTS OF CALIFORNIA HISTORY. FILOLI STRIVES TO BE INCLUSIVE AND WELCOMING TO A DIVERSE AUDIENCE FROM THE BAY AREA AND INTERNATIONALLY.

4c (Code:) (Expenses \$ 967,086. including grants of \$ 0.) (Revenue \$ 1,015,328.)
CLOCK TOWER SHOP: FILOLI'S CLOCK TOWER SHOP OFFERS VISITORS ACCESS TO THE HISTORICAL CLOCK TOWER BUILDING, WHICH SERVED AS THE GARAGE AND SERVICE COURTYARD WHEN FILOLI WAS A PERSONAL RESIDENCE. THE CLOCK TOWER SHOP SELLS PRODUCTS THAT ENHANCE THE VISITOR EXPERIENCE, MADE FROM FILOLI'S GARDEN AND ORCHARDS. THE SHOP ALSO SELLS MERCHANDISE FROM MUCKROSS IN IRELAND, WHICH HAS A HISTORIC TIE TO FILOLI'S FIRST FAMILY, THE BOURNS. VISITORS CAN ALSO PURCHASE PLANTS AND FLOWER BULBS THAT ARE GROWN IN FILOLI'S FORMAL GARDENS, WITH INTERPRETIVE INFORMATION ON HOW FILOLI CARES FOR THEM AVAILABLE FROM STAFF.

4d Other program services (Describe on Schedule O.)
(Expenses \$ 4,665,129. including grants of \$ 0.) (Revenue \$ 4,609,958.)

4e Total program service expenses 9,455,223.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question, Yes, No. Rows 22-38 covering various organizational requirements and reporting obligations.

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

Table with 3 columns: Question, Yes, No. Rows 1a-1c regarding Form 1096, Forms W-2G, and gaming reporting.

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 2a through 17 regarding employee reporting, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

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

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included on line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b 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?

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed CA; 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. [X] 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 AYAKO FUKUDOME - (650) 364-8300 86 CANADA ROAD, WOODSIDE, CA 94062

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)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KARA NEWPORT PRESIDENT & CEO	40.00	X		X				354,603.	0.	46,504.
(2) ALEXANDER FERNANDEZ CHIEF OPERATING OFFICER	40.00					X		128,032.	0.	81,913.
(3) AYAKO FUKUDOME CHIEF FINANCIAL OFFICER	40.00				X			193,076.	0.	8,441.
(4) CHRISTOPHER HIRANO CHIEF DEVELOPMENT OFFICER	40.00				X			163,003.	0.	7,329.
(5) SUSAN O'SULLIVAN CHIEF EXTERNAL RELATIONS OFFICER	40.00					X		132,836.	0.	5,297.
(6) PRIYA YADAV DIRECTOR OF HUMAN RESOURCES	40.00				X			123,184.	0.	5,653.
(7) ERIKA FRANK DIRECTOR OF LEARNING & ENGAGEMENT	40.00				X			118,603.	0.	5,049.
(8) BRITTANY JONES CHIEF EXPERIENCE OFF. (THRU 9/30/22)	40.00				X			112,709.	0.	7,820.
(9) CAROL MORAN PRESIDENT	2.00	X		X				0.	0.	0.
(10) DAVID WESSEL VICE PRESIDENT	2.00	X		X				0.	0.	0.
(11) DAVID WOLLENBERG PAST PRESIDENT	2.00	X		X				0.	0.	0.
(12) MARY WHITE SECRETARY	2.00	X		X				0.	0.	0.
(13) BOB NIBBI TREASURER	2.00	X		X				0.	0.	0.
(14) ALAN ZAFRAN DIRECTOR	1.00	X						0.	0.	0.
(15) ANA ROTH DIRECTOR	1.00	X						0.	0.	0.
(16) ARIVU MANI RAMASAMY DIRECTOR	1.00	X						0.	0.	0.
(17) DONALD DEFEVER DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DONNA COLSON DIRECTOR	1.00	X						0.	0.	0.
(19) JALEH DAIE DIRECTOR	1.00	X						0.	0.	0.
(20) JOYCE HAMMEL DIRECTOR	1.00	X						0.	0.	0.
(21) KARYL MATSUMOTO DIRECTOR	1.00	X						0.	0.	0.
(22) LESLIE WITT DIRECTOR	1.00	X						0.	0.	0.
(23) MARGARET LONDON DIRECTOR	1.00	X						0.	0.	0.
(24) MARYLES CASTO DIRECTOR	1.00	X						0.	0.	0.
(25) MICHAEL SMITH DIRECTOR	1.00	X						0.	0.	0.
(26) NANCY YOUNG DIRECTOR	1.00	X						0.	0.	0.
1b Subtotal								1,326,046.	0.	168,006.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,326,046.	0.	168,006.

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 8

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NELSON BYRD WOLTZ LANDSCAPE ARCHITECTS, PLL 310 E. MARKET ST, CHARLOTTESVILLE, VA 22902	MASTER PLAN CONSULTING	452,444.
THE GARDEN ROUTE COMPANY, 151 HASKINS WAY, SUITE E, SOUTH SAN FRANCISCO, CA 94080	LANDSCAPE ARCHITECT AND CONSTRUCTION	341,075.
BAYSIDE BUSINESS FORMS, 430 N. CANAL ST, UNIT 9, SOUTH SAN FRANCISCO, CA 94080	PRINTING SERVICES	334,652.
FOLEY ELECTRIC INC 919 ARGUELLO STREET, REDWOOD CITY, CA 94063	ELECTRIC INSTALLATION AND REPAIR	296,172.
ROYAL CLEANING AGENCY 2449 CENTENNIAL LANE, HAYWARD, CA 94541	JANITORIAL SERVICES	241,840.

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 9

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2022)

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	501,750.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above ...	1f	1,786,617.				
	g Noncash contributions included in lines 1a-1f	1g	\$ 54,354.				
	h Total. Add lines 1a-1f		2,288,367.				
Program Service Revenue	2 a PROGRAMS AND BENEFITS	Business Code					
		712190	7,442,687.	7,442,687.			
	b MEMBERSHIP DUES	712190	2,177,724.	2,177,724.			
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f		9,620,411.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		970,482.			970,482.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	6a	(i) Real				
			(ii) Personal				
				111,120.			
	b Less: rental expenses ...	6b	10,430.				
	c Rental income or (loss)	6c	100,690.				
	d Net rental income or (loss)		100,690.			100,690.	
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities				
			(ii) Other				
				581,413.	4,000.		
	b Less: cost or other basis and sales expenses	7b	502,604.	1,723.			
	c Gain or (loss)	7c	78,809.	2,277.			
	d Net gain or (loss)		81,086.			81,086.	
8 a Gross income from fundraising events (not including \$ 501,750. of contributions reported on line 1c). See Part IV, line 18	8a		138,060.				
			206,720.				
b Less: direct expenses	8b						
c Net income or (loss) from fundraising events		-68,660.			-68,660.		
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		2,263,955.				
			833,522.				
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory		1,430,433.	1,430,433.				
Miscellaneous Revenue	11 a MISC INCOME	Business Code					
		900099	18,358.	18,358.			
	b DEACCESSION OF MUSEUM O	900099	8,460.	8,460.			
	c						
	d All other revenue						
e Total. Add lines 11a-11d		26,818.					
12 Total revenue. See instructions		14,449,627.	11,077,662.	0.	1,083,598.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
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	745,377.	155,452.	387,845.	202,080.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,951,237.	4,096,924.	574,315.	279,998.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	135,038.	99,706.	22,877.	12,455.
9 Other employee benefits	358,314.	333,384.	1,780.	23,150.
10 Payroll taxes	428,939.	331,419.	62,407.	35,113.
11 Fees for services (nonemployees):				
a Management				
b Legal	28,082.		28,082.	
c Accounting	41,400.		41,400.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	84,000.			84,000.
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.)	764,983.	588,727.	159,377.	16,879.
12 Advertising and promotion	252,265.	203,124.		49,141.
13 Office expenses	93,405.	65,601.	14,958.	12,846.
14 Information technology	327,774.	252,943.	48,929.	25,902.
15 Royalties				
16 Occupancy	1,124,411.	968,531.	126,434.	29,446.
17 Travel	68,455.	51,863.	14,519.	2,073.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	66,759.	35,686.	24,534.	6,539.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	441,172.	374,996.	66,176.	
23 Insurance	154,734.	107,326.	44,415.	2,993.
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 PROGRAMS & MEMB BENEFIT	814,300.	761,612.	35,404.	17,284.
b GARDEN SUPPLIES & SVCS	343,985.	343,985.		
c BANK & CREDIT CARD PROC	330,154.	319,138.		11,016.
d PRINTING & PUBLICATIONS	307,348.	221,388.	2,201.	83,759.
e All other expenses	197,984.	143,418.	40,370.	14,196.
25 Total functional expenses. Add lines 1 through 24e	12,060,116.	9,455,223.	1,696,023.	908,870.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,478,841.	1	5,036,209.
	2 Savings and temporary cash investments	3,708,208.	2	2,931,832.
	3 Pledges and grants receivable, net	17,500.	3	75,000.
	4 Accounts receivable, net	86,894.	4	56,002.
	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		7	
	8 Inventories for sale or use	170,803.	8	274,955.
	9 Prepaid expenses and deferred charges	230,547.	9	363,616.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 14,993,457.		
	b Less: accumulated depreciation	10b 8,778,009.	5,101,043.	10c 6,215,448.
	11 Investments - publicly traded securities	12,686,940.	11	10,275,549.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	55,654.	15	108,275.
16 Total assets. Add lines 1 through 15 (must equal line 33)	25,536,430.	16	25,336,886.	
Liabilities	17 Accounts payable and accrued expenses	1,179,704.	17	1,440,818.
	18 Grants payable		18	
	19 Deferred revenue	573,591.	19	618,529.
	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		25	
	26 Total liabilities. Add lines 17 through 25	1,753,295.	26	2,059,347.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	23,034,267.	27	22,336,262.
	28 Net assets with donor restrictions	748,868.	28	941,277.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> 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	23,783,135.	32	23,277,539.	
33 Total liabilities and net assets/fund balances	25,536,430.	33	25,336,886.	

Form 990 (2022)

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	14,449,627.
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,060,116.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,389,511.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	23,783,135.
5	Net unrealized gains (losses) on investments	5	-2,895,107.
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	23,277,539.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____		

Form **990** (2022)

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 FILOLI CENTER	Employer identification number 95-2996648
--	---

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 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 **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 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

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 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); 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

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f)); 15 Public support percentage from 2021 Schedule A, Part II, line 14; 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.")	1,384,708.	1,476,621.	1,370,018.	1,661,298.	2,288,367.	8,181,012.
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	6,676,198.	7,587,611.	5,305,841.	9,906,790.	11,911,184.	41,387,624.
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	8,060,906.	9,064,232.	6,675,859.	11,568,088.	14,199,551.	49,568,636.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	120,157.	130,400.	157,660.	153,180.	155,288.	716,685.
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						0.
c Add lines 7a and 7b	120,157.	130,400.	157,660.	153,180.	155,288.	716,685.
8 Public support. (Subtract line 7c from line 6.)						48,851,951.

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	8,060,906.	9,064,232.	6,675,859.	11,568,088.	14,199,551.	49,568,636.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	925,762.	123,694.	174,157.	1,805,658.	1,081,602.	4,110,873.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	925,762.	123,694.	174,157.	1,805,658.	1,081,602.	4,110,873.
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.)	64,350.	52,265.	31,460.	55,205.	138,060.	341,340.
13 Total support. (Add lines 9, 10c, 11, and 12.)	9,051,018.	9,240,191.	6,881,476.	13,428,951.	15,419,213.	54,020,849.

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	90.43 %
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	87.64 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	7.61 %
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	10.35 %

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

Part IV Supporting Organizations (continued)

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

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? <i>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.</i>		
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? <i>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.</i>		

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)? <i>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).</i>		

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
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? <i>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.</i>		
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? <i>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.</i>		
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? <i>If "Yes" or "No" provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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 (<i>explain in detail in Part VI</i>):		
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	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990) 2022

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 - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). 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 (<i>provide details in Part VI</i>). 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 - <i>explain in Part VI</i>). 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, <i>explain in Part VI</i> . See instructions.		
6	Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . 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		

Schedule A (Form 990) 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.)

SCHEDULE A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:

GROSS INCOME FROM FUNDRAISING EVENTS

2018 AMOUNT: \$ 64,350.

2019 AMOUNT: \$ 48,840.

2020 AMOUNT: \$ 31,460.

2021 AMOUNT: \$ 55,205.

2022 AMOUNT: \$ 138,060.

GROSS INCOME FROM GAMING

2018 AMOUNT: \$ 0.

2019 AMOUNT: \$ 3,425.

2020 AMOUNT: \$ 0.

2021 AMOUNT: \$ 0.

2022 AMOUNT: \$ 0.

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

FILOLI CENTER

Employer identification number

95-2996648

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), 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.

Schedule B (Form 990) (2022)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 175,370.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 148,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 713,766.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 64,047.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 56,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 37,836.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 26,040.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11		\$ 26,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	_____	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	_____	\$ 19,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	_____	\$ 16,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	_____	\$ 16,880.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	_____	\$ 16,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	_____	\$ 15,076.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	_____	\$ 15,060.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	_____	\$ 12,160.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	_____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 17,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
26		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30		\$ 9,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	_____	\$ 9,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	_____	\$ 8,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	_____	\$ 8,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	_____	\$ 7,860.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	_____	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36	_____	\$ 13,388.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37		\$ 6,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
38		\$ 6,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
39		\$ 12,220.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
40		\$ 5,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
41		\$ 5,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42		\$ 5,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
48		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
50		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
51		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
52		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
53		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
54		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
---	--

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
55		\$ 5,720.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization FILOLI CENTER	Employer identification number 95-2996648
---	--

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
7	475 SHS WISDOM TREE _____ _____ _____	\$ 30,516.	12/31/22
25	WINE _____ _____ _____	\$ 7,800.	12/31/22
36	WINE _____ _____ _____	\$ 1,008.	12/31/22
39	WINE _____ _____ _____	\$ 6,720.	12/31/22
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization FILOLI CENTER	Employer identification number 95-2996648
--	---

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: FILOLI CENTER; Employer identification number: 95-2996648

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-4 and 5-6 regarding donor advised funds.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-9 regarding 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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1a-1b regarding collections of art and historical treasures.

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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		551,844.		551,844.
b Buildings		12,249,833.	7,181,949.	5,067,884.
c Leasehold improvements				
d Equipment		1,779,625.	1,411,430.	368,195.
e Other		412,155.	184,630.	227,525.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				6,215,448.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	11,955,552.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	-2,895,107.
b	Donated services and use of facilities	2b	183,882.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	-2,711,225.
3	Subtract line 2e from line 1	3	14,666,777.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	-217,150.
c	Add lines 4a and 4b	4c	-217,150.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	14,449,627.

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	12,461,148.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	183,882.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	217,150.
e	Add lines 2a through 2d	2e	401,032.
3	Subtract line 2e from line 1	3	12,060,116.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	12,060,116.

Part XIII Supplemental Information.

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

PART III, LINE 4:

FILOLI IS DEDICATED TO CONNECTING OUR RICH HISTORY WITH A VIBRANT FUTURE

THROUGH BEAUTY, NATURE AND SHARED STORIES. WE ENVISION A TIME WHEN ALL

PEOPLE HONOR NATURE, VALUE UNIQUE EXPERIENCES, AND APPRECIATE BEAUTY IN

EVERYDAY LIFE. THE PRESERVATION OF WORKS OF ART CONTAINED IN THE HISTORIC

BUILDINGS AND SURROUNDING GARDENS IS CONSISTENT WITH THE ORGANIZATION'S

EXEMPT PURPOSE AND MISSION.

UNDER ACCOUNTING STANDARDS CODIFICATION (ASC) 958, FILOLI'S MUSEUM OBJECT

COLLECTION, LIBRARY COLLECTION, AND LIVING COLLECTION QUALIFY AS

COLLECTIONS. COLLECTION ITEMS ACQUIRED THROUGH PURCHASE ARE RECOGNIZED AS

ACCESSIONS AND DECREASE NET ASSETS WITHOUT DONOR RESTRICTIONS IF PURCHASED

Part XIII Supplemental Information *(continued)*

WITH NET ASSETS WITHOUT DONOR RESTRICTION OR RESULT IN A RELEASE ON THE
STATEMENT OF ACTIVITIES OF NET ASSETS WITH DONOR RESTRICTIONS IF PURCHASED
WITH ASSETS WITH DONOR RESTRICTION.

COLLECTION ITEMS ARE SOLD SOLELY FOR THE ADVANCEMENT OF FILOLI'S MISSION
AND THE ENHANCEMENT OF ITS COLLECTIONS. PROCEEDS FROM ITEMS SOLD ARE USED
FOR THE ACQUISITION OF NEW COLLECTION ITEMS OR THE DIRECT CARE,
PRESERVATION, AND CONSERVATION OF EXISTING COLLECTIONS. FILOLI DEFINES
DIRECT CARE IN ACCORDANCE WITH THE AMERICAN ALLIANCE OF MUSEUMS'
GUIDELINES, THAT IS, AN INVESTMENT THAT ENHANCES THE LIFE, USEFULNESS OR
QUALITY OF COLLECTIONS, THEREBY ENSURING THE PROCEEDS WILL CONTINUE TO
BENEFIT THE PUBLIC. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIES ARE
REFLECTED IN THE STATEMENT OF ACTIVITIES BASED ON THE NATURE, ABSENCE OR
EXISTENCE OF THE ORIGINAL DONOR-IMPOSED RESTRICTIONS.

MUSEUM OBJECT AND LIBRARY COLLECTION ITEMS ARE INVENTORIED AND
APPROPRIATELY CARED FOR, BY IN-HOUSE CURATORS TO PRESERVE THE COLLECTION'S
INTEGRITY. SIMILARLY, THE LIVING COLLECTIONS ARE INVENTORIED AND
APPROPRIATELY CARED FOR BY HORTICULTURISTS.

FILOLI MAINTAINS MUSEUM OBJECTS WHICH ARE ON LOAN FROM VARIOUS SOURCES.
THE MAJORITY OF SUCH "ON LOAN" ITEMS ARE THE PROPERTY OF THE NATIONAL
TRUST. FILOLI MAINTAINS RECORDS OF SUCH ITEMS BUT DOES NOT RECORD THE
VALUE OF SUCH ON ITS STATEMENT OF FINANCIAL POSITION.

PART X, LINE 2:

FILOLI IS A TAX-EXEMPT ORGANIZATION PURSUANT TO INTERNAL REVENUE CODE
SECTION 501(C)(3) AND SECTION 23701D OF THE CALIFORNIA REVENUE AND

Schedule D (Form 990) 2022

Part XIII Supplemental Information (continued)

TAXATION CODE AND, ACCORDINGLY, IS EXEMPT FROM FEDERAL AND STATE INCOME

TAXES ON RELATED BUSINESS INCOME.

MANAGEMENT HAS EVALUATED FILOLI'S TAX POSITIONS AND CONCLUDED THAT FILOLI

HAD MAINTAINED ITS TAX-EXEMPT STATUS AND HAD TAKEN NO UNCERTAIN TAX

POSITIONS THAT REQUIRED ADJUSTMENT TO THE FINANCIAL STATEMENTS AS OF

DECEMBER 31, 2022 AND 2021.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES NETTED WITH REVENUE	-206,720.
RENTAL EXPENSES NETTED WITH REVENUE	-10,430.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-217,150.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES NETTED WITH REVENUE	206,720.
RENTAL EXPENSES NETTED WITH REVENUE	10,430.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	217,150.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		GALA (event type)	HOLIDAY OPENING (event type)	NONE (total number)	
Revenue	1 Gross receipts	555,310.	84,500.		639,810.
	2 Less: Contributions	450,790.	50,960.		501,750.
	3 Gross income (line 1 minus line 2)	104,520.	33,540.		138,060.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	22,719.	6,040.		28,759.
	7 Food and beverages	95,868.	40,115.		135,983.
	8 Entertainment	21,931.	4,348.		26,279.
	9 Other direct expenses	14,110.	1,589.		15,699.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				206,720.
	11 Net income summary. Subtract line 10 from line 3, column (d)				-68,660.

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

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

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

a The organization's facility		13a	%
b An outside facility		13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____

c If "Yes," enter name and address of the third party:

Name _____

Address _____

16 Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: VAN DILLEN PARTNERS INC

(I) ADDRESS OF FUNDRAISER: 334 W BELLVUE AVENUE, SAN MATEO, CA 94402

**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

FILOLI CENTER

Employer identification number

95-2996648

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2022

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) KARA NEWPORT PRESIDENT & CEO	(i)	294,327.	60,000.	276.	12,200.	34,304.	401,107.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ALEXANDER FERNANDEZ CHIEF OPERATING OFFICER	(i)	127,606.	0.	426.	5,425.	76,488.	209,945.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) AYAKO FUKUDOME CHIEF FINANCIAL OFFICER	(i)	192,800.	0.	276.	7,712.	729.	201,517.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) CHRISTOPHER HIRANO CHIEF DEVELOPMENT OFFICER	(i)	162,487.	0.	516.	6,600.	729.	170,332.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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 1A:

RESIDENCE ON PROPERTY IS PROVIDED TO THE CHIEF OPERATING OFFICER AT A

REDUCED RENT. THE CHIEF OPERATING OFFICER IS REQUIRED TO LIVE ON PROPERTY

FOR EMERGENCIES AND SAFETY OF THE HISTORIC HOUSE AND GARDENS ON THE

654-ACRE ESTATE. THE NONTAXABLE VALUE OF SUCH BENEFIT WAS \$44,100.

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
SUBSTANTIAL CONTRIBUTOR	SUBSTANTIAL CONTRIB	162,092.	CONSULTING		X

Part V Supplemental Information.

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

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

(A) NAME OF PERSON: SUBSTANTIAL CONTRIBUTOR

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SUBSTANTIAL CONTRIBUTOR

(D) DESCRIPTION OF TRANSACTION: CONSULTING SERVICES

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2022

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
Attach to Form 990.

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

Name of the organization <p style="text-align:center;">FILOLI CENTER</p>	Employer identification number <p style="text-align:center;">95-2996648</p>
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Part I Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	3	34,086. FMV	
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (WINE)	X	7	20,268. FMV	
26 Other ()				
27 Other ()				
28 Other ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part V, Donee Acknowledgement	29	0
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		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?	30a		X
b If "Yes," describe the arrangement in Part II.			
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	31	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b If "Yes," describe in Part II.			
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2022

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

THIS COLUMN REPRESENTS THE NUMBER OF ITEMS DONATED.

SCHEDULE M, LINE 33:

NO AMOUNT WAS REPORTED ON FORM 990, PART VIII, LINE 1G AND SCHEDULE M, PART I, LINE 1 FOR DONATIONS OF WORKS OF ART BECAUSE THE CENTER DID NOT CAPITALIZE ITS COLLECTIONS, AS ALLOWED UNDER FINANCIAL STANDARDS BOARD ACCOUNTING STANDARDS CODIFICATION 958-360-25 (ASC 958-360-25) (FORMERLY SFAS 116).

**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

FILOLI CENTER

Employer identification number

95-2996648

FORM 990, PART I, LINE 6:

FILOLI OFFERS A SERVICE LEARNING PROGRAM TO ENGAGE THE COMMUNITY IN

PROJECTS THAT NOT ONLY PROVIDE A SERVICE TO FILOLI BUT PRIORITIZE A

LEARNING COMPONENT FOR ITS PARTICIPANTS. ANYONE IS WELCOME TO

PARTICIPATE IN THESE SERVICE LEARNING PROJECT DAYS. EXAMPLES OF SERVICE

LEARNING PROJECTS INCLUDE MULCHING AND CLEANING THE GARDEN, ASSISTING

IN HOLIDAY PROJECTS, HARVESTING FRUIT IN THE ORCHARD.

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

PUBLIC PROGRAMS: FILOLI PRESENTS A VARIETY OF PUBLIC PROGRAMS TO ENGAGE

DIVERSE AUDIENCES AND PROVIDE OPPORTUNITIES FOR LEARNING AND

ENGAGEMENT. IN 2022 FILOLI OFFERED PUBLIC PROGRAMS THROUGHOUT THE YEAR,

INCLUDING STORIES IN BLOOM, SERVICE LEARNING, AAPI MONTH CELEBRATIONS,

PRIDE, SUMMER NIGHTS, ART WALK, ORCHARD DAYS, AND HOLIDAYS AT FILOLI.

MEMBERSHIP: IN 2022 FILOLI WELCOMED A RECORD NUMBER OF MEMBER

HOUSEHOLDS, WITH THE PEAK NUMBER OF 20,122 IN APRIL OF 2022. FILOLI

OFFERS MEMBERSHIPS FOR SENIORS OVER 65 YEARS AT A DISCOUNTED ANNUAL

FEE, AND ALSO PROVIDES FREE HOUSEHOLD MEMBERSHIPS TO ALL FAMILIES WHO

PARTICIPATE IN FILOLI'S YOUTH PROGRAMS. FILOLI MEMBERS ENJOY FREE

GENERAL ADMISSION AND DISCOUNTS ON TICKETS TO EVENTS LIKE HOLIDAYS AT

FILOLI.

LEARNING & ENGAGEMENT: FILOLI OFFERS LEARNING OPPORTUNITIES THROUGH A

VARIETY OF PROGRAMS, INCLUDING A PRESCHOOL PROGRAM AND COLLEGE

INTERNSHIP PROGRAM. FILOLI OFFERS DAILY TALKS TO VISITORS ON A VARIETY

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

Schedule O (Form 990) 2022

232211 10-28-22

Name of the organization FILOLI CENTER	Employer identification number 95-2996648
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OF TOPICS THAT CHANGE THROUGHOUT THE YEAR, INCLUDING HORTICULTURE, COLLECTIONS, ARCHITECTURE AND NATURE. FILOLI ALSO SHARES LEARNING OPPORTUNITIES WITH THE COMMUNITY THROUGH BLOGS AND SOCIAL MEDIA POSTS.

PRESERVATION/HOUSE AND COLLECTION: THIS HISTORIC ESTATE WAS BUILT IN 1915-1917 AND REMAINS ONE OF THE ONLY CONTINUOUSLY OPERATING COUNTRY ESTATES IN CALIFORNIA.

FILOLI MAINTAINS A FULL EXHIBIT OF PERIOD PIECES WHICH ARE DISPLAYED THROUGHOUT THE FIRST FLOOR OF THE 54,000 SQUARE FOOT MANSION, DEPICTING LIFE WITHIN A CALIFORNIA ESTATE AT THE TURN OF THE 20TH CENTURY. THE COLLECTION INCLUDES UPWARDS OF ABOUT 5,000 ARTIFACTS SOME OF WHICH ARE ON LOAN FROM THE NATIONAL TRUST OF HISTORIC PRESERVATION. TWO CURATORS MAINTAIN THE COLLECTION, BOTH IN TERMS OF PRESERVATION AND DISPLAY.

FILOLI BECAME AN ACCREDITED MUSEUM BY THE AMERICAN ALLIANCE OF MUSEUMS IN 2021 AND ADHERES TO THE COLLECTIONS MANAGEMENT AND OTHER STANDARDS AS REQUIRED.

EXPENSES \$ 4,665,129. INCLUDING GRANTS OF \$ 0. REVENUE \$ 4,609,958.

FORM 990, PART VI, SECTION A, LINE 4:

FILOLI CENTER MADE THE FOLLOWING CHANGES TO ITS BYLAWS:

1. THE MAXIMUM NUMBER OF BOARD MEMBERS CHANGED FROM 27 TO 29;
2. DIRECTORS EMERITUS WAS DEFINED;
3. TITLE CHANGED FROM EXECUTIVE DIRECTOR TO CHIEF EXECUTIVE OFFICER;
4. REMOVED FRIENDS OF FILOLI COMMITTEE AND COMMUNITY ADVISORY COMMITTEE;

AND

5. ADDED ENGAGEMENT COMMITTEE AND GOVERNANCE AND NOMINATING COMMITTEE.

Name of the organization FILOLI CENTER	Employer identification number 95-2996648
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FORM 990, PART VI, SECTION B, LINE 11B:

MANAGEMENT (PRESIDENT & CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER) REVIEWED THE FORM 990 PROVIDED BY THE TAX PREPARING FIRM. UPON SATISFACTION THE TAX PREPARING FIRM PRESENTED FORM 990 TO THE BOARD AUDIT COMMITTEE IN A LIVE MEETING. UPON THE AUDIT COMMITTEE'S REVIEW AND APPROVAL, A PUBLIC DISCLOSURE COPY OF THE FORM 990 WAS PROVIDED TO THE BOARD PRIOR TO FILING.

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

FILOLI CENTER FOLLOWS A CONFLICT OF INTEREST POLICY DESIGNED TO FOSTER PUBLIC CONFIDENCE IN THE INTEGRITY OF THE ORGANIZATION AND TO PROTECT THE ORGANIZATION'S INTEREST WHEN IT IS CONTEMPLATING ENTERING A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF A BOARD MEMBER, OFFICER, THE TOP MANAGEMENT OFFICIAL, THE TOP FINANCIAL OFFICIAL, ANY PERSON WITH SUBSTANTIAL INFLUENCE OVER THE ORGANIZATION, OR OTHER INSIDER PERSON, OR AN EMPLOYEE. BOARD MEMBERS, OFFICERS, THE TOP MANAGEMENT OFFICIAL, THE TOP FINANCIAL OFFICIAL, AND KEY EMPLOYEES ARE REQUIRED ANNUALLY TO DISCLOSE DESCRIPTION OF INTEREST THAT COULD LEAD TO A CONFLICT OF INTEREST. WITH REGARD TO AN EMPLOYEE, THE CHIEF EXECUTIVE OFFICER SHALL DETERMINE WHETHER A CONFLICT OF INTEREST EXISTS. WITH REGARD TO AN INSIDER PERSON, THE BOARD SHALL DETERMINE IF A CONFLICT EXISTS. ONCE A CONFLICT OF INTEREST HAS BEEN FOUND WITH REGARD TO AN EMPLOYEE, THE CHIEF EXECUTIVE OFFICER DECIDES THE APPROPRIATE RESPONSE TAKING INTO CONSIDERATION THE SERIOUSNESS OF THE CONFLICT. WITH REGARD TO AN INSIDER PERSON, THE BOARD SHALL DECIDE WHAT MEASURES ARE NEEDED TO PROTECT THE ORGANIZATION'S INTERESTS IN LIGHT OF THE NATURE AND SERIOUSNESS OF THE CONFLICT, TO DECIDE WHETHER TO ENTER INTO THE TRANSACTIONS, AND, IF SO, TO ENSURE THAT THE TERMS OF THE TRANSACTION ARE APPROPRIATE. IN THE CASE OF AN INSIDER WHO IS

Name of the organization FILOLI CENTER	Employer identification number 95-2996648
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A BOARD MEMBER, THE BOARD MEMBER SHALL NOT VOTE ON ANY TRANSACTION IN WHICH THE BOARD MEMBER HAS AN INTEREST.

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

THE BOARD ANNUALLY REVIEWS THE CHIEF EXECUTIVE OFFICER AGAINST A LIST OF GOALS DETERMINED ANNUALLY. THE BOARD WILL REVIEW THE COMPENSATION OF THE CHIEF FINANCIAL OFFICER WHILE THE CHIEF EXECUTIVE OFFICER EVALUATES THIS POSITION. ALL OTHER KEY EMPLOYEES ARE EVALUATED BY THE CHIEF EXECUTIVE OFFICER. THE ORGANIZATION ASSESSED THE GOING RATE FOR THE CHIEF EXECUTIVE OFFICER POSITION BASED ON THE ORGANIZATION SIZE, GEOGRAPHIC LOCATION, AND COMPLEXITY. ALL KEY POSITIONS ARE BUDGETED AND SUCH BUDGET IS REVIEWED BY THE FINANCE COMMITTEE WHO PROVIDES ITS RECOMMENDATION TO THE BOARD FOR APPROVAL.

FORM 990, PART VI, SECTION C, LINE 18:

AUDITED FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

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

THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE MADE AVAILABLE UPON REQUEST FOR THE SAME PERIOD OF TIME SET FORTH IN SEC. 6104(D). FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE.

COOPERATIVE AGREEMENT

THIS COOPERATIVE AGREEMENT (this "Agreement"), effective as of the 30th day of September, 2017 (the "Effective Date"), is made by and between the **NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES** (the "National Trust"), a charitable, educational, nonprofit corporation created by Congress, with principal offices at The Watergate Office Building, 2600 Virginia Avenue NW, Suite 1100, Washington, DC 20037, and **FILOLI CENTER** (the "Center"), a California nonprofit public benefit corporation with principal offices at 86 Cañada Road, Woodside, CA 94062.

This Agreement sets forth the mutual agreements related to the co-stewardship arrangement at Filoli, a National Trust Historic Site located at 86 Cañada Road, Woodside, San Mateo County, California 94062 (the "Property" or "Filoli"). In consideration of the mutual promises stated below, the National Trust and the Center (collectively, "the Parties") agree as follows:

1. Background & Purpose.

A. Filoli, a significant historic site in Woodside, California, includes one hundred twenty-five (125) acres owned by the National Trust, with a Georgian Revival main house (1916-1917) (the "Mansion"); an English Renaissance formal garden along with cutting, wild and kitchen gardens (the "Gardens"); a visitor center constructed in 1995 (the "Visitor Center"); and a number of other outbuildings and ancillary structures (a map of the Property is attached hereto and incorporated herein as **Exhibit A**). The Center separately owns approximately five hundred twenty-eight (528) acres of land adjacent to the Property (the "Center Property"), which is administered and interpreted by the Center as part of Filoli. For clarity, this Agreement and the related Lease and Loan Agreement, each entered into as of the Effective Date (collectively, "the Co-Stewardship Agreements") are applicable only with respect to the Property owned by the National Trust and not the Center Property, except as specified in Paragraph 4(A)(iii).

B. The Center manages and operates Filoli as a successful co-stewardship National Trust Historic Site, pursuant to a Cooperative Agreement and Lease with the National Trust, both dated July 1, 1976.

C. The purpose of the Co-Stewardship Agreements (as defined above) is to amend and restate the co-stewardship relationship for the Property to reflect current practices and the common interests of the Parties relating to the operation of Filoli as a National Trust Historic Site, and to align the relationship with the National Trust's current practices in its management of its portfolio of National Trust Historic Sites.

2. Term. This Agreement will be effective as of the Effective Date stated above and will remain and continue in full force and effect unless and until: (a) the Lease is terminated in accordance with its terms, whereupon this Agreement will also simultaneously terminate; or (b) this Agreement is modified or terminated by mutual agreement of the Parties by an instrument in writing executed with the same formalities as this Agreement (the "Term").

3. General Management of Filoli as a National Trust Historic Site.

A. Consistency with the National Trust's Historic Sites Vision. Both Parties acknowledge that the current management of Filoli is consistent with the National Trust's vision for its portfolio of historic sites, as set forth in the document entitled "Reimagining Historic Sites: A Vision for the Future of National Trust Historic Sites," attached hereto and incorporated herein as **Exhibit B** (the "Historic Sites Vision Statement"). The Parties agree to work together to ensure that Filoli continues to reflect the key elements of the Historic Sites Vision Statement.

B. Site Management Principles. The Parties agree that the Center will continue to manage Filoli in accordance with the following principles, which may be amended from time to time by the mutual written agreement of the Parties (collectively, the "Site Management Principles"):

i. **Integrated Preservation Approach.** The Mansion, historic buildings and historic structures and their relationship and positioning with the Gardens and landscape of Filoli will continue to be preserved as a complete, interrelated unit in order to retain the historic setting and character of the Property.

ii. **Site Stewardship.** Filoli will continue to be cooperatively stewarded as a historic site and museum that offers a variety of educational programs, expands outreach through in-person and online tools, and exhibits a range of 21st century best practices in collections curation, cultural landscape management, multidisciplinary research, education, community engagement, and stewardship. The Parties agree that the following standards are applicable to the stewardship of Filoli:

1. The United States Secretary of the Interior's Standards for the Treatment of Historic Properties, as may be amended from time to time; and

2. The National Trust's Best Practices for the Care of Structures and Landscapes at National Trust Historic Sites, and the National Trust's Collections Management Policy and accompanying Standard Operating Procedures, as each may be amended from time to time.

iii. **Interpretation and Public Engagement.** Filoli will continue to be interpreted for the public benefit in a manner that makes it meaningful and accessible to multiple and broad audiences including local, national, and international communities, and other interested parties, and, when developed, in accordance with the Interpretation Plan (as hereinafter defined).

iv. **Collaboration.** The Parties will continue to collaborate and consult in the maintenance, management, preservation, and operation of Filoli, with the Center informing the National Trust of significant developments relating to the Property, and the National Trust informing the Center of significant developments relating to its historic sites and the field of historic site stewardship

generally. Each Party will give serious consideration to the advice and recommendations of the other Party.

v. **Sustainable Construction.** New construction proposed for the Property will be compatible with the cultural and natural resources on the Property and will be financially sustainable. New construction will also be environmentally sustainable to the extent reasonably feasible.

vi. **New Approaches to Preservation.** As leaders in the field of historic site stewardship, the Parties will continue to endeavor to collaboratively develop new approaches to preservation.

vii. **Other Professional Standards.** Filoli will be managed in accordance with other applicable professional standards relating to the management of historic sites as mutually identified and agreed to by the Parties, which may include without limitation, standards for archaeology, anthropology, history, historic preservation, collections management, education, operations, governance, ethics, and fundraising.

C. Plans.

i. **In General.** The Parties agree that the Center will manage Filoli in a manner that is consistent with the Center's existing plans and practices for the Property, including, specifically, the following existing and new plans to be developed (each a "Plan" and collectively, the "Plans"):

1. **Existing Plans.** The Cyclical Maintenance Schedule and Asset Management Plan dated September 21, 2016; and the Collections Inventory & Management Plan dated September 13, 2017; and

2. **New Plans.** An Interpretation Plan, a Strategic Plan, and a Site Master Plan (which will include a Landscape Plan), each of which the Center will adopt no later than twenty-four (24) months after the Effective Date.

The Center will review and update each Plan as necessary, at its discretion, but no less than every ten (10) years after the Center adopts a Plan; except that the Center shall update the Cyclical Maintenance Schedule annually, and the Strategic Plan at least every five (5) years.

ii. **Revisions and Development of New Plans.** The Center will consult with the National Trust on the development of new Plans and any revisions to the Plans, as follows:

1. The Center will initiate consultation by providing written notice to the representative of the National Trust (as defined in Paragraph 14(A)), and the Center will invite the National Trust to participate in meetings and review draft documents. The Center will give serious consideration to any recommendations of the National Trust with respect to all new Plans and revisions to Plans to ensure that all points of view

are considered before adoption by the Center Board of Directors (the "Center Board").

2. If the Parties mutually agree that a new Plan or revisions to a Plan are consistent with the Site Management Principles set forth in Paragraph 3(B) above, the Center will be free to adopt and implement the new Plan or revisions to a Plan. If, after good faith discussion, the Parties disagree whether a new Plan is, or revisions to a Plan are, consistent with the Site Management Principles, the dispute will be resolved pursuant to the dispute resolution process set forth in Paragraph 12.

3. The Center will send a copy of the new Plan or revised Plan to the National Trust after the Center's Board adopts the Plan.

4. **Preservation of Filoli's Physical Assets.** The Parties recognize that the Mansion, the Gardens, and the other historic ancillary buildings and structures, and the connections between the buildings and landscapes, are the primary architectural artifacts at the Property, and are of preeminent historical and cultural importance. The Center will continue to be responsible for the maintenance and preservation of the physical assets of the Property, which are owned by the National Trust, as provided herein. Consequently, the Parties agree that those assets shall continue to be preserved in cooperation as follows:

A. **Buildings and Landscape.** The Center agrees to continue to maintain and preserve the physical assets of the Property in a state that is as good as, or better than, exists as of the Effective Date of this Agreement, except as provided in Paragraph 6(c) of the Lease (with regard to Damage or Destruction). With regard to particular areas, buildings, structures, and features, the Parties agree as follows:

i. **Changes to the Property.** To assist the National Trust in fulfilling its fiduciary responsibility to preserve the historic character of Filoli, the Center will consult with the National Trust with respect to the preparation of proposed plans for the material alteration, improvement, restoration, repair, preservation, new construction, landscape modifications, or any other physical changes to the Property pursuant to the approval process set forth below in Paragraph 5. The Center will not proceed to contract for the performance of or otherwise carry out any such work including, but not limited to, proposed material changes in the physical fabric of the buildings and site (including but not limited to: the Mansion and other buildings, landscape, structures, walls, stairs, walkways and paths, gates, tennis courts, the sunken garden pond, and the pool) or any part of the Property whether intended to assure proper upkeep, maintenance, repair, alteration, improvement, restoration, preservation, or otherwise, without the prior written approval of the National Trust. Changes to the Property that are included in approved Plans will be considered conceptually approved by the National Trust, and only the details and specifications of the proposed change will need to be approved by the National Trust under Paragraph 5. Notwithstanding the above, the Center may: (1) conduct routine maintenance in accordance with the approved Cyclical Maintenance Schedule; and (2) make interior changes to the Visitor Center without the requirement to consult with and seek the prior approval of the National Trust.

ii. ***Landscape and Landscape Features.*** The Gardens and landscaping at Filoli significantly contribute to the historic setting and character of Filoli. The Center will continue to maintain the Gardens and landscaping in as good or better appearance as exists as of the Effective Date of this Agreement and in accordance with the Landscape Plan, to be developed, with substantially similar plantings, vegetation, layout, design, and natural screening. The Center will also continue to keep the landscape and flower and vegetable beds regularly tended, lawns mowed, and vegetation pruned and cut back as necessary. Any proposed changes to the Gardens or landscaping that change the overall character of the Gardens or landscape must be approved by the National Trust pursuant to Paragraph 5. The Parties also recognize that changes in environmental conditions may impact the Center's ability to maintain landscaping in the same character or configuration as has existed historically, and agree to cooperate to identify alternative horticultural approaches to maintain an appropriate garden character reflecting evolving environmental conditions.

iii. ***Viewsheds.*** The viewsheds of and from the Mansion and the Gardens significantly contribute to the historic setting and character of Filoli. In order to protect those viewsheds, the Parties agree that no new building or structure visible from the Mansion or Gardens will be erected on Filoli or Center Property unless mutually approved in writing by both Parties.

iv. ***Prioritization & Timing of Capital Projects and Cyclical Maintenance.*** The Parties agree to collaborate and consult with each other on the prioritization and timing of the implementation of capital projects and cyclical maintenance for the Property to ensure that critical preservation, infrastructure, and life safety needs at the Property continue to be addressed.

B. Collections Conservation and Management. The Center will inventory, maintain, preserve, and administer the National Trust-owned collection, the NTHP Filoli Collection (as defined in the Loan Agreement), in accordance with the Loan Agreement and the Collections Inventory & Management Plan.

5. Approval Process for Changes to the Property.

A. Notice. If the Center initiates a project that requires approval by the National Trust, the Center will provide written notice to the representative of the National Trust (as defined in Paragraph 14(A)), including a description of the proposed project, a schedule, proposed meeting dates, and such other information as may be reasonably requested by the National Trust. Within thirty (30) calendar days of receiving the notice, the National Trust will provide a written acknowledgment to the Center specifying the name of the primary National Trust staff person who will serve as the contact for the National Trust during the approval process, and the degree to which the National Trust would like to participate (i.e. attend meetings, consult on an as needed basis, etc.). The National Trust may change the contact person or the level of its involvement at any time during the approval process and shall provide prompt notice to the Center of such change. In most cases, it will be appropriate for the National Trust and the Center to have an initial scoping meeting to discuss the project.

B. Meetings and Materials. Unless otherwise mutually agreed, the Center will (i) invite the designated National Trust staff person to participate in substantive

meetings relating to the project by providing written notice not less than seven (7) calendar days in advance, unless such notice is expressly waived by the designated National Trust staff person; and (ii) provide the National Trust with copies of all materials and minutes or notes, as applicable, for each meeting in advance or within a reasonable time after each meeting. The National Trust may, at any time, choose to participate in meetings or provide comments and advice to the Center.

C. Review of Project. The Center will provide drafts of drawings, conceptual plans, schematic designs, construction documents and specifications, and other documents related to a project to the National Trust with a reasonable opportunity to review the documents. In light of the National Trust's underlying fiduciary responsibility to ensure the preservation of Filoli, the National Trust may approve the project or may withhold or condition its approval in its sole discretion, and its determination shall not be subject to the dispute resolution provision in Paragraph 12. If a project is disapproved, the National Trust will provide the Center with written suggestions for modification or a written explanation for the National Trust's disapproval.

D. Final Plan. The Center will provide a copy of the final documents relating to a project (i.e. final construction documents, etc.) to the National Trust, as approved by the National Trust, unless expressly waived by the National Trust.

6. Financial Self-Sufficiency.

A. Financially Sustainable Business Model. The Center will continue to operate a financially sustainable business model for the Property that ensures self-sufficiency. Except for those funds provided to the Center pursuant to the Co-Stewardship Agreements, the Center will provide or secure all funds reasonably required for the management and operation of the Property.

B. The National Trust's Endowment for Filoli. The National Trust owns and maintains an endowment for the benefit of Filoli, identified as "Filoli #50020" (the "National Trust Filoli Endowment"). As part of the National Trust endowment funds, the National Trust Filoli Endowment will continue to be managed by the National Trust for the benefit of Filoli in accordance with the policies established by the National Trust Board of Trustees (the "National Trust Board"), in its sole discretion.

i. Quarterly Payments. Each fiscal year during the Term of this Agreement, the National Trust will pay to the Center, in four (4) equal quarterly installments during the first week of each quarter (July 1, October 1, January 1, April 1), the quarterly annual withdrawal from the National Trust Filoli Endowment permitted in accordance with the payout authorized by the National Trust Board, with administrative costs applied on the same basis as for other National Trust endowments (the "Endowment Draws").

ii. Guidelines for Use of Endowment Draws. The Center will use the Endowment Draws in accordance with the following priorities and guidelines: (a) first, for major repairs and emergencies; (b) second, for cyclical maintenance not covered by the Maintenance Fund (as hereinafter defined); (c) third, for programs and operations at the Property; and (d) fourth, for other purposes benefiting the Property at the discretion of the Center.

iii. **Endowment Reporting.** For the National Trust's fiscal year 2017 and each fiscal year thereafter during the Term, the National Trust will provide the Center with: (1) quarterly performance reports of all additions and subtractions to the National Trust Filoli Endowment within sixty (60) days after the end of each quarter, including all deposits, returns, income, losses and withdrawals; (2) a fiscal year-end report based on its independent accountant's audit of the National Trust's endowment within one hundred and eighty (180) days after its fiscal year end; and (3) other reports as may be provided to other co-stewardship National Trust Historic Sites.

iv. **Investments Information.** The Center Board may request up to four (4) calls annually with the National Trust staff person in charge of investments to discuss strategy, investments and performance of the National Trust Filoli Endowment. In addition, the National Trust will host an annual meeting, conference call or webinar for National Trust Historic Sites' boards and management with the National Trust Investments Committee chair and a representative from its current investment advisor.

C. **Maintenance Fund.** The Center agrees to continue to maintain a Capital Improvement Fund for major capital repairs, as well as other funds dedicated to address cyclical maintenance needs of the Property (collectively, the "Maintenance Funds"). Such Maintenance Funds may be maintained as budgeted operational accounts, contingency reserve accounts, or endowments (the latter which may be held by the Foundation or by the National Trust under the terms stated below). Amounts set aside for the Maintenance Funds will be based upon the expenses stated in the Cyclical Maintenance Schedule and the Asset Management Plan and will be mutually agreed to by the Parties. The Parties will regularly assess the amount of the Maintenance Funds at the Periodic Reviews (as hereinafter defined) and may modify such amount based on the mutual written agreement of the Parties.

D. **The Filoli Center Endowment.** The Parties recognize that assets of the Center held as an endowment (the "Filoli Center Endowment") are owned and managed by the Center, independent of the National Trust Filoli Endowment. The Center Board may, at its option, invest the Filoli Center Endowment as part of the National Trust's endowment pursuant to an endowment transfer agreement, subject to return of the funds thus transferred at the request of the Center.

E. **Center Reporting and Examining.** The Center agrees to provide to the National Trust: (1) a copy of its annual audit within one hundred and eighty (180) days after the close of the fiscal year to which the statements relate; and (2) an annual budget within thirty (30) days following approval by the Center Board. The National Trust and its duly authorized representatives will have access to and the right to examine any books, documents, papers and records of the Center relating to the Property for the purpose of audit or making excerpts and transcripts at reasonable times and with reasonable prior notice. The Center agrees to maintain auditable records related to the Property for no fewer than three (3) years.

F. **National Trust Grants.** The Center will continue to be eligible to apply for and receive grant funds from the National Trust including, but not limited to, the Historic Sites Fund, the Landscape Fund, the Collections Fund and the Interpretation and Education Fund, upon the same terms and conditions as other co-stewardship

National Trust Historic Sites. Currently, the Historic Sites Fund, an endowed fund of the National Trust that provides funding for projects at National Trust Historic Sites, is used primarily as a source to address prioritized capital projects, life safety and infrastructure needs, and cyclical maintenance. The National Trust Board may establish other criteria for the use of the Historic Sites Fund.

7. Fundraising and Development.

A. Gifts for the Benefit of the Property. Gifts to the National Trust that are restricted to the endowment for the Property will be placed in the National Trust Filoli Endowment, and the National Trust will notify the Center of such endowment gifts within seven (7) business days of receipt. The National Trust will provide notice to the Center of all other gifts received for the benefit of the Property within seven (7) business days of receipt and will transfer or re-grant such gifts to the Center within thirty (30) business days of receipt, consistent with (or as permitted by) the terms of the gift.

B. Coordination of Solicitations. Either party may contact the other party to discuss prospective donors throughout the Term of this Agreement, and the Parties agree to use reasonable efforts to coordinate solicitations to avoid conflicts and duplicative solicitations.

8. Public Access & Membership.

A. Visitation. The Center will continue to engage the public at the Property (through tours, special events, use of the grounds, etc.) during reasonable hours at least one hundred and fifty (150) days per year, unless unable due to natural disasters or other Acts of God, for which the Center may charge reasonable visitation privilege fees, except as otherwise provided herein. The Center will develop and implement safety procedures and precautions for visitors, including but not limited to providing visitors with safety information about the Property, warning visitors about any known dangers, and erecting warning signs on the Property, as applicable.

B. National Trust Visitation Privileges. The National Trust's trustees, officers, employees, and members will continue to have the privilege of visiting the Property during public visitation hours upon presentation of appropriate identification, at a discounted rate of admission, except for events or programs for which a special fee is charged. The Center will continue to provide other discounts consistent with discounts offered at other co-stewardship National Trust Historic Sites.

C. National Trust and Membership Initiatives. The Center will continue to make available and promote National Trust membership brochures, provided by the National Trust, at the Property. The Center agrees to participate in other initiatives established by the National Trust to solicit visitors to the Property to become National Trust members, and to participate in other National Trust initiatives that are consistent with the mission of the Center, financially feasible to the Center, and do not detract from initiatives designed to solicit visitors to become members of the Center.

D. Preservation Magazine. The Center may purchase copies of *Preservation* magazine on the same terms and conditions as offered to other co-stewardship National Trust Historic Sites.

E. Events. The Parties will have an opportunity to cooperate on co-hosting at least one (1) event per year at the Property for the public or specific audiences, as mutually agreed to by the Parties, with no charge for site rental or use. Each party will be responsible for its own costs and expenses related to the event, unless otherwise agreed to in writing.

F. Information Sharing. The Center agrees to provide the following information to the National Trust on a quarterly basis: board and committee members, public attendance figures at the Property, and staff and board members' contact information. In addition, the Parties may, from time to time, request the use of e-mail addresses and/or other personal identifiable information from the other party, which may be provided at the discretion of each party; the Parties shall only share information they have permission to share, and which is not unlawful to share pursuant to state or Federal law.

9. Marketing and Publicity.

A. Signs; Promotional and Interpretive Materials. Consistent with current practices, the Center will:

i. Maintain, at its own expense, a mutually acceptable sign or signs at the entrance of the Property clearly and prominently identifying the Property as a National Trust Historic Site, displaying the National Trust's current logo and the Center's logos, consistent with sign regulations applicable to National Trust Historic Sites. The Parties acknowledge that the sign at the main entrance as of the Effective Date of this Agreement is acceptable;

ii. Include standard language or otherwise prominently identify the Property as a National Trust Historic Site, and include the National Trust's current logo (in accordance with National Trust's Identity Guidelines: Applying the Historic Site Logo (March 2013) as may be amended from time to time) in all other principal signage, printed literature, and promotional and interpretive materials for the Property, including online and computerized materials; and

iii. Prominently publicize the co-stewardship relationship with the National Trust by making one of the following statements in all publicity materials related to the Property: (1) "Filoli, a historic site of the National Trust for Historic Preservation," (2) "A site of the National Trust for Historic Preservation," or (3) "a National Trust for Historic Preservation historic site." The Parties agree to develop standard language for each party to use for publicity purposes; any other language used must be approved by the other party prior to release.

B. Use of Logos. Both Parties agree not to use the name, logo or trademarks of the other party without receiving the prior written approval for such use, unless otherwise specified herein.

C. National Trust Promotions. The National Trust will promote the Property as a National Trust Historic Site in publications, websites, mailings, and other promotional materials and, where appropriate, will display the Center's logo, without charge to the Center or at rates and upon the same terms and conditions applicable to other co-stewardship National Trust Historic Sites. The National Trust will offer to the

Center discounted rates for advertising or promotions in any National Trust media publications in which National Trust Historic Sites are encouraged or permitted to place advertisements or other promotions, upon the same terms and conditions as other co-stewardship National Trust Historic Sites.

D. Media Contacts. The Center agrees to include standard information about the National Trust and the Property, and an appropriate acknowledgement of the Property being a National Trust Historic Site, in its press releases and other contacts with the media relating to the Property. The National Trust will provide standard information to the Center for use in press releases within sixty (60) days of the Effective Date; such standard information may be modified by the National Trust from time to time with reasonable notice to the Center.

E. Crisis Communications Protocol. The Center will notify the Vice President for Historic Sites about a crisis communications situation that may impact the reputation/brand of the National Trust, and agrees to work in close coordination with the National Trust to share a response plan.

F. Websites. The Center will maintain and regularly update a website page for the Property that includes information on the history of the Property and a link to the National Trust's website and its current logo. The National Trust agrees to provide a link from the National Trust's website to the Center's website.

G. Licensing. The National Trust may, in its sole discretion, license and reproduce objects, historic structures, and historic landscape features in the NTHP Filoli Collection (as defined in the Loan Agreement) as specified in the Loan Agreement. The Center may continue its licensing program using the name and/or logos of the Center. Any proceeds from licensing conducted by the Center will be received and used by the Center for the benefit of the Property. The Center may not license the name or logo of the National Trust, nor any object owned by the National Trust, without the prior written consent of the National Trust. In the event the Center initiates a licensing program and a conflict arises between the licensing programs of the Parties, the Parties agree to meet to resolve the conflict.

H. Brand-Alignment Marketing Plan. Within twelve (12) months from the Effective Date, the Center and the National Trust will jointly develop a brand-alignment marketing plan, which plan shall be updated not less than once every three (3) years.

10. Ongoing Coordination and Cooperation. In order to maintain and strengthen a close collaborative relationship, the National Trust and the Center agree as follows:

A. National Trust Site Directors Meetings. The Center agrees that the Center's Executive Director will continue to attend the regularly scheduled meetings of the National Trust Site Directors and the National Trust annual meetings, one of which is usually held during the annual National Preservation Conference, at the Center's own cost and expense. Other Center staff members may also continue to participate in meetings of other disciplines hosted by the National Trust, at the Center's cost and discretion.

B. National Trust Technical Expertise. The Center, at its discretion, may seek the technical expertise of personnel of the National Trust on matters including but

not limited to architecture, preservation, contracts, legal technical assistance, interpretation, collections management, archeology, accounting, marketing, member relations, and publications. The National Trust agrees to assist the Center without charge on these subjects when requested, within the scope of the National Trust's authority and available resources, and on the same terms and conditions as other co-stewardship National Trust Historic Sites.

C. Periodic Review of Co-Stewardship Relationship. The Parties agree to meet to review the relationship contemplated under the Co-Stewardship Agreements not less than every five (5) years to provide an opportunity to discuss how the relationship is working, with the possibility of amending or modifying the Co-Stewardship Agreements by mutual written agreement of the Parties (the "Periodic Reviews"). The Periodic Reviews will be led by the National Trust's Vice President for Historic Sites and the Center's Executive Director, or their designees. Both Parties may invite other staff or Board members to participate in the Periodic Reviews. The Parties agree that the first Periodic Review will occur on or about the fifth (5th) anniversary of the execution of this Agreement with subsequent Periodic Reviews occurring every five (5) years thereafter.

11. Governance. The Parties agree that the long-term success of the Property is dependent upon an effective Center Board with strong connections to the local community. To that end, the Parties agree as follows:

A. Recommendations. The Center may seek recommendations from the National Trust for nominees to the Center Board who have skills and/or experience in stewardship of National Trust Historic Sites. The Center may accept or reject such recommendations in its sole discretion.

B. National Trust Representation. The Center Board recognizes the long-standing partnership with the National Trust and appreciates the transparency and communications required for the Center to manage the National Trust's assets. To facilitate this, both parties agree that the National Trust shall nominate one director to the Center Board (the "National Trust Director"), as follows. After discussing potential nominees with the Executive and Governance Committee of the Center, the President of the National Trust shall nominate, in writing, a senior member of the National Trust's Executive Team or Senior Staff Leadership Team, the Vice President for Historic Sites, a National Trust Trustee, or another individual mutually agreed to by the Parties, to serve as the National Trust Director. Such nominee shall be elected by the Center Board of Directors for a term of two (2) years. Upon completion of the term of office or upon the death, resignation, or removal of a National Trust Director, the National Trust shall nominate a successor director by notifying the Secretary of the Center in writing, for election by the Center Board. The National Trust may nominate the same individual to serve for successive two (2) year terms.

C. Principal Officer (Executive Director). The Center agrees that at all times it will employ a principal official (such as an Executive Director) who will have day-to-day responsibility for carrying out the Center's responsibility for the management of the Property. The Center will seek and use reasonable efforts to obtain the advice of the National Trust concerning the qualifications required of any candidates for the position prior to the appointment of such official.

D. Bylaws. The Center agrees to review the Center's bylaws not less than every five (5) years, and update the bylaws as needed. The Center Board will provide the National Trust with an opportunity to review and comment on the draft bylaw changes before they are presented to the Center Board for final approval. The Center agrees to give serious consideration to the advice and recommendations of the National Trust.

E. Policies. The Center Board will promulgate appropriate board, staff, and operational policies, including a gift acceptance policy, a conflict of interest policy, a record retention and disposition policy, a whistleblower policy, and other employee and volunteer standards and policies as determined appropriate by the Center Board. The Center will also develop an emergency response plan and provide staff and volunteer trainings related to life and safety matters.

F. General Governance Principles. The Parties will each make reasonable efforts to follow the Principles for Good Governance and Ethical Practice for Nonprofit Organizations, attached hereto and incorporated herein as **Exhibit C**.

12. Dispute Resolution. The Parties mutually acknowledge that problems may arise under the Co-Stewardship Agreements that need to be addressed by the Parties, and the Parties, therefore, agree that they will act in good faith and use reasonable efforts to promptly resolve any problems that arise by mutual agreement. In the event that the Parties cannot resolve a dispute by negotiation, the Parties agree to submit the problem to a management committee for resolution. The "Management Committee" shall mean a committee made up of a senior executive from each of the Parties for the purpose of resolving problems under this section and generally overseeing the relationship between the Parties contemplated by this Agreement. Such senior executives shall be the principal official of the Center, or his or her designee, or President of the National Trust, or his or her designee. For ten (10) calendar days following submission of any dispute to the Management Committee, the Management Committee shall have the exclusive right to resolve such problem. In the event that the Management Committee is unable to resolve the dispute during that period, the matter shall be referred to a Dispute Resolution Panel, consisting of one representative chosen by each Party (whose expenses shall be paid by the respective Party) and a third representative chosen jointly by the Party representatives (whose expenses shall be shared equally by the Parties). For thirty (30) calendar days following the submission of any dispute to the Dispute Resolution Panel, the Dispute Resolution Panel shall have the exclusive right to resolve such problem. The Parties agree to be bound by the decision of the Dispute Resolution Panel, unless the Parties mutually agree on alternative plans or either Party abandons its objections. This dispute resolution process shall not be applicable to any determination reserved to the sole discretion of either Party under the Co-Stewardship Agreements.

13. Compliance with Other Agreements. The Parties will comply with the applicable terms of: (a) the agreement between Lurline B. Roth and the National Trust dated November 10, 1975; and (b) any and all easements, rights of way, and other restrictions on the Property; the Parties agree to provide timely notice of such easements, rights of way and other restrictions, and changes thereof, to the other Party.

14. General Provisions. The Parties agree that the general provisions set forth in this Paragraph 14 shall apply to each of the Co-Stewardship Agreements.

A. Representatives. For purposes of this Agreement, the representative of the National Trust is the Vice President for Historic Sites, and the representative of the Center is the Executive Director. The National Trust Vice President for Historic Sites will be responsible for coordinating consultation with other National Trust employees as necessary and appropriate.

B. Exhibits and Other Documents. The National Trust agrees to provide to the Center timely notice, and a copy, of any changes or updates to any exhibit to the Co-Stewardship Agreements, and to any other documents referenced in Paragraphs 3(B)(ii)(2), 6(B)(i), 9(A)(i), and 9(A)(ii).

C. Notices. Notices may be served on either party, at the respective addresses set forth above, or at such other address notice of which is given by either party to the other in accordance herewith, either: (1) by delivery of such notice in writing by either party to the other, or (2) by either party causing to be delivered to the other party a written copy of such notice, or by either party sending to the other party such notice in writing by United States certified or registered mail, postage prepaid, in which event the notice shall be deemed to have been served five (5) days after the time such copy is mailed. Notice may also be given by electronic mail, but will not be deemed received unless and until acknowledged by a reproducible email given by the recipient party. Communications sent to the National Trust should be sent to the attention of the Vice President for Historic Sites; such communications may be sent electronically. Communications sent to the Center should be sent to the attention of the Executive Director; such communications may be sent electronically.

D. Amendments. This Agreement may be amended only by the mutual, written agreement of the Parties.

E. Assignment. This Agreement may not be assigned by either party without the prior written consent of the other party.

F. Equal Employment Opportunity. The Center and the National Trust are equal opportunity employers. It is the Center's and the National Trust's practice to hire qualified individuals, and administer all terms and conditions of employment, without regard to race, color, creed, sex (including pregnancy, childbirth, and related medical conditions), age, marital status, religion, national origin, citizenship status, physical or mental disability, genetic information, sexual orientation, veteran status, or any other classification protected by law.

G. Successors & Assigns. All covenants, promises, representations and agreements herein contained will be binding upon, apply and inure to the benefit of the Center, the National Trust and their respective successors and assigns.

H. Entire Agreement. The Co-Stewardship Agreements (i.e. this Agreement, the Lease, and the Loan Agreement) constitute the complete understanding and agreement between the Parties, superseding any and all prior oral or written agreements and understandings (including the Cooperative Agreement and Lease dated July 1, 1976), and will be read in conjunction with each other, and no modification, waiver or amendment of any provision thereof will be valid unless made in writing and signed by the duly authorized representative of both Parties hereto.

I. Mutual Cooperation/Reasonableness. The Parties agree to cooperate with each other in connection with the decisions to be made, and actions to be taken, under this Agreement. The Parties further agree that they will act in a reasonable manner in the fulfillment of their rights and obligations under this Agreement.

J. Authority. The Parties warrant and represent that each party and their respective signatories has the authority to enter into this Agreement.

K. Compliance with Laws. The Parties agree at all times to comply with applicable laws, codes, rules, regulations and other governmental and municipal requirements.

L. Governing Law. This Agreement is made in and will be governed by the laws of the State of California, without regard to choice of law rules of that State. The Parties agree that the venue for any proceeding related to or arising out of this Agreement shall be in San Mateo County, California.

M. Interpretation. The captions of the paragraphs of this Agreement are for convenience only and will have no bearing whatsoever in the interpretation of the terms, conditions and provisions of this Agreement.

N. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be an original, and all of which shall constitute one and the same instrument with the same effect as if all Parties had signed the same signature page.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Parties have hereunto set their hands and seals the date and year first written above.

**NATIONAL TRUST FOR HISTORIC
PRESERVATION IN THE UNITED STATES**

By: 
Stephanie K. Meeks, President & CEO

FILOLI CENTER

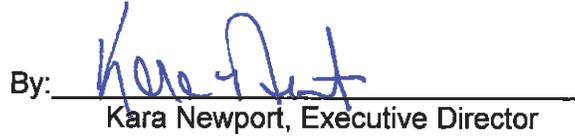
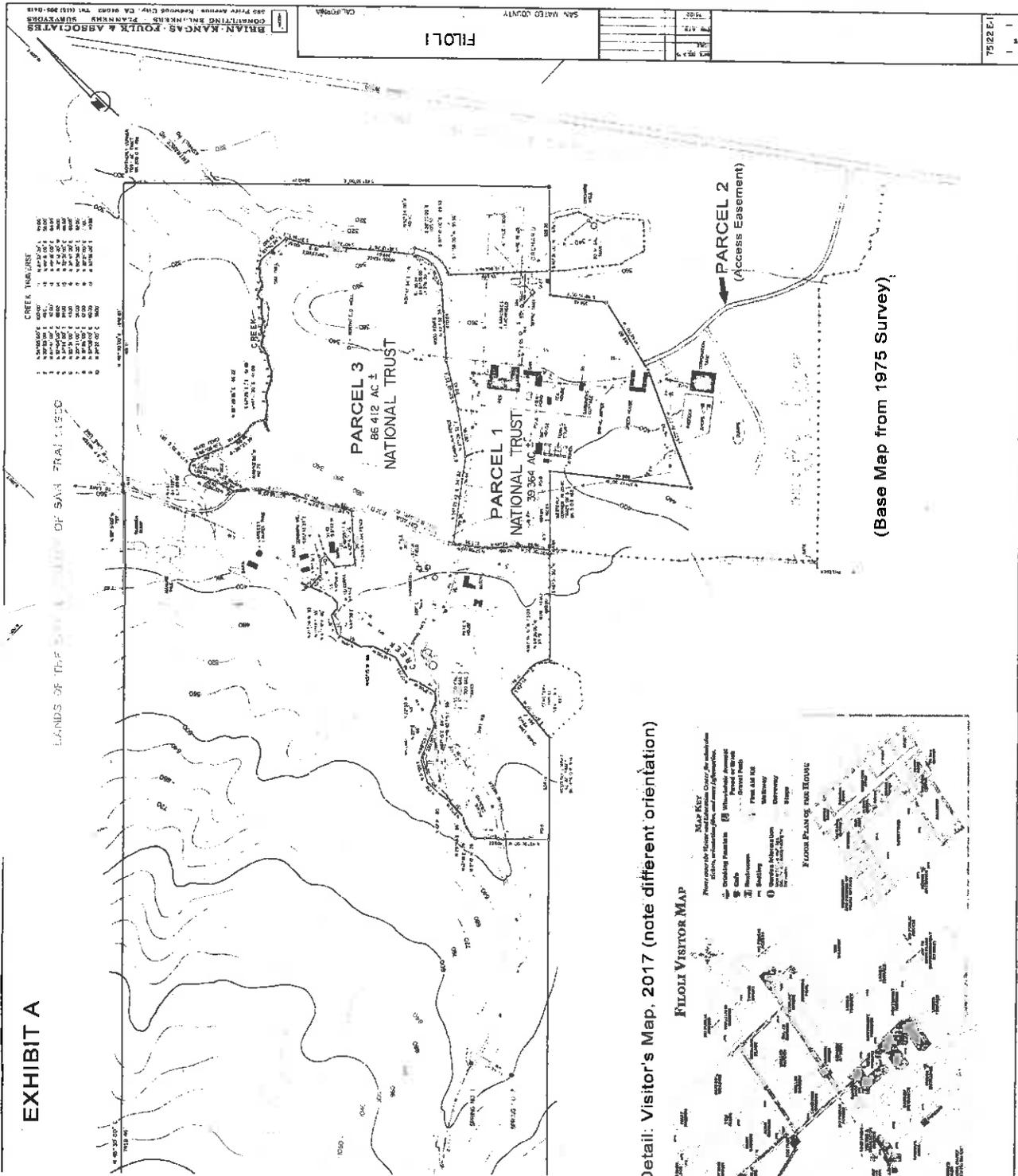
By: 
Kara Newport, Executive Director

EXHIBIT A

“Map of Property”

[Attached]

EXHIBIT A



Detail: Visitor's Map, 2017 (note different orientation)

EXHIBIT B
“Vision Statement”
[Attached]

Reimagining Historic Sites: A Vision for the Future of National Trust Historic Sites January 2014

The National Trust for Historic Preservation was chartered by Congress in 1949 to provide for the preservation of historic sites and to facilitate public participation in the preservation of historic places.

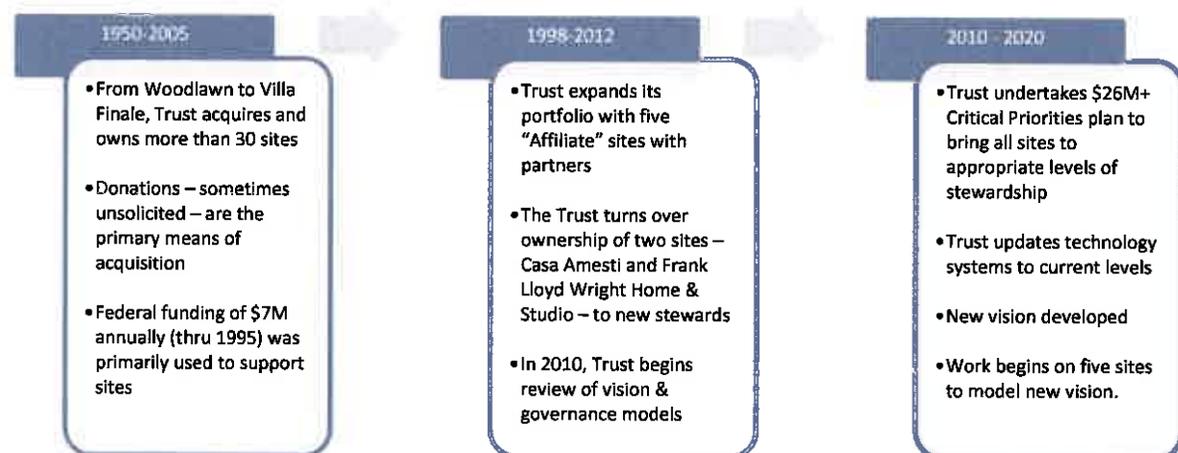
An Act to provide for the preservation of historic American sites, buildings, objects, and antiquities of national significance, and for other purposes, and to facilitate public participation in the preservation of sites, buildings, and objects of national significance or interest, there is hereby created a charitable, educational, and nonprofit corporation, to be known as the National Trust for Historic Preservation in the United States, hereafter referred to as the "National Trust." (Congressional Charter, 1949)

Setting the Context

In response to this charter, the National Trust has acquired and maintained more than 30 historic sites in its almost 65 years of existence. Each was important in its own way but the sites were generally acquired without an overarching vision that articulated:

- **Why** the site fit into a portfolio of National Trust sites
- **What** would be done to promote larger preservation and engagement goals, and
- **How** we would support the preservation of those sites and engage the public in meaningful ways as part of a growing portfolio, especially in light of changing public funding.

The Trust operated in this fashion into the 1990s, supported by a \$7 million annual federal appropriation that was largely devoted to the historic sites. In the 1990s, the goal was set to move all Trust sites to a co-stewardship relationship, where they would be operated by a separate non-profit or governmental partner, yet no clear plan for implementation was adopted. At the same time, the portfolio was expanded with the addition of five "affiliate" sites, which were neither owned nor operated by the National Trust, but existed in a partnership and marketing relationship with the organization.



Transition in Leadership Leads to Work on a New Vision

In 2010, under new executive leadership, the National Trust began a comprehensive review of the Trust vision and governance models for its historic sites. At the same time, recent investment by the organization was designed to address our stewardship responsibilities.

- A five-year comprehensive Critical Priorities program, stretching from 2011-2015, was undertaken to assess and address risks at Trust sites related to imminent loss of historic fabric, life safety, and outdated infrastructure.
- The Trust has spent or identified \$10.5 million of the estimated \$25.397 million total cost. The gap is to be filled by gifts received through the Trust's national fundraising campaign. By the conclusion of FY14, 42% by cost and 50% by number of 138 total projects will be completed; 93% of all projects will have been initiated.

In addition to the Critical Priorities campaign, additional Trust investment at the historic sites includes:

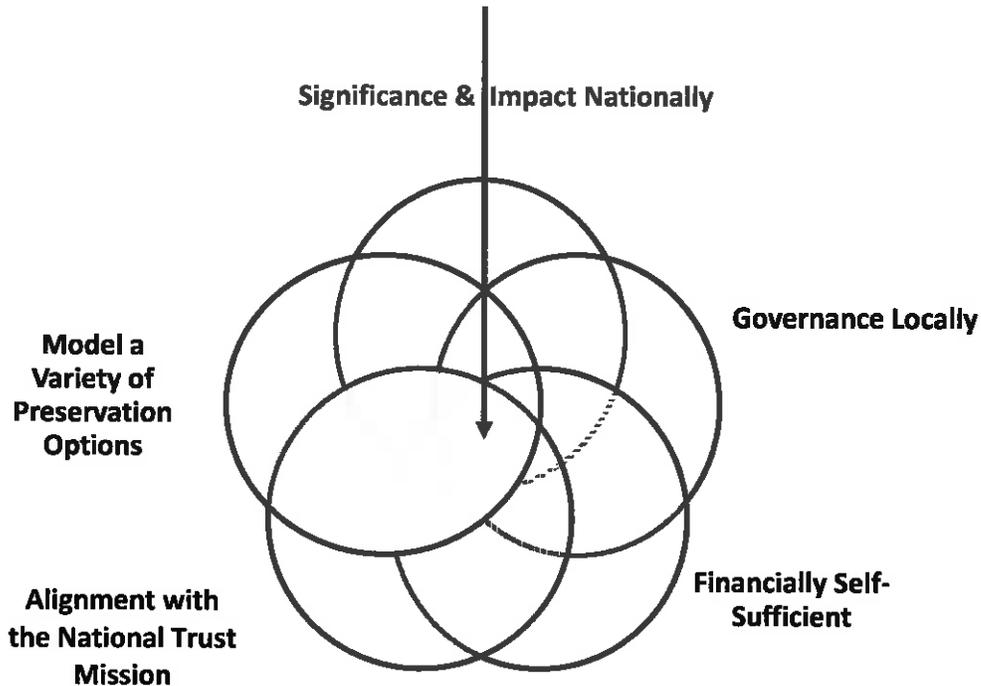
- **Finance & Management**
 - Sites involvement in Constituent Relationship Management (CRM) development to support the Trust's new business/membership/fundraising system
 - Phone system and Point of Sale system upgrades
 - Supervisor training + Leadership development program/emerging professionals network
- **Marketing**
 - Re-branding/logo work at sites
 - Travel media outreach for sites
 - In-kind paint program donations – expanding to stain in 2014
 - Continued help with marketing assistance
- **Development**
 - Sites included in Principal Gifts prospect review to close Critical Priorities gap
- **Legal**
 - Contracting assistance on Critical Priorities
 - Legal and Preservation staff assistance at Treasure sites
 - Ongoing Legal work at sites

Senior management, in close collaboration with the Board of Trustees, began work in 2012 on an innovative vision for National Trust sites that moves away from old assumptions and practices to provide direction to support enduring public value – as well as creating new value for an expanded public. The vision is designed to ensure clarity around the Trust/Site relationship in terms of national significance and impact, local governance, financial self-sufficiency, alignment with the National Trust mission, and exploration and adaptation of new models of preservation. A ten-year implementation plan is envisioned, to provide guidance to senior management and volunteer leadership. In this vision:

- The National Trust *intends to retain ownership* of those sites it currently owns and continue the engagement and integration of these places into the overall Trust strategic vision and work
- **Stewardship of the physical assets** will remain a primary concern of the National Trust
- The National Trust values of *collaboration, innovation, diversity, integrity, and making a difference* are at the heart of this vision

A New Historic Sites Vision: Clarity Brings Alignment

National Trust Sites are places of national significance or impact where a variety of ownership, stewardship, business, use, and engagement practices flourish to advance the National Trust mission and model the many options for preservation



The new vision for National Trust Sites calls for alignment and clarity around five key elements of the National Trust/Historic Site relationship. Each is important, but it is when all five are in play that National Trust Historic Sites reach a transformative level of impact in the context of the work of this 21st century historic preservation organization.

Significance and Impact Nationally

In alignment with our Congressional charter, the new vision calls for National Trust sites that exemplify places of national significance or where the work has national impact.

As a nationally-facing organization with limited resources, the Trust focuses on places where our contributions are essential to success on nationwide issues. The vision calls for national significance and/or impact. Significance speaks to what has happened; impact speaks to our work in the future.

Two-thirds of the current portfolio is easily identified as nationally significant, given those sites' designation as a National Historic Landmark, National Monument, units of the National Park System, and/or nationally significant National Register Property.

In terms of the national impact of current work, one can look to these five examples:

- The forward-facing efforts of the Robert H. Smith Center for the Constitution at Montpelier,
- The national leadership issues under study at the David M. Rubenstein National Center for White House History at Decatur House,
- The Lower East Side Tenement Museum's emphasis on immigration issues in the 21st century,
- The current work on human trafficking taking place at President Lincoln's Cottage, and
- The Glass House's service as a canvas for inspiration and experimentation honoring the legacy of Philip Johnson and David Whitney.

For National Trust sites that have not traditionally focused on the national impact of their programs and outreach, we will work with staff and volunteer leadership to identify the opportunities to expand the reach and influence of both their mission and daily activities.

Locally Governed

The new vision affirms the belief that local governance models ensure strong oversight and connections with the local community. The concept of local governance is not based on zip code, but is tied to the concept of local community for the site – which may be local, national, and/or international in nature. Sites with this model tend to demonstrate a strong connection to their history, to their stories, and to their communities and their needs today.

With this affirmation, the National Trust will work on a site-by-site basis with current and new partners to transition to appropriate local governance, management, interpretation, and ownership models that demonstrate the various pathways for preservation. Board building will be a key undertaking. Models for local governance could include co-stewardship with a nonprofit organization, affiliate status with a nonprofit or governmental organization, and private owner lease/management, among others.

Two sites – President Lincoln's Cottage and Drayton Hall – have self-selected to pilot the transition to new versions of local governance. The Trust is working with their staff and advisory councils to develop a governance agreement in alignment with the vision for historic sites.

For other sites currently in a stewardship arrangement, where the National Trust both owns and manages the property, we will begin individual conversations with those directors and boards to discuss readiness to move towards local governance in the context of a ten-year implementation plan. The Trust – using materials piloted for President Lincoln's Cottage and intended for testing and refinement in the years ahead – will provide staff and councils with an increasingly sophisticated set of tools to help determine local governance readiness and impact.

Financial Self-Sufficiency

The new vision also calls for sites to have a financially sustainable business model that ensures self-sufficiency. The National Trust and the sites are expected to understand their business and move to change unsustainable models based on common but out-dated assumptions. Long-term financial self-sufficiency is understood as a key to responsible stewardship.

Sustainability of the physical assets (buildings, grounds, collections) – including funding for cyclical maintenance – is a critical part of financial self-sufficiency. Capitalization costs of facilities must be understood and accounted for in both short-term and long-range financial planning. Endowments are often an important element in financial self-sufficiency, but in healthy organizations should not be used

for more than 20% of the annual operating budget. They can also be important elements to support cyclical maintenance budgeting.

In implementing this new vision, the National Trust will work closely with site leadership to identify and develop recurring revenue streams to cover robust operations, programs, and cyclical maintenance needs. New and non-traditional models for historic site revenue, such as those under consideration in the shared use concept for Cooper-Molera Adobe, will be identified and supported as appropriate.

Alignment with the Trust Mission

With the development of a new vision, the National Trust assumes the continuation of a portfolio of historic sites where the alignment between sites and the National Trust charter and values is easily articulated and recognized. Just as this vision describes the National Trust relationship to its historic sites, individual sites should articulate how they align with the Trust mission as defined in our charter: to provide for the preservation of historic sites and to facilitate public participation in the preservation of historic places. Trust sites – each in their own ways – should reflect the Trust values of collaboration, diversity, innovation, integrity, and making a difference.

Each site will articulate this alignment in different ways. Examples may include mission statements, strategic plans, programmatic collaboration, links on web sites, inclusion in guide training, joint branding, and presentations as part of visitor tours, among a host of other options. As each site moves to implement the elements of this vision, National Trust staff will work with the site staff and volunteer leadership to craft an appropriate alignment strategy.

Exploration and Adaptation of New Models of Preservation

Finally, the new vision calls for a variety of uses and preservation techniques to be modeled across the portfolio of sites. Adaptable plans for use of the site ensure long-term preservation and sustainability.

The Trust will work with current and new partners to consider and ultimately adopt new models for sites use that ensure financial sustainability in support of preservation, engagement, and interpretation goals. It is expected that many sites will model more than one use. Concurrently, Trust staff and financial assets will be focused more than ever on preservation of the physical fabric.

The five examples below are illustrative of the range of uses and preservation models that are either already in place in our portfolio or are contemplated in the near future:

- Several of our historic sites – such as Drayton Hall – will retain a primary focus as museums. Like this Charleston site, these museums will offer a variety of cutting-edge educational programs, engage in preservation issues outside the site, expand outreach through online tools, and exhibit a range of 21st century best practices in collections curation, education, and stewardship.
- Decatur House in Washington, DC, has moved under the leadership of our co-stewardship partner – the White House Historical Association – from a traditional house museum to an educational and cultural center through the David M. Rubenstein National Center for White House History at Decatur House. The center provides ongoing educational programs for students, teachers, scholars, and the general public on the history of the White House and the President's Neighborhood and has ambitious plans for growth.

- **Brucemore** – the National Trust site in Cedar Rapids, Iowa, administered by Brucemore, Inc. – has a long history as a center for community cultural activity and outreach, including major music and theatre festivals, an Independence Week Balloon Glow, and musical salons.
- The National Trust is working with California State Parks and local stakeholders at Cooper-Molera Adobe in Monterey to re-envision what is now a traditional house museum open by appointment only into a vibrant shared use interpretive/commercial site. This shared use approach can help provide the resources to tell a more layered and rich story of the Cooper and Molera families while helping reinvigorate the local Main Street historic district.
- Also in Monterey is the only existing example of a National Trust historic site that has been conveyed to private ownership. Casa Amesti is now owned by a private club which has maintained it to preservation standards included in a permanent covenant. The site also has requirements for public access at certain times of the year. This move to private ownership was seen as a way to ensure continued use of an important historic site which was not well suited as a museum, maintain some public benefit, and ensure financial sustainability.



Sites adopt a variety of models to ensure sustainability

Implementation

Senior management – in growing consultation with senior management of the sites – has begun work on a ten-year transition plan that is over-arching *and* site-by-site focused, addressing questions around

- **Roles** (What roles will the Trust and sites play in the future of each site?)
- **National/local balance** (What is the connection between a national site and a local steward/partner?)
- **Capacity** (How do we know when a site is ready for the next step? The Trust?)
- **Self-sufficiency** (What ensures financial support, sustainability, and self-sufficiency?)
- **Stewardship** (How do we ensure care of the physical assets?)

FY11-FY13

The Trust took steps in each of these elements over the past three years, by defining an overarching vision, beginning the first exploration of options for revised or new relationships (e.g., Frank Lloyd Wright Home and Studio, Cooper-Molera Adobe) and beginning work on new local governance relationships with two stewardship sites that had self-selected to move forward to transition (i.e., Drayton Hall and President Lincoln's Cottage).

Three sites (Cooper-Molera Adobe, Woodlawn, and Lyndhurst) began re-visioning work using the Trust's new National Treasures campaign model, while institution of new financial tracking systems, initial work on a CRM system, and identification of training needs were among the first steps taken toward self-sufficiency. Finally, the identification of critical priorities and the undertaking of a multi-year approach to address them were the first steps toward an appropriate level of preservation stewardship.

Piloting the Vision: FY12 – FY15

Five sites are well into the work to pilot this vision. Drayton Hall and President Lincoln's cottage – current stewardship sites – self-selected to begin the move to new local governance models under the larger umbrella of the new vision for sites.

At the same time, the Trust began National Treasure campaigns at Cooper-Molera, Woodlawn, and Lyndhurst, bringing the full resources of the organization to help determine their future. Each has its own challenges and opportunities, and each is on a very different path towards realizing the five-part vision of a 21st century National Trust Historic Site.

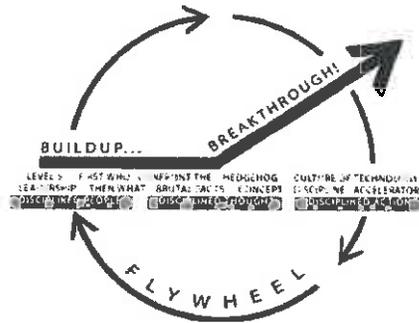
Longer Term Implementation

As transitions are made at these five sites, the Trust will work with senior leadership across the portfolio to assess impacts, recalibrate the plan as needed, help build stronger local boards, and move forward with transitions at additional sites. Next steps:

- Initial conversations with stewardship sites over the coming months will be set to identify the specific work for transition. The conversations will take place with site directors and councils in 2014, to begin the long-term implementation planning.
- Conversations with existing co-stewardship and affiliate sites in 2014 will focus on elements of the vision at the site where strengthening is needed for success. While each conversation will be different, the initial focus on roles, national/local balance, capacity, self-sufficiency, and stewardship will guide these discussions. It is also our goal to include cyclical maintenance provisions in each site budget in the FY15 – 18 timeframe.

The spring site directors' meeting and the fall gathering at the National Preservation Conference in Savannah will serve as opportunities for cross-portfolio updates and conversation on progress and work to be accomplished.

The headquarters infrastructure to support this new vision will need to be shaped over the next three years. New support systems and new ways of working will be required for successful implementation.



With a sustained focus on implementing this new vision for sites – building upon three years of analysis and preparation – the goal is to reach the stage where the flywheel effect accelerates this work, as success encourages more sites to move towards full embrace of a vision where:

National Trust Sites are places of national significance or impact where a variety of ownership, stewardship, business, use, and engagement practices flourish to advance the National Trust mission and model the many options for preservation

National Trust Stewardship Sites (2013)

- Chesterwood, Stockbridge, MA
- Drayton Hall, Charleston, SC
- Farnsworth House, Plano, IL
- Gaylord Building, Lockport, IL
- Lyndhurst, Tarrytown, NY
- Philip Johnson’s Glass House, New Canaan, CT
- President Lincoln’s Cottage, Washington, DC
- Shadows-on-the-Teche, New Iberia, LA
- Villa Finale, San Antonio, TX
- Woodlawn and Frank Lloyd Wright’s Pope-Leighey House, Alexandria, VA
- Woodrow Wilson House, Washington, DC

National Trust Affiliate Sites (2013)

- Acoma Sky City, Acoma, NM
- Hotel de Paris, Georgetown, CO
- Lower East Side Tenement Museum, New York, NY
- Museum of African American History, Boston and Nantucket, MA
- The Touro Synagogue, Newport, RI

National Trust Co-Stewardship Sites (2013)

- Belle Grove, Middletown, VA
- Brucemore, Cedar Rapids, IA
- Cliveden, Philadelphia, PA
- Cooper-Molera Adobe, Monterey, CA
- Decatur House, Washington, DC
- Filoli, Woodside, CA
- James Madison’s Montpelier, Orange, VA
- Kykuit, Tarrytown, NY
- Oatlands, Leesburg, VA

EXHIBIT C

**Principles for Good Governance and Ethical Practice for Nonprofit Organizations
[Attached]**

Principles for Good Governance and Ethical Practice for Nonprofit Organizations

Adapted from the Independent Sector's Principles for Good Governance and Ethical Practice (2015)

The National Trust and the Co-Stewardship Entity will each make reasonable efforts to comply with the following principles for good governance and ethical practice for nonprofit organizations:

Legal Compliance and Effective Governance

1. The Parties will comply with all applicable federal, state, and local laws and regulations.
2. The Parties will formally adopt the following policies: conflicts of interest, whistleblower, records retention and destruction, gift acceptance, investments, reimbursement of expenses, and code of ethics. All directors, staff and volunteers will be familiar with and adhere to the policies.
3. The Parties will have plans in place and maintain appropriate insurance to protect against damage or loss to its assets, including property, documents and data, financial and human resources, and programmatic content and materials.
4. The Parties will disclose to the public information about its operations (including governance, finances, and programs and activities).
5. The Parties will have a governing body that meets regularly and which is responsible for reviewing and approving the mission and strategic direction, annual budget and key financial transactions, compensation practices and policies, and other board policies.
6. The boards will establish their own size (minimum of 5 directors) and structure and review these periodically. The boards will be composed of members with diverse backgrounds, experience, and organizational and financial skills necessary to advance the entity's mission, and will serve without compensation, other than reimbursement for expenses incurred to fulfill board-related duties.
7. The boards will be composed of independent directors who will not: (a) be compensated by the entity as employees or independent contractors; (b) have their compensation determined by individuals who are compensated by the entity; (c) receive (directly or indirectly) material financial benefits from the entity; and (d) be related to or reside with anyone described above (as a spouse, sibling, parent or child).
8. The boards will establish term limits both for the length of terms and the number of consecutive terms a director may serve.
9. The boards will establish effective, systematic processes for educating and communicating with directors to ensure an understanding of legal and ethical responsibilities, knowledge of the entity's programs and activities, and that oversight functions will be conducted effectively.
10. Directors will evaluate their performance as a group and as individuals not less than every 3 years. The boards will have clear procedures for removing board members who are unable to fulfill their responsibilities.
11. The boards will review organizational and governing instruments at least every 5 years.

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12. The boards will establish and regularly review the mission and goals, and will evaluate, not less than every 5 years, the programs, goals, and activities to be sure they advance the mission and make prudent use of resources.
13. The boards, either directly or through a committee, will hire, oversee, and annually evaluate the performance of the chief executive officer or executive director.

Strong Financial Oversight

14. The Parties will keep complete, current and accurate financial records and ensure strong financial controls are in place. The boards will receive and review timely financial reports, which will be audited on an annual basis by an independent auditor.
15. The full boards will review and approve the annual budget and will monitor actual performance against the budget.
16. The Parties will not provide loans (or the equivalent) to directors or officers.
17. The Parties will spend a significant amount of the annual budget on programs that advance the mission while ensuring that there is sufficient administrative and fundraising capacity to deliver programs responsibly and effectively.

Responsible Fundraising

18. Solicitation materials and other communications directed to donors and the public will clearly identify the Parties and will be accurate and truthful.
19. Contributions will be used for purposes consistent with the donor's intent, whether as described in the relevant solicitation materials or as specifically directed by the donor.
20. The Parties will provide donors with specific acknowledgements of charitable contributions, in accordance with IRS requirements, as well as information to facilitate the donors' compliance with tax law requirements.
21. The Parties will provide appropriate training and supervision of the people soliciting funds on its behalf to ensure they understand their responsibilities and applicable federal, state and local laws, and will not employ techniques that are coercive, intimidating, or intended to harass potential donors.
22. The Parties will not compensate internal or external fundraisers based on a commission or a percentage of the amount raised.
23. The Parties will respect the privacy of donors and, except where disclosure is required by law, will not sell or otherwise make available the names and contact information of donors without providing them an opportunity at least once a year to opt out.

Fight
Love
Live