

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2024

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

B Check if applicable: Address change Name change Initial return Final return/terminated Amended return Application pending	C Name of organization CHESAPEAKE BAY FOUNDATION INC		D Employer identification number 52-6065757
	Doing business as		E Telephone number 410-268-8816
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 56,221,951.
	6 HERNDON AVENUE		H(a) Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No
City or town, state or province, country, and ZIP or foreign postal code ANNAPOLIS, MD 21403-4503		H(b) Are all subordinates included? Yes No	
F Name and address of principal officer: Hilary H. Falk same as C above		If "No," attach a list. See instructions	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527			
J Website: WWW.CBF.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other			L Year of formation: 1966 M State of legal domicile: MD

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: The Chesapeake Bay Foundation's (CBF) mission is to Save the Bay. See Schedule O.		
	2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	31
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	30
	5 Total number of individuals employed in calendar year 2024 (Part V, line 2a)	5	283
	6 Total number of volunteers (estimate if necessary)	6	35577
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-2,224.
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)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	29,421,478.	27,417,431.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,761,484.	1,194,433.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,625,288.	6,308,981.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	412,921.	490,453.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	36,221,171.	35,411,298.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	406,027.	668,182.
	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)	20,238,017.	21,964,544.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	373,367.	439,882.
	b Total fundraising expenses (Part IX, column (D), line 25)	4,191,180.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,039,964.	14,335,625.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	35,057,375.	37,408,233.	
19 Revenue less expenses. Subtract line 18 from line 12	1,163,796.	-1,996,935.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	129,315,017.	127,940,157.
	22 Net assets or fund balances. Subtract line 21 from line 20	4,172,742.	5,745,753.
22 Net assets or fund balances. Subtract line 21 from line 20	125,142,275.	122,194,404.	

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 <i>Hilary Falk</i>	Date Apr 16, 2026			
	Signature of preparer COX SIGN 13QQ5XW1-42XVVK3Y	Date 04/15/2026			
Paid Preparer Use Only	Preparer's name Richard J. Locastro, CPA	Preparer's signature <i>Richard J. Locastro</i>	Date 04/15/2026	Check if self-employed <input type="checkbox"/>	PTIN P00288314
	Firm's name GELMAN, ROSENBERG & FREEDMAN	Firm's address 4550 MONTGOMERY AVE SUITE 800N BETHESDA, MD 20814-2930	Firm's EIN 52-1392008	Phone no. 301-951-9090	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: The Chesapeake Bay Foundation's (CBF) mission, simply stated, is to Save the Bay.

See Schedule O for Continuation (page 48)

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 17,438,557. including grants of \$ 636,869.) (Revenue \$ 568,215.) Advocacy & Restoration

The Advocacy & Restoration Department's primary objective is to drive significant improvements in the health of Chesapeake Bay as measured by CBF's Bay Health Index. Consistent with the CBF strategic plan, this involves developing and recommending priorities for the organization's policy work, engaging our members and implementing restoration elements of the plan. The Program utilizes a combination of strategies to help achieve a reduction in Bay pollution, restoration of critical habitat, and better-managed fisheries.

See Schedule O for Continuation (page 49)

4b (Code:) (Expenses \$ 8,720,433. including grants of \$ 31,313.) (Revenue \$ 578,596.) Education

CBF's Education Department is responsible for leading students, teachers, and adults in hands-on, on-the-water, environmental education experiences about the Bay. Through education programs, our professional educators use innovative teaching methods to engage students in real-world issues and scientific inquiry, exciting and encouraging them to take action to protect our natural resources. Student Leadership courses during the summer further train student leaders from high schools across the region.

See Schedule O for Continuation (page 49)

4c (Code:) (Expenses \$ 3,697,553. including grants of \$) (Revenue \$ 47,622.) Marketing & Communications

The Marketing & Communications Department's charge is to market CBF and its policy agenda, educate and engage the public, and mobilize support for organizational priorities and Bay restoration efforts. Marketing & Communications also manages internal communications and public opinion research.

See Schedule O for Continuation (page 50)

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 29,856,543.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and schedules A through I.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, tax-exempt bonds, and business transactions.

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 ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

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

Table with columns for question number, question text, and Yes/No columns. Rows include questions 2a through 17 regarding employee counts, tax returns, unrelated business income, foreign accounts, prohibited transactions, and various organizational requirements.

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 (31), 1b (30), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed See Schedule O
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.
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
Tola Sanni - 410-268-8816
6 HERNDON AVENUE, ANNAPOLIS, MD 21403-4503

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) Hilary H. Falk President	40.00	X		X				367,595.	0.	35,717.
(2) Katharene P. Snavelly Chief Development Officer	40.00				X			230,289.	0.	30,329.
(3) Alison H. Prost VP - Enviro. Protec. & Restor.	40.00				X			219,558.	0.	29,910.
(4) Tola Sanni Treasurer, CFO	40.00			X				220,467.	0.	24,193.
(5) Everett S. Marshall VP - People	40.00					X		198,689.	0.	28,782.
(6) Thomas W. Ackerman VP - Education	40.00				X			192,924.	0.	28,466.
(7) Robert J. Beach VP - Communications	40.00					X		192,512.	0.	27,707.
(8) Paul W. Small VP - Litigation	40.00					X		191,317.	0.	28,455.
(9) William A. Agee III Secretary; VP - Administration	40.00			X				200,333.	0.	7,559.
(10) Carmera S. Thomas-Wilhite VP - Communities and Partnerships	40.00					X		160,049.	0.	22,461.
(11) Otis S. Jones Chair	4.00	X		X				0.	0.	0.
(12) Ann Pelham Vice Chair	4.00	X		X				0.	0.	0.
(13) Bruce R. Bradley, Trustee	4.00	X						0.	0.	0.
(14) Joan P. Brock Trustee	1.00	X						0.	0.	0.
(15) George B. Clarke IV Trustee	1.00	X						0.	0.	0.
(16) Brian Cobb Trustee	1.00	X						0.	0.	0.
(17) Margaret M. Freeman Trustee	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) Alexandra Grayson Trustee	1.00	X						0.	0.	0.
(19) Jennifer E. Green Trustee	1.00	X						0.	0.	0.
(20) Harry S. Gruner Trustee	4.00	X						0.	0.	0.
(21) Ann D. Horner Trustee	1.00	X						0.	0.	0.
(22) Robert A. Kinsley II Trustee	1.00	X						0.	0.	0.
(23) Jonathan D. Manekin Trustee	1.00	X						0.	0.	0.
(24) Anne Mehringer Trustee	1.00	X						0.	0.	0.
(25) Mamie A. Parker PHD Trustee	1.00	X						0.	0.	0.
(26) Crystal Patterson Trustee	4.00	X						0.	0.	0.
1b Subtotal								2,173,733.	0.	263,579.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,173,733.	0.	263,579.

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 27

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Production Solutions, Inc., P.O. Box 26168, Oklahoma City, OK 73126-0618	Mass production printing	1,520,682.
Midship Marine 1029 Destrehan Ave., Harvey, LA 70058	Green boat builder	1,078,400.
Jenack Construction 5 druid lane, malvern, PA 19355	Construction projects	236,265.
SC&H Group, Inc. P.O. Box 64271, Malvern, PA 19355	IT Consultants	228,371.
Lautman Maska Neill & Co., 1730 Rhode Island Ave. NW, Ste. 301, Washington, DC	Fundraising content & consulting	202,250.

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 16

See Part VII, Section A Continuation sheets

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	285,063.				
	b	Membership dues					
	c	Fundraising events	474,997.				
	d	Related organizations					
	e	Government grants (contributions)	2,917,451.				
	f	All other contributions, gifts, grants, and similar amounts not included above ...	23,739,920.				
	g	Noncash contributions included in lines 1a-1f	\$ 1,921,528.				
	h	Total. Add lines 1a-1f		27,417,431.			
Program Service Revenue	2 a	Tuition and Education	900099	578,596.	578,596.		
	b	Contract Income	900099	302,453.	302,453.		
	c	Farm Income	900099	265,762.	265,762.		
	d	Store Income	900099	47,622.	47,622.		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,194,433.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,445,154.		-2,224.	
	4	Income from investment of tax-exempt bond proceeds				2447378.	
	5	Royalties		12,743.		12,743.	
	6 a	Gross rents	(i) Real	453,247.			
			(ii) Personal				
	b	Less: rental expenses ...		0.			
	c	Rental income or (loss)		453,247.			
	d	Net rental income or (loss)		453,247.		453,247.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	24,414,067.	300.		
			(ii) Other				
	b	Less: cost or other basis and sales expenses		20,550,540.	0.		
	c	Gain or (loss)		3,863,527.	300.		
d	Net gain or (loss)		3,863,827.		3863827.		
8 a	Gross income from fundraising events (not including \$ 474,997. of contributions reported on line 1c). See Part IV, line 18		120,743.				
b	Less: direct expenses		260,113.				
c	Net income or (loss) from fundraising events		-139,370.		-139,370.		
9 a	Gross income from gaming activities. See Part IV, line 19						
b	Less: direct expenses						
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances						
b	Less: cost of goods sold						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	11 a	Miscellaneous	900099	81,268.		81,268.	
	b	Credit card rebate	900099	79,472.		79,472.	
	c	Settlement fee income	900099	3,093.		3,093.	
	d	All other revenue					
	e	Total. Add lines 11a-11d		163,833.			
12	Total revenue. See instructions		35,411,298.	1,194,433.	-2,224.	6801658.	

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	668,182.	668,182.		
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	1,609,245.	819,065.	484,701.	305,479.
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	12,305,266.	10,023,717.	988,778.	1,292,771.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	594,986.	482,052.	43,069.	69,865.
9 Other employee benefits	6,102,913.	4,847,805.	509,314.	745,794.
10 Payroll taxes	1,352,134.	1,066,742.	117,742.	167,650.
11 Fees for services (nonemployees):				
a Management				
b Legal	4,500.	3,259.	456.	785.
c Accounting	146,380.		146,380.	
d Lobbying	152,156.	152,156.		
e Professional fundraising services. See Part IV, line 17	439,882.			439,882.
f Investment management fees	264,427.		264,427.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	2,503,168.	2,252,640.	99,768.	150,760.
12 Advertising and promotion	277,219.	200,781.	28,097.	48,341.
13 Office expenses	4,688,151.	3,912,561.	178,049.	597,541.
14 Information technology	101,112.	97,956.	1,307.	1,849.
15 Royalties				
16 Occupancy	1,883,596.	1,695,097.	101,248.	87,251.
17 Travel	428,639.	367,115.	40,287.	21,237.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	447,409.	330,540.	72,085.	44,784.
20 Interest	25,124.	3,479.	21,519.	126.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	615,555.	558,899.	30,862.	25,794.
23 Insurance	692,955.	595,086.	62,773.	35,096.
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 Repairs & maintenance	1,383,600.	1,100,512.	159,957.	123,131.
b Restoration Fees	473,059.	473,059.		
c Miscellaneous Expense	83,892.	71,780.	3,648.	8,464.
d Publications & Subscrip	71,668.	63,873.	1,764.	6,031.
e All other expenses	93,015.	70,187.	4,279.	18,549.
25 Total functional expenses. Add lines 1 through 24e	37,408,233.	29,856,543.	3,360,510.	4,191,180.
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	3,121,126.	2,030,953.	0.	1,090,173.

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	14,375.	1	19,515.
	2 Savings and temporary cash investments	19,376,325.	2	14,241,797.
	3 Pledges and grants receivable, net	10,625,606.	3	8,055,903.
	4 Accounts receivable, net	1,651,333.	4	1,788,171.
	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		8	
	9 Prepaid expenses and deferred charges	840,502.	9	614,851.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 55,684,359.		
	b Less: accumulated depreciation	10b 25,968,236.	27,085,411.	10c 29,716,123.
	11 Investments - publicly traded securities	46,150,613.	11	49,134,074.
	12 Investments - other securities. See Part IV, line 11	23,078,028.	12	24,059,231.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	492,824.	15	310,492.
16 Total assets. Add lines 1 through 15 (must equal line 33)	129,315,017.	16	127,940,157.	
Liabilities	17 Accounts payable and accrued expenses	1,820,581.	17	1,632,176.
	18 Grants payable		18	
	19 Deferred revenue	893,151.	19	1,143,602.
	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	432,010.	24	2,000,000.
	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	1,027,000.	25	969,975.
	26 Total liabilities. Add lines 17 through 25	4,172,742.	26	5,745,753.
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	45,377,039.	27	40,830,020.
	28 Net assets with donor restrictions	79,765,236.	28	81,364,384.
	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	125,142,275.	32	122,194,404.
	33 Total liabilities and net assets/fund balances	129,315,017.	33	127,940,157.

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	35,411,298.
2	Total expenses (must equal Part IX, column (A), line 25)	2	37,408,233.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,996,935.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	125,142,275.
5	Net unrealized gains (losses) on investments	5	1,049,064.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-2,000,000.
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	122,194,404.

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?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	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	X	

Form 990 (2024)

SCHEDULE A
(Form 990)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2024

Open to Public Inspection

Name of the organization CHESAPEAKE BAY FOUNDATION INC	Employer identification number 52-6065757
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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

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	23177187.	31074308.	26605958.	29421478.	27417431.	137696362
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	23177187.	31074308.	26605958.	29421478.	27417431.	137696362
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)						3714986.
6 Public support. Subtract line 5 from line 4.						133981376

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
7 Amounts from line 4	23177187.	31074308.	26605958.	29421478.	27417431.	137696362
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	990,704.	2191345.	1686369.	3012057.	2913368.	10793843.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		317,105.				317,105.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	49,694.	48,761.	379,638.	273,539.	163,833.	915,465.
11 Total support. Add lines 7 through 10						149722775
12 Gross receipts from related activities, etc. (see instructions)					12	6,202,699.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f))	14	89.49 %
15 Public support percentage from 2023 Schedule A, Part II, line 14	15	89.55 %
16a 33 1/3% support test - 2024. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2023. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2024. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2023 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2024. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <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)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 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? Row 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?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 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)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 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? Row 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? Row 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?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

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

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions.
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

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

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

Schedule A (Form 990) 2024

Part VI

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

Multiple horizontal lines for supplemental information.

**Schedule B
(Form 990)**

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

Schedule of Contributors

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

OMB No. 1545-0047

Name of the organization

CHESAPEAKE BAY FOUNDATION INC

Employer identification number

52-6065757

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).

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

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

Name of organization CHESAPEAKE BAY FOUNDATION INC	Employer identification number 52-6065757
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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
<u>1</u>	<hr/> <hr/> <hr/>	\$ <u>833,333.</u>	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
<u>2</u>	<hr/> <hr/> <hr/>	\$ <u>796,980.</u>	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
<u>3</u>	<hr/> <hr/> <hr/>	\$ <u>650,000.</u>	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
<u>4</u>	<hr/> <hr/> <hr/>	\$ <u>1,368,532.</u>	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person Payroll Noncash (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization CHESAPEAKE BAY FOUNDATION INC	Employer identification number 52-6065757
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization CHESAPEAKE BAY FOUNDATION INC	Employer identification number 52-6065757
--	---

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 C
(Form 990)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2024

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under Section 501(c) and Section 527
Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

If the organization answered "Yes" on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then:

- Section 501(c)(3) organizations: Complete Parts I-A and I-B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and I-C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then:

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions), or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then:

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization CHESAPEAKE BAY FOUNDATION INC	Employer identification number (EIN) 52-6065757
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political campaign activity expenditures \$ _____
- 3 Volunteer hours for political campaign activities

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses, and EINs of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)	22,549.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)	218,178.													
c Total lobbying expenditures (add lines 1a and 1b)	240,727.													
d Other exempt purpose expenditures	36,551,768.													
e Total exempt purpose expenditures (add lines 1c and 1d)	36,792,495.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">IF the amount on line 1e, column (a) or (b), is:</th> <th style="text-align: left;">THEN the lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	IF the amount on line 1e, column (a) or (b), is:	THEN the lobbying nontaxable amount is:	not over \$500,000	20% of the amount on line 1e.	over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	over \$17,000,000	\$1,000,000.		
IF the amount on line 1e, column (a) or (b), is:	THEN the lobbying nontaxable amount is:													
not over \$500,000	20% of the amount on line 1e.													
over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2021	(b) 2022	(c) 2023	(d) 2024	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	270,411.	189,221.	237,750.	240,727.	938,109.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	40,942.	16,762.	23,430.	22,549.	103,683.

Schedule C (Form 990) 2024

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 columns: (a) Yes, (a) No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation...; 2a Did the activities in line 1 cause the organization to not be described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments, and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); a Current year; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditures next year?; 5 Taxable amount of lobbying and political expenditures. See instructions

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

Blank lines for providing supplemental information as required by the instructions.

SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

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

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

CHESAPEAKE BAY FOUNDATION INC

Employer identification number

52-6065757

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

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

Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	9
b Total acreage restricted by conservation easements	716.00
c Number of conservation easements on a certified historic structure included on line 2a	
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year 1

4 Number of states where property subject to conservation easement is located 2

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year 41

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year 2,881.

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X

\$	<u>0.</u>
\$	<u>75,154.</u>

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

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

b Assets included in Form 990, Part X

\$	_____
\$	_____

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

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

LHA 432051 01-02-25

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 Decorative purposes only
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a** Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	70,988,801.	65,594,696.	64,006,091.	76,257,134.	63,530,119.
b Contributions	114,200.	252,796.	67,842.	2,119,243.	291,075.
c Net investment earnings, gains, and losses	6,732,046.	8,704,066.	5,454,210.	-9,529,560.	15,927,131.
d Grants or scholarships					
e Other expenditures for facilities and programs	4,063,942.	3,562,757.	3,933,447.	4,840,726.	3,491,191.
f Administrative expenses					
g End of year balance	73,771,105.	70,988,801.	65,594,696.	64,006,091.	76,257,134.

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment 18.5100 %
 - b** Permanent endowment 56.5200 %
 - c** Term endowment 24.9700 %
- 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? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (ii) Related organizations? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | | |
- 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		9,121,295.		9,121,295.
b Buildings				
c Leasehold improvements		31,253,514.	17,769,109.	13,484,405.
d Equipment				
e Other		15,309,550.	8,199,127.	7,110,423.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				29,716,123.

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) Partnerships/Alternative		
(B) Investments	20,444,834.	End-of-Year Market Value
(C) Beneficial Interest in		
(D) Perpetual Trust	3,614,397.	End-of-Year Market Value
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))	24,059,231.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets

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

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

Part X Other Liabilities

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Split Interest Agreement	608,738.
(3) operating lease liabilities	274,185.
(4) refundable advance	87,052.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	969,975.

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	36,642,440.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	1,049,064.
b	Donated services and use of facilities	2b	186,392.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	260,113.
e	Add lines 2a through 2d	2e	1,495,569.
3	Subtract line 2e from line 1	3	35,146,871.
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	264,427.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	264,427.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	35,411,298.

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	37,590,311.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	186,392.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	260,113.
e	Add lines 2a through 2d	2e	446,505.
3	Subtract line 2e from line 1	3	37,143,806.
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	264,427.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	264,427.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	37,408,233.

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 II, line 9:

A monetary value has not been placed on conservation easements; therefore, they are not included in financial statements.

Part III, line 4:

A scale model of a Chesapeake Bay crabbing skiff hangs in the foyer of the Merrill Center. It is a reminder that CBF's mission is to Save the Bay, which includes restoring its bounty to levels that can support all the people who make a living on the Bay.

Greeting visitors to the Merrill Center is a bronze and silver sculpture of an osprey, representing the fact that approximately one-quarter of all ospreys in the contiguous United States nest in the Chesapeake Bay region.

Part V, line 4:

Endowment funds are used for donor restricted projects as well as to fund unrestricted activities. Donor restricted endowments are used for education in general, field education, farm operations, support and maintenance of facilities and boats, and restoration projects. It is the policy of the Foundation to spend 5.5% of a twelve quarter trailing average of the sum of accumulated investments.

Part XI, Line 2d - Other Adjustments:

Special Event Expenses reported as an expense on the financial statements and netted against revenue on the 260,113.

**SCHEDULE G
(Form 990)**

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

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization: **CHESAPEAKE BAY FOUNDATION INC**
Employer identification number: **52-6065757**

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of nongovernment grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Lautman, Maska, Neill & Company - 1730 Rhode Island Allegiance Fundraising, LLC dba Allegiance Group - 3064	Membership Consulting		X	3,089,430.	138,000.	2,951,430.
	Digital Consulting		X	1,999,502.	301,881.	1,697,621.
Total				5,088,932.	439,881.	4,649,051.

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.
- AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI**

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))
		Bands in the Sands (event type)	DC on the Half Shell (event type)	None (total number)	
Revenue	1	Gross receipts	585,769.	9,971.	595,740.
	2	Less: Contributions	466,227.	8,770.	474,997.
	3	Gross income (line 1 minus line 2)	119,542.	1,201.	120,743.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	5,680.		5,680.
	6	Rent/facility costs	68,068.		68,068.
	7	Food and beverages	38,885.		38,885.
	8	Entertainment	23,500.		23,500.
	9	Other direct expenses	115,815.	8,165.	123,980.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			260,113.
11	Net income summary. Subtract line 10 from line 3, column (d)			-139,370.	

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))
		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 the 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: Lautman, Maska, Neill & Company

(i) Address of Fundraiser:

1730 Rhode Island Ave, NW, Ste 301, Washington, DC 20036

(i) Name of Fundraiser: Allegiance Fundraising, LLC dba Allegiance Group

(i) Address of Fundraiser: 3064 49th Street, Fargo, ND 58104

Part IV Supplemental Information *(continued)*

Lined area for supplemental information.

**SCHEDULE I
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

Attach to Form 990.

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

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization **CHESAPEAKE BAY FOUNDATION INC** Employer identification number **52-6065757**

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
Chesapeake Bay Trust 108 Severn Avenue Annapolis, MD 21403	52-1454182	501(c)(3)	146,692.	0.			Chesapeake Bay Trust Grant Program Administration
Conservation and Development Area Council - 401 E. Louther Street, #307 - Carlisle, PA 17013	04-3691329	501(c)(3)	108,326.	0.			Expanding Rotational Grazing through the Mountains to Bay Grazing Alliance.
Center for Watershed Protection, Inc. - 11711 E. Market Place, Suite 200 - Fulton, MD 20759	54-1644387	501(c)(3)	101,543.	0.			Choptank: Building Capacity to Enhance Watershed and Community Health
Capital Area Greenbelt Association, Inc. - P.O. Box 15405 - Harrisburg, PA 17105	25-1687474	501(c)(3)	49,845.	0.			Keystone 10 million trees project for restoration of the city of Greenbelt's Parkway Creek
Capital Area Intermediate Unit 55 Miller Street Enola, PA 17025	23-1739071	Government	31,313.	0.			Build and strengthen effective MWEs into sustained and systemic student-led environmental
VA Department of Conservation and Recreation, Division of Natural Heritage - 600 East Main Street, Suite 1600 - Richmond, VA 23219	54-6004497	Government	31,092.	0.			Establishing a Plan for Virginia's Freshwater Mussels

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 13.

3 Enter total number of other organizations listed in the line 1 table 0.

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

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

See Part IV for Column (h) descriptions

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Virginia Interfaith Power & Light (IPL) - 19 W Locke Lane - Richmond, VA 23226	87-1782129	501(c)(3)	27,885.	0.			Greening Faith Places and Community Spaces project to enhance water quality improvement efforts in
Future Harvest 1114 Shawan Road, Ste. 1 Cockeysville, MD 21030	52-2132982	501(c)(3)	14,255.	0.			Expanding Rotational Grazing through the Mountains to Bay Grazing Alliance.
Groundwork RVA 3001 Meadowbridge Road Richmond, VA 23222	46-2191744	501(c)(3)	13,323.	0.			Greening Faith Places and Community Spaces project to enhance water quality improvement efforts in
Let's Go 1-2-3 7617 Oak Lane Road Cheltenham, PA 19012	84-2614107	501(c)(3)	12,000.	0.			Mira Lloyd Dock Partnership Award for community engagement and environmental
Western MD RC&D, Inc. 1260 Maryland Avenue, Suite 103 Hagerstown, MD 21740	52-1859219	501(c)(3)	10,000.	0.			Upper Potomac Farm Stewardship Program and Regenerative Agriculture Education (MD, WV)
Virginia Forage & Grassland Council - 3599 Indian Oak Road - Crewe, VA 23930	54-1061472	501(c)(3)	6,365.	0.			Expanding Rotational Grazing through the Mountains to Bay Grazing Alliance.
Smithsonian Institution 1000 Jefferson Drive, SW Washington, DC 20560	53-0206027	501(c)(3)	5,758.	0.			Comprehensive South River Sanctuary Scale Oyster Restoration

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Part I, Line 2:

Grant agreements require detailed progress and financial reports that are reviewed by departmental financial managers and Sr. Grants Manager before payments are made. Program managers will also review and approve the grantee's project performance according to the details of the grant.

Part II, line 1, Column (h):

Name of Organization or Government: Capital Area Intermediate Unit

(h) Purpose of Grant or Assistance: Build and strengthen effective MWEEs into sustained and systemic student-led environmental action teams in Pennsylvania.

Name of Organization or Government:

Virginia Interfaith Power & Light (IPL)

(h) Purpose of Grant or Assistance: Greening Faith Places and Community Spaces project to enhance water quality improvement efforts in Central Virginia.

Part IV Supplemental Information

Name of Organization or Government: Groundwork RVA

(h) Purpose of Grant or Assistance: Greening Faith Places and Community Spaces project to enhance water quality improvement efforts in Central Virginia.

Name of Organization or Government: Let's Go 1-2-3

(h) Purpose of Grant or Assistance: Mira Lloyd Dock Partnership Award for community engagement and environmental conservation work in PA

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

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

Compensation Information

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

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

CHESAPEAKE BAY FOUNDATION INC

Employer identification number

52-6065757

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Hilary H. Falk President	(i)	353,362.	148.	14,085.	14,085.	21,632.	403,312.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) Katharene P. Snavely Chief Development Officer	(i)	207,757.	148.	22,384.	8,600.	21,729.	260,618.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) Alison H. Prost VP - Enviro. Protec. & Restor.	(i)	210,296.	148.	9,114.	9,114.	20,796.	249,468.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) Tola Sanni Treasurer, CFO	(i)	214,888.	148.	5,431.	5,431.	18,762.	244,660.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) Everett S. Marshall VP - People	(i)	190,213.	148.	8,328.	7,948.	20,834.	227,471.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) Thomas W. Ackerman VP - Education	(i)	184,511.	888.	7,525.	7,525.	20,941.	221,390.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) Robert J. Beach VP - Communications	(i)	177,451.	163.	14,898.	7,525.	20,182.	220,219.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) Paul W. Smail VP - Litigation	(i)	184,073.	518.	6,726.	6,726.	21,729.	219,772.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) William A. Agee III Secretary; VP - Administration	(i)	192,710.	148.	7,475.	7,475.	84.	207,892.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) Carmera S. Thomas-Wilhite VP - Communities and Partnerships	(i)	154,344.	162.	5,543.	5,543.	16,918.	182,510.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(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 7:

The following individuals received holiday bonuses in 2024:

Hilary H. Falk	\$148
Katharene P. Snavely	\$148
Alison H. Prost	\$148
Robert J. Beach	\$163
Thomas W. Ackerman	\$888
William A. Agee III	\$148
Everett S. Marshall	\$148
Paul W. Smail	\$518
Carmera S. Thomas-White	\$162
Tola Sanni	\$148

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2024

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

CHESAPEAKE BAY FOUNDATION INC

Employer identification number

52-6065757

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	76	1,874,892.	Fair market value
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	X	1	652.	
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (<u>Oyster Shell Re</u>)	X	26	27,512.	
26 Other (<u>Electric Charge</u>)	X	1	13,445.	
27 Other (<u>Furniture</u>)	X	1	2,952.	
28 Other (<u>Guitar</u>)	X	1	799.	

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

30a During the year, did the organization receive by contribution any property reported on 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?

	Yes	No
30a		X
31	X	
32a	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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

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.

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

Schedule M (Form 990) 2024

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.

Part I, Other Types of Property:

Watch

- (a) Check if applicable = X
- (b) Number of Contributions = 1
- (c) Revenue Reported on Form 990, Part VIII \$ 798.
- (d) Method of determining revenue:

Fishing Gear

- (a) Check if applicable = X
- (b) Number of Contributions = 1
- (c) Revenue Reported on Form 990, Part VIII \$ 429.
- (d) Method of determining revenue:

Gift card

- (a) Check if applicable = X
- (b) Number of Contributions = 1
- (c) Revenue Reported on Form 990, Part VIII \$ 50.
- (d) Method of determining revenue:

Schedule M, Part I, Column (b):

The number of contributions received was reported in column B on Part I.

Schedule M, Part I, Line 32b:

When necessary, licensed boat brokers are used to sell donated boats that are not used for operations.

**SCHEDULE O
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

CHESAPEAKE BAY FOUNDATION INC

Employer identification number

52-6065757

Form 990, Part I, Line 1, Description of Organization Mission:

We define a saved Bay as having a score of 70 (out of 100) on CBF's State of the Bay health index. Thanks largely to a dramatic reduction in the amount of pollution entering the system, at 70 the Chesapeake Bay and its tributary rivers will be highly productive and in good health as measured by established water-quality standards. The result will be clear water, free of the impacts from toxic contaminants, and healthy oxygen levels, able to support living resources in all parts of the Bay.

Founded in 1966, CBF is the largest regional conservation organization dedicated solely to saving a national treasure-the Chesapeake Bay and its rivers and streams.

With headquarters in Annapolis, MD; state offices in MD, VA, and PA; and educational centers and programs across the region; CBF works throughout the 64,000-square-mile Chesapeake watershed to: Educate - build an informed citizenry; Advocate - advance pollution reduction; Litigate - encourage enforcement of environmental law; and Restore - rebuild the Bay system's natural filters such as oysters, underwater grasses, and streamside forests.

CBF is supported by more than 200,000 members and e-subscribers.

Form 990, Part III, Line 4a, Description of Program Service:

Advocacy & Restoration, continued from page 2:

To achieve its objectives, the department utilizes a team of lawyers, water quality and restoration scientists, outreach experts, citizen organizers, lobbyists, and policy specialists with expertise in fisheries, pollution reduction, land use, and agriculture. Their focus is local, state, and federal government policies; private sector practices; and citizen engagement. The Program develops and employs strategies and tactics designed to define the necessary governmental policies and programs, create the needed "political will" to ensure implementation of these policies and programs, and organizes CBF members to interact with decision-makers. When appropriate, the department uses the law as a tool to protect and preserve Chesapeake Bay.

Form 990, Part III, Line 4b, Description of Program Service:

Education, continued from page 2:

Designed to engage tomorrow's environmental leaders, these students now participate in CBF events, share what they learned with peers, and create projects in their communities to better the environment. In addition, the Education Department conducts professional learning courses for educators throughout Maryland, Virginia, Pennsylvania, and the District of Columbia. Known as Chesapeake Classrooms, these courses provide teachers first-hand experience on local waterways and help them to develop lesson plans that incorporate Bay studies. The department also teaches principals and school administrators through our Principal Environmental Leadership Courses. These courses increase support for school-wide environmental education programs. Furthermore, the

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

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

LHA 432211 01-15-25

Name of the organization	CHESAPEAKE BAY FOUNDATION INC	Employer identification number	52-6065757
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department helps to educate elected officials, policy makers, journalists, and other community leaders and advocates through on-the-water field experiences. These trips inform influential members of the community about the issues facing the Bay and the ways that they can help further the Bay's restoration.

Form 990, Part III, Line 4c, Description of Program Service:

Marketing & Communications, continued from page 2:

Marketing & Communications' tactics are to develop well-researched messages and deliver them through integrated channels, including: publications such as CBF's member magazine, brochures, and regular and special reports; earned, paid, or donated media; digital media, including the CBF website, social media, and outbound e-mails; and any other forms of direct or indirect communications with our members and the public at large. The Marketing & Communications Department is organized around four primary functional areas: creative services; media; digital communications, and integrated communications/marketing.

Form 990, Part VI, Section B, line 11b:

An independent audit firm was engaged to conduct the financial statements' audit and to assist in preparing the Form 990. The Chief Financial Officer and Finance staff directly participated in preparing the form, drafting responses to questions and reviewing the Form 990 in draft. The Chief Financial Officer then reviewed it with the President and Chairman of the Audit and Finance Committee. The 990 was provided to the Audit and Finance Committee, comprised of Board of Trustee members, for their review and comments, after which it was sent to the full Board before being electronically filed with the IRS.

Form 990, Part VI, Section B, Line 12c:

Each Trustee, officer, key employee and employees in positions to obligate CBF are required to review a copy of the conflict of interest policy annually and complete a disclosure form identifying any relationship positions or circumstances which he or she believes could contribute to a conflict. The conflict of interest disclosure form is completed, signed and returned to the Chief Financial Officer who notifies the Chairman of the Audit and Finance Committee and the General Counsel of any concerns. This process is also covered in orientation sessions held for new Trustees as well as for new employees. If items arise during Board meetings that are conflicts of interest, the board member having possible conflicts of interest cannot vote or participate in Board or Committee deliberations on the subject or be counted toward meeting a quorum. However, they may answer questions.

Form 990, Part VI, Section B, Line 15:

During the annual budget approval meeting of the Audit and Finance Committee of the Board of Trustees, the Committee reviews and approves the salary and any proposed pay increase for the President and key employees. Compensation related decisions are documented within the minutes. The committee will provide this information to the full board for approval. The President's last compensation review took place in May 2025.

Generally, compensation for all staff is independently reviewed and determined annually based on performance evaluation, and analysis of comparable data obtained from industry resources and peer organizations. An overall increase pool, based on market data, is approved by the Committee

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for use in the process.

In addition, the Chief Financial Officer and the Vice President of Human Resources informally reviews and approves all staff alignment to ensure consistency and continuity of various positions within the appropriate pay grades and ranges.

Form 990, Part VI, Line 17, List of States receiving copy of Form 990:
AL, AR, CA, FL, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, OR, PA, RI, SC, TN, UT
VA, WV, WI

Form 990, Part VI, Section C, Line 19:
CBF's governing documents and conflict of interest policy are available to the public upon request using contact information on the website. Audited financial statements, the Form 990, and the Annual Report can be found on CBF's website. Audited financial statements and the Form 990 are also filed with state charitable solicitation registrations, and are also available through not-for-profit internet portals such as Guidestar and Charity Navigator.

Form 990, Part XI line 8
The financial statements for the year ended June 30, 2024 have been restated to correct the accounting treatment of a payment received on an existing contribution receivable. The payment was recorded as grants and gifts revenue during the year ended June 30, 2024 rather than being applied to reduce the outstanding grants and contributions receivable balance. Therefore, the amount has been reported as a prior period adjustment on Form 990, Part XI line 8.