

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2017
Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017

- B** Check if applicable
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization
Artspace Projects Inc

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
250 3rd Avenue North 400

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

D Employer identification number
41-1350071

E Telephone number
(612) 333-9012

G Gross receipts \$ 23,306,827

F Name and address of principal officer
L Kelley Lindquist
250 3rd Avenue North 400
Minneapolis, MN 55401

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶

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

J Website: ▶ www.artspace.org

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1978 **M** State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
To create, foster, and preserve affordable space for artists and arts organizations

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)	36
4 Number of independent voting members of the governing body (Part VI, line 1b)	36
5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	47
6 Total number of volunteers (estimate if necessary)	50
7a Total unrelated business revenue from Part VIII, column (C), line 12	270,759
7b Net unrelated business taxable income from Form 990-T, line 34	-15,583

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	14,792,070	5,473,303
9 Program service revenue (Part VIII, line 2g)	14,975,659	17,663,467
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-16,267	170,057
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,751,462	23,306,827
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,077,000	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,688,196	4,684,287
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 782,777		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	18,965,433	14,919,882
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	35,730,629	19,604,169
19 Revenue less expenses Subtract line 18 from line 12	-5,979,167	3,702,658

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	59,670,623	64,502,432
21 Total liabilities (Part X, line 26)	38,671,984	39,801,135
22 Net assets or fund balances Subtract line 21 from line 20	20,998,639	24,701,297

Part II Signature Block

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

Sign Here
Signature of officer _____ Date 2018-10-30
Mark Conrad CFO
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name Deb Nelson CPA Preparer's signature Deb Nelson CPA Date 2018-10-30 Check if self-employed PTIN P01264758
Firm's name ▶ Eide Bailly LLP Firm's EIN ▶ 45-0250958
Firm's address ▶ 800 Nicollet Mall Ste 1300 Phone no (612) 253-6500
Minneapolis, MN 554027033

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

Artspace's Mission is to create, foster, and preserve affordable space for artists and arts organizations

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 No

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 4,375,906 including grants of \$ 0) (Revenue \$ 1,673,089)

See Additional Data

4b (Code) (Expenses \$ 9,655,676 including grants of \$ 0) (Revenue \$ 10,725,624)

See Additional Data

4c (Code) (Expenses \$ 1,129,197 including grants of \$ 0) (Revenue \$ 2,027,415)

See Additional Data

(Code) (Expenses \$ 2,948,908 including grants of \$ 0) (Revenue \$ 2,196,683)

Asset & Property Management - Asset Management oversees and collaborates with artists cooperatives, arts tenants, partners, funders and management companies of the Organization's limited partnership holdings, to establish and maintain long-term financially and physically stable assets Property Management provides services for various projects, and is responsible for overseeing and coordinating the daily status of the project including financial, physical and tenant communications, and reporting on the ongoing status of the projects and with regard to issues requiring owner input and decisions

4d Other program services (Describe in Schedule O)
(Expenses \$ 2,948,908 including grants of \$ 0) (Revenue \$ 2,196,683)

4e Total program service expenses ► 18,109,687

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	Yes	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

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 columns for question ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited tax shelter transactions, deductible contributions, and 501(c)(7), (12), and (29) organizations.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (36); 1b Enter the number of voting members included in line 1a, above, who are independent (36); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (Yes); b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No)

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (Yes); b Other officers or key employees of the organization (Yes); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (Yes); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? (Yes)

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed CA, MN, NY; 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: [] Own website, [] Another's website, [X] Upon request, [] Other (explain in Schedule O); 19 Describe in 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: Mark Conrad, 250 3rd Avenue North Suite 400, Minneapolis, MN 55401 (612) 333-9012

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 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 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or 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.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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 dotted 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)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(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			
See Additional Data Table										

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 dotted 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)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(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			
See Additional Data Table										

1b Sub-Total	▶			
1c Total from continuation sheets to Part VII, Section A	▶			
1d Total (add lines 1b and 1c)	▶	1,197,405	0	199,404

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ **8**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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>	Yes	
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>		No

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
The Monahan Company 21321 Kelly Road Eastpoint, MI 48021	Construction Services	891,398
Architecture Resource Team 99 East Virginia Ave Suite 120 Phoenix, AZ 85004	Architectural	201,081
Swan Research Company 1165 Lexington Court Eagan, MN 55123	Research Services	171,993
Urban Works-Hawaii 831 Oihyanua Street Suite E1 Honolulu, HI 96813	Architectural	119,247

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 ▶ **4**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,185,451				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,287,852				
	g Noncash contributions included in lines 1a-1f \$ _____		85,193				
	h Total. Add lines 1a-1f			5,473,303			
Program Service Revenue		Business Code					
	2a Developer Fees	531390	6,408,206	6,408,206			
	b Project Fees	531390	4,728,831	4,728,831			
	c Rental Revenue	531190	4,466,183	4,256,714	209,469		
	d Consulting Services	531390	481,706	481,706			
	e Property Management Fees	531390	390,620	390,620			
	f All other program service revenue		1,187,921	356,734	61,290	769,897	
g Total. Add lines 2a-2f			17,663,467				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses	b				
		c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses		b					
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code						
11a Debt Forgiveness	900099	170,057			170,057		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			170,057				
12 Total revenue. See Instructions			23,306,827	16,622,811	270,759	939,954	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	935,672	590,861	292,605	52,206
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.	3,202,791	2,882,599	72,722	247,470
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	100,190	91,771		8,419
9 Other employee benefits.	225,198	212,360		12,838
10 Payroll taxes.	220,436	186,483	18,075	15,878
11 Fees for services (non-employees):				
a Management.	120,119	120,119		
b Legal.	69,513	53,703	11,810	4,000
c Accounting.	32,405		32,405	
d Lobbying.	69,840	25,000		44,840
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,544,082	1,544,082		
12 Advertising and promotion.	123,807	19,494	667	103,646
13 Office expenses.	431,710	323,540	66,716	41,454
14 Information technology.				
15 Royalties.				
16 Occupancy.	982,130	910,383	32,741	39,006
17 Travel.	875,538	731,200	52,865	91,473
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.	994,804	804,342	90,702	99,760
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	1,046,192	1,046,192		
23 Insurance.	224,019	201,515	10,717	11,787
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a Bad Debt.	6,778,531	6,778,531		
b Master Leases.	850,877	850,877		
c Equipment & Maintenance.	578,027	578,027		
d Permits & Fees.	188,013	148,333	29,680	10,000
e All other expenses.	10,275	10,275		
25 Total functional expenses. Add lines 1 through 24e.	19,604,169	18,109,687	711,705	782,777
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	8,067,565	2	7,788,856
	3 Pledges and grants receivable, net	4,495,903	3	3,757,478
	4 Accounts receivable, net	20,618,700	4	26,260,909
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	90,836	9	75,801
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	41,677,716		
	b Less accumulated depreciation	15,070,328		
		26,395,619	10c	26,607,388
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	2,000	15	12,000	
16 Total assets. Add lines 1 through 15 (must equal line 34)	59,670,623	16	64,502,432	
Liabilities	17 Accounts payable and accrued expenses	1,982,448	17	2,313,884
	18 Grants payable		18	
	19 Deferred revenue	3,156,249	19	3,215,297
	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 current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	33,331,948	23	34,047,899
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	201,339	25	224,055
	26 Total liabilities. Add lines 17 through 25	38,671,984	26	39,801,135
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	12,804,283	27	17,197,190
	28 Temporarily restricted net assets	8,194,356	28	7,504,107
	29 Permanently restricted net assets		29	
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	20,998,639	33	24,701,297
	34 Total liabilities and net assets/fund balances	59,670,623	34	64,502,432

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	23,306,827
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,604,169
3	Revenue less expenses Subtract line 2 from line 1	3	3,702,658
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,998,639
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,701,297

Part XII Financial Statements and Reporting

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

		Yes	No
<p>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 in Schedule O</p>			
<p>2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p>	2a		No
<p>b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p>	2b	Yes	
<p>c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O</p>	2c	Yes	
<p>3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?</p>	3a		No
<p>b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits</p>	3b		

Additional Data

Software ID:

Software Version:

EIN: 41-1350071

Name: Artspace Projects Inc

Form 990 (2017)

Form 990, Part III, Line 4a:

Real Estate Projects - Provides properties that are sensitive to the unique needs and environment necessary for artists, arts organizations, and arts venues, through wholly, or partially-owned limited partnerships which own commercial and/or residential properties. These real estate projects provide space for artists to work on their particular means of artistic expression. As an example, a painter or dancer needs space to produce a huge painting, or to practice their dance steps.

Form 990, Part III, Line 4b:

Development - Develops artists' live/work space and cultural facilities with both public agencies and private groups by involvement in real estate projects as project coordinator, developer, co-developer, and general contractor, informs and educates the general public and key decision makers about projects and issues related to artists, space and art facilities

Form 990, Part III, Line 4c:

Consulting And Strategic Partnerships - Provides a computerized registry and handout of spaces available for rent or purchase, consulting services to arts organizations and individual artists around the country, support on real estate development projects, community building, diversity in the arts, and neighborhood development and the arts

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(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			
Terrance R Dolan Chair	1 00	X		X				0	0	0
Cynthia J Newsom Vice Chair	1 00	X		X				0	0	0
Suzanne Koeplinger Secretary	1 00	X		X				0	0	0
Barbara Portwood Treasurer	1 00	X		X				0	0	0
James C Adams Board Member	1 00	X						0	0	0
Mark W Addicks Board Member	1 00	X						0	0	0
Devon Akmon Board Member	1 00	X						0	0	0
Peter Beard Board Member	1 00	X						0	0	0
Randall Boursheidt Board Member	1 00	X						0	0	0
Diane Dalto Board Member	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(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			
Matthew E Damon Board Member	1 00	X						0	0	0
Louis Lou DeMars Board Member	1 00	X						0	0	0
Rebecca Driscoll Board Member	1 00	X						0	0	0
Marie Feely Board Member	1 00	X						0	0	0
James Field Board Member	1 00	X						0	0	0
Ian Friendly Board Member	1 00	X						0	0	0
Roy Gabay Board Member	1 00	X						0	0	0
Bonnie Heller Board Member	1 00	X						0	0	0
Burton Kassell Board Member	1 00	X						0	0	0
Peter A Lefferts Board Member	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(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			
Margaret Peggy Lucas Board Member	1 00	X						0	0	0
Mary Margaret MacMillan Board Member	1 00	X						0	0	0
Mark Manbeck Board Member	1 00	X						0	0	0
Richard Martin Board Member	1 00	X						0	0	0
Betty Massey Board Member	1 00	X						0	0	0
Dan Mehls Board Member	1 00	X						0	0	0
Herman J Milligan Jr PhD Board Member	1 00	X						0	0	0
Roger Opp Board Member	1 00	X						0	0	0
Sarah Oquist Board Member	1 00	X						0	0	0
Gloria Perez Board Member	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(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			
Elizabeth Redleaf Board Member	1 00	X						0	0	0
Joel Ronning Board Member	1 00	X						0	0	0
Annamarie Saarinen Board Member	1 00	X						0	0	0
Gloria Sewell Board Member	1 00	X						0	0	0
Susan Kenny Stevens PhD Board Member	1 00	X						0	0	0
Cree Zischke Board Member	1 00	X						0	0	0
L Kelley Lindquist President	40 00 10 00			X				205,735	0	27,533
Mark Conrad Chief Financial Officer	49 00 1 00			X				129,163	0	23,157
William Law Chief Operating Officer	40 00 10 00			X				164,553	0	43,160
Wendy Holmes Sr VP - Strategic Partnerships	50 00 0 00				X			163,893	0	28,391

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(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			
Greg Handberg Sr VP - Properties	50 00 0 00				X			152,976	0	39,632
Steve Stanley Director of Real Estate Finance	50 00 0 00					X		122,627	0	20,174
Heidi Zimmer Vice President Property Development	50 00 0 00					X		145,295	0	7,793
Stacey Mickelson Vice President of Communications	50 00 0 00					X		113,163	0	9,564

SCHEDULE A
(Form 990 or
990EZ)

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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Artspace Projects Inc

Employer identification number

41-1350071

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 or 990-EZ))
- 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 **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 in 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), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")	5,471,573	8,328,961	9,928,734	14,792,070	5,473,303	43,994,641
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3	5,471,573	8,328,961	9,928,734	14,792,070	5,473,303	43,994,641
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)						12,071,328
6	Public support. Subtract line 5 from line 4						31,923,313

Section B. Total Support

	Calendar year (or fiscal year beginning in) ▶	(a)2013	(b)2014	(c)2015	(d)2016	(e)2017	(f)Total
7	Amounts from line 4	5,471,573	8,328,961	9,928,734	14,792,070	5,473,303	43,994,641
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	651,009	569,719	620,055	941,444	769,897	3,552,124
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI.)					170,057	170,057
11	Total support. Add lines 7 through 10						47,716,822
12	Gross receipts from related activities, etc (see instructions)					12	57,018,152

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

Section C. Computation of Public Support Percentage

14	Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	66.900 %
15	Public support percentage for 2016 Schedule A, Part II, line 14	15	65.750 %

16a 33 1/3% support test—2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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 in 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 five 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 2017 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2016 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2016 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2017. 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—2016. 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 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
	10a		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
	10b		

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
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 1-1/2% 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 .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 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	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013.			
c From 2014.			
d From 2015.			
e From 2016.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2017 from Section D, line 7			
\$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2018. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2013.			
b Excess from 2014.			
c Excess from 2015.			
d Excess from 2016.			
e Excess from 2017.			

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)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
Schedule A, Part II, Line 10, Explanation of Other Income	Debt Forgiveness - 2017 Amount \$ 170,057

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
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.
▶Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

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 B Do not complete Part I-C
 ● Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and 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 the organization Artspace Projects Inc	Employer identification number 41-1350071
---	--

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 (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

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 employer identification number (EIN) 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-
1				
2				
3				
4				
5				
6				

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 (grass roots lobbying)	0													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	68,840													
c	Total lobbying expenditures (add lines 1a and 1b)	68,840													
d	Other exempt purpose expenditures	18,040,847													
e	Total exempt purpose expenditures (add lines 1c and 1d)	18,109,687													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">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:	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:	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) 2014	(b) 2015	(c) 2016	(d) 2017	(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	99,651	114,500	63,500	68,840	346,491
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	0	0	0		

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)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not 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).

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

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."

1 Dues, assessments and similar amounts from members	1	
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	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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 expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

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

Return Reference	Explanation
------------------	-------------

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements
► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2017
Open to Public Inspection

Name of the organization
Artspace Projects Inc

Employer identification number
41-1350071

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 (e g , recreation or education) Preservation of an 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 Year	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (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 SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

b Assets included in Form 990, Part X ► \$ _____

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a 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 programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | | |
|--|---------------|----|
| | Yes | No |
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		6,276,667		6,276,667
b Buildings		33,520,896	14,955,231	18,565,665
c Leasehold improvements				
d Equipment		1,133,915	115,097	1,018,818
e Other		746,238		746,238
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				26,607,388

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

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

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

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

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
Security Deposits	224,055
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	224,055

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 FIN 48 (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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

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

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

Return Reference	Explanation
See Additional Data Table	

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 41-1350071

Name: Artspace Projects Inc

Supplemental Information

Return Reference	Explanation
Part X, Line 2	<p>The Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and similar state statutes. The Organization is a non-private foundation and contributions to the Organization qualify as a charitable tax deduction by the contributor. The various partnerships and companies that have been consolidated are not taxpaying entities, thus no provision for income taxes has been recorded in the consolidated financial statements. All tax effects of the partnerships are passed through to the partners and members. The Organization reviews and assesses its tax positions taken or expected to be taken in tax returns. Based on this assessment the Organization determines whether it is more likely than not the tax positions would be sustained upon examination by tax authorities. The Organization's assessment has not identified any significant positions that it believes would not be sustained under examination. The Organization would recognize future accrued interest and penalties related to unrecognized tax benefits and liabilities in income tax expense if such interest and penalties are incurred.</p>

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

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.
 ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Artspace Projects Inc

Employer identification number
41-1350071

Part I Questions Regarding Compensation

	Yes	No								
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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 (e.g., maid, chauffeur, chef)		
<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 (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes in 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.</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing 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.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	No								
	4b	No								
	4c	No								
<p>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p> <p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes," on line 5a or 5b, describe in Part III.</p>	5a	No								
	5b	No								
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes," on line 6a or 6b, describe in Part III.</p>	6a	No								
	6b	No								
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.</p>	7	Yes								
<p>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.</p>	8	No								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not 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 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 L Kelley Lindquist President	(i)	193,995	11,740	0	10,395	17,311	233,441	0
	(ii)	0	0	0	0	0	0	0
2 Mark Conrad Chief Financial Officer	(i)	124,209	4,954	0	6,540	16,790	152,493	0
	(ii)	0	0	0	0	0	0	0
3 William Law Chief Operating Officer	(i)	154,185	10,368	0	9,298	34,035	207,886	0
	(ii)	0	0	0	0	0	0	0
4 Wendy Holmes Sr VP - Strategic Partnerships	(i)	157,395	6,498	0	8,254	20,310	192,457	0
	(ii)	0	0	0	0	0	0	0
5 Greg Handberg Sr VP - Properties	(i)	146,478	6,498	0	8,578	31,227	192,781	0
	(ii)	0	0	0	0	0	0	0
6 Heidi Zimmer Vice President Property Development	(i)	139,792	5,503	0	7,264	703	153,262	0
	(ii)	0	0	0	0	0	0	0

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.

Return Reference	Explanation
Part I, Line 7	The organization determines the total amount available for bonuses and that amount is then allocated to individuals based on their compensation and contributions to the organization. The final list of individuals receiving bonus payments is reviewed and approved by the Board Chair, President, and Chief Operating Officer.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2017

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
 ▶ **Attach to Form 990.**
 ▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990**

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Artspace Projects Inc

Employer identification number
41-1350071

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	8	85,193	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
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?		No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

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.

Return Reference

Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

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 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Artspace Projects Inc

Employer identification number

41-1350071

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 1	The Executive Committee consists of all officers of the Corporation who are also directors , plus such at-large directors as the Board shall determine from time to time The Executive Committee is empowered and authorized to act upon such matters as require action prior to the next regularly scheduled Board of Directors meeting and any such actions of the Executive Committee shall have the same force and effect as an action of the Board of Directors The Executive Committee shall employ, discharge and determine the duties and compensation of the President

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	The Form 990 is reviewed and approved by the CFO and Finance Committee and also provided to the entire board prior to filing

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	Board members are required to sign off on the Conflict of Interest policy annually to show that they understand the policy. The conflict of interest statement was collected from all board members in the fall of 2018. An interested person may present the facts of the proposed transaction or arrangement, but may not discuss or vote on approval. The Chair of the Board or the respective Committee determines, if appropriate, if a disinterested person or committee needs to be appointed to investigate alternatives to the proposed transaction or arrangement.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>Compensation for the President of Artspace Projects, Inc is established by the Executive Committee based on comparable data available for various non-profit and for-profit real estate development salary surveys. Surveys for both non-profits and for-profits are used because staff retention is affected by both areas. The Board Chair reviews the President's performance on an annual basis. The Board Chair discusses this review with other Board Officers. The last compensation study was undertaken in 2007. Only cost of living or no increases have been provided since that time. The last review of the President was conducted in July of 2018. Compensation for other officers is determined by the President and Chief Operating Officer in consultation with the Board Chair. Compensation is based on comparable data available for various non-profit and for-profit real estate development salary surveys. The last compensation study was undertaken in 2007. Only cost of living or no increases have been provided since that time.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The Articles of Incorporation, Bylaws, Conflict of Interest policy, and financial information are provided upon request

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2017

**Open to Public
Inspection**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
Artspace Projects Inc

Employer identification number

41-1350071

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

See Additional Data Table

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Hennepin Center For The Arts 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1312371	Rentals	MN	501(c)(3)	PF	Artspace Projects Inc	Yes	
(2) Minnesota Shubert Center For Dance And Music Inc 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 27-1173436	Theater	MN	501(c)(3)	Line 7	Artspace Projects Inc	Yes	

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	No
b Gift, grant, or capital contribution to related organization(s)	1b	No
c Gift, grant, or capital contribution from related organization(s)	1c	No
d Loans or loan guarantees to or for related organization(s)	1d	Yes
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f	No
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	Yes
k Lease of facilities, equipment, or other assets from related organization(s)	1k	No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	No
o Sharing of paid employees with related organization(s)	1o	No
p Reimbursement paid to related organization(s) for expenses	1p	No
q Reimbursement paid by related organization(s) for expenses	1q	Yes
r Other transfer of cash or property to related organization(s)	1r	Yes
s Other transfer of cash or property from related organization(s)	1s	Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VII **Supplemental Information**

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

Additional Data

Software ID:
Software Version:
EIN: 41-1350071
Name: Artspace Projects Inc

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
Artspace Brainerd LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-1367855	Holding Company	MN	0	1,494,212	Artspace Projects Inc
Artspace Bridgeport LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-2018262	Holding Company	MN	0	3,293,653	Artspace Projects Inc
Artspace CAFAC LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	70,991	886,356	Artspace Projects Inc
Artspace Chicago LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1972155	Holding Company	MN	0	663,185	Artspace Projects Inc
Artspace Everett LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	9,120	1,638,902	Artspace Projects Inc
Artspace Frogtown LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	200	1,029,521	Artspace Projects Inc
Artspace Grain Belt LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-4670556	Holding Company	MN	806,023	3,562,956	Artspace Projects Inc
Artspace Harvester Artist Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	IA	0	2,192,451	Artspace Projects Inc
Artspace Hastings Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 82-2891923	Holding Company	MN	0	8,327,122	Artspace Projects Inc
Artspace Hiawatha LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	0	1,978,750	Artspace Projects Inc
Artspace Mount Rainier LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 01-0591507	Holding Company	MN	0	1,003,579	Artspace Projects Inc
Artspace Northern Warehouse Commercial Unit LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-2004838	Holding Company	MN	411,036	611,357	Artspace Projects Inc
Artspace Tannery LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-3695585	Holding Company	CA	356,844	677,948	Artspace Projects Inc
Artspace Tashiro-Kaplan LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 91-2120222	Holding Company	WA	932,478	8,092,832	Artspace Projects Inc
Bell School Landowner LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	LA	0	237,289	Artspace Projects Inc
Brookland Artspace Lofts Minnesota LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	0	204,647	Artspace Projects Inc
Everett Stations Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1923434	Holding Company	MN	706,341	2,382,574	Artspace Projects Inc
Hamilton Plaza LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	0	224,691	Artspace Projects Inc
The Historic National Hotel Artist Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1975810	Holding Company	TX	314,432	2,548,796	Artspace Projects Inc
Historic Westside School LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 13-4342116	Holding Company	MN	96,923	3,862,878	Artspace Projects Inc

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
Kaddatz Artist Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 01-0743919	Holding Company	MN	0	167,065	Artspace Projects Inc
Performance Property Management Company LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1928196	Holding Company	MN	616,459	78,072	Artspace Projects Inc
Riverside Artist Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1957459	Holding Company	MN	0	1,251,005	Artspace Projects Inc
Shubert Landholding LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 27-1080431	Holding Company	MN	0	3,873,643	Artspace Projects Inc
Shubert Leverage Lender LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	0	0	Artspace Projects Inc
Artspace Tennessee Nonprofit LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 81-1744380	Holding Company	TN	0	0	Artspace Projects Inc
Tashiro Arts Building 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 72-1560934	Holding Company	WA	309,738	1,154,132	Artspace Projects Inc
Washington Studios LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	373,108	1,249,559	Artspace Projects Inc
Mt Baker Commercial 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	156,679	2,362,385	Artspace Projects Inc
Loveland Feed and Grain 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	0	746,238	Artspace Projects Inc
Dearborn City Hall 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	7,224	1,892,174	Artspace Projects Inc
Jackson Flats LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350071	Holding Company	MN	14,759	146,903	Artspace Projects Inc
Artspace Tilsner GP Interest 2015 LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1350072	Holding Company	MN	0	371,184	Artspace Projects Inc

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Artspace Affordable Family Housing I LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 35-2248133	LIHTC Rental Housing	NY	Artspace Affordable Family Housing GP LLC	Rentals		3,050,099		No		Yes		0.400 %
Artspace Bell School LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-2821231	LIHTC Rental Housing	MN	Artspace Bell School LLC	Rentals		12,598,531		No		Yes		0.010 %
Artspace Brainerd Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-1387993	LIHTC Rental Housing	MN	Artspace Brainerd LLC	Rentals		1,494,212		No		Yes		0.010 %
Artspace Bridgeport Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-2018263	LIHTC Rental Housing	MN	Artspace Bridgeport LLC	Rentals		3,293,653		No		Yes		0.010 %
Artspace Chicago Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1972156	LIHTC Rental Housing	MN	Artspace Chicago LLC	Rentals		663,185		No		Yes		0.010 %
Artspace El Paso Lofts Housing LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-1830262	LIHTC Rental Housing	MN	Artspace El Paso Lofts LLC	Rentals		3,349,982		No		Yes		0.010 %
Artspace Everett Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 61-1569469	LIHTC Rental Housing	MN	Artspace Everett LLC	Rentals	9,120	1,638,902		No		Yes		0.010 %
Artspace Hastings Lofts LLLP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-5430917	LIHTC Rental Housing	MN	Artspace Hastings Lofts LLC	Rentals		8,327,122		No		Yes		0.010 %
Artspace Hiawatha Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-5002364	LIHTC Rental Housing	MN	Artspace Hiawatha LLC	Rentals		1,978,750		No		Yes		0.010 %
Artspace Jackson Flats Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 80-0825121	LIHTC Rental Housing	MN	Artspace Jackson Flats LLC	Rentals		587,885		No		Yes		0.010 %
Artspace Mount Rainier Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 01-0591486	LIHTC Rental Housing	MN	Artspace Mount Rainier LLC	Rentals		1,003,579		No		Yes		0.010 %
Artspace Northern Warehouse Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 30-0500976	LIHTC Rental Housing	MN	Artspace Northern Warehouse LLC	Rentals		1,995,724		No		Yes		0.010 %
Artspace Patchogue Lofts LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-2299573	LIHTC Rental Housing	NY	Artspace Patchogue Lofts GP LLC	Rentals		1,130,046		No		Yes		0.010 %
Artspace Riverside Partnership LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 81-0944775	LIHTC Rental Housing	NV	Riverside Artist Lofts LLC	Rentals		1,251,005		No		Yes		60.000 %
South Main Artspace Lofts LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 81-2413448	LIHTC Rental Housing	TN	Artspace Tennessee Nonprofits LLC	Rentals				No		Yes		0.010 %

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Brandt Jens Kluge Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1706530	LIHTC Rental Housing	MN	Artspace Projects Inc	Rentals	200	1,029,521		No		Yes		49.500 %
Brookland Artspace Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-4203805	LIHTC Rental Housing	DC	Brookland Artspace Loft Minnesota LLC	Rentals		204,647		No		Yes		0.010 %
El Barrio Artspace Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 38-3749676	LIHTC Rental Housing	NY	El Barrio Artspace LLC	Rentals		5,311,348		No		Yes		0.010 %
Elgin Artspace Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-4595718	LIHTC Rental Housing	MN	Elgin Artspace Lofts LLC	Rentals		2,893,475		No		Yes		0.010 %
Hamilton Artspace Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-4533940	LIHTC Rental Housing	MN	Hamilton Artspace Lofts LLC	Rentals		1,232,670		No		Yes		0.010 %
Harvester Artist Lofts LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-1274535	LIHTC Rental Housing	IA	Artspace Harvester Artist Lofts LLC	Rentals		2,192,451		No		Yes		0.010 %
Jefferson Davis Artist Lofts Limited Partnershp 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1955581	LIHTC Rental Housing	MN	Jefferson Davis LLC	Rentals		2,914,045		No		Yes		0.010 %
Kaddatz Artist Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 01-0743915	LIHTC Rental Housing	MN	Kaddatz Artists Lofts LLC	Rentals		167,065		No		Yes		0.010 %
Karcher Artspace Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-3013687	LIHTC Rental Housing	NY	Karcher Artspace Lofts LLC	Rentals		3,137,252		No		Yes		0.010 %
Minot Artspace Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 27-5153835	LIHTC Rental Housing	MN	Minot Artspace Lofts LLC	Rentals		2,874,488		No		Yes		0.010 %
Riverside Artist Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 88-0424838	LIHTC Rental Housing	NV	Riverside Artist Lofts LLC	Rentals		1,251,005		No		Yes		0.010 %
Sailboat Bend Limited PartnershiP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-0899374	LIHTC Rental Housing	MN	Sailboat Bend LLC	Rentals		4,397,087		No		Yes		0.010 %
Tannery Artists Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 65-1287815	LIHTC Rental Housing	CA	Artspace Tannery LLC	Rentals		1,647,216		No		Yes		0.010 %
Tilsner Building Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1735426	LIHTC Rental Housing	MN	Artspace Projects Inc	Rentals		371,184		No		Yes		0.490 %
TZP LLP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1769748	LIHTC Rental Housing	MN	Artspace Projects Inc	Rentals	755,552	1,394,388		No		Yes		50.000 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership												
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Artspace Mt Baker Lofts LLLP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 90-0926924	LIHTC Rental Housing	MN	Artspace Mt Baker Lofts LLC	Rentals		319,352		No		Yes		0 010 %
Artspace Loveland LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-1966137	LIHTC Rental Housing	MN	Artspace Loveland LLC	Rentals		1,103,502		No		Yes		0 010 %
Artspace Mesa LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 81-0851404	LIHTC Rental Housing	MN	Artspace Mesa Lofts LLC	Rentals		9,140,641		No		Yes		0 010 %
Artspace Uptown Artist Lofts Limited Partnership 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-1799091	LIHTC Rental Housing	MN	Uptown Artists Lofts LLC	Rentals		2,279,682		No		Yes		0 010 %
City Hall Artist Lofts Ltd Dividend Housing Assoc LP 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-3342384	LIHTC Rental Housing	MN	City Hall Artist Lofts LLC	Rentals		4,247,459		No		Yes		0 010 %

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust									
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
Artspace Affordable Family Housing Development Corp 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 75-3201620	Holding Company	NY	Artspace Projects Inc	C		160,095	100 000 %	Yes	
Artspace Affordable Family Housing GP LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 35-2248130	Holding Company	NY	Artspace Projects Inc	C		3,050,099	100 000 %	Yes	
Artspace Bell School LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-2821231	Holding Company	MN	Artspace Projects Inc	C		12,598,531	100 000 %	Yes	
Artspace Development Corporation 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-1671600	Holding Company	MN	Artspace Projects Inc	C	806,023	3,562,956	100 000 %	Yes	
Artspace El Paso Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-4699430	Holding Company	MN	Artspace Projects Inc	C		3,349,982	100 000 %	Yes	
Artspace Jackson Flats LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-0978548	Holding Company	MN	Artspace Projects Inc	C		587,885	100 000 %	Yes	
Artspace LP Interest Inc 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 41-2016926	Holding Company	CT	Artspace Projects Inc	C			100 000 %	Yes	
Artspace Northern Warehouse LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-4444950	Holding Company	MN	Artspace Projects Inc	C		1,995,724	100 000 %	Yes	
Artspace Patchogue Lofts GP LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-2299526	Holding Company	NY	Artspace Projects Inc	C		1,130,046	100 000 %	Yes	
Elgin Artspace Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-3367984	Holding Company	MN	Artspace Projects Inc	C		2,893,475	100 000 %	Yes	
Jeff Davis LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-1077023	Holding Company	MN	Artspace Houston LLC	C		2,914,045	51 000 %	Yes	
Karcher Artspace Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 45-3669042	Holding Company	MN	Artspace Projects Inc	C		3,137,252	100 000 %	Yes	
Minot Artspace Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 27-5153874	Holding Company	MN	Artspace Projects Inc	C		2,874,488	100 000 %	Yes	
Sailboat Bend LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 20-0902980	Holding Company	FL	Artspace Projects Inc	C		4,397,087	100 000 %	Yes	
Tannery Artists Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 26-3695585	Holding Company	CA	Artspace Projects Inc	C		1,647,216	90 000 %	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
El Barrio Artspace GP LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 38-3749674	Holding Company	CA	Artspace Projects Inc	C		5,311,348	100 000 %	Yes	
Artspace Loveland LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-4287192	Holding Company	CO	Artspace Projects Inc	C		1,103,502	100 000 %	Yes	
City Hall Artists Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-2263133	Holding Company	MN	Artspace Projects Inc	C		4,247,459	100 000 %	Yes	
Hamilton Artspace Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-4510083	Holding Company	MN	Artspace Projects Inc	C		1,232,670	100 000 %	Yes	
Artspace Mt Baker Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 46-5046950	Holding Company	MN	Artspace Projects Inc	C		319,352	100 000 %	Yes	
Uptown Artist Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 47-1798856	Holding Company	MN	Artspace Projects Inc	C		2,279,682	100 000 %	Yes	
Artspace Mesa Lofts LLC 250 3rd Avenue North Suite 400 Minneapolis, MN 55401 82-2891923	Holding Company	MN	Artspace Projects Inc	C		9,140,641	100 000 %	Yes	

Form 990, Schedule R, Part V - Transactions With Related Organizations			
(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Affordable Familu Housing	S	1,338,452	FMV
Affordable Family Housing	D	1,468,992	FMV
Affordable Family Housing	Q	972,729	FMV
Artspace Brainerd Limned Partnership	S	510,602	FMV
Artspace Brainerd Limited Partnership	D	476,348	FMV
Artspace Brainerd Limited Partnership	Q	270,994	FMV
Artspace Bridgeport Limited Partnership	S	588,509	FMV
Artspace Bridgeport Limited Partnership	D	652,086	FMV
Artspace Bridgeport Limited Partnership	Q	638,778	FMV
Brookland Artspace Lofts LLC	S	177,104	FMV
Brookland Artspace Lofts LLC	D	320,633	FMV
Brookland Artspace Lofts LLC	Q	4,382	FMV
Artspace Chicago Limited Partnership	S	366,294	FMV
Artspace Chicago Limited Partnership	D	207,487	FMV
Elgin Artspace Lofts Limited Partnership	D	2,810,231	FMV
Elgin Artspace Lofts Limited Partnership	R	2,025,000	FMV
Artspace El Paso Lofts Limited Partnership	S	94,318	FMV
Artspace El Paso Lofts Limited Partnership	D	2,750,000	FMV
Artspace El Paso Lofts Limited Partnership	Q	464,201	FMV
Artspace Everett Limited Partnership	D	942,434	FMV
Artspace Everett Limited Partnership	Q	996,953	FMV
Harvester Artist Lofts Limited Partnership	D	2,068,651	FMV
Harvester Artist Lofts Limited Partnership	S	80,735	FMV
Artspace Hiawatha Limited Partnership	S	225,939	FMV
Artspace Hiawatha Limited Partnership	D	1,699,925	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations			
(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Jefferson Davis Artist Lofts Limited Partnership	S	825,719	FMV
Jefferson Davis Artist Lofts Limited Partnership	D	765,519	FMV
Jefferson Davis Artist Lofts Limited Partnership	Q	405,000	FMV
Karcher Artspace Lofts Limited Partnership	D	2,198,664	FMV
Karcher Artspace Lofts Limited Partnership	Q	584,315	FMV
Karcher Artspace Lofts Limited Partnership	R	313,307	FMV
Kaddatz Artist Lofts Limited Partnership	Q	83,959	FMV
Kaddatz Artist Lofts Limited Partnership	D	51,557	FMV
Artspace Mount Rainer LP	D	657,801	FMV
Artspace Mount Rainer LP	Q	930,000	FMV
Artspace Northern Warehouse Limited Partnership	D	1,791,951	FMV
Artspace Northern Warehouse Limited Partnership	Q	962,635	FMV
Artspace Northern Warehouse Limited Partnership	R	684,054	FMV
Riverside Artist Lofts Limited Partnership	S	1,183,975	FMV
Riverside Artist Lofts Limited Partnership	D	1,516,891	FMV
Artspace Patchogue Lofts Limited Partnership	D	259,311	FMV
Artspace Patchogue Lofts Limited Partnership	Q	1,044,458	FMV
Sailboat Bend Limited Partnersh1p	D	1,267,815	FMV
Sailboat Bend Limited Partnersh1p	Q	1,294,532	FMV
South Main Artspace Lofts Limited Partnership	D	3,510,000	FMV
South Main Artspace Lofts Limited Partnership	Q	2,173,000	FMV
Tannery Artists Lofts Limited Partnersh1p	Q	295,581	FMV
Tannery Artists Lofts Limited Partnersh1p	R	1,121,516	FMV
T11lsner Building Limited Partnership	D	275,234	FMV
Artspace Bell School LP	D	5,797,193	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations			
(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Artspace Bell School LP	Q	4,200,000	FMV
City Hall Artist Lofts Ltd Dividend Housing Assoc LP	S	292,915	FMV
City Hall Artist Lofts Ltd Dividend Housing Assoc LP	D	3,247,338	FMV
City Hall Artist Lofts Ltd Dividend Housing Assoc LP	Q	556,672	FMV
Artspace Hastings Lofts LLLP	D	300,000	FMV
Artspace Hastings Lofts LLLP	Q	975,000	FMV
Artspace Hastings Lofts LLLP	R	151,312	FMV
Hamilton Artspace Lofts Limited Partnership	D	712,969	FMV
Hamilton Artspace Lofts Limited Partnership	Q	415,343	FMV
Hennepin Center for the Arts	R	900,000	FMV
Artspace Jackson Flats Limited Partnership	D	206,038	FMV
Artspace Jackson Flats Limited Partnership	Q	295,362	FMV
Artspace Jackson Flats Limited Partnership	R	57,286	FMV
Artspace Loveland LP	S	50,809	FMV
Artspace Loveland LP	D	1,011,200	FMV
Artspace Uptown Artist Lofts LP	S	172,739	FMV
Artspace Uptown Artist Lofts LP	D	1,750,000	FMV
Artspace Uptown Artist Lofts LP	Q	306,226	FMV
Artspace Mesa Limited Partnership	D	600,000	FMV
Artspace Mesa Limited Partnership	Q	568,451	FMV
Minot Artspace Lofts LP	S	325,194	FMV
Minot Artspace Lofts LP	D	2,474,693	FMV
El Barrio Artspace LP	D	1,095,107	FMV
El Barrio Artspace LP	Q	442,518	FMV
El Barrio Artspace LP	R	1,575,000	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
TZP LLP	S	153,292	FMV
TZP LLP	D	127,456	FMV
TZP LLP	R	358,629	FMV