

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

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation The Cynthia & George Mitchell Foundation		A Employer identification number 74-2170127
Number and street (or P O box number if mail is not delivered to street address) 2700 Technology Forest Blvd	Room/suite	B Telephone number (see instructions) (713) 377-5060
City or town, state or province, country, and ZIP or foreign postal code The Woodlands, TX 77381		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 252,888,591	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	103,776,337			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,719,198	2,719,198		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,006,024			
	b Gross sales price for all assets on line 6a	41,831,184			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	105,489,511	2,719,198			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	201,550			201,550
	14 Other employee salaries and wages	404,809			404,809
	15 Pension plans, employee benefits	165,903			165,903
	16a Legal fees (attach schedule)	36,000			36,000
	b Accounting fees (attach schedule)	11,427	4,912		6,515
	c Other professional fees (attach schedule)	779,725			779,725
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	41,396			1,396
	19 Depreciation (attach schedule) and depletion	4,408			
	20 Occupancy	75,640			75,640
	21 Travel, conferences, and meetings	128,845			128,845
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,040,809			951,511
	24 Total operating and administrative expenses. Add lines 13 through 23	2,890,512	4,912		2,751,894
	25 Contributions, gifts, grants paid	7,736,896			7,736,896
26 Total expenses and disbursements. Add lines 24 and 25	10,627,408	4,912		10,488,790	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	94,862,103				
b Net investment income (if negative, enter -0-)		2,714,286			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		695,618	695,618
	2 Savings and temporary cash investments	12,072,669	6,173,431	6,173,431
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 150,000 Less allowance for doubtful accounts ▶ _____		150,000	150,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	143,748,338	262,702,805	233,226,931
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ 3,115,521 Less accumulated depreciation (attach schedule) ▶ _____ 102,486	3,017,444	3,013,035	3,013,035
15 Other assets (describe ▶ _____)	26,023,303	26,007,769	9,629,576	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	184,861,754	298,742,658	252,888,591	
Liabilities	17 Accounts payable and accrued expenses	3,565		
	18 Grants payable.			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	3,565	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	184,858,189	298,742,658		
30 Total net assets or fund balances (see instructions)	184,858,189	298,742,658		
31 Total liabilities and net assets/fund balances (see instructions) .	184,861,754	298,742,658		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	184,858,189
2 Enter amount from Part I, line 27a	2	94,862,103
3 Other increases not included in line 2 (itemize) ▶ _____	3	19,022,366
4 Add lines 1, 2, and 3	4	298,742,658
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	298,742,658

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a Publicly traded securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,831,184		42,837,208	-1,006,024
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-1,006,024
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-1,006,024
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	12,122,795	114,048,652	0 10630
2015	17,067,106	84,688,866	0 20153
2014	16,879,386	86,251,518	0 19570
2013	16,771,031	89,022,637	0 18839
2012	14,943,534	136,818,157	0 10922

2 Total of line 1, column (d)	2	0 801135
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 160227
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	222,643,317
5 Multiply line 4 by line 3	5	35,673,471
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,143
7 Add lines 5 and 6	7	35,700,614
8 Enter qualifying distributions from Part XII, line 4	8	10,638,790

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 22,559.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 2700 Technology Forest 260 The Woodlands TX ZIP+4 77381

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


16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b)	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Mary L Hastings PO Box 8937 The Woodlands, TX 77387	Sust Prog VP 40 00	208,670	24,796	
Sarah L Richards PO Box 8937 The Woodlands, TX 77387	Wtr Prog Dir 40 00	126,574	21,154	

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Arabella Advisors LLC 1201 Connecticut Ave NW Ste 300 Washington, DC 20036	Strategic guidance	150,000
Hudson Pacific LLC 344 W 12th St New York, NY 10014	Community polling	113,130
Gray Suit LLC PO Box 701 Austin, TX 78767	Strategic counselor	97,746
Raven Environmental Services Inc 6 Oak Bend Dr Huntsville, TX 77320	Conserv mgmt svcs	86,559
Ross Strategic 1218 Third Ave Ste 1207 Seattle, WA 98101	Environ Consulting	132,000

Total number of others receiving over \$50,000 for professional services. ▶ **1**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 Cooks Branch Conservancy, comprised of approximately 5,300 acres donated by the Mitchell family in 2011, promotes conservation ethics and demonstrates the resilience of nature in perpetuity, offering a rare glimpse into what a century of regeneration looks like in the East Texas Piney Woods. The transformation of the once clear-cut, overgrazed working ranch into an award-winning nature conservancy exemplifies extraordinary habitat management and wildlife conservation on private land. Heat and water stress associated with climate change is making forests more vulnerable throughout the world. Cooks Branch acts as a field laboratory for the study of such things as carbon flux, drought, ecosystem transition, biodiversity, and the effects of fire. The conservancy utilizes tools such as restoration timber harvests, prescribed burning, mechanical and chemical midstory control, invasive species eradication, and replanting in various combinations to meet specific eradication, and replanting in va	871,236
2 Consistent with the sustainability science approach that characterizes the foundations grantmaking, the Water Program aims to increase the scientific understanding of water issues in the state of Texas, which informs the design of effective policy approaches to ensure that the water quantity needs of the environment are met. According to the 2012 State Water Plan, under certain conditions, Texas does not and will not have enough water to meet the needs of its people, its businesses, and its agricultural enterprises. To address these water management challenges and ensure adequate water supplies for the environment in Texas, the Water Programs resources are deployed to 1. Define the grand challenges of water management and the scientific, policy, and legal investigations necessary to address intractable questions, 2. Increase water conservation in major Texas cities through urban water conservation programs and utility business model reform, 3. Protect water resources in the Texas Hill	260,404
3 The foundation focuses on improving the governance of shale development in addition to supporting efforts to reduce the negative environmental and community impacts of shale gas development. The unresolved challenges related to shale development and natural gas can be divided into two broad categories. The first set of questions involves natural gas as a fuel source, including to what extent fugitive methane emissions occur and how these emissions can be minimized and to what extent abundant natural gas displaces renewable energy and energy efficiency in electricity generation. The second set of questions involves the risk of impact from hydraulic fracturing and horizontal drilling to develop shale formations. These technologies have a distinct risk to the environment and communities, but these risks can be economically managed. The Shale Sustainability Program supports a number of solution-driven strategies, including 1. Examination of the interplay between federal, state, and local gov	129,826
4 The Mitchell Foundation is committed to clean energy in the state of Texas and supports strategic efforts that ensure that the states growing demand for power is both minimized and met with the cleanest and water-leanest sources of electricity possible. The foundation seeks to invest in initiatives that demonstrate a comprehensive understanding of Texas competitive electricity market structure and can leverage that knowledge to create innovative and effective energy policies that ensure reliability and resource adequacy while reducing the environmental and health impacts of power generation. To achieve its strategic goals, the Clean Energy Program supports 1. Efforts to bring an array of diverse, centrist-thinking communities to bear on clean energy policy issues, 2. Policies and innovative mechanisms that increase cost-effective energy efficiency activities, 3. The development of renewable energy markets to help fill the gap in electricity supply, 4. Reduced reliance on traditional c	126,050

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 The Mitchell Foundation granted a request by Texas Parks and Wildlife Foundation to provide a program-related investment loan at zero percent interest to the Gulf Coast Conservation Loan Fund. The loan is pooled with contributions from other funders and used to make loans to nonprofit land conservation organizations for the purpose of acquiring and holding properties of high ecological value, pending the disbursement of grants from Deepwater Horizon settlement funds which would enable their permanent protection. Support from the Mitchell Foundation was leveraged with public funding for a significant impact on conservation efforts	150,000
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	150,000

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	218,402,089
b	Average of monthly cash balances.	1b	7,631,735
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	226,033,824
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	226,033,824
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,390,507
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	222,643,317
6	Minimum investment return. Enter 5% of line 5.	6	11,132,166

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

1	Minimum investment return from Part X, line 6.	1	11,132,166
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	54,286
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	54,286
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	11,077,880
4	Recoveries of amounts treated as qualifying distributions.	4	470
5	Add lines 3 and 4.	5	11,078,350
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	11,078,350

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	10,488,790
b	Program-related investments—total from Part IX-B.	1b	150,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	10,638,790
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,638,790

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				11,078,350
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	8,401,112			
b From 2013.	12,534,383			
c From 2014.	13,140,682			
d From 2015.	13,126,385			
e From 2016.	6,463,517			
f Total of lines 3a through e.	53,666,079			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____ 10,638,790				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				10,638,790
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	439,560			439,560
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,226,519			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	7,961,552			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	45,264,967			
10 Analysis of line 9				
a Excess from 2013.	12,534,383			
b Excess from 2014.	13,140,682			
c Excess from 2015.	13,126,385			
d Excess from 2016.	6,463,517			
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

Part XV

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

The Cynthia George Mitchell Foundat
wwwcgmforg
The Woodlands, TX 77381
(713) 377-5060
www cgmf org

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

Grant inquiries and grant funding requests are made through the Foundation's website, www cgmf org

c Any submission deadlines

N/A

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

The Foundation accepts grant requests that focus on the following initiatives water, clean energy, sustainability science, shale sustainability, and land conservation

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See attachment State and zip code for e-filing purposes, TX 77381	N/A		See attached	7,736,896
Total ▶ 3a				7,736,896
b <i>Approved for future payment</i> See attachment State and zip code for e-filing purposes, TX 77381	N/A		See attachment	425,500
Total ▶ 3b				425,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Gain or (loss) from sales of assets other than inventory, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

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

Part XVII

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question/Item, Yes, No. Rows include items 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: *****, Date: 2018-11-01, Title: *****

May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [] No

Paid Preparer Use Only

Table with 5 columns: Print/Type preparer's name (Jody Blazek), Preparer's Signature, Date, Check if self-employed (checked), PTIN (P00072674), Firm's name (Blazek & Vetterling), Firm's EIN (76-0269860), Firm's address (2900 Wesleyan Suite 200, Houston, TX 770275132), Phone no (713) 439-5739.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Carleton G Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Chairman 1 00	0		
Katherine Lorenz 2700 Technology Forest 260 The Woodlands, TX 77381	President 40 00	196,500	24,066	
Spiros Vassilakis 2700 Technology Forest 260 The Woodlands, TX 77381	Treasurer 1 00	0		
Michelle Robinson 2700 Technology Forest 260 The Woodlands, TX 77381	Secretary 1 00	0		
Meredith Dreiss 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Sheridan Lorenz 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Pamela Maguire 2700 Technology Forest 260 The Woodlands, TX 77381	Director 0 00	0		
B Greg Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Graham Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 0 50	1,000		
J Kirk Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
M Kent Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Mark D Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Michael Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Sarah Mitchell 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 00	0		
Adrienne Dreiss Ropp 2700 Technology Forest 260 The Woodlands, TX 77381	Director 1 50	4,050		

TY 2017 Accounting Fees Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 17005038

Software Version: 2017v2.2

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping and tax compliance	9,824	4,912	0	4,912
DCA CBC accounting	1,603	0	0	1,603

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 17005038

Software Version: 2017v2.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Computer and electronics	2013-01-01	23,443	20,877	200DB	5 0000	1,026			
Furniture and fixtures	2013-01-01	32,694	31,874	200DB	7 0000	234			
IT software	2013-04-01	40,000	39,999	SL	6 0000	1			
Website	2015-01-01	43,841	5,846	SL	15 0000	3,147			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Expenditure Responsibility Statement

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 17005038

Software Version: 2017v2.2

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Texas Clean Energy Coalition	327 Congress Ave Ste 450 Austin, TX 78701	2017-04-01	375,000	To support the market-driven transition to clean energy	278,468	No	Report received 5/31/2018	2018-05-31	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made
Texas Clean Energy Coalition	327 Congress Ave Ste 450 Austin, TX 78701	2016-04-01	400,000	Develop a clean energy plan for Texas	400,000	No	Final report received 5/31/2018	2018-05-31	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made

TY 2017 Investments Corporate Stock Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
163,990 shs AMLP	2,538,179	1,769,452
3,432,320 shs DVN	183,209,696	141,766,848
32,060 shs DVY	2,768,927	3,159,834
92,612 shs EEM	3,825,655	4,363,877
50,071 shs IWM	6,609,828	7,633,825
39,090 shs JNK	1,454,790	1,435,385
11,949 shs MDY	3,738,114	4,127,304
192,125 shs PGX	2,811,309	2,854,978
90,648 shs QQQ	11,169,779	14,119,332
20,416 shs SPY	4,851,640	5,448,214
32,865 shs VNQ	2,674,074	2,727,138
108,376 shs XLB	5,542,688	6,559,999
11,198 shs XLE	999,885	809,167
245,922 shs XLF	5,572,259	6,863,683
124,854 shs XLI	7,843,857	9,447,702
85,090 shs XLK	4,273,887	5,441,506
38,766 shs XLP	1,887,641	2,205,398
62,208 shs XLU	3,029,018	3,277,117
50,411 shs XLV	3,819,600	4,167,981
51,152 shs XLY	4,081,979	5,048,191

**TY 2017 Land, Etc.
Schedule****Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	32,694	31,590	1,104	1,104
Machinery and Equipment	63,443	61,903	1,540	1,540
Land	2,975,543		2,975,543	2,975,543
Miscellaneous	43,841	8,993	34,848	34,848

TY 2017 Legal Fees Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Property matters	36,000	0	0	36,000

TY 2017 Other Assets Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Conservancy Management LLC	81,298	81,245	81,524
Cook's Branch Conservancy LP	25,938,873	25,923,392	9,544,920
Deposit - office	3,132	3,132	3,132

TY 2017 Other Expenses Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DCA - CBC habitat/environmental	407,480			407,480
DCA - CBC insurance	27,286			27,286
DCA - CBC property management	330,701			330,701
DCA - CBC repairs and maintenance	48,657			48,657
DCA - CBC supplies/G&A	35,348			35,348
Dues/memberships	19,700			19,700
Insurance	10,471			10,471
Office expense	12,202			12,202
Passthrough depr/amort - CBC	89,298			
Postage/delivery	1,645			1,645

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Repairs and maintenance	4,093			4,093
Subscriptions	24,336			24,336
Telephone	9,674			9,674
Training/seminars	16,185			16,185
Videoconferencing	3,733			3,733

TY 2017 Other Increases Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 17005038

Software Version: 2017v2.2

Description	Amount
Adjust securities contributed at FMV to cost basis	19,021,896
Returned grant	470

TY 2017 Other Notes/Loans Receivable Short Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 17005038

Software Version: 2017v2.2

Name of 501(c)(3) Organization	Balance Due
Texas Parks and Wildlife Fdn	150,000

TY 2017 Other Professional Fees Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Communications/outreach	90,000	0	0	90,000
DCA - CBC other professional fees	20,161	0	0	20,161
Habitat/environmental research	86,559	0	0	86,559
Other professional fees	34,041	0	0	34,041
Philanthropic consulting fees	539,968	0	0	539,968
Public info/website fees	8,996	0	0	8,996

TY 2017 Taxes Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ad valorem tax	1,396			1,396
Excise tax	40,000			

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2017

Name of the organization
The Cynthia & George Mitchell Foundation

Employer identification number
74-2170127

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GPM 2011 Mgmt Trust 2700 Technology Forest 260	\$ 12,506,202	Person <input checked="" type="checkbox"/>
	The Woodlands, TX 77381		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
2	Mitchell Marital Ded Nonexempt Tr 2700 Technology Forest 260	\$ 91,166,883	Person <input checked="" type="checkbox"/>
	The Woodlands, TX 77381		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
3	Mitchell NonQTIP Marital Ded Ex Tr 2700 Technology Forest 260	\$ 51,626	Person <input checked="" type="checkbox"/>
	The Woodlands, TX 77381		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
4	Mitchell Marital Ded Exempt Tr 2700 Technology Forest 260	\$ 51,626	Person <input checked="" type="checkbox"/>
	The Woodlands, TX 77381		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part II	Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	269,020 shs DVN	\$ 12,504,050	2017-01-20
2	1,880,988 shs DVN	\$ 85,791,863	2017-01-23
3	1,076 shs DVN	\$ 50,012	2017-01-20
4	1,076 shs DVN	\$ 50,012	2017-01-20
		\$	
		\$	

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
<u>Discretionary</u>			
All Hands Volunteers 6 County Road, Suite 6 Mattapoisett, MA 02739	PC	For hurricane relief	\$ 5,000
Alzheimer's Foundation of America Inc. 322 Eighth Avenue, 7th Floor New York, NY 10001	PC	Provide optimal care and services to individuals confronting dementia	5,000
American National Red Cross Cape Fear Chapter 1102 S. 16th Street Wilmington, NC 28401	PC	Prevent and alleviate human suffering in the face of emergencies	2,500
American Civil Liberties Union Foundation 125 Broad St., 18th Floor New York, NY 10004	PC	Protect the basic civil liberties of all people in the United States	8,000
American YouthWorks 1901 E. Ben White Blvd. Austin, TX 78741	PC	Empowering at-risk youth through education, service and green jobs training	5,000
Amigos de Korima P.O. Box 342 Alpine, TX 79831	PC	To nurture young lives and minds	3,000
Archbold Expeditions 123 Main Dr Venus, FL 33960	PC	Ecologic research and conservation	7,500
Aspen Global Change Institute Inc. 104 Midland Avenue, Suite 205 Basalt, CO 81621	PC	Furthering the scientific understanding of earth's system and global environmental change	25,000
Austin Film Society 1901 East 51st Street Austin, TX 78723	PC	To educate the public by viewing films	5,000
Bach Collegium San Diego P.O. Box 333754 San Diego, CA 92163	PC	To enrich San Diego's music community with historically informed performances	1,000
Bald Head Island Conservancy P.O. Box 3109 Bald Head Island, NC 28461	PC	Barrier Island conservation, preservation and education	5,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741-5000	PC	To bring about a time when there are NO more homeless pets	5,000
Brigade Boys & Girls Club Inc. 2759 Vance Street Wilmington, NC 28412-6252	PC	To inspire and enable young people through character development	5,000
Boys and Girls Clubs of Bastrop Texas Inc P.O. Box 1449 Bastrop, TX 78602	PC	For the Bastrop Neighborhood Club	5,000
BRAC USA 110 William Street, 18th Floor New York, NY 10038	PC	To support the Rohingya Refugee Crisis	5,000
Brooke USA Inc. 4089 Iron Works Parkway Lexington, KY 40511	PC	To support beasts of burden in 3rd world	10,000
The Busch Wildlife Sanctuary Inc. 2500 Jupiter Park Dr., Jupiter, FL 33458	PC	For the protection and conservation of Florida's wildlife and natural resources	10,000
BuildOn Inc. P.O. Box 16741 Stamford, CT 06905	PC	To break the cycle of poverty, illiteracy and low expectations through service and education	2,000
California State Parks Foundation 50 Francisco Street, Suite 110 San Francisco, CA 94133	PC	To enhance state parks with advocacy, educational programs, capital projects, competitive grants and fundraising	5,000
Cape Fear Academy Inc. 3900 South College Road Wilmington, NC 28412	PC	Support for a learning community	10,000
Catholic Relief Services, Inc. 228 W. Lexington St. Baltimore, MD 21201-3443	PC	For hurricane relief	5,000
Central Rocky Mountain Permaculture P.O. Box 631 Basalt, CO 81621	PC	Teach alternative farming and gardening techniques	1,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
Center For Food Safety 660 Pennsylvania Avenue, SE, Suite 302 Washington, DC 20003	PC	To challenge harmful food production technologies and promote sustainable alternatives	4,500
Christine Alberts Swan Songs Inc. P.O. Box 41475 Austin, TX 78704	PC	Organize private concerts for individuals with a terminal illness	10,000
Chihuahuan Desert Research Institute P.O. Box 905 Fort Davis, TX 79734	PC	Promote public awareness, appreciation, and concern for the natural diversity of the Chihuahuan Desert Region	10,000
Citizens For Animal Protection Inc. 17555 Katy Freeway Houston, TX 77094	PC	Provide shelter and care of animals	5,000
Clifford Antone Foundation P.O. Box 6493 Austin, TX 78762	PC	Lead efforts in our music community to help those in need	10,000
Coastal Bend Community Foundation 615 N. Upper Broadway, Suite 1950 Corpus Christi, TX 78401	PC	Coastal Bend Disaster Group Recovery Fund-Port Aransas	7,500
Communities In Schools of Charlotte Mecklenburg Inc. 601 E 5th Street, Suite 300 Charlotte, NC 28202	PC	To surround students with a community of support	1,000
Chrysalis 1853 Lincoln Blvd. Santa Monica, CA 90404	PC	Dedicated to creating a pathway to self-sufficiency for homeless and low-income individuals	5,000
Communities In Schools of Cape Fear Inc. 20 N. 4th Street, Suite 210 Wilmington, NC 28401	PC	Community support of students, empowering them to stay in school and achieve in life	10,000
Cystic Fibrosis Foundation-Carolinas Chapter-Raleigh Office 7101 Creedmoor Road, Suite 130 Raleigh, NC 27613	PC	Pipeline to A Cure sponsorship	10,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
Davidson College Box 7170 Davidson, NC 28035-7170	PC	Private liberal arts education	10,000
Denali Foundation 4265 San Felipe #1100 Houston, TX 77027	PC	To preserve the artwork of Denali Schmidt and continue the ongoing support for the expansion of the minds of young artists	2,500
Direct Relief International 27 S. La Patera Lane Santa Barbara, CA 93117	PC	For Mexico earthquake	5,000
Direct Relief International 27 S. La Patera Lane Santa Barbara, CA 93117	PC	Improve the health and lives of people affected by poverty or emergency situations	10,000
Doctors Without Borders USA Inc. 40 Rector Street, 16th Floor New York, NY 10006-1705	PC	Providing quality medical care to people in crisis	4,000
Domestic Violence Shelter and Service Inc P.O. Box 1555 Wilmington, NC 28402	PC	To provide prevention and direct services for victims of domestic violence	2,500
Downtown Women's Center 442 S San Pedro St. Los Angeles, CA 90013	PC	To provide permanent supportive housing and a safe and health community	5,000
Duke University 324 Blackwell Street Durham, NC 27701-3658	PC	Duke Children's Hospital 'Jump For the Children Horse Show'	25,000
Eastern Surfing Association Inc. P.O. Box 625 Virginia Beach, VA 23451	PC	Promote amateur surfing competition	2,500
Ending Community Homelessness Coalition Inc. 100 N IH-35, Suite 1003 Austin, TX 78701	PC	Committed to ending homelessness in Austin, TX	10,000
Environmental Defense Fund Incorporated 257 Park Avenue South New York, NY 10010	PC	For the Austin, Texas office	25,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
Fairwinds Energy Education Corp 70 South Winooski, Box 289 Burlington, VT 05401	PC	Educate the public about nuclear power and other energy issues	60,000
First Baptist Church P.O. Box 308 Brackettville, TX 78832-0308	PC	To love and minister to the people of Kinney County through community outreach	10,000
Food Forward Inc. 7412 Fulton Ave #3 North Hollywood, CA 91605	PC	For rescuing fresh local produce, that would otherwise to to waste, for people in need	3,000
Fulfillment Fund 6100 Wilshire Blvd., Suite 600 Los Angeles, CA 90048	PC	To make college a reality for students growing up in educationally and economically under resourced communities	5,000
Galveston Island Humane Society Inc. 6814 Broadway Galveston, TX 77554	PC	Dedicated to promoting animal welfare and the protection and prevention of unwanted or homeless animals	10,000
Galveston Sustainable Communities Alliance 306 22nd Street, Suite 200 Galveston, TX 77550	PC	To increase educational opportunities for all children	65,000
GHA Autism Supports P.O. Box 2487 Albemarle, NC 28002-2487	PC	Provide quality, community services to meet the needs of individuals with Autism Spectrum Disorder	5,000
Girls Leadership Academy of Wilmington Foundation P.O. Box 7621 Wilmington, NC 28406	PC	To provide a unique single-gender educational environment for 6th-12th graders	10,000
Guadalupe Neighborhood Development 813 E 8th Street Austin, TX 78702	PC	Development and rehabilitation of high quality affordable housing for low to moderate income families	10,000
GlobalGiving Foundation 1110 Vermont Ave NW, Suite 550 Washington, DC 20005	PC	For the Hurricane Irma Relief Fund	5,000
Good Shepherd Ministries of Wilmington IN 811 Martin St Wilmington, NC 28401	PC	Feed the hungry, shelter the homeless, foster transition to housing	2,500

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Name of Organization	Type	Purpose	Amount
Greater Houston Community Foundation 5120 Woodway Dr. #6000 Houston, TX 77056	PC	Hurricane Harvey Relief Fund	17,000
Greenpeace Fund Inc. 702 H Street NW, Suite 300 Washington, DC 20001-3876	PC	Protect and preserve the environment through the funding of grants to other organizations	20,000
Halo Trust USA Inc. 1730 Rhode Island Ave NW, Suite 403 Washington, DC 20036	PC	In honor of Bradley Tırpak	2,000
Hanford Challenge 2719 E Madison St., Suite 304 Seattle, WA 98112	PC	Support the research of Marco Kaltofen	10,000
Hawken School P.O. Box 8002 Gates Mills, OH 44040-8002	PC	For the Mastery Transcript Consortium	15,000
Heal the Bay 1444 9th Street Santa Monica, CA 90401	PC	Make Southern California's coastal waters and watersheds safe, healthy and clean	5,000
Helen Caldicott Foundation 131 Forest Hill Dr. Asheville, NC 28803	PC	For education to action and the promotion of a nuclear energy and weapons-free, renewable energy powered world	5,000
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	PC	Provide a nurturing and therapeutic home for children	2,500
Hope From Helen Inc. P.O. Box 187 Wrightsville Beach, NC 28480	PC	Support for local and global organization dedicated to health, education, animal welfare, environment	5,000
Horatio Alger Association of Distinguished Americans, Inc. 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	PC	For educational scholarships	10,000
Indigenous Environmental Network P.O. Box 485 Bemidji, MN 56619	PC	To protect the sacredness of Earth Mother from contamination and exploitation	5,000

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Name of Organization	Type	Purpose	Amount
International Community Foundation 2505 N Avenue National City, CA 91950	PC	Friends of Puente	24,500
Intrahealth International Inc. 6340 Quadrangle Drive, Suite 200 Chapel Hill, NC 27517	PC	For 'End Shame Mali' campaign	2,500
Juntos y Unidos por Puerto Rico Inc. 252 Ponce de Leon Ave., Suite 1802 San Juan, PR 00917	PC	To provide assistance to individuals and small businesses devastated by Hurricanes Irma and Marie	10,000
The Jane Goodall Institute 1595 Spring Hill Road, Suite #550 Vienna, VA 22181	PC	Preservation of great apes and their habitats	20,000
Judicial Watch, Inc. 425 Third Street SW, Suite 800 Washington, DC 20024	PC	For legal pursuit of corruption in government	10,000
Khelshala Inc. P.O. Box 380231 Cambridge, MA 02238	PC	To develop and manage lifetime sports programs	25,000
KickStart International Inc. C/O Sandbox Suite 1385 Mission Street, Suite 300 San Francisco, CA 94109	PC	Help millions of people out of poverty	71,000
KickStart International Inc. C/O Sandbox Suite 1385 Mission Street, Suite 300 San Francisco, CA 94109	PC	For water pumps	3,000
La Jolla Music Society 7946 Ivanhoe Ave., Suite 309 La Jolla, CA 92037	PC	To present and produce a dynamic range of performing arts	1,000
Los Angeles Education Partnership 202 West First Street, Suite 6-0410 Los Angeles, CA 90012	PC	To work as a collaborative partner in high-poverty communities to foster great schools	5,000
Lower Cape Fear Hospice Foundation, Inc. 1414 Physicians Drive Wilmington, NC 28401	PC	In memory of Doreen Sarver	5,000

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Name of Organization	Type	Purpose	Amount
Lump to Laughter Inc. P.O. Box 1295 Wrightsville Beach, NC 28480	PC	To provide support and raise awareness of the spiritual and emotional journey through breast cancer	2,500
Marfa Education Foundation Inc. P.O. Box 660 Marfa, TX 79843	PC	Support and enhance the work of the Marfa Independent School District	10,000
Marfa Studio of Arts, Inc. P.O. Box 1189 Marfa, TX 79843	PC	Provide continuous, year-round arts programming for children and young people in the Marfa, Texas	5,000
Masonboroorg 2524 Independence Blvd. Wilmington, NC 28412-2437	PC	Protect public access to Masonboro Island	2,500
Mauli Ola Foundation Breath of Life 120 Vantis, Suite 300 Aliso Viejo, CA 92656	PC	To educate, raise awareness of genetic respiratory disease and to propose natural treatment	5,000
Midnight Mission 601 South San Pedro Street Los Angeles, CA 90014	PC	For offering paths to self-sufficiency to men, women and children who have lost direction	6,000
Mountains Recreation and Conservation Authority 5810 Ramirez Canyon Road Malibu, CA 90265	GOV	To acquire, develop and conserve additional park and open space lands; protect and conserve water	5,000
Museum of Contemporary Art San Diego 700 Prospect Street La Jolla, CA 92037	PC	For the renovation and expansion project	2,000
Museum of Photographic Arts 1649 El Prado San Diego, CA 92101	PC	For teen camps and workshops	2,000
Nami-Wilmington 3240 Beaver Creek Dr. SE Southport, NC 28461	PC	Offer understanding to anyone concerned about mental illnesses and the treatment of mental illness.	5,000
National Center for Family Philanthropy 1667 K Street, NW, Suite 550 Washington, DC 20006	PC	To promote philanthropic values, vision and excellence	5,000

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Name of Organization	Type	Purpose	Amount
National Immigration Law Center 3420 Wilshire Blvd. #108-62 Los Angeles, CA 90010	PC	To defend and advance the rights of low-income immigrants	5,500
National Outdoor Leadership School 284 Lincoln St. Lander, WY 82520	PC	To be leading source and teacher of wilderness skills	5,000
National Scholastic Surfing Assoc P.O. Box 495 Huntington Beach, CA 92648-0495	PC	For the Mid-Atlantic Conference	2,500
The Nature Conservancy (CO) 2424 Spruce Street Boulder, CO 80302	PC	Support the Nature Conservancy's Colorado Program	25,000
NatureBridge 28 Geary Street, Suite 650 San Francisco, CA 94108	PC	To foster environmental literacy for the parks in Santa Monica Mountains and Channel Islands	5,000
Nile Sisters Development Initiative 5532 El Cajon Boulevard, Suite 5 San Diego, CA 92115-3642	PC	To educate, support and offer training to refugee and immigrant women and their families	4,500
North Carolina Harm Reduction Inc. 2416 Hillsborough Street Raleigh, NC 27607	PC	Dedicated to the implementation of harm reduction interventions for the Wilmington Chapter	5,000
North Carolina Veterinary Medical Foundation Inc. 1060 William Moore Drive Raleigh, NC 27607	PC	Equine studies	10,000
Old Baldy Foundation P.O. Box 3007 Bald Head Island, NC 28461	PC	Fresnel Lens project	40,000
Orca Network 485 Labella Vista Way Freeland, WA 98249	PC	Raising awareness about the whales	5,000
The Philanthropy Workshop, Inc. 110 East 25th St. New York, NY 10010	PC	To inspire, transform and catalyze a network of effective philanthropists	5,000

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Name of Organization	Type	Purpose	Amount
Planned Parenthood South Atlantic 100 South Boylan Avenue Raleigh, NC 27603	PC	Provide accessible, high-quality health care and information for the Wilmington, NC area	2,500
Planned Parenthood of the Pacific Southwest 1075 Camino Del Rio South San Diego, CA 92108	PC	To ensure broad public access to reproductive health care through direct service, education	8,000
Planned Parenthood Gulf Coast Inc. 4600 Gulf Freeway Houston, TX 77023	PC	To ensure the right and ability of all individuals to manage their sexual and reproductive health	14,000
President & Fellows of Middlebury College Old Courthouse, 5 Court Street Middlebury College Middlebury, VT 05753-6229	PC	To support Middlebury German School	2,000
P.S. Arts 6701 Center Drive, Suite 550 Los Angeles, CA 90045	PC	To improve the lives of children by providing arts education	5,000
People Assisting the Homeless 340 N. Madison Ave Los Angeles, CA 90004	PC	To end homelessness for individuals, families and communities	2,000
Pease Park Conservancy P.O. Box 50065 Austin, TX 78763	PC	Restoration, development and preservation of Austin's central city for the enjoyment for all	2,500
Rise Up P.O. Box 551 Boulder, CO 80306	PC	To preserve voices and opinions on public affairs that contain views often ignored or distorted	2,000
Saint Andrew's On-The-Sound Episcopal Episcopal Church 101 Airlie Road Wilmington, NC 28403	PC	Christian people committed to growth in the knowledge and love of God	10,000
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105	PC	To find cures and means of prevention for childhood catastrophic diseases through research	15,000
Salvation Army National Corp 615 Slaters Lane Alexandria, VA 22314	PC	For 'Salvation Army San Diego'	1,000

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Name of Organization	Type	Purpose	Amount
San Diego Companion Rabbit Society, Inc. 4807 Mercury Street, Suite A San Diego, CA 92111	PC	Rescue abandoned domestic rabbits and find them new homes	1,000
San Diego Children's Choir 123 Camino de la Reina, Suite 202 South San Diego, CA 92108	PC	Provide music education and performance experience to the youth of San Diego	16,000
San Diego Early Music Society P.O. Box 82008 San Diego, CA 92138	PC	To foster the appreciation and performance of early music in the greater San Diego area	2,000
San Diego Grantmakers 5060 Shoreham Place, Suite 350 San Diego, CA 92122	PC	For 'Women Give San Diego'	1,000
San Diego Mountain Biking Association P.O. Box 881491 San Diego, CA 92169	PC	For the San Diego Trail Building Fund	1,000
San Diego Public Library Foundation 330 Park Boulevard San Diego, CA 92101	PC	To strengthen communities by supporting excellence in the San Diego Public Library system through philanthropy, advocacy and outreach	1,000
San Diego State University Foundation 5250 Campanile Drive San Diego, CA 92182	PC	For KPBS, general fund San Diego Division	1,000
Santa Catalina Island Conservancy P.O. Box 2739 Avalon, CA 90704	PC	To be a responsible steward of our lands through a balance of conservation, education and recreation	5,000
Save Our Springs Alliance Inc. 905 W. Oltorf, Suite A Austin, TX 78704	PC	Protect the Edwards Aquifer	105,000
Save the Children Federation Inc. 501 Kings Highway East, Suite 400 Fairfield, CT 06825	PC	In memory of Eli Beard	1,000
Sea Shepherd Conservation Society P.O. Box 8628 Alexandria, VA 22306	PC	For the Shark program in Galapagos	10,000

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Name of Organization	Type	Purpose	Amount
Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	PC	To ensure the survival of sea turtles within the Caribbean, Atlantic and Pacific	5,000
Serenitystar 111 NW 1st Street Smithville, TX 78957	PC	Provide a safe, sober & spiritual environment for families to recover from their addictions	20,000
The Shumla School, Inc. P.O. Box 627 Comstock, TX 78837	PC	Preserving the Oldest 'Books' in North America	10,000
Solar Sister Inc. 419 7th Street NW, Suite 300 Washington, DC	PC	To eradicate energy poverty by empowering women with economic opportunity	25,000
SongwritingWithSoldiers Barton Oaks Plaza, Building II 901 S. Mopac Expressway, Suite 225 Austin, TX 78746	PC	Transform lives through the process of collaborative songwriting	5,000
Sul Ross State University Friends of the Center For Big Bend Studies SRSU Box C-71 Alpine, TX 79832	PC	Support for SRSU Center For Big Bend Studies	10,000
SurfAid International USA 345 S. Coast Hwy 101, Suite K Encinitas, CA 92024	PC	Improve the health, wellbeing and self- reliance of people living in isolated regions	3,500
Surfer's Healing Foundation Inc. 415 Knollwood Drive Hampstead, NC 28443	PC	Surf therapy for autistic children	2,500
Surfrider Foundation P.O. Box 6010 San Clemente, CA 92674	PC	For the protection and enjoyment of oceans, waves and beaches for the Cape Fear Chapter	2,500
The Synergos Institute 3 East 54th Street, 14th Floor New York, NY 10022	PC	Global Philanthropists Circle 2017	24,500

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Name of Organization	Type	Purpose	Amount
Teach For America (Charlotte) 5855 Executive Center Drive, Suite 101 Charlotte, NC 28212	PC	To enlist, develop, and mobilize as many as possible of our nation's most promising future leaders to grow and strengthen the movement for educational equity and excellence	11,000
Teach For America (LA) P.O. Box 398583 San Francisco, CA 94139	PC	Enlists high-achieving college graduates to educate impoverished kids	4,000
Texas A&M Foundation (College Station) 401 George Bush Dr. College Station, TX 77840	PC	For the Mitchell Institute for Fundamental Physics and Astronomy	55,000
Texas A&M Foundation (College Station) 401 George Bush Dr. College Station, TX 77840	PC	10th of 10 MIFPA	2,000,000
Texas Health and Environment Alliance Inc 3262 Westheimer Road #142 Houston, TX 77098	PC	For the San Jacinto River Coalition	81,000
Texas Tech University Box 41035 Lubbock, TX 79409-1035	GOV	Support Texas Tech Public Media KTTZ-TV - "Two Camps"	5,000
Thalian Association of Wilmington Inc. Box 1111 Wilmington, NC 28402	PC	Enhance the rich artistic environment of the Cape Fear region	2,500
Thorne Ecological Institute P.O. Box 19107 Boulder, CO 80308-2107	PC	Connecting youth to nature	27,500
Truth Be Told P.O. Box 40221 Austin, TX 78704	PC	Provides transformational tools for incarcerated women behind and beyond bars	25,000
Turks & Caicos Reef Fund Inc. 200 Lake St., Suite 11 Burlington, VT 05401-5236	PC	To be used for hurricane relief	5,000
Turtle Survival Alliance 1989 Colonial Parkway Fort Worth, TX 76110	PC	To transform passion for turtles into effective conservation action	5,000

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Name of Organization	Type	Purpose	Amount
UC San Diego Foundation 9500 Gilman Drive, #0940 La Jolla, CA 92093	PC	Integrative Oceanography Division at Scripps Institution of Oceanography	35,000
United States Association for UNHCR 1775 K. Street, NW, Suite 580 Washington, DC 20006	PC	Lead and coordmate international action for the worldwide protection of refugees	3,000
University of Houston (COA) 3333 Cullen Blvd., Suite 120 Houston, TX 77204-4017	GOV	For the Cynthia Woods Mitchell Center for the Arts	35,000
University of North Carolina @ Wilmington Div. of Advancement-Alderman Hall 108 601 South College Road Wilmington, NC 28403-3201	GOV	The Village of BHI / Southport HS Scholarshi	20,000
UrbanPromise Charlotte 5214 Murrayhill Road Charlotte, NC 28210	PC	To provide Charlotte's children and youth with the spiritual, academic, and social development	1,000
The Univ. of Texas at Austin (Wildflower) 4801 La Crosse Avenue Austin, TX 78739	GOV	For the LBJ Wildflower Center	2,500
Venice Community Housing Corporation 720 Rose Avenue Venice, CA 90291-2710	PC	Reduce homelessness, maximize affordable housing	3,000
Wallowa Bend Nez Perce Trail Interpretive Center P.O. Box 15 Wallowa, OR 97885	PC	To tell the story of the Wallowa Band Nez Perce Trail	5,000
Waves For Water Inc. 527 San Vicente Blvd #210 Santa Monica, CA 90402	PC	Get clean water to every single person who needs it	5,000
Welcome Home Angel Inc 1028 S College Rd Wilmington, NC 28403	PC	Bring joy and comfort to children in the Wilmington area with chronic/debilitating illnesses/injuries	1,500
Westside Childrens Center Inc. 5721 W. Slauson Avenue, Suite 140 Culver City, CA 90230	PC	Provide at risk children and their families with critical, high quality early education programs	5,000

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Name of Organization	Type	Purpose	Amount
Whidbey Children's Theater P.O. Box 1493 Langley, WA 98260	PC	Create opportunities to discover, experience and participate in the performing arts	5,000
Whidbey Island Waldorf School P.O. Box 469 Clinton, WA 98236	PC	Educate, honor and inspire young human beings	5,000
WildAid Inc. 333 Pine St., Suite 300 San Francisco, CA 94104	PC	To end the illegal wildlife trade in our lifetimes	5,000
Wilderness Workshop P.O. Box 1442 Carbondale, CO 81623	PC	Protect and conserve the wilderness and natural resources	20,000
Wildwood Elementary School, Inc. 11811 W Olympic Blvd Los Angeles, CA 90064	PC	2016/2017 Wildwood Outreach Systems Work program	25,000
Wildwood Elementary School, Inc. 11811 W Olympic Blvd Los Angeles, CA 90064	PC	For the Systems Thinking Collaborative through the Wildwood Outreach Center	30,000
William Marsh Rice University, The Shepherd School of Music P.O. Box 1892 Houston, TX 77251	PC	Shepherd School of Music	5,000
Women Inspirit Inc. 1800 Pecan Lake Dr. Richmond, TX 77406	PC	For empowering women through education and opportunities	4,000
World Wildlife Fund Inc. 1250 24th St NW Washington, DC 20037	PC	To protect the future of nature	5,000
YES Prep Public Schools, Inc. 5515 South Loop E Fwy B Houston, TX 77033-1603	PC	For Education-Texas Charter School	50,000
YMCA of Wilmington Inc. 2710 Market Street Wilmington, NC 28403	PC	For the after school program	5,000

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Name of Organization	Type	Purpose	Amount
YMCA of Wilmington Inc. 2710 Market Street Wilmington, NC 28403	PC	Support Christian principles through programs that build a healthy spirit, mind and body for all	5,000
The Young Center for Immigrant Childrens Rights 6020 S University Ave Chicago, IL 60637	PC	To promote the best interests of unaccompanied immigrant children	2,000
Discretionary Total			3,750,000
<u>Galveston Program</u>			
Family Service Center of Galveston County Texas 2200 Market Street, Suite 600 Galveston, TX 77550	PC	To promote the mental health and well being of individuals and families	1,500
St. Vincent's House 2817 Postoffice Galveston, TX 77550	PC	To provide quality healthcare to the underserved population of Galveston	1,500
Brightmoor Alliance 17421 Telegraph Rd Detroit, MI 48219	PC	To help people of the Brightmoor community	1,000
Community Development Advocate of 440 Burroughs St., Suite 201 Detroit, MI 48202	PC	For community development and neighborhood improvement	1,000
Detroit Blight Busters Inc. 18220 Lahser Rd. Detroit, MI 48219	PC	To remove blight from neighborhoods of Detroit	1,000
Neighbors Building Brightmoor 22735 Fenkell St Detroit, MI 48223	PC	To rebuild and improve the neighborhood of Brightmoor in Detroit	1,000
Neighbors Building Brightmoor 22735 Fenkell St Detroit, MI 48223	PC	For Brightmoor Artisans Collective	1,000
Family Service Center of Galveston County Texas 2200 Market Street, Suite 600 Galveston, TX 77550	PC	For screening of "Resilience" and panel discussion	3,500

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Name of Organization	Type	Purpose	Amount
Galveston Island Juneteenth Sesquicentennial Committee 15 Cadena Dr. Galveston, TX 77554	PC	Juneteenth Celebration	2,500
Old Central Cultural Center Inc. P.O. Box 2111 Galveston, TX 77553	PC	Juneteenth Celebration Activities	2,500
The Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	PC	East End Lagoon Development and Park Finance Concept	20,000
United Way of Galveston Inc. 2200 Market St., Suite 850 Galveston, TX 77550	PC	For recovery efforts in the City of Galveston	50,000
Galveston Sustainable Communities Alliance 306 22nd Street, Suite 200 Galveston, TX 77550	PC	2017 Galveston Education Assessment Study	14,350
Nia Cultural Center 3018 Ave. N Galveston, TX 77550	PC	To empower people with knowledge for successful living by providing education enrichment services	1,500
Galveston Program			102,350
<u>Legacy Program</u>			
University of Houston-Texas Music Festival Texas Music Festival 120 School of Music Bldg Houston, TX 77204-4017	GOV	2016 Texas Music Festival	20,000
University of Houston-Texas Music Festival 120 School of Music Bldg Houston, TX 77204-4017	GOV	2017 Texas Music Festival	20,000
1894 Inc. 2020 Postoffice Street Galveston, TX 77550	PC	To support the Grand 1894 Opera House	7,500
Texas A&M Foundation (College Station) 401 George Bush Dr. College Station, TX 77840	PC	To support "The George P. Mitchell Society"	5,000

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Name of Organization	Type	Purpose	Amount
The Woodlands Center for the Performing 2005 Lake Robbins Drive The Woodlands, TX 77380	PC	For the 22nd Annual Children's Festival	10,000
Legacy Program			62,500
<u>Sustainability - Clean Energy Program</u>			
Public Citizen Foundation Inc. 1600 20th Street, NW Washington, DC 20009	PC	To sponsor the Public Citizen Gala in honor of Tom Smith	10,000
Earth Day Texas, Inc. 3839 McKinney Ave., Suite 155-241 Dallas, TX 75204	PC	To supply funding for the conference 'Responsible Energy Shale Extraction'	50,000
Eco Elp Inc. 2112 Murchison Drive El Paso, TX 79930	PC	To promote the value of distributed solar generation to the grid, the environment and the community	20,000
Pecan Street Inc. 3924 Berkman Dr. Austin, TX 78723	PC	Federal Climate Data Download Project	10,000
Rocky Mountain Institute 2490 Junction Place, Suite 200 Boulder, CO 80301	PC	To unlock the community-scale solar market to provide clean, affordable electricity to all Texans	150,000
Texas Clean Energy Coalition 327 Congress Ave., Suite 450 Austin, TX 78701	POF	To support market-driven transition to clean energy	300,000
Texas Climate News 3018 Prescott St. Houston, TX 77025	PC	To produce and publish engaging, thoughtful journalism on climate and sustainability issues	20,000
Texas Tribune Inc. 823 Congress Avenue, Suite 1400 Austin, TX 78701	PC	To provide coverage of water and energy issues in Texas	40,000
The Trustees of Columbia University in the City of New York P.O. Box 29789 New York, NY 10087-9789	PC	For a research initiative on opportunities to manage greater market volatility in the U.S. oil and gas sector	50,000

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Name of Organization	Type	Purpose	Amount
R Street Institute 1050 17th Street NW, Suite 1150 Washington, DC 20036	PC	To advance a conservative perspective promotion of clean energy and environmental protection	85,000
Consultative Group on Biological Diversity P.O. Box 29361 San Francisco, CA 94129	PC	Create a strong and effective funding community	5,000
Environment Texas Research and Policy Center, Inc. 815 Brazos, Suite 600 Austin, TX 78701	PC	To expand the use of distributed solar energy in Texas	25,000
George Mason University Foundation Inc. 4400 University Drive Fairfax, VA 22030	PC	Support republicEn's efforts in high-priority regions to forge alliances	50,000
Texas Impact Education Fund 200 E. 30th Street Austin, TX 78705	PC	Maximize faith communities' influence on climate policy	20,000
The South Central Partnership for Energy Efficiency as a Resource 3103 Bee Caves Road, Suite 135 Austin, TX 78746	PC	Advancing Regional Energy Efficiency Policy Initiatives	75,000
The University of Texas at Austin (KUT 300 West Dean Keeton A0704 Austin, TX 78712	GOV	Support for Texas Standard's series 'Uncovering Trans Pecos Industrialization Intensification'	10,000
The University of Texas at Austin 204 E. Dean Keeton Street, MailStop C2200 Austin, TX 78712-1718	GOV	Support Projects Related to the Nexus of Water and Energy	20,000
Environmental Defense Fund Incorporated 257 Park Avenue South New York, NY 10010	PC	To advance clean energy in the electric sector in Texas	100,000
Environmental Integrity Project 707 Rio Grande St., Suite 200 Austin, TX 78701	PC	To reduce reliance on Traditional coal-fired electricity production	50,000
Public Citizen Foundation Inc. 1600 20th Street, NW Washington, DC 20009	PC	To promote clean energy and modernize ERCOT policy	100,000
Sustainability - Clean Energy Program			1,190,000

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Name of Organization	Type	Purpose	Amount
<u>Sustainability - Land Program</u>			
The Conservation Fund 807 Brazos Street, Suite 1002 Austin, TX 78701	PC	To acquire coastal wetlands and grasslands for the McFaddin National Wildlife Refuge	75,000
Ducks Unlimited, Inc. 1 Waterfowl Way Memphis, TN 38120	PC	To conserve playa lakes and the High Plains land in Texas	50,000
Guadalupe Blanco River Trust 933 East Court Street Seguin, TX 78155	PC	Planning to implement the GBRA-TAP Agreement	37,500
Land Trust Alliance Inc. 1660 L Street NW, Suite 1100 Washington, DC 20036	PC	Texas Land Trust Advancement Initiative	48,000
Texas Agricultural Land Trust P.O. Box 6152 San Antonio, TX 78209	PC	For strategic communications to accelerate the pace of land conservation	35,000
Texas Tribune Inc. 823 Congress Avenue, Suite 1400 Austin, TX 78701	PC	To provide coverage of water and energy issues in Texas	5,000
Save Our Springs Alliance Inc. 905 W. Oltorf, Suite A Austin, TX 78704	PC	Protect all Central Texas waters and communities	17,500
Westcave Outdoor Discovery Center 603 W. 13th Street, Suite 2D Austin, TX 78701	PC	To support the Westcave Preserve's Children in Nature Celebration	5,000
The University of Texas at Austin (BEG) 101 E. 27th Street, Stop 5.300 Austin, TX 78712-1532	GOV	To Understand Landscape Impacts from Energy Sprawl in the Trans-Pecos Region, Texas	150,000
Sustainability - Land Program			423,000

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Name of Organization	Type	Purpose	Amount
<u>Sustainability - Opportunity Fund</u>			
The Conservation Fund 807 Brazos Street, Suite 1002 Austin, TX 78701	PC	To acquire coastal wetlands and grasslands for the McFaddin National Wildlife Refuge	25,000
Ducks Unlimited, Inc. 1 Waterfowl Way Memphis, TN 38120	PC	To conserve playa lakes and the High Plains land in Texas	50,000
Save Our Springs Alliance Inc. 905 W. Oltorf, Suite A Austin, TX 78704	PC	Protect all Central Texas waters and communities	7,500
Sustainability - Opportunity Fund			82,500
<u>Sustainability - Shale Program</u>			
Stanford University, School of Earth Mitchell Building, 3rd Fl, 327 397 Panama Mall Stanford, CA 94305-2210	PC	For the Natural Gas Institute Energy Poverty Action Paper sponsorship	10,000
Earth Day Texas, Inc. 3839 McKinney Ave., Suite 155-241 Dallas, TX 75204	PC	To supply funding for the conference 'Responsible Energy Shale Extraction'	50,000
Texas Clean Energy Coalition 327 Congress Ave., Suite 450 Austin, TX 78701	POF	To support market-driven transition to clean energy	75,000
Texas Tribune Inc. 823 Congress Avenue, Suite 1400 Austin, TX 78701	PC	To provide coverage of water and energy issues in Texas	40,000
The Trustees of Columbia University in The City of New York P.O. Box 29789 New York, NY 10087-9789	PC	For a research initiative on opportunities to manage greater market volatility in the U.S. oil and gas sector	175,000
Clean Air Task Force Inc. 114 State Street, 6th Floor Boston, MA 02109	PC	Safeguarding Health, Air and Water by Engaging Texas Communities	50,000

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Name of Organization	Type	Purpose	Amount
The Academy of Medicine, Engineering and Science of Texas 1616 Guadalupe Street, Suite 3.304 Austin, TX 78701	PC	Support communications and outreach around the TAMEST Shale Task Force Report	30,000
The Aspen Institute, Inc. 1 Dupont Circle NW, Suite 700 Washington, DC 20036	PC	Support the Aspen Institute Dialogue Series on Energy Governance and the Aspen-Nicholas Water Forum	250,000
The University of Texas at Austin(Webber) 204 E. Dean Keeton Street, MailStop C2200 Austin, TX 78712-1718	GOV	Support Projects Related to the Nexus of Water and Energy	46,000
The University of Texas Law School Fdn 727 E. Dean Keeton St. Austin, TX 78705	PC	Provide assistance with the Alpine High Energy Project	50,000
Environmental Defense Fund Incorporated 257 Park Avenue South New York, NY 10010	PC	To balance energy and environmental considerations with growing oil and natural gas production in the Trans-Pecos region	150,000
Houston Advanced Research Center 4800 Research Forest Drive The Woodlands, TX 77381	PC	To work with O&G industry towards goals of reducing potable water usage	50,000
The University of Texas at Austin (BEG) 101 E. 27th Street, Stop 5.300 Austin, TX 78712-1532	GOV	To Understand Landscape Impacts from Energy Sprawl in the Trans-Pecos Region, Texas	50,000
Houston Advanced Research Center 4800 Research Forest Drive The Woodlands, TX 77381	PC	To support the People & Nature Speaker Series	10,000
Sustainability - Shale Program			1,036,000
<u>Sustainability - Water Program</u>			
Trustees of Boston University 25 Buick Street, Suite 200 Boston, MA 02215-1301	PC	To Assess Opportunities for Integrated Urban Water Management in Texas: Developing Future Solutions for the Lone Star State	126,546
The University of Texas at Austin (EI) 2304 Whitts Ave. Stop C2400 Austin, TX 78712-1718	GOV	To support the SERIDAS project- Sustainability of Engineered Rivers in Arid lands	2,500

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Name of Organization	Type	Purpose	Amount
Caddo Lake Institute Inc. 707 Rio Grande St., Suite 200 Austin, TX 78701-2733	PC	To restore and protect environmental flows in the Caddo Lake Watershed	20,000
The Earth Genome 1700 15th St NW Washington, DC 20009	PC	To facilitate Texas stakeholders in the development and use of decision support tools that will scale environmental flows in Texas	100,000
Environment Texas Research and Policy Center, Inc. 815 Brazos, Suite 600 Austin, TX 78701	PC	To expand green stormwater infrastructure in Texas	25,000
Guadalupe Blanco River Trust 933 East Court Street Seguin, TX 78155	PC	Planning to implement the GBRA-TAP Agreement	37,500
The National Judicial College Judicial College Building-MS 358 Reno, NV 89557	PC	To organize a Judicial Conference on water and provide resources to judges with water cases	30,000
Texas Agricultural Land Trust P.O. Box 6152 San Antonio, TX 78209	PC	For strategic communications to accelerate the pace of land conservation	15,000
Texas Tribune Inc. 823 Congress Avenue, Suite 1400 Austin, TX 78701	PC	To provide coverage of water and energy issues in Texas	40,000
Texas Water Foundation Inc P.O. Box 13252 Austin, TX 78711-3252	PC	To expand water conservation efforts in Texas through quantifying water savings from limiting outdoor water use	25,000
Clean Water Fund 1444 Eye Street NW, Suite 400 Washington, DC 20005	PC	Spring for Water	1,000
National Wildlife Federation (Austin) 505 East Huntland Drive, Suite 485 Austin, TX 78752	PC	For the protection of freshwater resources in Texas	100,000
Texas Water Development Board P.O. Box 13231 Austin, TX 78711-3231	PC	Develop an interactive rainwater harvesting website	20,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
The Aspen Institute, Inc. 1 Dupont Circle NW, Suite 700 Washington, DC 20036	PC	Support the Aspen Institute Dialogue Series on Energy Governance and the Aspen-Nicholas Water Forum	14,000
The University of Texas at Austin(Webber) 204 E. Dean Keeton Street, MailStop C2200 Austin, TX 78712-1718	GOV	Support Projects Related to the Nexus of Water and Energy	34,000
Windward Fund 1201 Connecticut Avenue NW, Suite 300 Washington, DC 20036	PC	Liquid Assets Project: Promoting water sustainability through deployment of impact-focused private capital	30,000
Environmental Defense Fund Incorporated 257 Park Avenue South New York, NY 10010	PC	To maximize conservation at the water-energy nexus	65,000
Houston Advanced Research Center 4800 Research Forest Drive The Woodlands, TX 77381	PC	To work with O&G industry towards goals of reducing potable water usage	40,000
Hill Country Alliance 15315 Highway 71 West Bee Cave, TX 78738	PC	Support the 8th Annual Rainwater Revival + Hill Country Living Festival	5,000
Pecan Street Inc. 3924 Berkman Dr. Austin, TX 78723	PC	Using Big Data to Achieve Residential Water Conservation	50,000
Texas Alliance of Groundwater Districts P.O. Box 90277 Austin, TX 78709	PC	To Improve Groundwater Data Quality, Quantity and Accessibility in Texas	15,000
Texas State University Development Foundation 601 University Drive San Marcos, TX 78666-4685	PC	Dynamic Texas Water Systems from Headwaters to the Coast: Guadalupe River, Houston, Texas Bays and Estuaries, and How Organizations Address Management Challenges	200,000
Texas Water Foundation Inc P.O. Box 13252 Austin, TX 78711-3252	PC	To support the Third Annual Water, Texas Film Contest	5,000
The University of Texas at Austin (ESI) 2275 Speedway, Mail Code C9000 Austin, TX 78712	GOV	To support a network of researchers investigating the resiliency of Texas water resources and connecting water science to water resource policy and management	45,000

Part XV, Line 3a - Grants Paid

Name of Organization	Type	Purpose	Amount
Texas Water Foundation Inc P.O. Box 13252 Austin, TX 78711-3252	PC	Review of Report on the Impact of Water Efficiency Program Expenditure on the Texas Economy	5,000
Water Foundation 555 Capitol Mall, Suite 1155 Sacramento, CA 95814	PC	Strengthening and Integrating Western Water Data Hubs to Improve Decision-Making	40,000
		Sustainability - Water Program	1,090,546
Total Part XV, Line 3a - Grants Paid			\$ 7,736,896

Part XV, Line 3b - Grants Approved but Not Paid

Name of Organization	Purpose	Type	Amount
<u>Discretionary</u>			
The University of Texas at Austin 204 E. Dean Keeton Austin, TX 78712	GOV	A Project Related to Integrating Sustainability into Higher Education	\$ 227,000
The Aspen Institute, Inc 1 Dupont Circle NW Washington, DC 20036	PC	To develop recommendations to improve the governance of shale resource development	100,500
Texas Agricultural Land Trust PO Box 6152 San Antonio, TX 78209	PC	To implement a comprehensive outreach and capacity-building initiative	83,000
Lincoln Institute of Land Policy 113 Brattle Street Cambridge, MA 02138	PC	International Land Conservation Network	5,000
Cape Fear River Watch 617 Surrey St Wilmington, NC 28401	PC	To provide oversight and watchcare for the Cape Fear River	10,000
Total Part XV, Line 3b - Grants Approved but Not Paid			\$ 425,500