

990

Return of Organization Exempt From Income Tax

OMB No. 1545-

0047 2020

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundation): Do not enter social security numbers on this form as it may be made public.

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

Form 990 Department of the Treasury Internal Revenue Service

A For the 2020 calendar year, or tax year beginning 07-01-2020, and ending 06-30-2021

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

C Name of organization HEADWATERS FOUNDATION FOR JUSTICE
Doing business as
Number and street (or P.O. box if mail is not delivered to street address) Room/suite
2801 21ST AVENUE SOUTH NO 132-B
City or town, state or province, country, and ZIP or foreign postal code
MINNEAPOLIS, MN 55407

D Employer identification number 36-3359386
E Telephone number (612) 879-0602
G Gross receipts \$ 17,233,881

F Name and address of principal officer: MARIA DE LA CRUZ
2801 21ST AVENUE SOUTH NO 132-B
MINNEAPOLIS, MN 55407

H(a) Is this a group return for subordinates?
H(b) Are all subordinates included?
H(c) Group exemption number

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

J Website: WWW.HEADWATERSFOUNDATION.ORG

K Form of organization: Corporation Trust Association Other

L Year of formation: 1984 M State of legal domicile: MN

Part I Summary

Table with 4 main sections: 1. Briefly describe the organization's mission... 2. Check this box if the organization discontinued its operations... 3. Number of voting members... 4. Number of independent voting members... 5. Total number of individuals employed... 6. Total number of volunteers... 7a. Total unrelated business revenue... 7b. Net unrelated business taxable income... 8. Contributions and grants... 9. Program service revenue... 10. Investment income... 11. Other revenue... 12. Total revenue... 13. Grants and similar amounts paid... 14. Benefits paid to or for members... 15. Salaries, other compensation... 16a. Professional fundraising fees... 16b. Total fundraising expenses... 17. Other expenses... 18. Total expenses... 19. Revenue less expenses... 20. Total assets... 21. Total liabilities... 22. Net assets or fund balances.

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 MARIA DE LA CRUZ EXECUTIVE DIRECTOR Date 2021-11-01

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date 2021-11-01 Check if self-employed PTIN P01484710 Firm's name CLIFTONLARSONALLEN LLP Firm's EIN 41-0746749 Firm's address 220 S 6TH STREET SUITE 300 MINNEAPOLIS, MN 55402 Phone no. (612) 376-4500

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

HEADWATERS FOUNDATION FOR JUSTICE (THE FOUNDATION) IS A COMMUNITY FOUNDATION WHOSE MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE.

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 \$ **2,670,999** including grants of \$ **2,571,843**) (Revenue \$ **1,103,496**)
 RAPID RESPONSE GRANTMAKING THROUGH COMMUNITIES FIRST FUND AND THE TRANSFORMATION FUND: IN THE SPRING OF 2020, THE LOCAL CORONAVIRUS PUBLIC HEALTH CRISIS CALLED SYSTEMIC AND INSTITUTIONAL INEQUITIES INTO DEEPER ATTENTION. HEADWATERS' GRANTEE PARTNERS, THE MAJORITY OF WHICH ARE BIPOC-LED - TOLD US ABOUT HOW THEIR COMMUNITIES WERE ABSORBING MORE SOCIAL, POLITICAL, AND ECONOMIC CONSEQUENCES THAN THEY DID BEFORE THE OUTBREAK. OUR RESPONSE WAS TO FUNDRAISE AND ESTABLISH THE COMMUNITIES FIRST FUND ON MARCH 15, 2020. ON MAY 31, HEADWATERS RESPONDED TO ANOTHER LOCAL CRISIS: THE MURDER OF GEORGE FLOYD. WE SET UP THE TRANSFORMATION FUND (TTF) TO MOVE MONEY QUICKLY TO FRONTLINE ORGANIZATIONS AS THEY KEPT FIGHTING AGAINST AN ONGOING CULTURE OF INSTITUTIONAL VIOLENCE AND WHITE SUPREMACY. WE ALSO WANTED TTF TO SUPPORT THE LONG-TERM MOVEMENT WORK FOR REAL CHANGE REQUIRED FOR OUR COLLECTIVE LIBERATION. THESE TWO-RAPID RESPONSE GRANTMAKING INITIATIVES HELPED HEADWATERS TUNE INTO THE COMMUNITY'S REAL-TIME NEEDS AND GET GRANT DOLLARS TO WHERE THEY COULD BE MOST HELPFUL. IN FISCAL YEAR 2021, OUR RAPID RESPONSE GRANTMAKING PROGRAMS AWARDED \$2,575,000 IN 52 GRANTS.

4b (Code:) (Expenses \$ **969,222** including grants of \$ **877,750**) (Revenue \$ **982,747**)
 DONOR ADVISED FUNDS THIS PROGRAM ENABLES INDIVIDUAL DONORS TO ADVANCE THEIR PHILANTHROPIC GOALS AND DIRECT RESOURCES TO SOCIAL CHANGE GROUPS LOCALLY AND NATIONALLY. DEVELOPMENT STAFF EDUCATES DONORS ABOUT SOCIAL INJUSTICE ISSUES, CONNECTS THEM TO ORGANIZATIONS THAT MATCH THEIR INTERESTS, AND PROVIDES GRANTMAKING ASSISTANCE. IN FISCAL YEAR 2021, HEADWATERS ALLOCATED \$1,013,279 IN 89 DONOR ADVISED GRANTS. (INCLUDES GRANTS OF \$135,529 TO HEADWATERS).

4c (Code:) (Expenses \$ **574,823** including grants of \$ **287,869**) (Revenue \$ **260,127**)
 THE GIVING PROJECT GRANT PROGRAM: SINCE 2015, THIS PROGRAM INVESTS IN ORGANIZATIONS THAT ARE LED BY AND FOR BLACK PEOPLE, INDIGENOUS PEOPLE, AND PEOPLE OF COLOR (BIPOC) THAT ALSO USE A COMMUNITY ORGANIZING APPROACH TO ADDRESS ROOT CAUSES OF INJUSTICE. DURING FISCAL YEAR 2021, A CROSS-CLASS, MULTIRACIAL COHORT OF COMMUNITY MEMBERS MANAGED THE GIVING PROJECT GRANTMAKING PROCESS. THE 16-MEMBER COHORT RAISED MONEY FROM THEIR NETWORKS AND LED THE GRANTMAKING PROCESS; THEY AWARDED \$287,869 IN 23 GENERAL OPERATING GRANTS.

(Code:) (Expenses \$ **176,104** including grants of \$ **150,000**) (Revenue \$ **0**)
 THE FUND OF THE SACRED CIRCLE: ACCORDING TO NATIVE AMERICANS IN PHILANTHROPY, FOUNDATIONS INVEST LESS THAN HALF OF ONE PERCENT OF GRANT DOLLARS IN NATIVE COMMUNITIES. HEADWATERS WORKS TO ADDRESS THIS IMBALANCE THROUGH THE FUND OF THE SACRED CIRCLE PROGRAM (FSC). GRANTS SUPPORT MINNESOTA- AND WISCONSIN-BASED NATIVE AMERICAN ORGANIZATIONS THAT ADDRESS SYSTEMIC INJUSTICES. GENERAL OPERATING GRANTS OF \$5,000 TO \$10,000 SUPPORT WORK THAT FOCUSES ON LANGUAGE AND CULTURAL REVITALIZATION; LAND AND ENVIRONMENTAL RESTORATION; SOVEREIGNTY AND TREATY RIGHTS; AND SELF-DETERMINATION AND CIVIL RIGHTS. IN FISCAL YEAR 2021, FSC PROGRAM AWARDED \$150,000 TO TEN ORGANIZATIONS.

(Code:) (Expenses \$ **119,944** including grants of \$ **0**) (Revenue \$ **0**)
 THE COMMUNITY INNOVATION GRANTS PROGRAM (CIG): THIS IS A LONGTIME PARTNERSHIP WITH THE BUSH FOUNDATION. GRANTS SUPPORT COMMUNITIES TO USE PROBLEM SOLVING PROCESSES THAT LEAD TO MORE EFFECTIVE, EQUITABLE, AND SUSTAINABLE SOLUTIONS. THIS PROJECT-SPECIFIC GRANT ALLOWS ORGANIZATIONS TO INCREASE COLLECTIVE UNDERSTANDING OF AN ISSUE, GENERATE IDEAS, AND/OR TEST AND IMPLEMENT SOLUTIONS. IN FISCAL YEAR 2021 CIG PROGRAM STAFF DID NOT AWARD GRANTS DUE TO A BUSH FOUNDATION TIMELINE SHIFT AND WILL INSTEAD ANNOUNCE GRANTEEES DURING FISCAL YEAR 2022.

(Code:) (Expenses \$ **0** including grants of \$ **0**) (Revenue \$ **725,000**)
 BLACK SEED FELLOWSHIP: THE BLACK SEED FELLOWSHIP IS A NEW STRATEGY FOR BUILDING LONG-TERM POLITICAL POWER AND INFRASTRUCTURE IN MINNESOTA. IT IS OUR FIRST INITIATIVE COMING OUT OF OUR BLACK MOVEMENT ECOSYSTEM PROGRAM (BME). BY INVESTING DEEPLY IN WOMEN AND FEMME ORGANIZERS FROM DIVERSE BACKGROUNDS, HEADWATERS HELPS FELLOWS DEVELOP A SERIES OF RETREATS TO PROVIDE HEALING AND RECONCILIATION SESSIONS; VISIONING SESSIONS TO BUILD ORGANIZING UNITY AND POLITICAL ALIGNMENT; AND A WORK-INTO-ACTION SESSION TO PLAN AND EXECUTE A COLLABORATIVE CAMPAIGN. DURING THE 2021 RETREAT AND COACHING PLANNING SESSIONS, FELLOWS BEGAN A PROCESS OF ORGANIZATIONAL EXPLORATION AND DEVELOPMENT THAT INCORPORATES SUPPORT FROM ORGANIZERS AND PARTNERING ORGANIZERS WHO ACT AS VALIDATORS FOR THE FELLOWS' LEADERSHIP IN THE ENDEAVOR. IN FISCAL YEAR 2021, BME PROGRAM STAFF DID NOT AWARD GRANTS AND WERE INSTEAD FOCUSED ON IMPLEMENTATION AND FELLOW RECRUITMENT.

(Code:) (Expenses \$ **236,705** including grants of \$ **0**) (Revenue \$ **0**)
 OTHER PROGRAMS- HEADWATERS HAS ADDITIONAL PROGRAMMING THAT INCLUDES SUPPORT BEYOND THE DOLLARS, NATIVE STRATEGIES, AND GENERAL PROGRAMMATIC WORK TO SUPPORT THE MISSION AND VALUES OF ADVANCING EQUITY, DEMANDING INCLUSION, TRANSFORMING POWER, AND TRUSTING THE COMMUNITY.

4d Other program services (Describe in Schedule O.)
 (Expenses \$ **532,753** including grants of \$ **150,000**) (Revenue \$ **725,000**)

4e Total program service expenses **4,747,797**

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1 through 21 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 22 through 38 regarding tax-exempt bond issues, excess benefit transactions, and related party transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1a, 1b, and 1c regarding Form 1096 and backup withholding rules.

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

Main form area containing questions 2a through 16, with various input fields and checkboxes. Includes sub-sections for Organizations that may receive deductible contributions under section 170(c), Sponsoring organizations maintaining donor advised funds, and Section 501(c)(7) and 501(c)(12) 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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members... 2 Did any officer, director, trustee... 3 Did the organization delegate control... 4 Did the organization make any significant changes... 5 Did the organization become aware... 6 Did the organization have members... 7a Did the organization have members... 7b Are any governance decisions... 8 Did the organization contemporaneously document... 8a The governing body? 8b Each committee... 9 Is there any officer, director, trustee...

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... 10b If "Yes," did the organization have written policies... 11a Has the organization provided a complete copy... 11b Describe in Schedule O the process... 12a Did the organization have a written conflict... 12b Were officers, directors, or trustees... 12c Did the organization regularly and consistently... 13 Did the organization have a written whistleblower... 14 Did the organization have a written document... 15 Did the process for determining compensation... 15a The organization's CEO... 15b Other officers or key employees... 16a Did the organization invest in, contribute assets... 16b If "Yes," did the organization follow a written policy...

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed (MN, WI) 18 Section 6104 requires an organization to make its Form 1023... 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents... 20 State the name, address, and telephone number of the person who possesses the organization's books and records (MARIA DE LA CRUZ 2801 21ST AVE S STE 132B MINNEAPOLIS, MN 55407 (612) 400-6265)

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.

See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(1) AVI VISWANATHAN CO-CHAIR	1.00	X		X			0	0	0	
(2) ELIZABETH COCO CO-CHAIR	1.00	X		X			0	0	0	
(3) ARLETA LITTLE TREASURER	1.00	X		X			0	0	0	
(4) MUNEER KARCHER-RAMOS SECRETARY	1.00	X		X			0	0	0	
(5) EBONY ADEDAYO BOARD MEMBER	1.00	X					0	0	0	
(6) BILAL ALKATOUT BOARD MEMBER	1.00	X					0	0	0	
(7) CAMILLE CYPRIAN BOARD MEMBER	1.00	X					0	0	0	
(8) BILE DAAD BOARD MEMBER	1.00	X					0	0	0	
(9) FILIBERTO NOLASCO GOMEZ BOARD MEMBER	1.00	X					0	0	0	
(10) ALYSSA HAWKINS BOARD MEMBER	1.00	X					0	0	0	
(11) PA CHUA VANG BOARD MEMBER	1.00	X					0	0	0	
(12) JANIECE WATTS BOARD MEMBER	1.00	X					0	0	0	
(13) ASALESOL YOUNG BOARD MEMBER	1.00	X					0	0	0	
(14) MARIA DE LA CRUZ PRESIDENT	41.00			X			130,186	0	28,893	
(15) JULIE REMMELTS CHIEF OPERATING OFFICER	41.00			X			112,200	0	15,876	

Part VIII Statement of Revenue

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

Table with columns: (A) Total revenue, (B) Related or exempt function revenue, (C) Unrelated business revenue, (D) Revenue excluded from tax under sections 512 - 514. Rows include Contributions, Gifts, Grants and Other Similar Amounts; Program Service Revenue; and Other Revenue.

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	3,887,462	3,887,462		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	319,465	162,927	67,088	89,450
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	711,246	364,902	147,946	198,398
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	43,137	22,096	8,996	12,045
9 Other employee benefits	80,166	41,181	16,641	22,344
10 Payroll taxes	75,425	38,634	15,730	21,061
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	112,523		112,523	
d Lobbying				
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)	70,229	41,464	20,015	8,750
12 Advertising and promotion				
13 Office expenses	135,712	54,728	61,515	19,469
14 Information technology	115,959	26,770	18,323	70,866
15 Royalties				
16 Occupancy	111,041	56,256	23,568	31,217
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	18,234	13,544	3,385	1,305
20 Interest	6,126		6,126	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	14,728		14,728	
23 Insurance	6,439	2,496	2,572	1,371
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 MEMBERSHIPS	33,590	33,442	0	148
b MISCELLANEOUS	30,766	79	21,908	8,779
c BAD DEBT	1,934	1,816	118	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	5,774,182	4,747,797	541,182	485,203
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

Table with columns (A) Beginning of year, (B) End of year, and rows for Assets (1-16) and Liabilities (17-26). Includes sub-sections for Net Assets or Fund Balances (27-33) with checkboxes for FASB ASC 958 compliance.

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	13,864,932
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,774,182
3	Revenue less expenses. Subtract line 2 from line 1	3	8,090,750
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	9,875,970
5	Net unrealized gains (losses) on investments	5	820,472
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	289,192
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (A))	10	19,076,384

Part XII Financial Statements and Reporting

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

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

Additional Data

Return to Form

Software ID:

Software Version:

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number
36-3359386

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) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization failed to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.") . . .	2,137,063	3,166,245	2,488,718	6,924,265	13,311,485	28,027,776
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	2,137,063	3,166,245	2,488,718	6,924,265	13,311,485	28,027,776
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). . .						16,078,009
6 Public support. Subtract line 5 from line 4.						11,949,767

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
7 Amounts from line 4.	2,137,063	3,166,245	2,488,718	6,924,265	13,311,485	28,027,776
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	58,406	72,519	70,564	63,642	46,374	311,505
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.).	176	884	96,268	444,695	313,491	855,514
11 Total support. Add lines 7 through 10						29,194,795

12 Gross receipts from related activities, etc. (see instructions) **12** 147,353

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2020 (line 6, column (f) divided by line 11, column (f))	14	40.930 %
15 Public support percentage for 2019 Schedule A, Part II, line 14	15	55.840 %

- 16a 33 1/3% support test—2020.** 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—2019.** 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—2020.** 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—2019.** 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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(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 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2020 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2019 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2020 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2019 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2020. 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—2019. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Part IV Supporting Organizations (continued)

- 11** Has the organization accepted a gift or contribution from any of the following persons?

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

Section B. Type I Supporting Organizations

- 1** Did the officers, 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? *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.*

	Yes	No
1		
- 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? *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.*

	Yes	No
2		

Section C. Type II Supporting Organizations

- 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)? *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).*

	Yes	No
1		

Section D. All Type III Supporting Organizations

- 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?

	Yes	No
1		
- 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? *If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).*

	Yes	No
2		
- 3** By reason of the relationship described in line 2 above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.*

	Yes	No
3		

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** The organization satisfied the Activities Test. Complete **line 2** below.
- b** The organization is the parent of each of its supported organizations. Complete **line 3** below.
- c** The organization supported a governmental entity. Describe in **Part VI** how you supported a government entity (see instructions)

2 Activities Test. **Answer lines 2a and 2b below.**

- a** Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *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.*

	Yes	No
2a		
- b** Did the activities described in line 2a constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *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.*

	Yes	No
2b		

3 Parent of Supported Organizations. **Answer lines 3a and 3b below.**

- a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *If "Yes" or "No" provide details in Part VI.*

	Yes	No
3a		
- b** Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in Part VI. the role played by the organization in this regard.*

	Yes	No
3b		

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 (<i>explain in detail in Part VI</i>):			
2 Acquisition indebtedness applicable to non-exempt use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 0.035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		

Section C - Distributable Amount

Current Year

1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 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** Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

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

(continued)

Section D - Distributions		Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)	5	
6 Other distributions (describe in Part VI). See instructions	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	8	
9 Distributable amount for 2020 from Section C, line 6	9	
10 Line 8 amount divided by Line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2020	(iii) Distributable Amount for 2020
1 Distributable amount for 2020 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2020 (reasonable cause required-- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2020:			
a From 2015.			
b From 2016.			
c From 2017.			
d From 2018.			
e From 2019.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2020 distributable amount			
i Carryover from 2015 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2020 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2020 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2020, 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 2020. 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 2021. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2016.			
b Excess from 2017.			
c Excess from 2018.			
d Excess from 2019.			
e Excess from 2020.			

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

Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME:	MISCELLANEOUS REVENUE - 2016 AMOUNT: \$ 176. 2017 AMOUNT: \$ 884. 2018 AMOUNT: \$ 96,268. 2019 AMOUNT: \$ 444,695. 2020 AMOUNT: \$ 313,491.

Additional Data

Return to Form

Software ID:

Software Version:

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

OMB No. 1545-0047

2020

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
---	--

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
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number
36-3359386

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
RESTRICTED		\$ RESTRICTED	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

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

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

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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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	
_____		_____	
_____		_____	

Additional Data

Return to Form

Software ID:

Software Version:

Supplemental Financial Statements

2020

Open to Public Inspection

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

Attach to Form 990.

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

Department of the Treasury Internal Revenue Service

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate value of contributions, grants, and total 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...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes...

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

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

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

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

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 | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? **Yes** **No**
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,916,948	4,928,758	4,927,603	4,460,372	4,172,535
b Contributions					
c Net investment earnings, gains, and losses	1,237,537	172,738	195,745	400,628	482,512
d Grants or scholarships					
e Other expenditures for facilities and programs	276,641	184,548	194,590	189,802	194,675
f Administrative expenses					
g End of year balance	5,877,844	4,916,948	4,928,758	4,927,603	4,460,372

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶ 0 %
 - b** Permanent endowment ▶ 78.391 %
 - c** Term endowment ▶ 21.609 %
- 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 | Yes | No |
| (ii) Related organizations | Yes | No |
| 3b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 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				
b Buildings				
c Leasehold improvements		191,932	14,395	177,537
d Equipment		14,753	14,753	0
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶				177,537

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 _____		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
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
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
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) INTEREST IN THE NET ASSETS OF THE MINNEAPOLIS FOUNDATION	1,296,757
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	1,296,757

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	

1.	(a) Description of liability	(b) Book value
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.) ▶

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under 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	14,974,596
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	820,472	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	289,192	
e	Add lines 2a through 2d			2e 1,109,664
3	Subtract line 2e from line 1			3 13,864,932
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 0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)			5 13,864,932

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	5,774,182
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 0
3	Subtract line 2e from line 1			3 5,774,182
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b			4c 0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)			5 5,774,182

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
PART V, LINE 4:	THE FOUNDATION MAINTAINS THE ENDOWMENT TO SUPPORT GENERAL OPERATIONS AND FUND GRANTMAKING FOR THE BENEFIT OF INDIGENOUS LEAD GROUPS IN MINNESOTA AND WISCONSIN.
PART X, LINE 2:	THE FOUNDATION IS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND MINNESOTA STATUTE 290.05. IT IS CLASSIFIED AS A FOUNDATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1) OF THE IRC AND CONTRIBUTIONS BY DONORS ARE TAX DEDUCTIBLE. THE FOUNDATION FOLLOWS ACCOUNTING STANDARDS FOR UNCERTAIN TAX POSITIONS AND FILES AS A TAX-EXEMPT ORGANIZATION. DURING 2021 AND 2020, THE FOUNDATION HAS NOT RECOGNIZED ANY LIABILITY FOR UNCERTAIN TAX POSITIONS. THE FOUNDATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES.
PART XI, LINE 2D - OTHER ADJUSTMENTS:	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION FUND 289,192.

Additional Data

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Schedule I (Form 990) Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Department of the Treasury Internal Revenue Service Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22. Attach to Form 990. Go to www.irs.gov/Form990 for the latest information.

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE Employer identification number 36-3359386

Part I General Information on Grants and Assistance

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

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

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

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC section (if applicable), (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Rows include organizations like AFRICAN CAREER AND EDUCATION RESOURCE INC, AL MA'UUN, ALLIANCE FOR METROPOLITAN STABILITY, ANAAGE, AMERICAN INDIAN COMMUNITY HOUSING ORGANIZATION, ANANYA DANCE THEATRE, ASIAN AMERICAN ORGANIZING PROJECT, ASIAN MINNESOTA ALLIANCE FOR JUSTICE, ASSOCIATION FOR BLACK ECONOMIC POWER, ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, AWOOD CENTER, AYADA LEADS, BDOLE LEARNING CENTER, BLACK IMMIGRANT COLLECTIVE, BLACK TABLE ARTS, BLACK VISIONS COLLECTIVE, BODY WISDOM, BREAST CANCER ACTION, BUILDING DIGNITY AND RESPECT STANDARDS COUNCIL, CENTRAL AREA NEIGHBORHOOD DEVELOPMENT ORGANIZATION, CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA, COMMUNITY MEMBERS FOR ENVIRONMENTAL JUSTICE, COOPERATION JACKSON, COOPERATIVE COMMUNITY OF NEW WEST JACKSON, CORPORATE ACCOUNTABILITY, COUNCIL ON AMERICAN ISLAMIC RELATIONS -CAIR-MINNESOTA INC, DAKOTA IAPI OKHODAKICHIYE, DAKOTA WICOHAN, DREAM OF WILD HEALTH, EAST SIDE FREEDOM LIBRARY, EDUCATION FOR LIBERATION MINNESOTA GREAT RIVER SCHOOL, FAMILY TREE INC, FROGTOWN NEIGHBORHOOD ASSOCIATION, GOOD FOOD PURCHASING POLICY TWIN CITIES, GRASSROOTS INDIGENOUS MULTIMEDIA, GREATER MINNEAPOLIS CRISIS NURSERY, HARRISON NEIGHBORHOOD ASSOCIATION, HONG AMERICAN FARMERS ASSOCIATION, HONOR THE EARTH, HOUSING EQUITY NOW ST PAUL CO TAKE ACTION, INQUILINXS UNIDXS POR JUSTICIA, JEWISH COMMUNITY ACTION, JOYCE PRESCHOOL, JUXTAPPOSITION ARTS, MAIN STREET PROJECT, MAKOCE IKIKCUP, MANIDOO OGITIGAAN, MIDWEST FARMERS OF COLOR COLLECTIVE, MIGIZI COMMUNICATIONS, MINNESOTA YOUTH COLLECTIVE, NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE, NATIVE GOVERNANCE CENTER, NAVIGATE MN, NIIBI CENTER, OUTFRONT MINNESOTA COMMUNITY SERVICES, PEOPLE'S FUND C/O FAMILY TREE CLINIC, POWDERHORN PARK NEIGHBORHOOD ASSOCIATION, PREVENTION HEALTH CARE AGENCY DBA ISUROON, PUBLIC FUNCTIONARY, REDEEMER CENTER FOR LIFE, RELATIONSHIPS EVOLVING POSSIBILITIES (REP), RELEASEMN8, RESOURCE GENERATION, RESTAURANT OPPORTUNITIES CENTER OF MINNESOTA (ROC-MN), SOLIDAIRE NETWORK INC, SOUTHSIDE HARM REDUCTION SERVICES, TAKEACTION MN, THE SOIL, THE FIELDS RETREAT AND LEARNING CENTER, THE SEAD PROJECT, THE SHALOM CENTER, TRUAH, TRUANTSPEAKS, TWIN CITIES INCARCERATED WORKERS ORGANIZING COMMITTEE, UNICORN RIOT, UPTAKE INSTITUTE, VOICES FOR RACIAL JUSTICE, WEST BROADWAY BUSINESS & AREA COALITION, WEST SIDE CITIZENS ORGANIZATION, WHITE EARTH LAND RECOVERY PROJECT, WOMEN FOR POLITICAL CHANGE, WOMEN'S ENVIRONMENTAL INSTITUTE.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 85

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

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	Explanation
PART I, LINE 2:	WITH AN INITIAL APPLICATION, GROUPS MUST SUPPLY A COPY OF THE DETERMINATION LETTER, A LIST OF BOARD MEMBERS, BUDGET AND FINANCIAL INFORMATION, AND A WRITTEN NARRATIVE PROPOSAL ABOUT THE PROJECT. IF AN AWARD IS MADE, GROUPS MUST SIGN A GRANT AGREEMENT INDICATING THE TERMS OF THE GRANT AND REPORTING REQUIREMENTS. GROUPS MUST ALSO PROVIDE EVIDENCE OF CURRENT REGISTRATION WITH THE MINNESOTA ATTORNEY GENERAL'S CHARITY DIVISION. IF FUNDS ARE DISTRIBUTED TO A FISCAL AGENT, A LETTER IS REQUIRED FROM THAT ORGANIZATION INDICATING THE ORGANIZATION'S WILLINGNESS TO SERVE IN THAT CAPACITY. ORGANIZATIONS RECEIVING FUNDING ARE REQUIRED TO SUBMIT A FINAL REPORT ONE YEAR AFTER FUNDS WERE RECEIVED. ORGANIZATIONS THAT WERE FUNDED IN THE PREVIOUS YEAR ARE REQUIRED TO SUBMIT A SIX-MONTH PROGRESS REPORT WITH THEIR CURRENT APPLICATION. ORGANIZATIONS THAT WERE FUNDED PREVIOUSLY MUST HAVE ALL PROGRESS REPORTS SUBMITTED BEFORE ANY ADDITIONAL DOLLARS ARE GRANTED.

Additional Data

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

2020

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

Part I Questions Regarding Compensation

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

- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification 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) |

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

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

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.

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

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

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

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

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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
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Additional Data

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SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

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

2020**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

Return Reference	Explanation
FORM 990, PART III, LINE 1	THROUGH GRANTMAKING AND CAPACITY BUILDING SUPPORT TO GRASSROOTS ORGANIZATIONS, OUR GOAL IS TO FOSTER JUST AND SUSTAINABLE COMMUNITIES THAT EMBRACE SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL EQUITY. TO ACHIEVE THIS GOAL, ALL OF HEADWATERS' PROGRAMS ARE DESIGNED TO ADVANCE TWO OBJECTIVES: CHANGING SYSTEMS OF POWER, AND INCREASING THE POWER OF DISENFRANCHISED COMMUNITIES. OUR COMMUNITY-LED GRANTMAKING PROCESS IS THE TOUCHSTONE OF OUR FOUNDATION.
FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE WILL CONSIST OF AT LEAST THE CHAIR AND VICE CHAIR, OR CO-CHAIRS, SECRETARY, TREASURER, AND ADDITIONAL DIRECTORS APPOINTED BY THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE SHALL ACT ONLY DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS AND SHALL, AT ALL TIMES, BE SUBJECT TO THE CONTROL AND DIRECTION OF THE BOARD OF DIRECTORS. DURING SUCH INTERVALS AND SUBJECT TO SUCH CONTROL AND DIRECTION, THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE ALL AUTHORITY AND POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION, SUBJECT TO SUCH LIMITATIONS AS THE BOARD OF DIRECTORS MAY IMPOSE. THE EXECUTIVE COMMITTEE SHALL KEEP REGULAR MINUTES OF ITS PROCEEDINGS AND REPORT THE SAME TO THE BOARD OF DIRECTORS.
FORM 990, PART VI, SECTION B, LINE 11B	THE FINANCE COMMITTEE REVIEWS THE PREPARED FORM 990 AND THEN FORWARDS TO THE FULL BOARD FOR THEIR CONSIDERATION AND APPROVAL.
FORM 990, PART VI, SECTION B, LINE 12C	AS NEW BOARD AND KEY STAFF MEMBERS JOIN THE ORGANIZATION, THEY COMPLETE THE CONFLICT OF INTEREST FORM. AT THE START OF THE NEW FISCAL YEAR, ALL BOARD MEMBERS AND KEY STAFF MEMBERS COMPLETE THE CONFLICT OF INTEREST FORMS. A SUMMARY OF THE CONFLICTS IS GIVEN TO THE BOARD CO-CHAIRS. ANY CONTRACTS OR PAYMENTS MADE TO/WITH DIRECTORS MUST BE APPROVED BY THE BOARD. IF ANY CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST ARISES AFTER THE ANNUAL FORM IS FILLED OUT, THE INTERESTED DIRECTOR OR ANY DIRECTOR WITH KNOWLEDGE OF SUCH CONFLICT SHALL CALL IT TO THE ATTENTION OF THE BOARD PRIOR TO BOARD ACTION ON A DECISION INVOLVING THE CONFLICT OF INTEREST. WHEN THERE IS DOUBT AS TO WHETHER A CONFLICT OF INTEREST EXISTS, THE MATTER SHALL BE RESOLVED BY A VOTE OF THE BOARD, EXCLUDING THE PERSON WHO IS THE SUBJECT OF THE POSSIBLE CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST DOES EXIST, THE BOARD MAY STILL AUTHORIZE, APPROVE, OR RATIFY A CONTRACT OR TRANSACTION IN GOOD FAITH BY THE AFFIRMATIVE VOTE OF A MAJORITY OF DIRECTORS; WITH THE CONFLICTED BOARD MEMBER ABSTAINING FROM THE VOTE. THE DIRECTOR WHO HAS A CONFLICT SHALL NOT PARTICIPATE IN THE BOARD'S DISCUSSION OF THE MATTER EXCEPT TO DISCLOSE MATERIAL FACTS AND TO RESPOND TO QUESTIONS. SUCH PERSON SHALL NOT ATTEMPT TO EXERT HIS OR HER PERSONAL INFLUENCE WITH RESPECT TO THE MATTER, EITHER AT OR OUTSIDE THE MEETING. THE DIRECTOR HAVING SUCH A CONFLICT SHALL NOT PARTICIPATE IN THE FINAL DELIBERATION OR DECISION REGARDING THE MATTER UNDER CONSIDERATION AND SHALL RETIRE FROM THE ROOM IN WHICH THE BOARD IS MEETING AFTER PROVIDING THE BOARD WITH ANY AND ALL RELEVANT INFORMATION. ANY DIRECTOR DISCLOSING A CONFLICT OF INTEREST MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OR A COMMITTEE THEREOF. THE MINUTES OF THE MEETING OF THE BOARD OR COMMITTEE SHALL REFLECT THAT THE CONFLICT OF INTEREST WAS DISCLOSED AND THAT THE INTERESTED DIRECTOR WAS NOT PRESENT DURING THE FINAL DISCUSSION OR VOTE AND DID NOT VOTE ON THE MATTER.
FORM 990, PART VI, SECTION B, LINE 15	CHANGES TO THE PRESIDENT'S SALARY SHALL BE MADE BY THE EXECUTIVE COMMITTEE. IN REVIEWING THE COMPENSATION OF THE PRESIDENT, THE EXECUTIVE COMMITTEE OF THE HEADWATERS BOARD OF DIRECTORS UTILIZES THE FOLLOWING PROCESS: 1) IMPARTIAL DECISION MAKERS - THE COMPENSATION ARRANGEMENT MUST BE APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE EXECUTIVE COMMITTEE COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT. 2) COMPARABILITY DATA - WHEN THE EXECUTIVE COMMITTEE IS CONSIDERING COMPENSATION OF THE PRESIDENT, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR VALUE OF THE COMPENSATION IN QUESTION. THIS DATA MAY INCLUDE THE FOLLOWING -EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS. -WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS. -DOCUMENTED TELEPHONE CALLS AND EMAILS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS. -INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS - USE OF SALARY SURVEYS NON-PROFIT AND FOUNDATION WORLD. EXECUTIVE COMMITTEE PRESENTS FINAL DECISIONS AND ARE DOCUMENTED THROUGH BOARD AND COMMITTEE MINUTES. THIS IS CONDUCTED ANNUALLY AND LAST OCCURRED IN FISCAL YEAR 2021. STAFF SALARIES ARE DETERMINED BY PERFORMANCE EVALUATION, YEARS OF EXPERIENCE, EDUCATION, SUPERVISOR DUTIES, AND ENSURING ALL POSITIONS ARE PAID AT LEAST WITHIN 50-75% COMPARED TO OTHER NONPROFIT ORGANIZATIONS BASED ON BUDGET, ASSETS, LOCATION, AND FOCUS AREA. THE DIRECT SUPERVISOR REVIEWS PERFORMANCE AND RECOMMENDS COMPENSATION BASED ON THE SALARY RANGES OF THE ORGANIZATION AND THE PRESIDENT APPROVES ALL SALARIES. THE VP OF OPERATIONS AND FINANCE CONDUCTS SALARY RESEARCH ANNUALLY TO DETERMINE SALARY RANGES FOR THE ORGANIZATION. SALARIES ARE DOCUMENTED IN THE APPROPRIATE PERSONNEL FILE WITH THE REQUEST MEMO AND THE SIGNED SALARY AUTHORIZATION APPROVED BY THE PRESIDENT. THIS IS CONDUCTED ANNUALLY FOR ALL STAFF AND WAS LAST COMPLETED IN FISCAL YEAR 2021.
FORM 990, PART VI, SECTION C, LINE 19	THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE ON THE WEBSITE, FOR PERSONAL INSPECTION IN THE OFFICE, OR MAILED UPON REQUEST.
FORM 990, PART XI, LINE 9:	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION 289,192.

Additional Data

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