

Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013****Open to Public  
Inspection****A** For the 2013 calendar year, or tax year beginning , 2013, and ending , 20**B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

**C** Name of organization

CLIMATEWORKS FOUNDATION

## Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

235 MONTGOMERY ST

## Room/suite

STE 1300

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

SAN FRANCISCO, CA 94104

**F** Name and address of principal officer:

CHARLOTTE PERA

235 MONTGOMERY STREET 94104 SAN FRANCISCO CA

**D** Employer identification number

26-2303250

**E** Telephone number

(415) 433-0500

**G** Gross receipts \$ 77,606,283.**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

**H(c)** Group exemption number ▶**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ WWW.CLIMATEWORKS.ORG**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 2008 **M** State of legal domicile: DE**Part I Summary****1** Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.**3** Number of voting members of the governing body (Part VI, line 1a) . . . . .

3 7.

**4** Number of independent voting members of the governing body (Part VI, line 1b) . . . . .

4 6.

**5** Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . .

5 50.

**6** Total number of volunteers (estimate if necessary) . . . . .

6 12.

**7a** Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .

7a 0

**b** Net unrelated business taxable income from Form 990-T, line 34 . . . . .

7b 0

**Revenue****8** Contributions and grants (Part VIII, line 1h) . . . . .

Prior Year	Current Year
170,343,410.	77,389,600.

**9** Program service revenue (Part VIII, line 2g) . . . . .

0 0

**10** Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .

48,457. 37,893.

**11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .

0 0

**12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .

170,391,867. 77,427,493.

**Expenses****13** Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .

147,733,160. 143,934,820.

**14** Benefits paid to or for members (Part IX, column (A), line 4) . . . . .

0 0

**15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .

8,171,508. 7,283,428.

**16a** Professional fundraising fees (Part IX, column (A), line 11e) . . . . .

809,358. 348,771.

**b** Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,853,873.

16,440,199. 16,334,789.

**17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .

173,154,225. 167,901,808.

**18** Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .

-2,762,358. -90,474,315.

**19** Revenue less expenses. Subtract line 18 from line 12 . . . . .

219,543,071. 129,121,350.

**Net Assets or Fund Balances****20** Total assets (Part X, line 16) . . . . .

6,898,054. 6,694,772.

**21** Total liabilities (Part X, line 26) . . . . .

212,645,017. 122,426,578.

**22** Net assets or fund balances. Subtract line 21 from line 20 . . . . .**Part II Signature Block**

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

**Sign Here**

Signature of officer

Date

CHARLOTTE PERA, PRESIDENT &amp; CEO

Type or print name and title

**Paid**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

QI WEN LIANG

Qi Wen Liang

10/24/14

P01270238

**Preparer Use Only**

Firm's name ▶ GRANT THORNTON LLP

Firm's EIN ▶ 36-6055558

Firm's address ▶ 101 CALIFORNIA STREET, SUITE 2700 SAN FRANCISCO, CA 94111

Phone no. 415-986-3900

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ NoForm **990** (2013)

For Paperwork Reduction Act Notice, see the separate instructions.

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

OMB No. 1545-1709

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

#### Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

CLIMATEWORKS FOUNDATION

26-2303250

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

235 MONTGOMERY STREET, STE 1300

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

SAN FRANCISCO, CA 94104

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ATTN: CORPORATE SECRETARY

Telephone No. ► 415 533-0500

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 13 or
- ☐ tax year beginning                     , 20     , and ending                     , 20     .

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

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

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

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

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. . . . . ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CLIMATEWORKS FOUNDATION	26-2303250
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	235 MONTGOMERY STREET, SUITE 1300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **▶ ATTN: CORP SECRETARY, 235 MARKET ST STE 1300 SAN FRANCISCO, CA 94104**  
Telephone No. **▶ 415 533-0500** Fax No. **▶**
- If the organization does not have an office or place of business in the United States, check this box . . . . . ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . . If this is for the whole group, check this box . . . . . ☐ . If it is for part of the group, check this box . . . . . ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/17, 2014.
- 5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶** *Qi Wen Liang*  Digitally signed by Liang, Qi Wen  
Date: 2014.08.12 12:13:01-07'00' Title **▶** CPA Date **▶** 8/12/2014

Form 8868 (Rev. 1-2014)

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

SEE SCHEDULE O

**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 \$ 143,640,547. including grants of \$ 128,671,762. ) (Revenue \$ )  
SEE SCHEDULE O**4b** (Code: ) (Expenses \$ 18,123,205. including grants of \$ 15,263,058. ) (Revenue \$ )  
SEE SCHEDULE O**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )**4e** Total program service expenses ▶ 161,763,752.



**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules (continued)**

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

Form 990 (2013)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. . . . . <b>1a</b> 50		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. . . . . <b>1b</b> 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . . <b>1c</b>	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. . . . . <b>2a</b> 50		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). . . . . <b>2b</b>	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . . <b>3a</b>		X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . . . . <b>3b</b>		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . . <b>4a</b>	X	
b	If "Yes," enter the name of the foreign country: <u>INDIA</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. . . . .		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . . <b>5a</b>		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . . <b>5b</b>		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . . <b>5c</b>		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . . <b>6a</b>		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . . <b>6b</b>		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . . <b>7a</b>		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . . <b>7b</b>		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . . <b>7c</b>		X
d	If "Yes," indicate the number of Forms 8282 filed during the year . . . . . <b>7d</b>		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <b>7e</b>		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>7f</b>		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . . <b>7g</b>		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . . <b>7h</b>		
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . <b>8</b>		
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the organization make any taxable distributions under section 4966? . . . . . <b>9a</b>		
b	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . . <b>9b</b>		
10	<b>Section 501(c)(7) organizations.</b> Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 . . . . . <b>10a</b>		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . . <b>10b</b>		
11	<b>Section 501(c)(12) organizations.</b> Enter:		
a	Gross income from members or shareholders . . . . . <b>11a</b>		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . . <b>11b</b>		
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . . <b>12a</b>		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>12b</b>		
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>13a</b>		
	<b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . . <b>13b</b>		
c	Enter the amount of reserves on hand . . . . . <b>13c</b>		
14a	Did the organization receive any payments for indoor tanning services during the tax year? . . . . . <b>14a</b>		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . . <b>14b</b>		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI ☒ X**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ► CA, MA, MN, NY, \_\_\_\_\_

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► ATTN: CORPORATE SECRETARY 235 MONTGOMERY STREET STE 1300 SAN FRANCISCO, CA 415-533-0500

**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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHARLOTTE PERA PRESIDENT AND CEO	40.00 0	X		X				441,955.	0	48,964.
(2) RICHARD LEVIN VICE CHAIRMAN THRU MAY	2.00 0	X						0	0	0
(3) MARIO MOLINA BOARD DIRECTOR THRU MAY	2.00 0	X						0	0	0
(4) CHAD HOLLIDAY BOARD DIRECTOR THRU APRIL	2.00 0	X						0	0	0
(5) BERTRAND COLLOMB BOARD DIRECTOR THRU MAY	2.00 0	X						0	0	0
(6) MADAME CHEN ZHILI BOARD DIRECTOR THRU MARCH	2.00 0	X						0	0	0
(7) SUSAN TIERNEY CHAIR OF BOARD	2.00 0	X						0	0	0
(8) JAMSHYD GODREJ BOARD DIRECTOR	2.00 0	X						0	0	0
(9) LARRY KRAMER BOARD DIRECTOR	2.00 0	X						0	0	0
(10) CAROL LARSON BOARD DIRECTOR	2.00 0	X						0	0	0
(11) PAMELA MATSON BOARD DIRECTOR	2.00 0	X						0	0	0
(12) KRISTIAN PARKER BOARD DIRECTOR	2.00 0	X						0	0	0
(13) BRIAN MCCracken SR. DIR. FINANCE, TREASURER	40.00 0			X				196,562.	0	52,216.
(14) GRETCHEN RAU SECRETARY	40.00 0			X				74,547.	0	19,169.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	40.00 0				X			294,130.	0	66,200.
(16) CHARLES MCELWEE VICE PRESIDENT, PROGRAMS	40.00 0				X			273,583.	0	54,538.
(17) DAN ZARIN DIRECTOR OF PROGRAMS, CLUA	40.00 0					X		212,184.	0	59,346.
(18) JOSEPH RYAN VP LATIN AMERICA & PO, TRANSP	40.00 0					X		221,580.	0	63,427.
(19) SURABI MENON DIRECTOR OF RESEARCH	40.00 0					X		172,011.	0	44,545.
(20) SARAH NICHOLS DIRECTOR, KNOWLEDGE MANAGEMENT	40.00 0					X		195,937.	0	70,546.
(21) SEEMA PAUL VP, INDIA PARTNERSHIPS	40.00 0					X		299,233.	0	37,477.
(22) JULIE BLUNDEN FORMER CHIEF EXECUTIVE OFFICER	0 0						X	318,750.	0	0
(23) HEATHER THOMPSON FORMER VP OF PROGRAMS	30.00 0						X	225,000.	0	0
<b>1b Sub-total</b>								713,064.	0	120,349.
<b>c Total from continuation sheets to Part VII, Section A</b>								2,212,408.	0	396,079.
<b>d Total (add lines 1b and 1c)</b>								2,925,472.	0	516,428.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **20**

**3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
<b>3</b>	X	
<b>4</b>	X	
<b>5</b>		X

**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **32**

**Part VIII** Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a	Federated campaigns . . . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . . .	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	77,389,600.			
	g	Noncash contributions included in lines 1a-1f: \$		1,009,194.			
	h	<b>Total.</b> Add lines 1a-1f . . . . .		77,389,600.			
<b>Program Service Revenue</b>				<b>Business Code</b>			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue . . . . .					
	g	<b>Total.</b> Add lines 2a-2f . . . . .		0			
<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		37,893.			37,893.
	4	Income from investment of tax-exempt bond proceeds . . .		0			
	5	Royalties . . . . .		0			
			(i) Real	(ii) Personal			
	6a	Gross rents . . . . .	178,790.				
	b	Less: rental expenses . . .	178,790.				
	c	Rental income or (loss) . .					
	d	Net rental income or (loss) . . . . .		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less: cost or other basis and sales expenses . . . . .					
	c	Gain or (loss) . . . . .					
	d	Net gain or (loss) . . . . .		0			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	a				
	b	Less: direct expenses . . . . .	b				
	c	Net income or (loss) from fundraising events . . . . .		0			
	9a	Gross income from gaming activities. See Part IV, line 19 . . . . .	a				
	b	Less: direct expenses . . . . .	b				
	c	Net income or (loss) from gaming activities . . . . .		0			
	10a	Gross sales of inventory, less returns and allowances . . . . .	a				
b	Less: cost of goods sold . . . . .	b					
c	Net income or (loss) from sales of inventory . . . . .		0				
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
11a							
b							
c							
d	All other revenue . . . . .						
e	<b>Total.</b> Add lines 11a-11d . . . . .		0				
12	<b>Total revenue.</b> See instructions . . . . .		77,427,493.			37,893.	

**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 ☒ X**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 governments and organizations in the United States. See Part IV, line 21 .	104,708,987.	104,708,987.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16, . . .	39,225,833.	39,225,833.		
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,549,203.	873,690.	509,663.	165,850.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	4,379,508.	2,304,955.	1,488,443.	586,110.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	496,626.	306,932.	108,640.	81,054.
9 Other employee benefits . . . . .	456,361.	320,399.	75,047.	60,915.
10 Payroll taxes . . . . .	401,730.	237,604.	102,459.	61,667.
11 Fees for services (non-employees):				
a Management . . . . .	862,497.	271,626.	548,087.	42,784.
b Legal . . . . .	94,630.	49,275.	45,355.	
c Accounting . . . . .	95,971.	11,145.	84,826.	
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17.	348,771.			348,771.
f Investment management fees . . . . .	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	10,766,361.	10,353,233.	382,507.	30,621.
12 Advertising and promotion . . . . .	0			
13 Office expenses . . . . .	287,701.	133,530.	67,233.	86,938.
14 Information technology . . . . .	808,331.	711,922.	24,767.	71,642.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	1,137,807.	788,565.	255,094.	94,148.
17 Travel . . . . .	819,915.	653,699.	99,079.	67,137.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	436,543.	345,953.	49,133.	41,457.
20 Interest . . . . .	560.		560.	
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	832,507.	460,888.	257,017.	114,602.
23 Insurance . . . . .	42,502.	1,638.	40,864.	
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 BANK FEES . . . . .	19,695.	1,148.	18,547.	
b PROPERTY TAX . . . . .	121,599.	270.	121,329.	
c TAX FILING FEES . . . . .	6,955.	1,820.	5,135.	
d REAL ESTATE TAX . . . . .	1,215.	640.	398.	177.
e All other expenses . . . . .				
25 Total functional expenses. Add lines 1 through 24e	167,901,808.	161,763,752.	4,284,183.	1,853,873.
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) . . . . .	0			



**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	11,919,029.	1	13,559,276.
	2 Savings and temporary cash investments	100,170,646.	2	24,156,179.
	3 Pledges and grants receivable, net	102,681,866.	3	87,433,458.
	4 Accounts receivable, net	197,368.	4	9,052.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	490,960.	9	545,276.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,690,524.		
	b Less: accumulated depreciation	10b 3,646,209.		
		3,704,580.	10c	3,044,315.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	378,622.	15	373,794.	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	219,543,071.	16	129,121,350.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	2,848,567.	17	2,989,193.
	18 Grants payable	2,858,271.	18	2,596,407.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,191,216.	25	1,109,172.
	26 <b>Total liabilities.</b> Add lines 17 through 25	6,898,054.	26	6,694,772.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets	109,229,077.	27	35,204,694.
	28 Temporarily restricted net assets	103,415,940.	28	87,221,884.
	29 Permanently restricted net assets	0	29	0
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	212,645,017.	33	122,426,578.
	34 <b>Total liabilities and net assets/fund balances.</b>	219,543,071.	34	129,121,350.

Form **990** (2013)

**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	77,427,493.
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	167,901,808.
3	Revenue less expenses. Subtract line 2 from line 1 . . . . .	3	-90,474,315.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	212,645,017.
5	Net unrealized gains (losses) on investments . . . . .	5	0
6	Donated services and use of facilities . . . . .	6	0
7	Investment expenses . . . . .	7	0
8	Prior period adjustments . . . . .	8	0
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	255,876.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) . . . . .	10	122,426,578.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

- b Were the organization's financial statements audited by an independent accountant? . . . . .  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

- 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? . . . . .

- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2013)

**SCHEDULE A**  
(Form 990 or 990-EZ)

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.

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

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**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 11, 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.)
- 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 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.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ 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 that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I    b ☐ Type II    c ☐ Type III-Functionally integrated    d ☐ Type III-Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. \_\_\_\_\_ ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? \_\_\_\_\_
- (ii) A family member of a person described in (i) above? \_\_\_\_\_
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? \_\_\_\_\_
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2013

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	60,050,445.	92,119,491.	82,837,554.	170,343,410.	77,389,600.	482,740,500.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
4 <b>Total.</b> Add lines 1 through 3 . . . . .	60,050,445.	92,119,491.	82,837,554.	170,343,410.	77,389,600.	482,740,500.
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). . . . .						427,456,188.
6 <b>Public support.</b> Subtract line 5 from line 4.						55,284,312.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4 . . . . .	60,050,445.	92,119,491.	82,837,554.	170,343,410.	77,389,600.	482,740,500.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	223,650.	288,864.	277,454.	182,141.	37,893.	1,010,002.
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	4,243.	20,014.	39,712.			63,969.
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						483,814,471.
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	1,000,000.
13 <b>First five years.</b> 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 <b>stop here</b> . . . . .						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	11.43 %
15 Public support percentage from 2012 Schedule A, Part II, line 14 . . . . .	15	%
16a <b>33 1/3% support test - 2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
b <b>33 1/3% support test - 2012.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
17a <b>10%-facts-and-circumstances test - 2013.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. . . . .		<input checked="" type="checkbox"/>
b <b>10%-facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

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

(Complete only if you checked the box on line 9 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 <b>Total.</b> 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 <b>Public support</b> (Subtract line 7c from line 6.) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 IV.) . . . . .						
13 <b>Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .						
14 <b>First five years.</b> 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 <b>stop here</b> . . . . . ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15 . . . . .	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17 . . . . .	18	%

19a **33 1/3% support tests - 2013.** 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 - 2012.** 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** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 17A

10 PERCENT FACTS AND CIRCUMSTANCES TEST

CLIMATEWORKS FOUNDATION ("CLIMATEWORKS") IS A PUBLIC CHARITY BASED IN SAN FRANCISCO, AND ACTIVE IN CHINA, THE U.S., EUROPE, INDIA, LATIN AMERICA, AND INDONESIA. OUR MISSION IS TO HELP PREVENT DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL PROSPERITY THROUGH THE SUPPORT OF PUBLIC POLICY.

THE INTERNATIONAL COMMUNITY AGREES THAT THE WORLD MUST PREVENT AVERAGE GLOBAL TEMPERATURES FROM RISING MORE THAN 2°C FROM PREINDUSTRIAL LEVELS TO REDUCE THE RISK OF DANGEROUS CLIMATE CHANGE. WHILE WE RECOGNIZE THAT THE 2°C MARK IS AN EXTREMELY AMBITIOUS TARGET, IT IS NOT A HARD THRESHOLD OF DISASTER. EVERY TENTH OF A DEGREE RISE IN GLOBAL AVERAGE TEMPERATURES INCREASES DAMAGING IMPACTS AND THE RISK OF CROSSING TIPPING POINTS. 2°C IS THEREFORE AN APPROPRIATE TARGET TO GUIDE PHILANTHROPIC EFFORTS ON CLIMATE CHANGE MITIGATION.

IF CURRENT EMISSIONS AND GROWTH TRENDS CONTINUE, THE WORLD IS LIKELY TO WARM BY AT LEAST 4 - 6°C BY 2100. THIS LEVEL OF WARMING CARRIES TREMENDOUS RISKS OF FLOODING, FOOD SCARCITY, DROUGHT, IRREVERSIBLE LOSS OF BIODIVERSITY, AND OTHER HARMFUL IMPACTS THAT CAN ONLY BE SURMISED GIVEN THAT WE HAVE NEVER EXPERIENCED SUCH TEMPERATURES WITHIN RECORDED HUMAN HISTORY.

CLIMATEWORKS' ULTIMATE OBJECTIVE IS TO HELP PREVENT DANGEROUS CLIMATE CHANGE BY MAKING A MAJOR CONTRIBUTION TOWARD EMISSIONS REDUCTIONS NEEDED

**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

TO LIMIT WARMING TO 2°C. WE DO THIS BY MAKING GRANTS TO SUPPORT CLIMATE MITIGATION AND HELPING OTHER LARGE CLIMATE FUNDERS COORDINATE TO BE MORE STRATEGIC AND EFFECTIVE IN THEIR CLIMATE PHILANTHROPY.

TO MARSHAL THE TALENT AND CAPACITY REQUIRED TO SUPPORT SOPHISTICATED FUNDERS AND TACKLE ONE OF THE WORLD'S TOUGHEST CHALLENGES, CLIMATEWORKS COLLABORATES CLOSELY WITH KEY PARTNERS INCLUDING, BUT NOT LIMITED TO, REGIONAL GRANTMAKING INSTITUTIONS ALIGNED WITH OUR MISSION OPERATING IN EACH OF THE REGIONS IN WHICH CLIMATEWORKS IS ACTIVE. THESE REGIONAL INSTITUTIONS, PLUS CLIMATEWORKS, MAKE UP THE CLIMATEWORKS REGRANTING NETWORK. THE ON-THE-GROUND POLITICAL AND TECHNICAL ACUMEN REPRESENTED AMONG THIS GROUP AND ITS GRANTEES IS UNIQUE AND IMPORTANT TO CLIMATE MITIGATION EFFORTS. WE COORDINATE WITH THESE ORGANIZATIONS TO DEVELOP STRATEGIES, FACILITATE LARGER NETWORKS, AND DEPLOY PHILANTHROPIC RESOURCES AT THE LEVEL OF GRANULARITY REQUIRED TO ACHIEVE POLICY OUTCOMES AND OTHER STRATEGIC OBJECTIVES. THESE INSTITUTIONS CONSTITUTE THE CLIMATEWORKS REGRANTING NETWORK:

- \* CLIMATE AND LAND USE ALLIANCE (OPERATING IN MEXICO AND CENTRAL AMERICA, BRAZIL, INDONESIA, AND THE U.S.)
- \* CLIMATEWORKS FOUNDATION
- \* ENERGY FOUNDATION (CHINA AND THE U.S.)
- \* EUROPEAN CLIMATE FOUNDATION
- \* LATIN AMERICA REGIONAL CLIMATE INITIATIVE (MEXICO AND BRAZIL)
- \* SHAKTI SUSTAINABLE ENERGY FOUNDATION (INDIA)

**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

IN JUNE OF 2013, THE CLIMATEWORKS BOARD APPROVED A NEW STRATEGIC PLAN THAT EMPHASIZES WIDER COLLABORATION WITH PARTNERS AND FUNDERS. BASED ON OUR NEW PLAN, WE ARE STRUCTURING STRATEGIES AND SERVICES AROUND FIVE BIG CAMPAIGNS: CLEAN POWER, NON-CO2 FORCERS, OIL, ENERGY EFFICIENCY, AND FORESTS AND LAND USE, IN COLLABORATION WITH KEY FUNDERS, THE CLIMATEWORKS REGRANTING NETWORK, AND OTHER PARTNERS. THESE BIG CAMPAIGNS ENCOMPASS A SET OF HIGH-IMPACT STRATEGIES THAT ARE PRIMARILY DESIGNED TO CHANGE PUBLIC POLICY AND SHIFT MULTI-BILLION DOLLAR INDUSTRIES AND MARKETS TOWARD PRODUCTS, SERVICES, AND BUSINESS MODELS THAT REDUCE CLIMATE POLLUTION ON THE GIGATONNE SCALE.

CLIMATEWORKS QUALIFIES AS PUBLICLY SUPPORTED BECAUSE IT MEETS THE 10 PERCENT FACTS AND CIRCUMSTANCES TEST UNDER TREAS. REG. 1.170A-9(F)(3). TREAS. REG. SEC. 1.170A-9(F)(3)(I)-(III) ESTABLISHES CRITERIA THAT INDICATE THE FACTS AND CIRCUMSTANCES SUPPORTING AN ORGANIZATION'S CONTINUED PUBLIC CHARITY STATUS DESPITE NOT MEETING THE 33 1/3 PERCENT SUPPORT TEST. THESE CRITERIA ARE ADDRESSED BELOW:

CRITERIA 1 & 3- ATTRACTION OF PUBLIC SUPPORT & SOURCES OF SUPPORT: THE CLIMATEWORKS FOUNDATION EMERGED FROM A STUDY COMMISSIONED BY SIX FOUNDATIONS THAT HAVE BEEN RECOGNIZED AS TAX-EXEMPT UNDER THE IRC SECTION 501(C)(3): THE WILLIAM AND FLORA HEWLETT FOUNDATION, THE DAVID AND LUCILE PACKARD FOUNDATION, THE ENERGY FOUNDATION, THE DORIS DUKE CHARITABLE FOUNDATION, THE JOYCE FOUNDATION, AND THE OAK FOUNDATION, TWO OF WHICH (HEWLETT AND PACKARD FOUNDATIONS) JOINED THE MCKNIGHT FOUNDATION IN PROVIDING THE INITIAL FUNDING TO CLIMATEWORKS IN 2008. SINCE THAT TIME,



**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

CLIMATEWORKS' FUNDRAISING STAFF MEMBERS (AT ITS PEAK A HEADCOUNT OF SEVEN) HAVE MAINTAINED A BONA FIDE PROGRAM FOR TARGETED SOLICITATIONS FROM MAJOR FUNDERS IN THE ENVIRONMENTAL ARENA, PROGRESSIVELY INCREASING OUR FUNDER BASE OF MAJOR DONORS FROM THE REFERENCED THREE IN 2008 TO NINE IN 2013. THESE MAJOR FUNDERS CONTINUE TO PROVIDE ONGOING SUPPORT. ALTHOUGH CLIMATEWORKS HAD LIMITED ITS SOLICITATION TO PERSONS DEEMED MOST LIKELY TO PROVIDE SUFFICIENT SEED MONEY FOR THE SCOPE OF ITS AMBITIONS, A FEW SMALLER CONTRIBUTIONS FROM THE GENERAL PUBLIC WERE RECEIVED.

AS MENTIONED ABOVE, CLIMATEWORKS FINALIZED A STRATEGIC PLAN THAT REFOCUSED ITS EFFORTS ON FIVE STRATEGIC CAMPAIGNS AND CROSS-CUTTING INITIATIVES AROUND WHICH WE EXPECT TO COORDINATE AND ULTIMATELY INCREASE FUNDING FOR CLIMATE MITIGATION EFFORTS IN 2013. AS PART OF THAT PROCESS, WE HAVE ENGAGED WITH CURRENT AND PROSPECTIVE FUNDERS AND OTHER PARTNERS TO DEVELOP STRATEGIES THAT REPRESENT SIGNIFICANT OPPORTUNITIES FOR SUCCESS IN MULTIPLE GEOGRAPHIES AND COMMUNITIES. THIS UPDATED APPROACH HAS ALLOWED US TO WORK WITH A BROAD BASE OF PROSPECTIVE FUNDERS, AND WE ANTICIPATE THAT WE WILL GAIN ADDITIONAL CONTRIBUTIONS DIRECTLY TO CLIMATEWORKS AND CONTINUE TO BROADEN AND DIVERSIFY OUR BASE OF SUPPORT.

CRITERION 2 - PERCENTAGE OF FINANCIAL SUPPORT: CLIMATEWORKS' PUBLIC SUPPORT PERCENTAGE FOR THE 2013 REPORTING YEAR IS 11.4 PERCENT. THIS FIGURE IS AFFECTED BY THE NATURE OF OUR ORIGIN: THREE PRIVATE FOUNDATIONS PROVIDING MAJOR INITIAL GRANTS. AS REFERENCED ABOVE, CLIMATEWORKS HAS SINCE BEEN SUCCESSFUL IN EXPANDING ITS FUNDER BASE BEYOND ITS SIGNIFICANT DONORS AND EXPECTS TO FURTHER BROADEN THIS BASE IN THE COMING YEARS.

**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

CRITERION 4 - REPRESENTATIVE GOVERNING BODY: SINCE ITS OUTSET CLIMATEWORKS HAS BEEN GOVERNED BY A DIVERSE BOARD OF DIRECTORS, A BODY ESTABLISHED BY CLIMATEWORKS' ARTICLES OF INCORPORATION AND OPERATED THROUGH ITS BYLAWS. INITIALLY COMPRISED LARGELY OF LEADERS FROM THE PRIVATE SECTOR AND HIGHER EDUCATION, THE BOARD'S CURRENT COMPOSITION REPRESENTS MORE TARGETED EXPERTISE IN PHILANTHROPY, SCIENCE, AND ENERGY. DIRECTORS INCLUDE PRESIDENTS OF TWO OF THE LARGEST ENVIRONMENTAL GRANTMAKERS IN THE UNITED STATES, CHAIRPERSONS OF TWO INTERNATIONAL FOUNDATIONS FOCUSING ON CLIMATE CHANGE, THE DEAN OF THE STANFORD SCHOOL OF EARTH SCIENCES, AND A FORMER ASSISTANT SECRETARY OF POLICY AT THE U.S. DEPARTMENT OF ENERGY. THIS COMBINATION OF BOARD EXPERTISE PROVIDES A PROFOUND KNOWLEDGE BASE THAT IS CRITICAL IN GOVERNING AND GUIDING CLIMATEWORKS IN SERVICE OF OUR MISSION.

CRITERION 5 - AVAILABILITY OF PUBLIC SERVICES: CLIMATEWORKS IS ENGAGED IN A SERIES OF RESEARCH AND PUBLICATION EFFORTS THAT BENEFIT THE PHILANTHROPIC COMMUNITY AS A WHOLE, AND HELP INFORM AND STEER PHILANTHROPIC INVESTMENTS TOWARD HIGH-IMPACT CLIMATE CHANGE MITIGATION ACTIVITIES. LEVERAGING OUR UNDERSTANDING OF CLIMATE SCIENCE AND OUR ABILITY TO AGGREGATE COMPLEX DATA, CLIMATEWORKS DISSEMINATES INFORMATION TO ADVANCE UNDERSTANDING OF THE DRIVERS OF CLIMATE CHANGE AND INFORM INNOVATIVE PROGRAMS AND INITIATIVES THAT HAVE THE POTENTIAL TO REDUCE EMISSIONS AND PROVIDE A VARIETY OF PUBLIC BENEFITS AT SCALE.

ONE SUCH EXAMPLE IS A RECENTLY PRODUCED REPORT, JOINTLY DEVELOPED WITH

**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

THE WORLD BANK, TITLED: "CLIMATE-SMART DEVELOPMENT - ADDING UP THE BENEFITS OF ACTIONS THAT HELP BUILD PROSPERITY, END POVERTY AND COMBAT CLIMATE CHANGE". THIS REPORT IS THE RESULT OF A TWO-YEAR COLLABORATION WITH THE WORLD BANK AND IS AN ATTEMPT TO RIGOROUSLY QUANTIFY THE GAINS THAT CAN BE ACHIEVED BY SCALING UP CLIMATE POLICIES AROUND THE WORLD, BOTH IN TERMS OF ECONOMIC DEVELOPMENT AND OTHER BENEFITS. THIS PUBLICATION STRENGTHENS THE CASE FOR TAKING URGENT ACTION ON CLIMATE AND HIGHLIGHTS HOW CLIMATE-SMART ECONOMIC DEVELOPMENT CAN BOOST EMPLOYMENT AND SAVE MILLIONS OF LIVES, AMONGST OTHER BENEFITS. THIS REPORT IS BEING USED BY PHILANTHROPISTS, POLICY-MAKERS AND NON-PROFIT ORGANIZATIONS TO DEVELOP PROGRAMS THAT DELIBERATELY TACKLE CLIMATE CHANGE MITIGATION WHILE CREATING THE CONDITIONS FOR FUTURE ECONOMIC PROSPERITY AND SOCIAL WELL-BEING.

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
SHARED SVC EXP REIMBURSEMENT	4,243.	20,014.	39,712.			63,969.
TOTALS	<u>4,243.</u>	<u>20,014.</u>	<u>39,712.</u>			<u>63,969.</u>

## Schedule B

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

## Schedule of Contributors

OMB No. 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(<sup>3</sup>) (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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

## Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **CLIMATEWORKS FOUNDATION**Employer identification number  
26-2303250**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		\$ 66,350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 4,150,721.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 2,135,086.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 1,770,051.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 1,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **CLIMATEWORKS FOUNDATION**Employer identification number  
26-2303250**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 373,232.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 9,194.	Person <input checked="" type="checkbox"/> 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 CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**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
6	STOCK	\$ 1,000,000.	12/26/2013
10	SOFTWARE	\$ 9,194.	VAR
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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
	----- ----- -----		----- ----- -----



**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

**For Organizations Exempt From Income Tax Under section 501(c) and section 527**  
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

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

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

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

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

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

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

Name of organization

Employer identification number

CLIMATEWORKS FOUNDATION

26-2303250

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

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

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2013

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

**A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

**B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .	198,000.													
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	792,000.													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) . . . . .	990,000.													
<b>d</b>	Other exempt purpose expenditures . . . . .	160,773,752.													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .	161,763,752.													
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .	250,000.													
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .	0	0												
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .	0	0												
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No														

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
<b>2a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
<b>c</b> Total lobbying expenditures	914,497.	902,202.	1,000,000.	990,000.	3,806,699.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures		250,000.		198,000.	448,000.

Schedule C (Form 990 or 990-EZ) 2013

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

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

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

**Part IV** Supplemental Information

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

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**Part IV** Supplemental Information *(continued)*

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SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

Supplemental Financial Statements

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

▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

2013

Open to Public  
Inspection

Employer identification number

26-2303250

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

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements . . . . .	2a
b Total acreage restricted by conservation easements . . . . .	2b
c Number of conservation easements on a certified historic structure included in (a) . . . . .	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register . . . . .	2d

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

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

Schedule D (Form 990) 2013

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a ☐ Public exhibition      d ☐ Loan or exchange programs
- b ☐ Scholarly research      e ☐ Other \_\_\_\_\_
- c ☐ Preservation for future generations
- 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" to 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? . . . . . ☐ 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" to Form 990, Part IV, line 10.

- |  | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance . . . . .                     |                  |                |                    |                      |                     |
| b Contributions . . . . .                                  |                  |                |                    |                      |                     |
| c Net investment earnings, gains, and losses . . . . .     |                  |                |                    |                      |                     |
| d Grants or scholarships . . . . .                         |                  |                |                    |                      |                     |
| e Other expenditures for facilities and programs . . . . . |                  |                |                    |                      |                     |
| f Administrative expenses . . . . .                        |                  |                |                    |                      |                     |
| g End of year balance . . . . .                            |                  |                |                    |                      |                     |
- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Temporarily restricted endowment ▶ \_\_\_\_\_ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes    | No |
|---|--------|----|
| (i) unrelated organizations . . . . .   | 3a(i)  |    |
| (ii) related organizations . . . . .  | 3a(ii) |    |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | 3b     |    |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to 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 . . . . .		4,959,131.	2,288,141.	2,670,990.
d Equipment . . . . .		611,510.	469,146.	142,364.
e Other . . . . .		1,119,883.	888,922.	230,961.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				3,044,315.

Schedule D (Form 990) 2013

**Part VII Investments - Other Securities.**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

**Part VIII Investments - Program Related.**

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

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►

**Part IX Other Assets.**

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) . . . . . ►

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to 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) DEFERRED RENT	1,055,671.	
(3) LONG TERM DEPOSIT	22,104.	
(4) CAPITAL LEASES	31,397.	
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	1,109,172.	

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" to Form 990, Part IV, line 12a.

1		Total revenue, gains, and other support per audited financial statements	1	77,432,401.
2		Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	2a	Net unrealized gains on investments		
b	2b	Donated services and use of facilities	4,908.	
c	2c	Recoveries of prior year grants		
d	2d	Other (Describe in Part XIII.)		
e		Add lines 2a through 2d	2e	4,908.
3		Subtract line 2e from line 1	3	77,427,493.
4		Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	4a	Investment expenses not included on Form 990, Part VIII, line 7b		
b	4b	Other (Describe in Part XIII.)		
c		Add lines 4a and 4b	4c	
5		Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	77,427,493.

**Part XII** Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.					
1	Total expenses and losses per audited financial statements			1	167,650,840.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	4,908.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	-255,876.		
e	Add lines 2a through 2d			2e	-250,968.
3	Subtract line 2e from line 1			3	167,901,808.
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				
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)			5	167,901,808.

**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.

SEE PAGE 5



**Part XIII** Supplemental Information (continued)

## FIN 48 DISCLOSURE

## SCHEDULE D, PART X

AT JANUARY 1, 2009, THE FOUNDATION ADOPTED THE GUIDANCE ON UNCERTAIN TAX POSITIONS AND HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAIN OPEN. THE OPEN TAX YEARS FOR BOTH THE US FEDERAL TAX JURISDICTION ARE THE TAX YEARS 2010-2013 AND THE CALIFORNIA STATE TAX JURISDICTION ARE TAX YEARS 2009-2013. THE OPEN TAX YEARS FOR THE DISTRICT OF COLUMBIA ARE TAX YEARS 2011-2013. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2013 AND 2012, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING DECEMBER 31, 2013. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF ACTIVITIES.

## SCHEDULE D, PART XI

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE  
PER RETURN

LINE 2B: IN-KIND LEGAL SERVICES \$4,908

## SCHEDULE D, PART XII

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH EXPENSES  
PER RETURN

LINE 2A: IN-KIND LEGAL SERVICES \$4,908

LINE 2D: UNREALIZED TRANSACTION LOSS ON FOREIGN EXCHANGE \$82,669.

LINE 2D: GRANT REFUNDS (\$338,545)

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

- Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.  
► Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EAST ASIA AND THE PACIFIC			GRANTMAKING		2,197,218.
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	CLUA, TRAV & MEETINGS	1,873,897.
(3) EUROPE			GRANTMAKING		25,133,939.
(4) EUROPE			PROGRAM SERVICES	RESEARCH, TRAV/MTGS	1,452,625.
(5) EUROPE			FUNDRAISING		43,703.
(6) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	ATTEND COP 18	7,661.
(7) NORTH AMERICA			GRANTMAKING		1,229,862.
(8) NORTH AMERICA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT	1,045,016.
(9) SOUTH AMERICA			GRANTMAKING		6,528,656.
(10) SOUTH AMERICA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT	1,521,650.
(11) SOUTH ASIA			GRANTMAKING		4,136,158.
(12) SOUTH ASIA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT	2,254,229.
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a Sub-total, . . . . .</b>	3.				47,424,614.
<b>b Total from continuation sheets to Part I . . . . .</b>					
<b>c Totals (add lines 3a and 3b)</b>	3.				47,424,614.

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

Schedule F (Form 990) 2013

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed. X

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			ATTACHMENT 2						
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. . . . . 37.
- 3 Enter total number of other organizations or entities. . . . . 19.

Schedule F (Form 990) 2013

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) . . . . . ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) . . . . . ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) . . . . . ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) . . . . . ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) . . . . . ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) . . . . . ☒ Yes ☐ No

Schedule F (Form 990) 2013

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

MONITORING THE USE OF GRANT FUNDS OUTSIDE OF THE UNITED STATES

PART I, LINE 2

CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTS ITS NETWORK OF SELECT  
REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS.

THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND UNDERGO AN  
EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

PRIOR TO FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF  
PERFORM DUE DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS'  
PAST SUCCESS AND HEALTH. ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT  
NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR  
PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND  
STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR  
BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL  
STATEMENTS, GOVERNMENT-ISSUED TAX STATUS DETERMINATION DOCUMENTATION, A  
LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY  
STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH  
STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES  
STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL  
APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS,  
RULES, AND EXECUTIVE ORDERS. ALTHOUGH NOT LEGALLY REQUIRED, CLIMATEWORKS  
USES EXPENDITURE RESPONSIBILITY BEST PRACTICES TO MONITOR ITS FOREIGN  
GRANTS. CLIMATEWORKS CONFIRMS THAT GRANTEES' BOARD MEMBERS AND KEY STAFF

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

DO NOT APPEAR ON THE SPECIALLY DESIGNATED NATIONALS (SDN) LIST. DEPENDING  
UPON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT AND  
CHIEF EXECUTIVE OFFICER, OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS EXPENDITURE RESPONSIBILITY REPORTS TO ENSURE THAT  
THE FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSE STATED IN THE  
PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I**

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

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- |  |  |
|--|--|
| <b>a</b> <input type="checkbox"/> Mail solicitations                 | <b>e</b> <input checked="" type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input type="checkbox"/> Internet and email solicitations   | <b>f</b> <input type="checkbox"/> Solicitation of government grants                |
| <b>c</b> <input type="checkbox"/> Phone solicitations                | <b>g</b> <input type="checkbox"/> Special fundraising events                       |
| <b>d</b> <input checked="" type="checkbox"/> In-person solicitations |  |

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
<b>1</b> CLIMATE ADVISERS INC.	STRATEGY		X		183,810.	
<b>2</b> PHILANTHROPY CONSULTING GRP.	STRATEGY		X		94,500.	
<b>3</b> HEATHER THOMPSON	STRATEGY		X		52,461.	
<b>4</b> SUSAN BELL	STRATEGY		X		18,000.	
<b>5</b>						
<b>6</b>						
<b>7</b>						
<b>8</b>						
<b>9</b>						
<b>10</b>						
<b>Total</b> .....					348,771.	

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

CA, MA, MN, NY,



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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts . . . . .				
	2 Less: Contributions . . . . .				
	3 Gross income (line 1 minus line 2). . . . .				
Direct Expenses	4 Cash prizes . . . . .				
	5 Noncash prizes . . . . .				
	6 Rent/facility costs . . . . .				
	7 Food and beverages . . . . .				
	8 Entertainment . . . . .				
	9 Other direct expenses . . . . .				
	10 Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				
	11 Net income summary. Subtract line 10 from line 3, column (d) . . . . . ▶				

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

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

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

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

b If "No," explain: \_\_\_\_\_

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

b If "Yes," explain: \_\_\_\_\_

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- |                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_.
- c** If "Yes," enter name and address of the third party:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**16** Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

☐ Director/officer ☐ Employee ☐ Independent contractor

**17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I  
(Form 990)

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

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

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047  
**2013**  
Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

Employer identification number

CLIMATEWORKS FOUNDATION

26-2303250

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ATTACHMENT 3							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . 40.
- 3 Enter total number of other organizations listed in the line 1 table . . . . . 2.
- For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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

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

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SEE SCHEDULE O

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**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 in 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 checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account                       | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in 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 checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

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

**5** For persons listed in 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" to line 5a or 5b, describe in Part III.

**6** For persons listed in 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" to line 6a or 6b, describe in Part III.

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

**8** Were any amounts reported in 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" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

Schedule J (Form 990) 2013

Schedule J (Form 990) 2013

Page **2****Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CHARLOTTE PERA PRESIDENT AND CEO	(i) 417,581. (ii) 0 (iii) 0	16,853. 0 0	7,521. 0 0	39,489. 0 0	9,475. 0 0	490,919. 0 0	0 0 0
2 BRIAN MCCrackEN SR. DIR. FINANCE, TREASURER	(i) 195,734. (ii) 0 (iii) 0	0 0 0	828. 0 0	29,598. 0 0	22,618. 0 0	248,778. 0 0	0 0 0
3 CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	(i) 290,232. (ii) 0 (iii) 0	0 0 0	3,898. 0 0	43,594. 0 0	22,606. 0 0	360,330. 0 0	0 0 0
4 CHARLES MCELMEE VICE PRESIDENT, PROGRAMS	(i) 228,821. (ii) 0 (iii) 0	35,833. 0 0	8,929. 0 0	33,136. 0 0	21,402. 0 0	328,121. 0 0	0 0 0
5 DAN ZARIN DIRECTOR OF PROGRAMS, CLUA	(i) 211,165. (ii) 0 (iii) 0	0 0 0	1,019. 0 0	32,480. 0 0	26,866. 0 0	271,530. 0 0	0 0 0
6 JOSEPH RYAN VP LATIN AMERICA & PO, TRANSP	(i) 220,467. (ii) 0 (iii) 0	0 0 0	1,113. 0 0	34,036. 0 0	29,391. 0 0	285,007. 0 0	0 0 0
7 SUZABI MENON DIRECTOR OF RESEARCH	(i) 171,450. (ii) 0 (iii) 0	0 0 0	561. 0 0	25,877. 0 0	18,668. 0 0	216,556. 0 0	0 0 0
8 SARAH NICHOLS DIRECTOR, KNOWLEDGE MANAGEMENT	(i) 176,520. (ii) 0 (iii) 0	0 0 0	19,417. 0 0	61,201. 0 0	9,345. 0 0	266,483. 0 0	0 0 0
9 SEEMA PAUL VP, INDIA PARTNERSHIPS	(i) 139,844. (ii) 0 (iii) 0	0 0 0	159,389. 0 0	24,890. 0 0	12,587. 0 0	336,710. 0 0	0 0 0
10 JULIE BLUNDEN FORMER CHIEF EXECUTIVE OFFICER	(i) 225,000. (ii) 0 (iii) 0	0 0 0	318,750. 0 0	0 0 0	0 0 0	318,750. 0 0	230,208. 0 0
11 HEATHER THOMPSON FORMER VP OF PROGRAMS	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
12	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
13	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
14	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
15	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
16	(i) 0 (ii) 0 (iii) 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0

Schedule J (Form 990) 2013

**Part III Supplemental Information**

Complete this part to 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.

SCHEDULE J, PART I, LINE 1A:

TAX GROSS-UP AND EQUALIZATION PAYMENTS: SEEMA PAUL, VP OF INDIA PARTNERSHIPS THROUGH JUNE OF 2013, RECEIVED A TAX-GROSS UP TOTALING \$3,445 AS PART OF HER EXPATRIATE COMPENSATION PACKAGE FOR HER ASSIGNMENT TO INDIA. MS. PAUL PARTICIPATES IN A TAX EQUALIZATION PROGRAM WHICH LIMITS MS. PAUL'S PERSONAL TAXES TO THE APPROXIMATE AMOUNT THAT SHE WOULD HAVE PAID HAD SHE NOT TAKEN ON THE ASSIGNMENT. MS. PAUL IS RESPONSIBLE TO CLIMATEWORKS FOR PAYMENT OF HER "HYPOTHETICAL TAXES." CLIMATEWORKS IS THEN RESPONSIBLE FOR MS. PAUL'S ACTUAL PERSONAL TAX LIABILITIES INCURRED IN HER HOME COUNTRY AND ASSIGNMENT COUNTRY. CHARLOTTE PERA, PRESIDENT AND CEO, RECEIVED A TAX-GROSS UP OF \$6,853 AND CHARLES MCELWEE, VICE PRESIDENT OF PROGRAMS, RECEIVED A TAX GROSS-UP OF \$5,833 AS PART OF THEIR BONUS IN 2013. THESE TAX-GROSS UP PAYMENTS WERE REPORTED ON FORM W-2 AS TAXABLE INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

SCHEDULE J, PART I, LINE 1B:

CLIMATEWORKS DOES NOT HAVE A FORMAL WRITTEN EXPATRIATE POLICY. FOREIGN

Schedule J (Form 990) 2013

Page 3

**Part III Supplemental Information**

Complete this part to 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.

ASSIGNMENTS ARE RARE AND ARE BASED ON BUSINESS NEEDS. THE ORGANIZATION USES A THIRD-PARTY CONSULTANT TO DEVELOP THE EXPATRIATE COMPENSATION PACKAGE BASED ON COMPARABLE ORGANIZATIONS.

SCHEDULE J, PART I, LINE 4A:

IN 2012, A SEVERANCE AGREEMENT WAS ENTERED INTO BETWEEN CLIMATEWORKS FOUNDATION AND JULIE BLUNDEN. SEVERANCE PAYMENTS OF \$318,750 UNDER THIS AGREEMENT WERE PAID IN 2013. THESE PAYMENTS WERE REPORTED AS TAXABLE INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B (III). THE AMOUNT REPORTED IN COLUMN (F) INCLUDES \$230,208 OF SEVERANCE THAT WAS DEFERRED FOR MORE THAN TWO AND A HALF MONTHS AFTER 2012 YEAR-END AND REPORTED IN THE 2012 RETURN AS DEFERRED COMPENSATION.

IN 2013, A SEVERANCE AGREEMENT WAS ENTERED INTO BETWEEN CLIMATEWORKS FOUNDATION AND SEEMA PAUL. THE SEVERANCE PAYMENT OF \$106,471 UNDER THIS AGREEMENT WAS PAID IN 2013 AND WAS REPORTED AS TAXABLE INCOME IN SCHEDULE J, PART II, COLUMN B (III).



**Part III Supplemental Information**

Complete this part to 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.

IN 2013, A SEVERANCE AGREEMENT WAS ENTERED INTO BETWEEN CLIMATEWORKS FOUNDATION AND SARAH NICHOLS. \$31,859 OF SEVERANCE WAS DEFERRED FOR MORE THAN TWO AND A HALF MONTHS AFTER YEAR-END AND IS REPORTED IN SCHEDULE J, PART II, COLUMN C.

**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

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

OMB No. 1545-0047

**2013**

**Open To Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	1.	1,000,000.	MARKET QUOTATION
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ► (SOFTWARE) . . . . .	X	1.	9,194.	FAIR MARKET VALUE
26 Other ► ( ) . . . . .				
27 Other ► ( ) . . . . .				
28 Other ► ( ) . . . . .				

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

29

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

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

Schedule M (Form 990) (2013)

JSA

3E1298 1.000

06290X 700W

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

---

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

ORGANIZATION'S MISSION

FORM 990, PART I, LINE 1 AND PART III, LINE 1

THE CLIMATEWORKS FOUNDATION SUPPORTS PUBLIC POLICIES THAT HELP PREVENT  
DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL PROSPERITY. CLIMATEWORKS  
PARTNERS WITH ORGANIZATIONS AROUND THE WORLD TO SUPPORT SMART POLICIES IN  
THE GEOGRAPHIC REGIONS AND ECONOMIC SECTORS THAT HAVE THE GREATEST  
POTENTIAL FOR REDUCING GREENHOUSE GAS EMISSIONS.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III

LINE 4A: CLIMATEWORKS FOUNDATION IS A PUBLIC CHARITY BASED IN SAN  
FRANCISCO, AND ACTIVE IN CHINA, THE U.S., EUROPE, INDIA, LATIN AMERICA,  
AND INDONESIA. OUR MISSION IS TO HELP PREVENT DANGEROUS CLIMATE CHANGE  
AND PROMOTE GLOBAL PROSPERITY. WE WORK WITH A VARIETY OF PARTNERS TO  
PURSUE STRATEGIES DESIGNED TO ACHIEVE LARGE REDUCTIONS IN THE POLLUTANTS  
THAT CAUSE CLIMATE CHANGE.

CLIMATEWORKS COLLABORATES WITH, AND SUPPORTS, FUNDERS THAT MAKE GRANTS  
INTERNATIONALLY TO PREVENT DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL  
PROSPERITY. FUNDERS COLLABORATE TO REFINE STRATEGIES, IDENTIFY THE MOST  
EFFECTIVE USE OF PHILANTHROPIC RESOURCES, AND ALIGN RESOURCES AROUND  
PRIORITY STRATEGIES. CLIMATEWORKS ALSO WORKS WITH A VARIETY OF  
ORGANIZATIONS TO CONDUCT ANALYSIS, DEVELOP AND ASSESS STRATEGIES, MAKE  
GRANTS, PROVIDE CONVENING AND FACILITATION, AND EVALUATE PROGRESS.

Name of the organization	Employer identification number
CLIMATEWORKS FOUNDATION	26-2303250

TO MARSHAL THE TALENT AND CAPACITY REQUIRED TO SUPPORT SOPHISTICATED FUNDERS AND TACKLE ONE OF THE WORLD'S TOUGHEST CHALLENGES, CLIMATEWORKS COLLABORATES CLOSELY WITH KEY PARTNERS, INCLUDING REGIONAL GRANTMAKING INSTITUTIONS OPERATING IN EACH OF THE REGIONS IN WHICH CLIMATEWORKS IS ACTIVE. STAFFED PREDOMINANTLY BY IN-COUNTRY EXPERTS, THESE INSTITUTIONS FUND A WIDE RANGE OF GRANTEES, ANALYZE POLICIES, ORGANIZE COALITIONS, AND SUPPORT EFFECTIVE POLICY SOLUTIONS. THESE REGIONAL GRANTMAKING INSTITUTIONS ARE: THE CLIMATE AND LAND USE ALLIANCE, THE ENERGY FOUNDATION (U.S. AND CHINA), THE EUROPEAN CLIMATE FOUNDATION, THE LATIN AMERICA REGIONAL CLIMATE INITIATIVE, AND THE SHAKTI SUSTAINABLE ENERGY FOUNDATION (INDIA).

IN 2013, CLIMATEWORKS MADE GRANTS OF \$128.6 MILLION TO SUPPORT ADOPTION AND IMPLEMENTATION OF POLICIES THAT PROMOTE CLEAN, EFFICIENT ENERGY TECHNOLOGIES AND LAND USE PRACTICES THAT REDUCE EMISSIONS THAT CAUSE CLIMATE CHANGE. THESE POLICIES CAN ALSO SAVE MONEY FOR CONSUMERS AND BUSINESSES, FOSTER TECHNOLOGICAL INNOVATION AND ECONOMIC DEVELOPMENT, IMPROVE PUBLIC HEALTH, ENHANCE ENERGY SECURITY, AND EXPAND ACCESS TO ENERGY SERVICES. IN ADDITION TO PROVIDING FUNDING, WE HELPED PARTNERS RECRUIT AND RETAIN PROFESSIONAL STAFF, SCALE UP THEIR OPERATIONS TO REFLECT DEMAND FOR SERVICES IN THE FIELD, AND ESTABLISH NEW AREAS OF OPERATIONAL FOCUS, SUCH AS COMMUNICATIONS AND FUNDRAISING.

LINE 4B: CLIMATEWORKS' RESEARCH AND SPECIAL PROJECTS PROGRAMS CONDUCT

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

RIGOROUS ANALYSIS OF OPTIONS TO ACCELERATE THE DEPLOYMENT OF CLEAN TECHNOLOGIES, IMPROVE ENERGY EFFICIENCY, AND REDUCE GREENHOUSE GAS EMISSIONS. OUR INDEPENDENT AND OBJECTIVE POLICY RESEARCH PROVIDES DECISION MAKERS WITH A CONSISTENT FACT BASE FOR THE NATIONAL POLICIES AND MULTILATERAL AGREEMENTS THAT CAN REDUCE EMISSIONS WHILE PROMOTING ECONOMIC PROSPERITY. WE SPONSOR IN-DEPTH RESEARCH AND NONPARTISAN POLICY ANALYSIS; WE ALSO SUPPORT EFFORTS TO RESEARCH AND SHARE GLOBAL BEST PRACTICES IN KEY SECTORS.

IN 2013, CLIMATEWORKS' SUPPORT FOR RESEARCH AND SPECIAL PROJECTS INCLUDED:

- \* A SPECIAL PROJECT ON SHORT-LIVED CLIMATE FORCERS, WHICH INCLUDE BLACK CARBON, HYDROFLUOROCARBONS ("F-GASES"), METHANE, AND OTHER GASES AND AEROSOLS THAT INTENSIFY THE RATE AND DEGREE OF CLIMATE CHANGE.
- \* SUPPORT FOR TOOLS TO TRACK NATIONS' EFFORTS TO CUT CARBON EMISSIONS AND MODEL THE CLIMATE IMPACT OF MAJOR GOVERNMENT POLICY DECISIONS.
- \* SUPPORT FOR ACCURATE MEDIA COVERAGE OF CLIMATE SCIENCE.
- \* SUPPORT FOR RESEARCH ON THE ECONOMIC, AGRICULTURAL, AND HEALTH BENEFITS OF CLIMATE POLICIES.
- \* SUPPORT FOR RESEARCH EFFORTS THAT CAN LEAD TO AN EFFECTIVE INTERNATIONAL CLIMATE AGREEMENT.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

CLIMATEWORKS MADE GRANTS OF \$15.3 MILLION FOR RESEARCH AND SPECIAL PROJECTS IN 2013.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

FORM 990, PART VI

LINE 11B: THE FORM 990 IS PREPARED JOINTLY BY CLIMATEWORKS STAFF AND AN OUTSIDE ACCOUNTING FIRM. THE DRAFT IS REVIEWED BY THE TREASURER, PRESIDENT AND CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL.

CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE ACCOUNTING FIRM'S TAX PARTNER AND MANAGER REVIEW THE DRAFT WITH CLIMATEWORKS' AUDIT COMMITTEE. THE FINAL FORM 990 IS CIRCULATED TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL AND IS THEN FILED.

LINE 12C: CLIMATEWORKS' POLICY REQUIRES THAT ANY APPARENT OR POTENTIAL CONFLICTS OF INTEREST BE FULLY DISCLOSED BEFORE A DECISION IS MADE ON THE MATTER INVOLVED, AND THAT NO DIRECTOR, OFFICER, OR STAFF MEMBER PARTICIPATE (OTHER THAN BY PROVIDING INFORMATION) IN ANY DECISION IN WHICH HE OR SHE HAS A CONFLICT OF INTEREST.

CLIMATEWORKS' CONFLICT OF INTEREST POLICY IS INCLUDED AS PART OF THE FORMAL ORIENTATION FOR ALL NEW BOARD OF DIRECTORS, OFFICERS, AND STAFF. ADDITIONALLY, ALL OFFICERS, DIRECTORS, AND STAFF ARE REQUIRED TO COMPLETE AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT. POTENTIAL OFFICER AND BOARD MEMBER CONFLICTS ARE REVIEWED BY THE CHAIR OF THE BOARD, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS

Name of the organization  
CLIMATEWORKS FOUNDATION

Employer identification number  
26-2303250

NECESSARY, AND REPORT BACK TO THE BOARD AT THE TIME IT CONSIDERS THE TRANSACTION. AN INTERESTED DIRECTOR OR OFFICER WILL NOT PARTICIPATE IN DELIBERATIONS OR THE VOTE. POTENTIAL STAFF MEMBER CONFLICTS ARE REVIEWED BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND TAKE APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

LINES 15A AND 15B: THE BOARD ANNUALLY REVIEWS THE COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER AND THE TREASURER AND APPROVES CHANGES. CONSISTENT WITH ITS CONFLICT OF INTEREST POLICY, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, WHO IS ALSO A DIRECTOR, DID NOT PARTICIPATE IN ANY BOARD DELIBERATIONS OR VOTES REGARDING HER COMPENSATION. THE BOARD USES THIRD-PARTY COMPENSATION SURVEYS AND COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS TO BENCHMARK COMPENSATION FOR THESE POSITIONS. CLIMATEWORKS DOCUMENTS THE DELIBERATIONS REGARDING COMPENSATION IN MINUTES OF THE MEETINGS OF ITS BOARD.

COMPENSATION FOR KEY EMPLOYEES IS REVIEWED ANNUALLY BY DIRECT SUPERVISORS, WITH FINAL REVIEW BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER. THIRD-PARTY COMPENSATION SURVEYS ARE USED TO BENCHMARK COMPENSATION FOR EACH POSITION.

LINE 18: CLIMATEWORKS PROVIDES A COPY OF THE FORM 990 DIRECTLY TO GUIDESTAR TO PUBLISH ON ITS WEBSITE.



Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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LINE 19: CLIMATEWORKS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST  
POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

#### STATEMENT OF FUNCTIONAL EXPENSES

FORM 990, PART IX, LINE 11G:

FEES FOR SERVICES (NON-EMPLOYEES) - OTHER

OTHER PROFESSIONAL SERVICE EXPENSES INCLUDE:

\$ 9,590,172 FOR PROGRAM CONSULTING, PRIMARILY FOR OUR CLIMATE AND LAND

USE ALLIANCE (CLUA), LATIN AMERICA REGIONAL CLIMATE

INITIATIVE (LARCI) AND INDIA INITIATIVES

\$ 540,882 FOR COMMUNICATIONS

\$ 285,446 FOR RECRUITING

\$ 234,207 FOR PROGRAM MEASUREMENT & EVALUATION

\$ 115,654 FOR TEMPORARY STAFFING

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\$ 10,766,361

RECONCILIATION OF NET ASSETS

PART XI

LINE 9: THE OTHER CHANGE IN NET ASSETS OR FUND BALANCE IS COMPRISED OF  
UNREALIZED TRANSACTION LOSSES ON FOREIGN CURRENCY OF  
(\$82,669) AND GRANT REFUNDS OF \$338,545.

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

Name of the organization	Employer identification number
CLIMATEWORKS FOUNDATION	26-2303250

SCHEDULE I, PART I, LINE 2

IN 2013, CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTED ITS ORIGINAL NETWORK OF SELECT REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS. THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND WENT THROUGH AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

PRIOR TO FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS' PAST SUCCESS AND HEALTH. ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL STATEMENTS, GOVERNMENT-ISSUED TAX STATUS LETTER, A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS, RULES, AND EXECUTIVE ORDERS, AND CANNOT VIOLATE ANY IRS EXPENDITURE PROHIBITIONS. CLIMATEWORKS VERIFIES THE ORGANIZATION'S EXISTENCE AND TAX STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING UPON THE DOLLAR AMOUNT,

Name of the organization	Employer identification number
CLIMATEWORKS FOUNDATION	26-2303250

EITHER THE BOARD OF DIRECTORS, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER,  
OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS NARRATIVE AND FINANCIAL REPORTS TO ENSURE THAT THE  
FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN THE  
PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
REDSTONE STRATEGY GROUP 1542 HIGH STREET BOULDER, CO 80304	PRGM AND MNGMT SVCS	714,838.
INTERMATRIX COMMUNICATIONS PUSAT NIAGA DUTA MAS FATMAWATI JAKARTA,	COMMUNICATIONS	493,259.
CLIMATE ADVISERS INC. 3626 RAYMOND STREET CHEVY CHASE, MD 20815	FUNDRAISING AND PGRM	454,600.
M.J. BRADLEY & ASSOCIATES, LLC 47 JUNCTION SQ. DR. CONCORD, MA 01742	PRGM AND MNGMT SVCS	433,830.
ADRIAN FERNANDEZ MADRID 121-B, COL. DEL CA MEXICO CITY, 04100	PRGM AND MNGMT SVCS	369,363.

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

26-2303250

1a	1b	1c	1d	1e	1f
Name of Organization	IRS code section and EIN (if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		East Asia and the Pacific	Project Support	\$81,879	Wire
		East Asia and the Pacific	Project Support	\$245,400	Wire
		East Asia and the Pacific	Project Support	\$234,939	Wire
		East Asia and the Pacific	Project Support	\$27,500	Wire
		East Asia and the Pacific	Project Support	\$750,000	Wire
		East Asia and the Pacific	Project Support	\$187,500	Wire
		East Asia and the Pacific	Project Support	\$20,000	Wire
		East Asia and the Pacific	Project Support	\$150,000	Wire
		East Asia and the Pacific	Project Support	\$500,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$198,914	Wire
		Europe (including Iceland and Greenland)	Project Support	\$1,170,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$100,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$62,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$25,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$210,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$566,339	Wire
		Europe (including Iceland and Greenland)	Project Support	\$180,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$139,085	Wire

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

26-2303250

1a	1b	1c	1d	1e	1f
Name of Organization	IRS code section and EIN (if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		Europe (including Iceland and Greenland)	Program Support	\$3,654,978	Wire
		Europe (including Iceland and Greenland)	Project Support	\$270,000	Wire
		Europe (including Iceland and Greenland)	Program Support	\$31,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$100,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$250,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$240,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$54,100	Wire
		Europe (including Iceland and Greenland)	Project Support	\$52,032	Wire
		Europe (including Iceland and Greenland)	Program Support	\$12,350,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$1,400,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$1,000,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$500,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$481,420	Wire
		Europe (including Iceland and Greenland)	Project Support	\$479,609	Wire
		Europe (including Iceland and Greenland)	Project Support	\$450,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$422,500	Wire
		Europe (including Iceland and Greenland)	Project Support	\$270,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$75,000	Wire

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

26-2303250

1a	1b	1c	1d	1e	1f
Name of Organization	IRS code section and EIN (if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		Europe (including Iceland and Greenland)	Project Support	\$32,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$130,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$249,962	Wire
		North America	Project Support	\$210,000	Wire
		North America	Project Support	\$267,000	Wire
		North America	Project Support	\$261,022	Wire
		North America	Project Support	\$174,340	Wire
		North America	Project Support	\$107,500	Wire
		North America	Project Support	\$210,000	Wire
		South America	Project Support	\$426,516	Wire
		South America	Project Support	\$201,000	Wire
		South America	Project Support	\$120,000	Wire
		South America	Project Support	\$70,884	Wire
		South America	Project Support	\$153,000	Wire
		South America	Project Support	\$532,258	Wire
		South America	Project Support	\$98,000	Wire
		South America	Project Support	\$192,000	Wire
		South America	Project Support	\$552,978	Wire
		South America	Project Support	\$562,810	Wire



CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

26-2303250

1a	1b	1c	1d	1e	1f
Name of Organization	IRS code section and EIN( if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		South America	Project Support	\$100,000	Wire
		South America	Project Support	\$110,000	Wire
		South America	Project Support	\$400,000	Wire
		South America	Project Support	\$175,000	Wire
		South America	Project Support	\$242,000	Wire
		South America	Project Support	\$112,500	Wire
		South America	Project Support	\$566,000	Wire
		South America	Project Support	\$97,625	Wire
		South America	Project Support	\$1,004,334	Wire
		South America	Project Support	\$138,950	Wire
		South America	Project Support	\$422,801	Wire
		South America	Project Support	\$250,000	Wire
		South Asia	Project Support	\$49,929	Wire
		South Asia	Project Support	\$33,463	Wire
		South Asia	Project Support	\$32,332	Wire
		South Asia	Project Support	\$32,396	Wire
		South Asia	Project Support	\$37,138	Wire
		South Asia	Project Support	\$49,661	Wire

CLIMATEWORKS FOUNDATION  
 FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

26-2303250

1a	1b	1c	1d	1e	1f
Name of Organization	IRS code section and EIN (if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		South Asia	Project Support	\$39,491	Wire
		South Asia	Project Support	\$38,230	Wire
		South Asia	Project Support	\$138,830	Wire
		South Asia	Project Support	\$113,286	Wire
		South Asia	Project Support	\$60,961	Wire
		South Asia	Project Support	\$54,353	Wire
		South Asia	Project Support	\$39,992	Wire
		South Asia	Program Support	\$3,080,000	Wire
		South Asia	Project Support	\$40,601	Wire
		South Asia	Project Support	\$128,101	Wire
		South Asia	Project Support	\$69,804	Wire
		South Asia	Project Support	\$56,991	Wire
		South Asia	Project Support	\$40,038	Wire



CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS E, F, G ARE NOT APPLICABLE.

Name of Recipient or Organization	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (specific)
1a	1a	1a	1a	1a	1b	1c	1d	1h
Alliance to Save Energy	1850 M Street, Suite 600	Washington	DC	20036	52-1082991	501(c)(3)	\$49,974	for the second phase of the Indian Building Energy Code Community (IBCEC)
Aspen Global Change Institute	104 Midland Ave, Suite 205	Basalt	CO	81621	94-1305697	501(c)(3)	\$100,000	to expand public and policymaker understanding of climate change and improve the communications capacity of climate scientists
Bark Information Center	1100 H St. NW, Suite 650	Washington	DC	20005	52-1682441	501(c)(3)	\$400,000	to ensure that multilateral REDD+ finance complies with relevant safeguards, and to promote the rights and effective participation of forest-dependent communities in its planning and implementation
Bank Information Center	1100 H St. NW, Suite 650	Washington	DC	20005	52-1682441	501(c)(3)	\$100,000	to ensure that multilateral REDD+ finance complies with relevant safeguards, and to promote the rights and effective participation of forest-dependent communities in its planning and implementation
Bipartisan Policy Center, Inc.	1225 I Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	\$3,700,000	for support of U.S. climate policy programs
Bipartisan Policy Center, Inc.	1225 I Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	\$280,000	support to encourage the use of Clean Air Act provisions to regulate power plants in the U.S.
Carbon Disclosure Project North America, Inc.	132 Crosby Street, 8th Floor	New York	NY	10012	36-4709977	501(c)(3)	\$107,442	to develop a program linking the reduction of carbon emissions in corporate supply chains to best business practices
Center for American Progress	1333 H Street NW, 10th Floor	Washington	DC	20005	30-0126510	501(c)(3)	\$10,000	unrestricted gift
Clean Air Task Force, Inc.	18 Tremont Street, Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	\$357,000	to support Clean Air Task Force's Carbon Capture and Storage program's activities in China and the United States
Clean Air Task Force, Inc.	18 Tremont Street, Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	\$350,229	to support environmental organizations' input to the EPA rulemaking process for methane emissions from oil and gas production
Clean Air Task Force, Inc.	18 Tremont Street, Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	\$350,000	to support work to achieve reductions in black carbon and methane
Climate Central, Inc.	One Palmer Square, Suite 330	Princeton	NJ	08542	26-1797335	501(c)(3)	\$250,000	to promote effective communications of climate change impacts through training and outreach to television meteorologists and weathercasters in the U.S.
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	\$4,050,000	for program support
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	\$1,000,000	for general support
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	\$158,000	to develop a transition and business plan
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	\$75,000	to support a global awards competition focused on off-grid appliances, including direct-current powered LED lights and televisions
Consultative Group on Biological Diversity	Presidio Building 1016, 2nd Floor P.O. Box 29361	San Francisco	CA	94129	13-3431076	501(c)(3)	\$35,000	for the Climate and Energy Funders Group
Earth Innovation Institute	3180 18th Street, Suite 205	San Francisco	CA	94110	27-3444564	501(c)(3)	\$100,000	for advocacy and communications to promote jurisdictional REDD+ within California's AB 32 climate policy
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126948	501(c)(3)	\$29,700,000	for support of the China Sustainable Energy Program
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126948	501(c)(3)	\$18,130,000	for support of The Energy Foundation's U.S. programs

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS E, F, G ARE NOT APPLICABLE.

1a		1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient or Organization	(Government)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (Specific)
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$3,000,000	for the "Beyond Coal" campaign
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$2,000,000	for general support
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$1,500,000	to support communications of climate science and related outreach to media and stakeholders
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$935,000	to provide technical assistance to regional emission trading system pilot programs in Shanghai, Shenzhen, and Guangdong
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$715,000	to explore the possibility of a carbon tax policy in the U.S.
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$495,000	to translate and disseminate select findings of the U.S. National Climate Assessment to targeted regional audiences
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$495,000	to defend and promote clean fuels policies in the Western U.S.
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$450,000	to support the roll-out of coal consumption caps in several key high-polluting regions in China
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$400,000	to support the development of more stringent fuel quality standards in the vehicle and marine sectors in China
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$190,000	to support strengthening the International Energy Conservation Code for U.S. buildings
Energy Foundation		301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$150,000	to expand sustainable transport work in the Yubai district of Chongqing
Environmental Investigation Agency		P.O. Box 53343	Washington	DC	20009	62-1654284	501(c)(3)	\$275,000	to phase down hydrofluorocarbons (HFCs) under the Montreal Protocol
Forest Trends Association		1203 19th St., NW	Washington	DC	20036	52-2135531	501(c)(3)	\$80,000	to promote greater transparency and critical analysis of the pulp sector
Green Tech Action Fund		301 Battery Street, 5th Floor	San Francisco	CA	94111	26-3390444	501(c)(4)	\$850,000	to support lobbying activities for state and federal level clean energy legislation in the U.S.
Green Tech Action Fund		301 Battery Street, 5th Floor	San Francisco	CA	94111	26-3390444	501(c)(4)	\$140,000	for lobbying activities to support and defend state-level clean energy policies

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

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	1a	1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient (Government or Organization)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (Specific)	
Greenpeace Fund, Inc.	702 H Street NW, Suite 300	Washington	DC	20001	95-3313195	501(c)(3)	\$1,000,000	to support continued work on campaigns and commodity market pressure to end deforestation caused by palm oil expansion in Indonesia	
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$250,000	to phase down hydrofluorocarbons (HFCs) under the Montreal Protocol	
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$120,000	to identify and resolve any substantive concerns held by key countries related to amendments to the Montreal Protocol to phase down F-gases	
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$100,000	to support a campaign focused on reducing short-lived climate forcers	
Institute for Industrial Productivity	2200 Pennsylvania Ave. N.W., 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$4,010,000	for program support	
Institute for Industrial Productivity	2200 Pennsylvania Ave. N.W., 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$1,000,000	for general support	
Institute for Industrial Productivity	2200 Pennsylvania Ave. N.W., 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$115,116	to develop a program linking the reduction of carbon emissions in corporate supply chains to best business practices	
Institute for Industrial Productivity	2200 Pennsylvania Ave. N.W., 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$63,155	to develop an organizational transition plan based on future funding scenarios	
Institute for Sustainable Building Performance	15 Shattuck Square, Suite 215	Berkeley	CA	94704	26-1732324	501(c)(3)	\$156,000	to support development of a demand-side management program for energy-efficient commercial construction	
Institute for Sustainable Building Performance	15 Shattuck Square, Suite 215	Berkeley	CA	94704	26-1732324	501(c)(3)	\$45,000	to support a tiered approach to implementing the Energy Conservation Building Code in India	
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$4,450,000	for program support	
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$1,000,000	for general support	
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$101,000	to support implementation of the National Urban Mobility Law by promoting low-carbon transport systems and best practices in targeted Brazilian cities	
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$100,000	to support the city of Yichang in planning for transit-oriented development elements linked to the city's major bus rapid-transit corridor project	
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$50,000	to support the Mexico City government in its efforts to reduce emissions of greenhouse gases, short-lived climate forcers, and local pollutants from the transportation sector	

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

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1a	1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient (Government or Organization)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (Specific)
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$5,370,000	for program support
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$1,000,000	for general support
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$250,000	to develop transition and strategic plans based on future funding scenarios
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$200,000	for technical assistance to transportation regulators in Mexico and Brazil
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$150,000	to promote stringent energy-efficiency standards for heavy-duty vehicles
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$150,000	to carry out independent technical analyses for the next round of passenger vehicle fuel economy standards in China
International Institute for Energy Conservation Inc.	10005 Laamoore Lane, #700	Vienna	VA	22181	22-2579031	501(c)(3)	\$16,081	to conduct a survey on household electrical use to inform an energy-efficient lighting and appliances program implementation in Puchetery
Mangabay Org Corporation	15 Clinton Street, #1	Redwood City	CA	94082	45-3714703	501(c)(3)	\$100,000	to promote low-carbon development in Indonesia through strategic communications and communications capacity building
Mangabay Org Corporation	15 Clinton Street, #1	Redwood City	CA	94082	45-3714703	501(c)(3)	\$60,500	to support two special reporting initiatives by journalists on community forestry and deforestation
National Wildlife Federation	11100 Wildlife Center Drive	Roseton	VA	20190	53-0204616	501(c)(3)	\$10,000	to sponsor a table at the 2013 National Conservation Achievement Awards
Natural Resources Defense Council, Inc.	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	\$115,000	to develop enabling financing mechanisms to support the National Solar Mission in India
Natural Resources Defense Council, Inc.	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	\$75,000	for a report on alternatives to F-gases in Indian industry
Natural Resources Defense Council, Inc.	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	\$50,000	to support efforts to negotiate a settlement with the EPA on its rulemaking for methane emissions from oil and gas production
New Venture Fund	1201 Connecticut Ave, NW, Suite 300	Washington	DC	200036	20-5808345	501(c)(3)	\$350,000	for the Tar Sands Campaign
President and Fellows of Harvard College	Office for Sponsored Programs 1350 Massachusetts Ave., Suite 600	Cambridge	MA	02138	04-2103580	501(c)(3)	\$39,578	to support Professor Robert N. Stavins' participation in the IPCC Fifth Assessment Report

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS E, F, G ARE NOT APPLICABLE.

	1a	1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient (Government or Organization)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (specific)	
Rainforest Action Network (RAIN)	425 Bush Street, Suite 300	San Francisco	CA	94108	94-3045180	501(c)(3)	\$511,000	to work with local partners in Indonesia to leverage improvements in forest governance by exposing links between pulp and paper production, land conflict, and human rights violations; strengthening voluntary standards and commodity roundtables; engaging and mobilizing private sector advocates; communicating alternative narratives; and engaging key industry associations and investors	
Rainforest Foundation Inc.	180 Varick Street, Suite 528	New York	NY	10014	95-1622945	501(c)(3)	\$125,000	to support the National Coordinating Body of Indigenous Peoples of Panama (CONAIP) to advocate more effectively for forest and climate change policies that benefit indigenous peoples and reduce carbon emissions	
Regents of the University of California	Office of Sponsored Projects & Industry Partnerships 1 Cyclotron Road, Mailstop 971-SP	Berkeley	CA	94720-8047	94-3067788	501(c)(3)	\$50,000	to support research at the Berkeley Lab in the area of power and appliances sector modeling	
Regents of the University of Colorado, The	Wolf Law Building 401 UCB	Boulder	CO	80309	84-6000555	501(c)(3)	\$300,000	to support the Governors' Climate & Forest Task Force in its efforts to implement jurisdictional programs for low emissions development and to identify common priorities and performance metrics	
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$6,030,000	for power program support	
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$1,080,000	for support of climate policy initiatives in China and the European Union	
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$1,000,000	for general support	
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$210,000	to develop a business plan	
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$100,000	to support work focused on energy efficiency of buildings in the European Union	
Rockefeller Philanthropy Advisors, Inc.	6 West 48th Street, 10th Floor	New York	NY	10036	13-3615533	501(c)(3)	\$107,442	to support the Carbon Disclosure Project program linking the reduction of carbon emissions in corporate supply chains to best business practices	
Securing America's Future Energy Foundation	1111 139th St., NW, Suite 406	Washington	DC	20036	20-1727977	501(c)(3)	\$200,000	for the Oil Security Index and Commission on Oil Security	
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	\$162,000	for support of a civil-society dialogue between India and the U.S. on climate and energy	
Trustees of Columbia University in the City of New York	Earth Institute, Columbia University Hogan Hall 2910 Broadway, MC 3277	New York	NY	10025	13-5598093	501(c)(3)	\$50,000	for the Hansen Climate Science Program at the Earth Institute	
Union of Concerned Scientists	2 Brattle Sq.	Cambridge	MA	02238	04-2535767	501(c)(3)	\$350,000	to accelerate the implementation of policies in both the public and private sectors to reduce GHG emissions from land use	
US-China Clean Energy Forum	1301 Fifth Avenue, Suite 2500	Seattle	WA	98101	26-2792356	501(c)(6)	\$25,000	for the second US-China Intellectual Property workshop	

CLIMATEWORKS FOUNDATION  
FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2302250

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS E, F, G ARE NOT APPLICABLE.

	1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient (Government or Organization)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (specific)
Woodrow Wilson International Center for Scholars	1300 Pennsylvania Avenue, NW	Washington	DC	20004	52-1067541	501(c)(3)	\$165,000	to explore the nexus between coal and water in India
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$450,000	to develop a signature report on community forest rights and include spatial data on community land and natural resource claims within the Global Forest Watch 2.0 online platform
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$190,561	in support of the India Greenhouse Gas Program
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$190,281	to support the development and pilot testing of climate policy tracking models
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$129,562	for strengthening the Clean Energy Coalition in Tamil Nadu
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$125,045	for developing potential solutions to challenges facing Indian utilities in integrating renewable energy and energy efficiency resources
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$100,869	for strengthening the role of civil society organizations in standards and labeling program design and implementation
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$100,000	in support of a green power market development group in India
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$49,500	to assess incentives for energy-efficiency standards and labeling initiatives for appliances in India
World Wildlife Fund, Inc.	1250 24th Street, NW	Washington	DC	20037	52-1693367	501(c)(3)	\$120,000	to support the second phase of the Mexican Renewable Energy Initiative
Yale University	360 Prospect Street	New Haven	CT	06511	06-0646973	501(c)(3)	\$59,995	to develop and disseminate an analysis of the legal verification mechanisms adopted in the timber and cattle ranching sectors
Yale University	360 Prospect Street	New Haven	CT	06511	06-0646973	501(c)(3)	\$99,997	to foster the international diffusion of community forestry based on the experience of Mexico and Central America

**SCHEDULE R**  
**(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2013****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
 ▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

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

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)	CLIMATE AND LAND USE ALLIANCE LLC 235 MONTGOMERY ST, STE 1300 SAN FRANCISCO, CA 94104	ENVIRONMENTAL	DE	280,415.	2,626,075.	CLIMATEWORKS
(2)	LATIN AMER REGIONAL CLMTE INITIATIVE LLC 235 MONTGOMERY ST, STE 1300 SAN FRANCISCO, CA 94104	ENVIRONMENTAL	DE	1,206,980.	2,052,575.	CLIMATEWORKS
(3)						
(4)						
(5)						
(6)						

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1)							Yes No
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2013

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percent- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									



## CLIMATEWORKS FOUNDATION

26-2303250

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

**Part VI** **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

**Part VII** Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).