

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

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

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014**Open to Public Inspection****A** For the 2014 calendar year, or tax year beginning , 2014, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CLIMATEWORKS FOUNDATION		D Employer identification number 26-2303250
	Doing Business As		E Telephone number (415) 433-0500
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	235 MONTGOMERY STREET, SUITE 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 ST., STE 1300 SAN FRANCISCO, CA 94104			G Gross receipts \$ 183,667,221.
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
J Website: ▶ WWW.CLIMATEWORKS.ORG			H(c) Group exemption number ▶
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 2008 M State of legal domicile: DE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	Check this box <input type="checkbox"/> 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)	4 Number of independent voting members of the governing body (Part VI, line 1b)	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)
	6 Total number of volunteers (estimate if necessary)	7a Total unrelated business revenue from Part VIII, column (C), line 12	7b Net unrelated business taxable income from Form 990-T, line 34
	8 Contributions and grants (Part VIII, line 1h)	9 Program service revenue (Part VIII, line 2g)	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)
Revenue	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
	14 Benefits paid to or for members (Part IX, column (A), line 4)	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	16a Professional fundraising fees (Part IX, column (A), line 11e)
	16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 955,124	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)
	19 Revenue less expenses. Subtract line 18 from line 12	20 Total assets (Part X, line 16)	21 Total liabilities (Part X, line 26)
	22 Net assets or fund balances. Subtract line 21 from line 20	23 Total assets (Part X, line 16)	24 Total liabilities (Part X, line 26)
Expenses	25 Total assets (Part X, line 16)	26 Total liabilities (Part X, line 26)	27 Net assets or fund balances. Subtract line 26 from line 25
	28 Total assets (Part X, line 16)	29 Total liabilities (Part X, line 26)	30 Net assets or fund balances. Subtract line 29 from line 28
	31 Total assets (Part X, line 16)	32 Total liabilities (Part X, line 26)	33 Net assets or fund balances. Subtract line 32 from line 31
	34 Total assets (Part X, line 16)	35 Total liabilities (Part X, line 26)	36 Net assets or fund balances. Subtract line 35 from line 34
	37 Total assets (Part X, line 16)	38 Total liabilities (Part X, line 26)	39 Net assets or fund balances. Subtract line 38 from line 37
Net Assets or Fund Balances	40 Total assets (Part X, line 16)	41 Total liabilities (Part X, line 26)	42 Net assets or fund balances. Subtract line 41 from line 40
	43 Total assets (Part X, line 16)	44 Total liabilities (Part X, line 26)	45 Net assets or fund balances. Subtract line 44 from line 43
	46 Total assets (Part X, line 16)	47 Total liabilities (Part X, line 26)	48 Net assets or fund balances. Subtract line 47 from line 46
	49 Total assets (Part X, line 16)	50 Total liabilities (Part X, line 26)	51 Net assets or fund balances. Subtract line 50 from line 49
	52 Total assets (Part X, line 16)	53 Total liabilities (Part X, line 26)	54 Net assets or fund balances. Subtract line 53 from line 52

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 and CEO	11/16/15
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	ROSEMARIE BROWN	Digitally signed by Rosemarie Brown Date: 2015.11.15 22:25:13-08'00'
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 ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2014)

**Application for Extension of Time To File an
Exempt Organization Return**► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

- 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 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, 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) ☐ 0 ☐ 1

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 235 MONTGOMERY 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.

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 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 14 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 Balance due. 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).

Type or print	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)
File by the due date for filing your return. See instructions.	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.

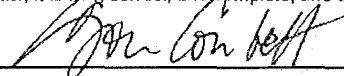
- The books are in the care of ATTN: CORP SECRETARY, 235 MONTGOMERY ST STE 1300 SAN FRANCISCO, CA 94104
Telephone No. 415 533-0500 Fax No.
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's 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 11/15, 2015.
- 5 For calendar year 2014, 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 Balance Due. 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  Title CPA Date 8/12/15

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 ☐ ☒**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 \$ 133,688,580. including grants of \$ 112,529,437.) (Revenue \$ 0)

SEE SCHEDULE O

4b (Code:) (Expenses \$ 6,334,244. including grants of \$ 3,259,229.) (Revenue \$ 0)

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 ► 140,022,824.

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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.	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	
12a 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
14a 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
20a 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
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
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>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Form 990 (2014)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	52	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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	46	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		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		
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)?	X	
b	If "Yes," enter the name of the foreign country: <u>INDIA</u> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
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?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
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?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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
1a 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.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

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, address, and telephone number of the person who possesses the organization's books and records: ►

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 ContractorsCheck 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				440,305.	0	45,268.
(2) SUSAN TIERNEY BOARD CHAIR	2.00 0	X						0	0	0
(3) JAMSHYD N. GODREJ BOARD DIRECTOR	2.00 0	X						0	0	0
(4) LARRY KRAMER BOARD DIRECTOR	2.00 0	X						0	0	0
(5) CAROL S. LARSON BOARD DIRECTOR	2.00 0	X						0	0	0
(6) PAMELA MATSON BOARD DIRECTOR	2.00 0	X						0	0	0
(7) KRISTIAN PARKER BOARD DIRECTOR	2.00 0	X						0	0	0
(8) BRIAN MCCracken SR. DIR. FINANCE, TREASURER	40.00 0			X				220,267.	0	57,846.
(9) GRETCHEN RAU SECRETARY	40.00 0			X				105,922.	0	25,110.
(10) CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	40.00 0				X			302,959.	0	62,265.
(11) CHARLES MCELWEE VICE PRESIDENT, PROGRAMS	40.00 0				X			283,577.	0	57,727.
(12) JOSEPH RYAN PROGRAM DIRECTOR	40.00 0					X		155,041.	0	30,432.
(13) DANIEL ZARIN DIRECTOR OF PROGRAMS, CLUA	40.00 0					X		220,147.	0	68,171.
(14) SURABI MENON DIRECTOR, ADVISORY & RESEARCH	40.00 0					X		180,100.	0	46,687.

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

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Continued)											
(A) Name and title		(B) Average hours per week (list any weeks 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)	KELLY YOUNG ----- DIRECTOR, IT	40.00 0					X		165,357.	0	46,949.
(16)	MARY RAFTERY ----- SR. ADVISOR, FUNDER COLLAB.	40.00 0					X		309,358.	0	4,434.
1b Sub-total									1,908,318.	0	393,506.
c Total from continuation sheets to Part VII, Section A									474,715.	0	51,383.
d Total (add lines 1b and 1c)									2,383,033.	0	444,889.

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 19

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
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 ► 39

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
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	183,612,607.			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		183,612,607.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts).		54,092.			54,092.
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
	7a	Gross amount from sales of assets other than inventory					
		(i) Securities	(ii) Other				
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		0			
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18					
	b	Less: direct expenses					
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities. See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances					
b	Less: cost of goods sold						
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11a	REALIZED GAIN ON CURRENCY CONVERSION		522.			522.	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		522.				
12	Total revenue. See instructions		183,667,221.			54,614.	

Part IX Statement of Functional Expenses

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

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

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	87,901,253.	87,901,253.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	27,887,413.	27,887,413.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,653,102.	912,594.	600,542.	139,966.
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	3,282,449.	2,514,409.	458,281.	309,759.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	352,687.	287,154.	38,771.	26,762.
9 Other employee benefits	544,740.	378,910.	112,107.	53,723.
10 Payroll taxes	310,279.	213,394.	70,378.	26,507.
11 Fees for services (non-employees):				
a Management	859,900.	405,430.	454,152.	318.
b Legal	111,582.	74,752.	36,830.	
c Accounting	89,003.	14,187.	74,816.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	78,000.			78,000.
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.) <u>ATCH 2</u>	16,361,116.	15,701,017.	624,769.	35,330.
12 Advertising and promotion	79,050.	79,050.		
13 Office expenses	249,673.	140,279.	55,037.	54,357.
14 Information technology	832,330.	733,847.	35,472.	63,011.
15 Royalties	0			
16 Occupancy	1,101,247.	887,595.	166,661.	46,991.
17 Travel	1,310,540.	1,137,350.	111,081.	62,109.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	349,935.	295,377.	52,497.	2,061.
20 Interest	9,598.		9,598.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	704,378.	450,209.	198,267.	55,902.
23 Insurance	45,714.	3,643.	41,883.	188.
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 <u>PROPERTY TAX</u>	52,432.	250.	52,182.	
b <u>BANK FEES</u>	24,571.	1,054.	23,517.	
c <u>TAX FILING FEES</u>	5,109.	2,584.	2,525.	
d <u>REAL ESTATE TAX</u>	1,709.	1,073.	496.	140.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	144,197,810.	140,022,824.	3,219,862.	955,124.
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
Assets	1 Cash - non-interest-bearing	13,559,276.	1	14,283,954.
	2 Savings and temporary cash investments	24,156,179.	2	80,550,732.
	3 Pledges and grants receivable, net	87,433,458.	3	78,578,852.
	4 Accounts receivable, net	9,052.	4	16,781.
	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	545,276.	9	302,690.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,772,584.		
	b Less: accumulated depreciation	10b 4,350,589.	10c	2,421,995.
	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	373,794.	15	378,929.
16 Total assets. Add lines 1 through 15 (must equal line 34)	129,121,350.	16	176,533,933.	
Liabilities	17 Accounts payable and accrued expenses	2,989,193.	17	3,374,143.
	18 Grants payable	2,596,407.	18	9,532,280.
	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	1,109,172.	25	1,456,167.
	26 Total liabilities. Add lines 17 through 25	6,694,772.	26	14,362,590.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	35,204,694.	27	2,724,724.
	28 Temporarily restricted net assets	87,221,884.	28	159,446,619.
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	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	122,426,578.	33	162,171,343.
34 Total liabilities and net assets/fund balances.	129,121,350.	34	176,533,933.	

Form **990** (2014)

Part XI Reconciliation of Net AssetsCheck 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	183,667,221.
2	Total expenses (must equal Part IX, column (A), line 25)	2	144,197,810.
3	Revenue less expenses. Subtract line 2 from line 1	3	39,469,411.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	122,426,578.
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	275,354.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	162,171,343.

Part XII Financial Statements and ReportingCheck 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** (2014)

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.

OMB No. 1545-0047

2014

**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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(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) 2014

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	92,119,491.	82,837,554.	170,343,410.	77,389,600.	183,612,607.	606,302,662.
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 Total. Add lines 1 through 3.	92,119,491.	82,837,554.	170,343,410.	77,389,600.	183,612,607.	606,302,662.
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).						533,288,556.
6 Public support. Subtract line 5 from line 4.						73,014,106.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	92,119,491.	82,837,554.	170,343,410.	77,389,600.	183,612,607.	606,302,662.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	288,864.	277,454.	182,141.	37,893.	54,092.	840,444.
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 VI.) . ATCH. 1	20,014.	39,712.				59,726.
11 Total support. Add lines 7 through 10						607,202,832.
12 Gross receipts from related activities, etc. (see instructions)					12	1,000,000.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	12.02 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	11.43 %
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

(Complete only if you checked the box on line 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2014. 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 ▶ <input type="checkbox"/>		
b 33 1/3% support tests - 2013. 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 ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)	10b	

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

- 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):
- a ☐ The organization satisfied the Activities Test. Complete line 2 below.
- b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.
- c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

	Yes	No
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

Schedule A (Form 990 or 990-EZ) 2014

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2014 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1	Distributable amount for 2014 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2014:			
a				
b				
c				
d				
e	From 2013			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2014 distributable amount			
i	Carryover from 2009 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2014 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2014 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6	Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7	Excess distributions carryover to 2015. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b				
c				
d	Excess from 2013			
e	Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

Part VI **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).

10 PERCENT FACTS AND CIRCUMSTANCES TEST

SCHEDULE A, PART II, SECTION C, LINE 17A:

CLIMATEWORKS FOUNDATION ("CLIMATEWORKS") IS A PUBLIC CHARITY BASED IN SAN FRANCISCO. OUR MISSION IS TO MOBILIZE PHILANTHROPY TO SOLVE THE CLIMATE CRISIS AND ENSURE A PROSPEROUS FUTURE.

THE INTERNATIONAL COMMUNITY AGREES THAT THE WORLD MUST PREVENT AVERAGE GLOBAL TEMPERATURES FROM RISING MORE THAN 2° CELSIUS FROM PREINDUSTRIAL LEVELS TO REDUCE THE RISK OF DANGEROUS CLIMATE CHANGE. WHILE WE RECOGNIZE THAT THE 2° CELSIUS 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° CELSIUS 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° CELSIUS 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 TO LIMIT WARMING TO 2° CELSIUS. 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.

Part VI **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 MARSHAL THE TALENT AND CAPACITY REQUIRED TO SUPPORT SOPHISTICATED FUNDERS AND TACKLE ONE OF THE WORLD'S TOUGHEST CHALLENGES, CLIMATEWORKS COLLABORATES WITH A GLOBAL NETWORK OF REGIONAL PARTNERS. OUR PARTNERS PLAY A CENTRAL ROLE IN DEVELOPING PORTFOLIOS OF PHILANTHROPIC INVESTMENTS DESIGNED TO ACHIEVE LARGE-SCALE GREENHOUSE GAS EMISSIONS REDUCTIONS IN THE COUNTRIES WHERE THEY OPERATE, AND THEY DESIGN AND LEAD REGIONALLY BASED STRATEGIES, BUILDING ON THEIR ON-THE-GROUND EXPERTISE IN THE REGIONS WHERE THEY OPERATE. WORKING WITH LOCAL GRANTEES, THEY FUND FINE-GRAINED GRANT PORTFOLIOS TO PURSUE REGIONAL INITIATIVES. WE MONITOR THE PROGRESS OF THESE INITIATIVES AND WORK WITH OUR PARTNERS TO CONTINUOUSLY ADAPT OUR EFFORTS TO BE INCREASINGLY EFFECTIVE. CLIMATEWORKS' REGIONAL PARTNERS INCLUDE BUT ARE NOT LIMITED TO:

- O CLIMATE AND LAND USE ALLIANCE (CLUA; OPERATING IN MEXICO AND CENTRAL AMERICA, BRAZIL, INDONESIA, AND THE U.S.)
- O ENERGY FOUNDATION (U.S., CHINA)
- O EUROPEAN CLIMATE FOUNDATION
- O LATIN AMERICA REGIONAL CLIMATE INITIATIVE (MEXICO)
- O INSTITUTO CLIMA E SOCIEDADE (BRAZIL)

THROUGH SIX PHILANTHROPIC INVESTMENT PORTFOLIOS, CLIMATEWORKS OFFERS FUNDERS, GRANTEES, AND PARTNERS A RANGE OF OPPORTUNITIES TO TAKE ACTION ON CLIMATE CHANGE; SUPPORTING THEM WITH A COMBINATION OF EXPERTISE, INSIGHTS, CAPACITY, AND FUNDING TO MAKE OUR COLLECTIVE EFFORTS MORE STRATEGIC AND EFFECTIVE. THESE SPECIALIZED PORTFOLIOS - CLEAN POWER, OIL, ENERGY EFFICIENCY, FORESTS AND LAND USE, NON-CO2 MITIGATION, AND

Part VI **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).

CROSS-CUTTING STRATEGIES - WORK BOTH INDIVIDUALLY AND COLLECTIVELY TO
TARGET OPPORTUNITIES IN AREAS THAT DEMONSTRATE THE BIGGEST POTENTIAL FOR
MITIGATING CLIMATE CHANGE'S MOST DAMAGING EFFECTS.

IN ADDITION, CLIMATEWORKS COLLABORATES WITH EXPERTS AT GOVERNMENTAL AND
NON-GOVERNMENTAL ORGANIZATIONS WORLDWIDE TO DEVELOP AND SHARE ACTIONABLE
DATA AND INSIGHTS INTO THE SCIENTIFIC, TECHNICAL, AND SOCIOECONOMIC
LANDSCAPES IN WHICH PHILANTHROPY OPERATES. THESE "GLOBAL VIEW" INSIGHTS
HELP CLIMATEWORKS AND OUR PARTNERS SHAPE, MONITOR, EVALUATE, AND REFINE
OUR ONGOING EFFORTS.

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 2014 REPORT, JOINTLY DEVELOPED WITH 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 ATTEMPTED 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 STRENGTHENED THE CASE
FOR TAKING URGENT ACTION ON CLIMATE AND HIGHLIGHTED HOW CLIMATE-SMART
ECONOMIC DEVELOPMENT CAN BOOST EMPLOYMENT AND SAVE MILLIONS OF LIVES,
AMONGST OTHER BENEFITS. THIS REPORT HAS BEEN USED BY PHILANTHROPISTS,
POLICY-MAKERS AND NON-PROFIT ORGANIZATIONS TO DEVELOP PROGRAMS THAT

Part VI **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).

DELIBERATELY TACKLE CLIMATE CHANGE MITIGATION WHILE CREATING THE
CONDITIONS FOR FUTURE ECONOMIC PROSPERITY AND SOCIAL WELL-BEING.

ANOTHER EXAMPLE OF OUR GLOBAL VIEW WORK IS THE CARBON TRANSPARENCY
INITIATIVE (CTI), DEVELOPED BY CLIMATEWORKS AND PARTNERS TO TRACK
PROGRESS AROUND THE WORLD TOWARD DECARBONIZATION. THE CTI PROVIDES
TRANSPARENT, GRANULAR, AND METHODOLOGICALLY CONSISTENT SCENARIOS BASED ON
CURRENT POLICIES, DECARBONIZATION TRENDS, AND INVESTMENTS. DEVELOPED IN
CONSULTATION WITH CLIMATE ACTION TRACKER, WORLD RESOURCES INSTITUTE, THE
INTERNATIONAL ENERGY AGENCY, BLOOMBERG NEW ENERGY FINANCE, LAWRENCE
BERKELEY NATIONAL LABS, AND OTHER LEADING ORGANIZATIONS, THE CTI USES AN
OPEN SOURCE, INDICATOR-LED METHODOLOGY BASED ON ANALYSIS OF KEY DRIVERS
THAT SHAPE GREENHOUSE GAS EMISSIONS.

TO ENSURE CTI-BASED ANALYSIS AND INSIGHTS ARE OF USE TO THE FIELD,
CLIMATEWORKS: MAINTAINS AND UPDATES THE MODELS AND FORECASTS; ALIGNS THE
MODEL WITH CLIMATEWORKS' PHILANTHROPIC INVESTMENT PORTFOLIOS; ENGAGES
WITH REGIONAL PARTNERS AND GRANTEES FOR INFORMATION EXCHANGE AND
LEARNING; AND WORKS WITH INTERNATIONAL EXPERTS TO DEVELOP A COMPOSITE
ASSESSMENT OF CLIMATE ACTION.

IN 2016 CLIMATEWORKS WILL LAUNCH A PUBLIC WEB PLATFORM FOR CTI-BASED
THOUGHT-LEADERSHIP. THIS TOOL WILL CREATE FUTURE OPPORTUNITIES FOR
ACTION-ORIENTED, RESEARCH-BASED COMMUNICATIONS BASED ON THE FINDINGS THEY
GENERATE. INSIGHTS WILL BE DISTRIBUTED ONLINE, HIGHLIGHTING
OPPORTUNITIES FOR THE FOUNDATION COMMUNITY, AND EMPHASIZING VISUAL,
ACTIONABLE ANALYSIS.

Part VI **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).

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, 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 10 IN 2014. 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.

IN 2013, CLIMATEWORKS FINALIZED A STRATEGIC PLAN THAT REFOCUSED ITS EFFORTS ON SIX PHILANTHROPIC INVESTMENT PORTFOLIOS AROUND WHICH WE COORDINATE AND HELP INCREASE FUNDING FOR CLIMATE MITIGATION EFFORTS. AS PART OF THAT PROCESS, WE HAVE ENGAGED WITH CURRENT AND PROSPECTIVE

Part VI **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).

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 2014 REPORTING YEAR IS 12 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.

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 PRIMARILY OF VANGUARDS IN THE PRIVATE SECTOR, THE BOARD'S CURRENT COMPOSITION REPRESENTS MORE TARGETED EXPERTISE IN PHILANTHROPY, SCIENCE, INTERNATIONAL RELATIONS, 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, THE U.S. REPRESENTATIVE TO THE UN HIGH-LEVEL PANEL ON THE POST-2015 DEVELOPMENT AGENDA, 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

Part VI **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).

GOVERNING AND GUIDING CLIMATEWORKS IN SERVICE OF OUR MISSION.

CRITERION 5 - AVAILABILITY OF PUBLIC SERVICES: PLEASE REFER TO

INFORMATION ABOVE REGARDING OUR RECENT REPORT, "CLIMATE-SMART DEVELOPMENT

- ADDING UP THE BENEFITS OF ACTIONS THAT HELP BUILD PROSPERITY, END

POVERTY AND COMBAT CLIMATE CHANGE" AND THE CARBON TRANSPARENCY

INITIATIVE.

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2010	2011	2012	2013	2014	TOTAL
SHARED SVC EXP REIMBURSEMENT	20,014.	39,712.				59,726.
TOTALS	<u>20,014</u>	<u>39,712</u>				<u>59,726</u>

Schedule of Contributors

OMB No. 1545-0047

2014

▶ 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.

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)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that 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		\$ 72,864,047.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 66,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 33,709,511.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 8,959,423.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 804,914.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 700,000.	Person <input checked="" 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 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		\$ 270,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 84,712.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 20,000.	Person <input checked="" 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.)
		\$	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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(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

2014

**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.**
▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at 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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of organization

CLIMATEWORKS FOUNDATION

Employer identification number

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) 2014

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		247,500.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		742,500.													
c Total lobbying expenditures (add lines 1a and 1b)		990,000.													
d Other exempt purpose expenditures		143,129,810.													
e Total exempt purpose expenditures (add lines 1c and 1d)		144,119,810.													
f 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.														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0	0												
i Subtract line 1f from line 1c. If zero or less, enter -0-		0	0												
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	902,202.	1,000,000.	990,000.	990,000.	3,882,202.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	250,000.		198,000.	247,500.	695,500.

Schedule C (Form 990 or 990-EZ) 2014

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, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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.

OMB No. 1545-0047

2014

Open to Public
Inspection

CLIMATEWORKS FOUNDATION

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

Part II Conservation Easements.

Complete if the organization answered "Yes" 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 a 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) Revenue 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 Revenue 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) 2014

JSA
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06290X 700W

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

- 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 <input type="checkbox"/> | Public exhibition | d <input type="checkbox"/> | Loan or exchange programs |
| b <input type="checkbox"/> | Scholarly research | e <input type="checkbox"/> | Other _____ |
| c <input type="checkbox"/> | 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, for escrow or custodial account liability? | | <input type="checkbox"/> Yes | <input type="checkbox"/> 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
3a(i)		
3a(ii)		
3b		

- (i) unrelated organizations
- (ii) related organizations
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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		4,960,770.	2,804,093.	2,156,677.
d Equipment		657,436.	544,096.	113,340.
e Other		1,154,378.	1,002,400.	151,978.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,421,995.

Schedule D (Form 990) 2014

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	908,152.	
(3) LONG TERM DEPOSIT	22,104.	
(4) CAPITAL LEASES	10,623.	
(5) CONTRIBUTIONS RETURNABLE TO DONOR	515,288.	
(6) _____		
(7) _____		
(8) _____		
(9) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►		1,456,167.

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	183,667,344.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	123.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	123.
3	Subtract line 2e from line 1	3	183,667,221.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	183,667,221.

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.

1	Total expenses and losses per audited financial statements	1	143,922,579.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	123.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	-275,354.
e	Add lines 2a through 2d	2e	-275,231.
3	Subtract line 2e from line 1	3	144,197,810.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	144,197,810.

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 (ASC 740) FOOTNOTE

SCHEDULE D, PART X, LINE 2:

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 2011 - 2014 AND THE CALIFORNIA STATE TAX JURISDICTION ARE TAX YEARS 2010 - 2014. THE OPEN TAX YEARS FOR THE DISTRICT OF COLUMBIA ARE TAX YEARS 2011 - 2014. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2014 AND 2013, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING DECEMBER 31, 2014. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSES IN THE STATEMENT OF ACTIVITIES.

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH RETURN

SCHEDULE D, PART XI, LINE 2B:

IN-KIND LEGAL SERVICES	\$123
------------------------	-------

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH RETURN

SCHEDULE D, PART XII, LINE 2A:

IN-KIND LEGAL SERVICES	\$123
------------------------	-------

SCHEDULE D, PART XII, LINE 2D:

GRANT REFUNDS	(\$302,054)
UNREALIZED TRANSACTION LOSS ON CURRENCY CONVERSION	\$26,700

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990.

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

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		1,577,332.
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	CLUA, TRAV. & MEETINGS	1,963,059.
(3) EUROPE			GRANTMAKING		20,902,343.
(4) EUROPE			PROGRAM SERVICES	TRAVEL & MEETINGS	2,860,853.
(5) EUROPE			FUNDRAISING		104,988.
(6) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	UNFCC & WEF MEETINGS	27,644.
(7) NORTH AMERICA			GRANTMAKING		1,059,974.
(8) NORTH AMERICA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT.	884,962.
(9) SOUTH AMERICA			GRANTMAKING		4,291,869.
(10) SOUTH AMERICA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT.	2,958,286.
(11) SOUTH ASIA			GRANTMAKING		55,895.
(12) SOUTH ASIA	1.		PROGRAM SERVICES	CLIMATE POLICY STRAT.	2,040,233.
(13) SUB-SAHARAN AFRICA			PROGRAM SERVICES	CLIMATE POLICY STRAT.	56,251.
(14)					
(15)					
(16)					
(17)					
3a Sub-total.	3.				38,783,689.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	3.				38,783,689.

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

Schedule F (Form 990) 2014

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)									
(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. ▶

3 Enter total number of other organizations or entities. ▶

52.

7.

Schedule F (Form 990) 2014

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; do not file with Form 990).* ☐ 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; do not file with Form 990).* ☒ Yes ☐ No

Schedule F (Form 990) 2014

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

SCHEDULE F, PART I, LINE 2:

IN 2014, CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTED REGIONAL PARTNERS AND OTHER GRANTEES WELL KNOWN TO CLIMATEWORKS FROM GRANTS AWARDED IN PRIOR YEARS. THESE ORGANIZATIONS HAD UNDERGONE AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING RECURRING GRANTEES.

CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON PROSPECTIVE GRANTS AND EVALUATE THE PAST SUCCESS AND HEALTH OF THE PROSPECTIVE GRANTEE. 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 PURPOSES 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

Name of the organization

CLIMATEWORKS FOUNDATION

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.

OMB No. 1545-0047

2014

**Open to Public
Inspection**

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.

- | | |
|--|--|
| a <input type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <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			
1 ROBIN MILLINGTON	STRATEGY		X		30,615.	
2 BRODERICKHAIGHT CONSULTING	STRATEGY		X		27,885.	
3 SUSAN BELL	STRATEGY		X		19,500.	
4						
5						
6						
7						
8						
9						
10						
Total					78,000.	

- 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
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
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 conducts gaming activities: _____

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

Name ▶ _____

Address ▶ _____

- 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 provide any additional information (see instructions).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

**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.

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Employer identification number

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 Domestic Organizations and Domestic Governments. 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)							
(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 36
- 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.

Schedule I (Form 990) (2014)

JSA

4E1288 1.000

06290X 700W

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.

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

SCHEDULE I, PART I, LINE 2:

IN 2014, CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTED REGIONAL PARTNERS AND OTHER GRANTEEES WELL-KNOWN TO CLIMATEWORKS FROM GRANTS AWARDED IN PRIOR YEARS. THESE ORGANIZATIONS HAD UNDERGONE AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING RECURRING GRANTEEES.

CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON PROSPECTIVE GRANTS AND EVALUATE THE PAST SUCCESS AND HEALTH OF THE PROSPECTIVE GRANTEE. ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND

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.

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

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.

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,

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.

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" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

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Name of the organization
CLIMATEWORKS FOUNDATION

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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), 501(c)(4), and 501(c)(29) 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
1b	X	
2	X	
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) 2014

Schedule J (Form 990) 2014

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 in column (B) 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) 439,045.	0	1,260.	34,500.	10,768.	485,573.	0
		(ii) 0	0	0	0	0	0	0
2	BRIAN MCCrackEN SR. DIR. FINANCE, TREASURER	(i) 218,167.	1,000.	1,100.	33,000.	24,846.	278,113.	0
		(ii) 0	0	0	0	0	0	0
3	CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	(i) 299,347.	0	3,612.	39,040.	23,225.	365,224.	0
		(ii) 0	0	0	0	0	0	0
4	CHARLES MCELWEE VICE PRESIDENT, PROGRAMS	(i) 280,000.	0	3,577.	34,600.	23,127.	341,304.	0
		(ii) 0	0	0	0	0	0	0
5	JOSEPH RYAN PROGRAM DIRECTOR	(i) 110,555.	3,500.	40,986.	16,732.	13,700.	185,473.	0
		(ii) 0	0	0	0	0	0	0
6	DANIEL ZARIN DIRECTOR OF PROGRAMS, CLUA	(i) 219,014.	0	1,133.	33,978.	34,193.	288,318.	0
		(ii) 0	0	0	0	0	0	0
7	SURABI MENON DIRECTOR, ADVISORY & RESEARCH	(i) 179,502.	0	598.	27,512.	19,175.	226,787.	0
		(ii) 0	0	0	0	0	0	0
8	KELLY YOUNG DIRECTOR, IT	(i) 162,491.	1,500.	1,366.	24,094.	22,855.	212,306.	0
		(ii) 0	0	0	0	0	0	0
9	MARY RAFTERY SR. ADVISOR, FUNDER COLLAB.	(i) 308,900.	0	458.	0	4,434.	313,792.	0
		(ii) 0	0	0	0	0	0	0
10		(i)						
		(ii)						
11		(i)						
		(ii)						
12		(i)						
		(ii)						
13		(i)						
		(ii)						
14		(i)						
		(ii)						
15		(i)						
		(ii)						
16		(i)						
		(ii)						

Schedule J (Form 990) 2014

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.

QUESTIONS REGARDING COMPENSATION

SCHEDULE B, PART I, LINE 1A:

TAX GROSS-UP AND EQUALIZATION PAYMENTS: GRETCHEN RAU, SECRETARY,
RECEIVED A TAX GROSS-UP OF \$830, AND KELLY YOUNG, IT DIRECTOR, RECEIVED A
TAX GROSS UP OF \$886 AS PART OF BONUSES PAID IN 2014. THESE TAX-GROSS UP
PAYMENTS WERE REPORTED ON FORMS W-2 AS TAXABLE INCOME AS REQUIRED AND
REPORTED ON SCHEDULE J, PART II, COLUMN (B) (III).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

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

2014

**Open to Public
Inspection**

Employer identification number

26-2303250

ORGANIZATION'S MISSION

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

THE MISSION OF THE CLIMATEWORKS FOUNDATION IS TO MOBILIZE PHILANTHROPY TO
SOLVE THE CLIMATE CRISIS AND ENSURE A PROSPEROUS FUTURE.

CLIMATE CHANGE IS A COMPLEX GLOBAL CHALLENGE. GOVERNMENTS, THE PRIVATE
SECTOR, CIVIL SOCIETY, AND OTHER STAKEHOLDERS MUST ALL DO THEIR PART IF
WE ARE TO SUCCEED IN SOLVING THE CLIMATE CRISIS AND ENSURING A PROSPEROUS
FUTURE.

PHILANTHROPY HAS A CRITICAL ROLE TO PLAY. INDIVIDUALLY, A NUMBER OF
FOUNDATIONS ARE MAKING PROGRESS ON DIFFERENT PARTS OF THE CLIMATE
PROBLEM. WHEN FOUNDATIONS COLLABORATE, THEIR POTENTIAL FOR IMPACT IS
EVEN GREATER. CLIMATEWORKS HELPS LEADING FUNDERS COME TOGETHER TO BE
MORE STRATEGIC, EFFICIENT, AND EFFECTIVE IN THEIR RESPONSE TO GLOBAL
CLIMATE CHANGE.

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A:

CLIMATEWORKS COLLABORATES WITH FUNDERS, REGIONAL AND RESEARCH PARTNERS,
AND OTHER CLIMATE LEADERS TO STRENGTHEN PHILANTHROPY'S RESPONSE TO
CLIMATE CHANGE.

CLIMATEWORKS IS A PUBLIC CHARITY BASED IN SAN FRANCISCO. ITS MAIN

Name of the organization

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ACTIVITIES ARE TO:

O PROVIDE RESEARCH AND INSIGHTS TO INFORM PHILANTHROPIC CLIMATE

STRATEGIES

O DESIGN STRATEGIES FOR REDUCING THE EMISSIONS THAT CAUSE CLIMATE CHANGE

O SUPPORT STRATEGIC COLLABORATION BETWEEN FUNDERS

O MAKE GRANTS AND FUND PHILANTHROPIC INITIATIVES

O ATTRACT NEW DONORS AND RESOURCES TO CLIMATE MITIGATION EFFORTS

WORLDWIDE

CLIMATEWORKS WORKS ON A GLOBAL BASIS, WITH GRANTS TARGETING REDUCTIONS IN

EMISSIONS PRIMARILY IN CHINA, EUROPE, INDONESIA, LATIN AMERICA AND THE

U.S. OUR ANALYSES AND CONVENINGS ALSO HELP INFORM OTHER FUNDERS'

GRANT-MAKING.

THE RESULT IS BETTER COORDINATED, MORE STRATEGIC, AND MORE EFFECTIVE

FUNDER ENGAGEMENT IN CLIMATE ACTION.

TO ASSEMBLE THE TALENT AND CAPACITY REQUIRED TO PERFORM THESE ROLES,

SUPPORT SOPHISTICATED FUNDERS, AND HELP TACKLE ONE OF THE WORLD'S

TOUGHEST CHALLENGES, CLIMATEWORKS COLLABORATES WITH A GLOBAL NETWORK OF

PARTNERS AND GRANTEES. THESE PARTNERS PLAY A CENTRAL ROLE IN DEVELOPING

PORTFOLIOS OF PHILANTHROPIC INVESTMENTS DESIGNED TO ACHIEVE LARGE-SCALE

GREENHOUSE GAS EMISSIONS REDUCTIONS IN THE COUNTRIES OR REGIONS WHERE

THEY OPERATE.

Name of the organization	Employer identification number
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CLIMATEWORKS' REGIONAL PARTNERS DESIGN AND LEAD REGIONALLY BASED STRATEGIES, BUILDING ON THEIR ON-THE-GROUND EXPERTISE IN THE REGIONS WHERE THEY OPERATE. WORKING WITH LOCAL GRANTEEES, THEY FUND FINE-GRAINED GRANT PORTFOLIOS TO PURSUE REGIONAL INITIATIVES. CLIMATEWORKS MONITORS THE PROGRESS OF THESE INITIATIVES AND WORKS WITH ITS PARTNERS TO CONTINUOUSLY ADAPT OUR EFFORTS TO BE INCREASINGLY EFFECTIVE.

CLIMATEWORKS' REGIONAL PARTNERS INCLUDE: THE CLIMATE AND LAND USE ALLIANCE, THE ENERGY FOUNDATION (U.S. AND CHINA), THE EUROPEAN CLIMATE FOUNDATION, THE LATIN AMERICA REGIONAL CLIMATE INITIATIVE (MEXICO), AND INSTITUTO CLIMA E SOCIEDADE (BRAZIL).

CLIMATEWORKS' STRATEGIES AND SERVICES ARE STRUCTURED AROUND SIX PRIORITY AREAS: CLEAN POWER, OIL, ENERGY EFFICIENCY, FORESTS AND LAND USE, NON-CO2 MITIGATION, AND CROSS-CUTTING STRATEGIES. THESE STRATEGY AREAS ENCOMPASS A SET OF HIGH-IMPACT INITIATIVES 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.

IN 2014, CLIMATEWORKS MADE GRANTS OF \$112.5 MILLION TO SUPPORT ADOPTION AND IMPLEMENTATION OF POLICIES THAT PROMOTE CLEAN, EFFICIENT ENERGY TECHNOLOGIES AND LAND USE PRACTICES THAT REDUCE EMISSIONS FROM HUMAN ACTIVITIES. THESE POLICIES CAN ALSO SAVE MONEY FOR CONSUMERS AND BUSINESSES, FOSTER TECHNOLOGICAL INNOVATION AND ECONOMIC DEVELOPMENT,

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IMPROVE PUBLIC HEALTH, ENHANCE ENERGY SECURITY, AND REDUCE THE POLLUTION THAT CAUSES CLIMATE CHANGE.

HIGHLIGHTS OF RESULTS FROM THE FIELD ARE LISTED BELOW. CLIMATEWORKS' PARTNERS, GRANTEES, AND OTHER ALLIES INFLUENCED THESE OUTCOMES:

O IN A JOINT ANNOUNCEMENT WITH THE U.S. ON CLIMATE CHANGE, CHINA PLEDGED TO PEAK ITS CARBON EMISSIONS AROUND 2030 AND TO INCREASE NON-FOSSIL FUEL SOURCES TO 20 PERCENT OF THE COUNTRY'S TOTAL ENERGY MIX BY THE SAME YEAR.

O THE U.S. EPA RELEASED ITS LONG-ANTICIPATED CLEAN POWER PLAN FOR REDUCING CARBON POLLUTION FROM EXISTING POWER PLANTS. THE PLAN IS DESIGNED TO CUT UTILITY-SECTOR GREENHOUSE GAS EMISSIONS BY 25 PERCENT OF 2005 LEVELS BY 2020, AND 30 PERCENT BY 2030.

O THE GOVERNMENT OF INDIA ANNOUNCED REVISED RENEWABLE ENERGY CAPACITY DEPLOYMENT TARGETS, INCLUDING 8 GW OF WIND GENERATION PER YEAR AND 100 GW OF CUMULATIVE SOLAR CAPACITY BY 2022.

O AT THE UNITED NATIONS CLIMATE SUMMIT HELD IN SEPTEMBER 2014, GOVERNMENTS, BUSINESSES, AND ADVOCATES PLEDGED TO HALT THE LOSS OF THE WORLD'S FORESTS BY 2030, TO HALVE THE RATE OF DEFORESTATION BY 2020, AND TO RESTORE HUNDREDS OF MILLIONS OF ACRES OF DEGRADED LAND.

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O THE EUROPEAN COUNCIL REACHED ITS CONCLUSIONS ON THE OVERALL 2030 CLIMATE AND ENERGY POLICY FRAMEWORK. THE TARGETS INCLUDE A BINDING DOMESTIC GREENHOUSE GAS REDUCTION TARGET OF AT LEAST 40 PERCENT COMPARED TO 1990 LEVELS-A TARGET THAT IS HIGHER THAN WHAT WAS EXPECTED; A TARGET OF AT LEAST A 27 PERCENT SHARE OF RENEWABLE ENERGY SOURCES (RES) IN FINAL EU ENERGY CONSUMPTION COMPARED TO 1990, BINDING AT THE EU LEVEL; AND A NON-BINDING TARGET TO IMPROVE ENERGY EFFICIENCY OF THE EU ECONOMY BY AT LEAST 27 PERCENT COMPARED TO THE EUROPEAN COMMISSION'S PROJECTIONS OF FUTURE ENERGY CONSUMPTION.

O THE WORLD BANK LAUNCHED A WEB PLATFORM TO SUPPORT AN \$80 MILLION "PILOT AUCTION FACILITY FOR METHANE AND CLIMATE CHANGE MITIGATION."

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4B:

CLIMATEWORKS SUPPORTS FUNDERS WITH ANALYSES OF GREENHOUSE GAS EMISSIONS PATHWAYS, ASSESSMENTS OF REDUCTIONS OPPORTUNITIES, AND TRACKING OF IMPACT BASED ON AN EVALUATION OF THE IMPACT OF POLICIES. A VAST QUANTITY OF CLIMATE DATA IS AVAILABLE ALREADY: CLIMATEWORKS' ROLE IS TO AGGREGATE, SYNTHESIZE, AND PRESENT A RANGE OF RELEVANT GLOBAL EMISSIONS AND RELATED DATA, AND INFORMATION ON THE POLITICAL CONTEXTS IN WHICH CLIMATE POLICIES ARE DESIGNED, ADOPTED, AND IMPLEMENTED. USING KEY MILESTONE DATES-2020, 2030, AND 2050 IN PARTICULAR-THESE INSIGHTS HELP IDENTIFY AND PRIORITIZE OPPORTUNITIES TO REDUCE GLOBAL GREENHOUSE GAS EMISSIONS AND TRACK PROGRESS. BY MAINTAINING A GLOBAL PERSPECTIVE ON THE POTENTIAL AND REALITY OF EMISSIONS REDUCTIONS IN VARIOUS SECTORS AND REGIONS, WE HELP

Name of the organization	Employer identification number
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INFORM HOW PHILANTHROPIC DONORS DIRECT THEIR INVESTMENTS. CLIMATEWORKS LEADS ON IDENTIFYING AND TRACKING CARBON MITIGATION POTENTIAL OF CLIMATE ACTION AND PROVIDES TARGETED ANALYSES OF EMERGING THEMES AND TRENDS.

IN ADDITION TO PROVIDING ONGOING SUPPORT TO THE DEVELOPMENT OF CLIMATE ACTION STRATEGIES, ONE OF THE KEY OUTCOMES OF THIS WORK IN 2014 WAS THE RELEASE OF A REPORT, PUBLISHED IN PARTNERSHIP WITH THE WORLD BANK, FOCUSED ON THE MULTIPLE CLIMATE, SOCIAL, AND ECONOMIC BENEFITS OF CLIMATE ACTION. THIS REPORT, TITLED "CLIMATE-SMART DEVELOPMENT: ADDING UP THE BENEFITS OF ACTIONS THAT HELP BUILD PROSPERITY, END POVERTY AND COMBAT CLIMATE CHANGE," WAS RELEASED IN JUNE 2014. IT WAS FOLLOWED BY A SERIES OF OUTREACH ACTIVITIES GEARED TOWARDS RAISING THE AWARENESS OF THE CLIMATE AND OTHER COMMUNITIES ABOUT OPPORTUNITIES FOR SYNERGIES BETWEEN ACTIONS THAT MITIGATE CLIMATE CHANGE AND OTHER SECTORS AS WELL.

THE RESULT OF A TWO-YEAR COLLABORATION WITH THE WORLD BANK, THIS REPORT IS AN ATTEMPT TO RIGOROUSLY QUANTIFY THE TREMENDOUS GAINS THAT CAN BE ACHIEVED-IN PUBLIC HEALTH, AGRICULTURAL PRODUCTIVITY, JOB CREATION, AND ECONOMIC GROWTH-BY SCALING UP CLIMATE POLICIES AROUND THE WORLD. THE REPORT HELPS STRENGTHEN THE CASE FOR TAKING ACTION TO LIMIT CLIMATE CHANGE BY HIGHLIGHTING HOW CLIMATE-SMART ECONOMIC DEVELOPMENT CAN BOOST EMPLOYMENT AND SAVE MILLIONS OF LIVES, AMONG OTHER BENEFITS. IT HAS ALREADY PROVEN TO BE A USEFUL RESOURCE FOR POLICYMAKERS, ADVOCATES, PHILANTHROPISTS, AND OTHERS WHO ARE INTERESTED IN THE MULTIPLE BENEFITS OF CLIMATE-SMART POLICIES AND PROJECTS. IN AUGUST, CLIMATEWORKS

Name of the organization

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PARTICIPATED IN A CONFERENCE ORGANIZED BY THE WORLD HEALTH ORGANIZATION--A FIRST OF ITS KIND--THAT WAS SPECIFICALLY FOCUSED ON EXPLORING THE INTERSECTION OF CLIMATE AND HEALTH. WE ARE ALSO USING THIS REPORT TO ENGAGE WITH FUNDERS THAT HAVE HISTORICALLY NOT FOCUSED ON CLIMATE MITIGATION, BUT WHO ARE CONSIDERING BUILDING MORE SYSTEMATIC LINKAGES BETWEEN THEIR HEALTH AND CLIMATE INVESTMENTS.

THROUGH GRANTS, CLIMATEWORKS ALSO SPONSORS IN-DEPTH RESEARCH AND NONPARTISAN POLICY ANALYSIS. IN 2014, CLIMATEWORKS MADE GRANTS OF \$3.3 MILLION FOR RESEARCH AND SPECIAL PROJECTS, INCLUDING:

- O SUPPORT FOR TOOLS TO TRACK EFFORTS TO CUT CARBON EMISSIONS AND MODEL THE CLIMATE IMPACT OF MAJOR PUBLIC POLICY DECISIONS.
- O SUPPORT FOR ACCURATE MEDIA COVERAGE OF CLIMATE SCIENCE.
- O SUPPORT FOR RESEARCH ON THE ECONOMIC, AGRICULTURAL, AND HEALTH BENEFITS OF CLIMATE POLICIES.
- O SUPPORT FOR IN-DEPTH COUNTRY-LEVEL ASSESSMENTS OF CLIMATE POLICIES AND WAYS TO SUPPORT THEIR IMPLEMENTATION.
- O SUPPORT FOR RESEARCH ABOUT WHERE EMISSION OUTCOMES IN KEY COUNTRIES ARE HEADING, AND THE IMPACT OF CURRENT POLICY DECISIONS.
- O SUPPORT FOR RESEARCH EFFORTS THAT CAN LEAD TO EFFECTIVE INTERNATIONAL ACTION ON CLIMATE.

FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B, 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

Name of the organization	Employer identification number
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CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL. THE FINAL DRAFT IS
DISTRIBUTED TO CLIMATEWORKS' AUDIT COMMITTEE AND BOARD OF DIRECTORS.
CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE ACCOUNTING FIRM'S TAX PARTNER
REVIEW THE RETURN WITH THE AUDIT COMMITTEE. THE AUDIT COMMITTEE
RECOMMENDS APPROVAL OF THE RETURN TO THE BOARD. ONCE APPROVED, THE
RETURN IS FILED.

MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY
FORM 990, PART VI, SECTION B, 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
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

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

PROCESS FOR DETERMINING COMPENSATION OF PRESIDENT/CEO AND KEY EMPLOYEES
FORM 990, PART VI, SECTION B, 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.

FORM 990 AVAILABLE VIA ANOTHER'S WEBSITE

FORM 990, PART VI, SECTION C, LINE 18:

CLIMATEWORKS PROVIDES A COPY OF THE FORM 990 DIRECTLY TO GUIDESTAR TO
PUBLISH ON ITS WEBSITE

DOCUMENTS MADE AVAILABLE TO THE PUBLIC

FORM 990, PART VI, SECTION C, LINE 19:

Name of the organization

CLIMATEWORKS FOUNDATION

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26-2303250

CLIMATEWORKS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY,
AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 9:

THE OTHER CHANGES IN NET ASSETS OR FUND BALANCES IS COMPRISED OF
UNREALIZED TRANSACTION LOSSES ON FOREIGN CURRENCY OF (\$26,700) AND GRANT
REFUNDS OF \$302,054.

ATTACHMENT 1990, 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	1,440,000.
MCKINSEY & COMPANY KB KLARABERGSVIADUKTEN 70 111 64 STOCKHOLM SWEDEN	PRGM SVCS	734,700.
CLIMATE ADVISERS INC. 3626 RAYMOND STREET CHEVY CHASE, MD 20815	PRGM AND MNGMT SVCS	713,152.
RHODIUM GROUP 5 COLUMBUS CIRCLE NEW YORK, NY 10019	PRGM SVCS	702,500.
PINDORAMA FILMES LTDA RUA MAJOR RUBENS VAZ, 51 22470-070 RIO DE JANEIRO BRAZIL	COMMUNICATIONS SVCS	393,062.

ATTACHMENT 2

Name of the organization
CLIMATEWORKS FOUNDATION

Employer identification number
26-2303250

ATTACHMENT 2 (CONT'D)

FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	<u>(A) TOTAL FEES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL</u>	<u>(D) FUNDRAISING EXPENSES</u>
PROGRAM CONSULTING	14,893,616.	14,893,616.	0	0
COMMUNICATIONS	760,626.	468,051.	269,688.	22,887.
PROGRAM MEASUREMENT & EVAL.	216,916.	216,916.	0	0
RECRUITING	299,723.	0	299,723.	0
TEMPORARY STAFFING	190,235.	122,434.	55,358.	12,443.
TOTALS	<u>16,361,116.</u>	<u>15,701,017.</u>	<u>624,769.</u>	<u>35,330.</u>

CLIMATEWORKS FOUNDATION

26-2303250

FORM 990, SCHEDULE F, PART II - GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES

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	\$77,609	Wire
		East Asia and the Pacific	Project Support	\$15,000	Wire
		East Asia and the Pacific	Project Support	\$199,826	Wire
		East Asia and the Pacific	Project Support	\$100,000	Wire
		East Asia and the Pacific	Project Support	\$160,000	Wire
		East Asia and the Pacific	Project Support	\$399,582	Wire
		East Asia and the Pacific	Project Support	\$210,000	Wire
		East Asia and the Pacific	Project Support	\$17,078	Wire
		East Asia and the Pacific	Project Support	\$26,960	Wire
		East Asia and the Pacific	Project Support	\$110,825	Wire
		East Asia and the Pacific	Project Support	\$80,000	Wire
		East Asia and the Pacific	Project Support	\$64,790	Wire
		East Asia and the Pacific	Project Support	\$65,000	Wire
		East Asia and the Pacific	Project Support	\$50,662	Wire
		Europe (including Iceland and Greenland)	Project Support	\$50,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$50,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$106,500	Wire
		Europe (including Iceland and Greenland)	Project Support	\$39,889	Wire
		Europe (including Iceland and Greenland)	Project Support	\$350,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$68,736	Wire
		Europe (including Iceland and Greenland)	Project Support	\$40,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$1,200,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$98,180	Wire
		Europe (including Iceland and Greenland)	Project Support	\$90,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$285,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$71,500	Wire
		Europe (including Iceland and Greenland)	Project Support	\$320,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$525,295	Wire
		Europe (including Iceland and Greenland)	Project Support	\$240,000	Wire
		Europe (including Iceland and Greenland)	Program Support	\$2,875,000	Wire
		Europe (including Iceland and Greenland)	Program Support	\$25,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$38,201	Wire
		Europe (including Iceland and Greenland)	Project Support	\$32,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$48,753	Wire
		Europe (including Iceland and Greenland)	Project Support	\$61,000	Wire

FORM 990, SCHEDULE F, PART II - GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES

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	\$184,522	Wire
		Europe (including Iceland and Greenland)	Project Support	\$110,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$246,225	Wire
		Europe (including Iceland and Greenland)	Program Support	\$11,382,759	Wire
		Europe (including Iceland and Greenland)	Project Support	\$500,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$421,600	Wire
		Europe (including Iceland and Greenland)	Project Support	\$300,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$200,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$200,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$200,000	Wire
		Europe (including Iceland and Greenland)	Program Support	\$181,906	Wire
		Europe (including Iceland and Greenland)	Project Support	\$150,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$25,277	Wire
		Europe (including Iceland and Greenland)	Project Support	\$100,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$65,000	Wire
		Europe (including Iceland and Greenland)	Project Support	\$20,000	Wire
		North America	Project Support	\$100,000	Wire
		North America	Project Support	\$200,000	Wire
		North America	Project Support	\$551,134	Wire
		North America	Project Support	\$62,000	Wire
		North America	Project Support	\$40,000	Wire
		North America	Project Support	\$95,000	Wire
		North America	Project Support	\$8,000	Wire
		South America	Project Support	\$53,296	Wire
		South America	Project Support	\$55,000	Wire
		South America	Project Support	\$100,000	Wire
		South America	Project Support	\$636,502	Wire
		South America	Project Support	\$218,900	Wire
		South America	Project Support	\$87,656	Wire
		South America	Project Support	\$289,339	Wire
		South America	Project Support	\$200,200	Wire
		South America	Project Support	\$400,000	Wire
		South America	Project Support	\$150,000	Wire
		South America	Project Support	\$389,000	Wire
		South America	Project Support	\$74,000	Wire

CLIMATEWORKS FOUNDATION

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FORM 990, SCHEDULE F, PART II - GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES

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	\$246,546	Wire
		South America	Project Support	\$221,000	Wire
		South America	Project Support	\$220,000	Wire
		South America	Project Support	\$170,000	Wire
		East Asia and the Pacific	Project Support	\$219,163	Wire
		South America	Project Support	\$180,431	Wire
		South America	Project Support	\$160,000	Wire
		South America	Project Support	\$150,000	Wire
		South America	Project Support	\$70,836	Wire
		South Asia	Project Support	\$29,729	Wire
		South Asia	Project Support	\$26,166	Wire

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 Grant	Purpose of Grant (specific)
Bank Information Center	1100 H St. NW, Suite 650	Washington	DC	20005	52-1682441	501(c)(3)	\$300,000	to ensure the World Bank develops adequate safeguards to protect people and forests
Bipartisan Policy Center, Inc.	1225 I Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	\$1,850,000	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)	\$300,000	to assist electricity and environmental regulators and stakeholders to explore multi-state implementation of EPA's Clean Power Plan in the Midwest
Carnegie Endowment for International Peace	1779 Massachusetts Ave., NW	Washington	DC	20036	13-0552040	501(c)(3)	\$180,000	to develop the Oil-Climate Index to compare global oils in terms of their greenhouse gas emissions
Clean Air Task Force, Inc.	18 Tremont Street, Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	\$60,000	to support efforts to reduce black carbon emissions from ships
Clean Air Task Force, Inc.	18 Tremont Street, Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	\$150,000	to reduce methane emissions from oil and gas development
Climate Policy Initiative	235 Montgomery Street, 13th Floor	San Francisco	CA	94104	26-4129153	501(c)(3)	\$74,800	to highlight an alternative project allocation mechanism for renewable energy in India
Climate Policy Initiative	235 Montgomery Street, 13th Floor	San Francisco	CA	94104	26-4129153	501(c)(3)	\$26,000	to develop a finance strategy for energy efficiency philanthropy
Collaborative Labeling and Appliance Standards Program	1875 Connecticut Ave NW, 10th Floor	Washington	DC	20009	33-1112770	501(c)(3)	\$2,850,000	for program support
Collaborative Labeling and Appliance Standards Program	1875 Connecticut Ave NW, 10th Floor	Washington	DC	20036	33-1112770	501(c)(3)	\$700,000	for general support
Collaborative Labeling and Appliance Standards Program	1875 Connecticut Ave NW, 10th Floor	Washington	DC	20036	33-1112770	501(c)(3)	\$1,550,000	for the Super-efficient Equipment and Appliance Deployment (SEAD) Initiative in 2015-2016
Commonwealth Club	595 Market Street	San Francisco	CA	94105	94-0399260	501(c)(3)	\$50,000	for the Climate One program
Commonwealth Club	595 Market Street	San Francisco	CA	94105	94-0399260	501(c)(3)	\$50,000	for the Climate One program
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
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$22,590,000	for support of Energy Foundation China
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$14,400,000	for support of the Energy Foundation's U.S. programs
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$2,000,000	to support 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)	\$750,000	to promote accelerated commercialization of electric vehicles in the U.S.

FORM 990, SCHEDULE I, PART II - GRANTS AND OTHER ASSISTANCE TO GOVERNMENT AND ORGANIZATION'S IN THE UNITED STATES

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 Grant	Purpose of Grant (specific)
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$2,000,000	to use provisions of the Clean Air Act to build state support for reducing carbon emissions at existing power plants
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$750,000	to defend clean energy policies in the U.S.
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$200,000	to conduct expert polling related to the proposed U.S. EPA regulation to further reduce methane from oil and gas production
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$250,000	to support the second phase of outreach promoting fuel economy regulations for medium- and heavy-duty vehicles
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$60,000	to assist with the creation of a shale gas development roadmap in China that builds on U.S. best practices
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$500,000	to assist the municipal governments of Kunming and Shanghai on their non-motorized transportation, new town planning, and old city retrofit projects
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$500,000	for research and development to incorporate industrial energy efficiency into China's 13th Five-Year Plan
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	\$400,000	to promote zero-emission buildings in China
Environmental Defense Fund, Incorporated	257 Park Ave. South, 17th Floor	New York	NY	10010	11-6107128	501(c)(3)	\$121,000	to support the International Civil Aviation Organization's development of a global market-base measure
Environmental Investigation Agency	P.O. Box 53343	Washington	DC	20009	52-1654284	501(c)(3)	\$170,000	to support advocacy and media outreach in the U.S. and China related to the elimination of hydrofluorocarbons
Environmental Investigation Agency	P.O. Box 53343	Washington	DC	20009	52-1654284	501(c)(3)	\$75,000	for an invitational workshop on the technical underpinnings of the Montreal Protocol's Multilateral Fund
Environmental Investigation Agency	P.O. Box 53343	Washington	DC	20009	52-1654284	501(c)(3)	\$200,000	to reduce greenhouse gas emissions by transforming the global wood trade and combating illegal deforestation through leveraging new consumer country laws and supporting civil society engagement
Environmental Paper Network	23532 Calabasas Road, Suite A	Calabasas	CA	91302	95-4116679	501(c)(3)	\$183,250	to leverage improvements in forest governance in Indonesia by working with global and Indonesian NGO partners to educate and reform target companies in the pulp and paper industry
Forest Trends Association	1203 19th Street, NW	Washington	DC	20036	52-2135531	501(c)(3)	\$245,000	to develop, produce, and disseminate a new Ecosystem Marketplace branded report on corporate commitments to low "forest footprint" commodities focused on palm oil, cattle, paper, and soy
Forest Trends Association	1203 19th Street, NW	Washington	DC	20036	52-2135531	501(c)(3)	\$28,500	to increase communications outreach and dissemination of a Forest Trends report on illegal forest clearance for commercial agriculture
Green Tech Action Fund	301 Battery Street, 5th Floor	San Francisco	CA	94111	26-3390444	501(c)(4)	\$540,000	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)	\$450,000	to support lobbying activities for state and federal level clean energy legislation in the U.S.
Independent Diplomat Inc.	45 East 20th Street, 6th Floor	New York	NY	10003	11-3816205	501(c)(3)	\$160,000	to support the Marshall Islands and other small island states in UNFCCC negotiations, the Cartagena Dialogue, and preparation for the Climate Change Summit
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$120,000	for a transnational advocacy and media campaign on non-CO2 climate forcers

FORM 990, SCHEDULE I, PART II - GRANTS AND OTHER ASSISTANCE TO GOVERNMENT AND ORGANIZATION'S IN THE UNITED STATES

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 Grant	Purpose of Grant (specific)
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$90,000	to intensify advocacy for Montreal Protocol amendments
Institute for Governance and Sustainable Development, Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	\$170,000	for high-level political and policy advocacy on the proposed phase-out of F-gases under the Montreal Protocol
Institute for Industrial Productivity	2200 Pennsylvania Ave, N.W. 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$2,800,000	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)	\$800,000	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)	\$41,400	for additional transition planning
Institute for Industrial Productivity	2200 Pennsylvania Ave, N.W. 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$176,488	to provide best practice and international knowledge inputs to efforts to reduce coal use in specific industrial sub-sectors in China
Institute for Industrial Productivity	2200 Pennsylvania Ave, N.W. 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$37,000	to support a pilot project to incorporate efficiency measures into Chongqing's municipal air pollution reduction plan
Institute for Industrial Productivity	2200 Pennsylvania Ave, N.W. 4th Floor, East Tower	Washington	D.C.	20037-1701	27-2664900	501(c)(3)	\$275,000	to accelerate the promotion of using alternate fuels and raw materials in the Indian cement industry
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$2,800,000	for program support
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$1,100,000	for general support
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$304,500	to support the next phase of successful implementation of the National Urban Mobility Law in Brazil
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	\$115,000	to support the successful implementation of the National Urban Mobility Law in Brazil
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$4,200,000	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)	\$53,646	to develop scenarios for engine and tire efficiency standards in India
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$52,279	to develop a roadmap to move from engine standards to full vehicle standards in India
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$250,000	for work to reduce greenhouse gas emissions from the aviation sector
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$3,000,000	for core support
International Council on Clean Transportation	1225 Eye St., NW, Suite 900	Washington	DC	20005	20-3076690	501(c)(3)	\$600,000	to provide technical analysis of the 2025-2030 light-duty fuel economy standards in the European Union

CLIMATEWORKS FOUNDATION

FORM 990, SCHEDULE I, PART II - GRANTS AND OTHER ASSISTANCE TO GOVERNMENT AND ORGANIZATION'S 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 Grant	Purpose of Grant (specific)
Mongabay Org Corporation	P.O. Box 0291	Menlo Park	CA	94026	45-3714703	501(c)(3)	\$150,000	to promote low-carbon development in Indonesia through strategic communications and communications capacity building
Mongabay Org Corporation	P.O. Box 0291	Menlo Park	CA	94026	45-3714703	501(c)(3)	\$60,000	to document, track and publicize progress on Government of Indonesia's commitments to social and environmental issues
Mongabay Org Corporation	P.O. Box 0291	Menlo Park	CA	94026	45-3714703	501(c)(3)	\$50,000	to build organizational capacity and develop a strategic plan in order to maximize Mongabay Org's effectiveness on reporting deforestation and land use issues
Natural Resources Defense Council, Inc.	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	\$200,000	for advocacy work in India and China on F-gas reductions
New Venture Fund	1201 Connecticut Ave. NW, Suite 300	Washington	DC	200036	20-5806345	501(c)(3)	\$300,000	to support the implementation of the Fuel Quality Directive in Europe
New Venture Fund	1201 Connecticut Ave. NW, Suite 300	Washington	DC	200036	20-5806345	501(c)(3)	\$350,000	to support stronger environmental regulation of Canadian oil production
Ocean Conservancy, Inc.	1300 19th St. NW, 8th Floor	Washington	DC	20036	23-7245152	501(c)(3)	\$200,000	to support the exploration of overlap between marine conservation and mitigation of emissions from oil and gas exploration
Oxfam America, Inc.	226 Causeway Street, 5th Floor	Boston	MA	20114	23-7069110	501(c)(3)	\$30,000	to estimate key developing countries' international carbon-mitigation finance needs for ambitious Intended Nationally Determined Contributions
Oxfam America, Inc.	226 Causeway Street, 5th Floor	Boston	MA	20114	23-7069110	501(c)(3)	\$250,000	to influence the food and beverage sector to make emissions-reducing changes in agricultural supply chains, particularly those of palm oil, soy, and sugarcane
Rainforest Action Network	425 Bush Street, Ste 300	San Francisco	CA	94108	94-3045180	501(c)(3)	\$470,000	to leverage improvements in sustainable forest practices of two major pulp and paper producers in Indonesia by maintaining demand-side pressure, monitoring the compliance of commitments on sustainability and forest conservation, and promoting land reform and market transformation
Rainforest Foundation Inc.	180 Varick Street, Suite 528	New York	NY	10014	95-1622945	501(c)(3)	\$399,603	to help the Indigenous Peoples of Panama obtain secure rights over their territories and develop the capacity to promote forest and climate policies and projects that protect their rights and livelihoods and reduce carbon emissions
Rainforest Foundation Inc.	180 Varick Street, Suite 528	New York	NY	10014	95-1622945	501(c)(3)	\$61,998	to conserve some of the largest remaining stretches of tropical forest in Eastern Panama, by securing the rights of the Embera and Wounaan to their ancestral lands and implementing sustainable forest management systems
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)	\$150,000	to support international research of the Environmental Energy and Technologies Division in the area of energy sector modeling and policy analysis
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)	\$30,000	to support research related to energy efficiency data and metrics
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$5,000,000	for program support
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$900,000	for general support
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$23,000	to support a pilot project to incorporate efficiency measures into Chongqing's municipal air pollution reduction plan
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	\$247,028	to support rollout and state-level implementation of EPA regulations for existing power plants

CLIMATEWORKS FOUNDATION

FORM 990, SCHEDULE I, PART II - GRANTS AND OTHER ASSISTANCE TO GOVERNMENT AND ORGANIZATION'S 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 Grant	Purpose of Grant (specific)
Securing America's Future Energy Foundation	1111 19th St., NW, Suite 406	Washington	DC	20036	20-1727977	501(c)(3)	\$50,000	to explore an economic and national security case for European oil independence
Securing America's Future Energy Foundation	1111 19th St., NW, Suite 406	Washington	DC	20036	20-1727977	501(c)(3)	\$500,000	for research and advocacy relating to stringent fuel economy standards for medium- and heavy-duty trucks
Securing America's Future Energy Foundation	1111 19th St., NW, Suite 406	Washington	DC	20036	20-1727977	501(c)(3)	\$500,000	to develop and launch an online Energy Security Hub
Securing America's Future Energy Foundation	1111 19th St., NW, Suite 406	Washington	DC	20036	20-1727977	501(c)(3)	\$250,000	to support the Commission on Energy and Geopolitics and Oil Security Index
Story Group Media, LLC	1135 Pearl St. #207	Boulder	CO	80302	42-1763387	N/A (LLC)	\$75,000	to produce short videos that personify the findings of the 2014 National Climate Assessment
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	\$75,000	to support the November 2014 meeting of the India-U.S. Track II Dialogue in New Delhi
The Nature Conservancy, Inc.	4245 North Fairfax Drive, Suite 100	Arlington	VA	22203	52-1682441	501(c)(3)	\$95,000	to encourage the adoption by the California Air Resources Board (CARB) of regulations that integrate a REDD+ component into California's AB 32 cap-and-trade program
Trustees of Columbia University in the City of New York	615 West 131st Street Mail Code 8725	New York	NY	10027	13-5598093	501(c)(3)	\$77,000	for a comprehensive survey of energy access and poverty in major states in North India
Ulu Foundation	P.O. Box 4533	Kaneohe	HI	96744	27-1629617	501(c)(3)	\$220,000	to expand and enhance the capacity of CSOs and government agencies to use anti-money laundering and tax regulations in order to encourage natural resource-based industries in Indonesia to adopt sustainable practices
Union of Concerned Scientists	2 Brattle Square	Cambridge	MA	02138	04-2535767	501(c)(3)	\$250,000	to encourage countries with the largest greenhouse gas emissions (GHG) from land use to commit to reduce those emissions in the post-2020 period in amounts consistent with science-based assessment of mitigation potential
University of Maryland	3112 Lee Building	College Park	MD	20742	52-6002033	501(c)(3)	\$82,943	to quantify Indonesia's forest cover loss between 1980-2000 and provide a comprehensive monitoring system for natural forest deforestation
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$159,598	for continued support to establish a voluntary, economy-wide, self-sustaining greenhouse-gas measurement and reporting program for businesses in India
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$208,328	to expand the reach of ACT 2015, a consortium researching and analyzing the 2015 climate agreement, to progressive and vulnerable countries
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$770,000	to develop tailored, in-depth assessments for select countries of specific climate-related policies and measures and address any obstacles related to their implementation
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$150,000	for the Green Power Market Development Group in India
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$45,603	for a series of workshops and discussions on climate finance in Latin America and the Caribbean
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$150,000	for mapping India's emissions intensity pathways
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$300,000	to support administration of the International Policies and Politics Initiative
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	\$136,644	to facilitate US-EU exchange on efforts to tackle deforestation in the forestry and agricultural sectors
World Wildlife Fund	1250 24th Street, NW	Washington	DC	20037	52-1693387	501(c)(3)	\$200,445	to identify and influence major companies responsible for deforestation and peatland emissions associated with palm oil production

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

► Attach to Form 990.

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

OMB No. 1545-0047

2014**Open to Public
Inspection**

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 45-3944486 235 MONTGOMERY ST., STE 1300 SAN FRANCISCO, CA 94104	ENVIRONMENTAL	DE	257,784.	4,085,095.	CLIMATEWORKS
(2) LATIN AMER REGIONAL CLMTE INITIATIVE LLC 32-0403216 235 MONTGOMERY ST., STE 1300 SAN FRANCISCO, CA 94104	ENVIRONMENTAL	DE	-749,914.	1,931,626.	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?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2014

Schedule R (Form 990) 2014

Page **2**

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) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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

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

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
(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 sections 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).