

Form **990**

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

**2016**  
Open to Public  
Inspection

**A** For the 2016 calendar year, or tax year beginning

and ending

|  |   |  |
|--|---|--|
| <b>B</b> Check if applicable:<br><br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return/terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br><div style="border: 1px solid black; padding: 2px;">CLIMATEWORKS FOUNDATION</div> Doing business as<br>Number and street (or P.O. box if mail is not delivered to street address) Room/suite<br><div style="border: 1px solid black; padding: 2px;">235 MONTGOMERY STREET 1300</div> City or town, state or province, country, and ZIP or foreign postal code<br><div style="border: 1px solid black; padding: 2px;">SAN FRANCISCO, CA 94104</div> <b>F</b> Name and address of principal officer: CHARLOTTE PERA<br><div style="border: 1px solid black; padding: 2px;">SAME AS C ABOVE</div> | <b>D</b> Employer identification number<br><div style="border: 1px solid black; padding: 2px;">26-2303250</div> <b>E</b> Telephone number<br><div style="border: 1px solid black; padding: 2px;">415-433-0500</div> <b>G</b> Gross receipts \$ <div style="border: 1px solid black; padding: 2px;">49,823,959.</div> <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list. (see instructions)<br><b>H(c)</b> Group exemption number |
| <b>I</b> 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   |   |  |
| <b>J</b> Website: WWW.CLIMATEWORKS.ORG   |   |  |
| <b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other  |   |  |
| <b>L</b> Year of formation: 2008 <b>M</b> State of legal domicile: DE  |   |  |

## Part I Summary

|            |   |              |
|------------|---|--------------|
| <b>1</b>   | Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O  |              |
| <b>2</b>   | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. |              |
| <b>3</b>   | Number of voting members of the governing body (Part VI, line 1a)   | 7            |
| <b>4</b>   | Number of independent voting members of the governing body (Part VI, line 1b)   | 6            |
| <b>5</b>   | Total number of individuals employed in calendar year 2016 (Part V, line 2a)  | 59           |
| <b>6</b>   | Total number of volunteers (estimate if necessary)  | 9            |
| <b>7a</b>  | Total unrelated business revenue from Part VIII, column (C), line 12  | 0.           |
| <b>7b</b>  | Net unrelated business taxable income from Form 990-T, line 34  | 0.           |
| <b>8</b>   | Contributions and grants (Part VIII, line 1h)   | 53,804,086.  |
| <b>9</b>   | Program service revenue (Part VIII, line 2g)  | 0.           |
| <b>10</b>  | Investment income (Part VIII, column (A), lines 3, 4, and 7d)   | 66,465.      |
| <b>11</b>  | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)  | 1,800.       |
| <b>12</b>  | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)  | 53,886,333.  |
| <b>13</b>  | Grants and similar amounts paid (Part IX, column (A), lines 1-3)  | 68,021,194.  |
| <b>14</b>  | Benefits paid to or for members (Part IX, column (A), line 4)   | 0.           |
| <b>15</b>  | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)   | 7,978,602.   |
| <b>16a</b> | Professional fundraising fees (Part IX, column (A), line 11e)   | 73,154.      |
| <b>b</b>   | Total fundraising expenses (Part IX, column (D), line 25)   | 1,054,151.   |
| <b>17</b>  | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)  | 20,931,748.  |
| <b>18</b>  | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)   | 97,004,698.  |
| <b>19</b>  | Revenue less expenses. Subtract line 18 from line 12  | -43,118,365. |
| <b>20</b>  | Total assets (Part X, line 16)  | 138,147,230. |
| <b>21</b>  | Total liabilities (Part X, line 26)   | 18,795,729.  |
| <b>22</b>  | Net assets or fund balances. Subtract line 21 from line 20  | 119,351,501. |

## 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.

|                               |  |   |
|-------------------------------|--|---|
| <b>Sign Here</b>              | Signature of officer<br><div style="border: 1px solid black; padding: 2px;">CHARLOTTE PERA, PRESIDENT/CEO</div> Type or print name and title | Date  |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>JOUA V. LO   | Preparer's signature<br>JOUA V. LO                                |
|                               | Date<br>09/07/17   | Check if self-employed <input type="checkbox"/> PTIN<br>P01225144 |
|                               | Firm's name<br>MOSS ADAMS LLP  | Firm's EIN<br>91-0189318  |
|                               | Firm's address<br>101 SECOND STREET SUITE 900<br>SAN FRANCISCO, CA 94105   | Phone no. 415-956-1500  |

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

**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 \$ 76,956,504. including grants of \$ 53,477,621. ) (Revenue \$ 0. )  
SEE SCHEDULE O**4b** (Code: ) (Expenses \$ 9,555,336. including grants of \$ 6,517,173. ) (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 ► 86,511,840.

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**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)?<br><i>If "Yes," complete Schedule A</i>  | X   |    |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?   | X   |    |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>  |     | X  |
| 4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>   | 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? <i>If "Yes," complete Schedule C, Part III</i>   |     | 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? <i>If "Yes," complete Schedule D, Part I</i>  |     | 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? <i>If "Yes," complete Schedule D, Part II</i>  |     | X  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>   |     | 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?<br><i>If "Yes," complete Schedule D, Part IV</i>         |     | X  |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>   |     | 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? <i>If "Yes," complete Schedule D, Part VI</i>   | 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? <i>If "Yes," complete Schedule D, Part VII</i>   |     | 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? <i>If "Yes," complete Schedule D, Part VIII</i>   |     | 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? <i>If "Yes," complete Schedule D, Part IX</i>  |     | X  |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>   | 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)? <i>If "Yes," complete Schedule D, Part X</i>  | X   |    |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>  |     | X  |
| b Was the organization included in consolidated, independent audited financial statements for the tax year?<br><i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>  | X   |    |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>  |     | X  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States?  | 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? <i>If "Yes," complete Schedule F, Parts I and IV</i> | 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? <i>If "Yes," complete Schedule F, Parts II and IV</i>   | 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? <i>If "Yes," complete Schedule F, Parts III and IV</i>   |     | 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? <i>If "Yes," complete Schedule G, Part I</i>   | 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? <i>If "Yes," complete Schedule G, Part II</i>   |     | X  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>   |     | X  |

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

|   | Yes | No |
|---|-----|----|
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>  |     | X  |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?  |     |    |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>   | 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 <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>  |     | 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?   |     | X  |
| <i>If "Yes," complete Schedule N, Part I</i>  |     |    |
| 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 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>   |     | 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?   | X   |    |

**Note.** All Form 990 filers are required to complete Schedule O

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

|   |  | 1a | 1b | 1c | 2a | 2b | 2c | 2d | 2e | 2f | 2g | 2h | 2i | 2j | 2k | 2l | 2m | 2n | 2o | 2p | 2q | 2r | 2s | 2t | 2u | 2v | 2w | 2x | 2y | 2z | Yes | No |
|---|--|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|-----|----|
| 1a  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable   | 70 |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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  |    | 59 |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)           |  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 3a  | Did the organization have unrelated business gross income of \$1,000 or more during the year?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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)? |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | If "Yes," enter the name of the foreign country: <b>INDIA</b>  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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?                                    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 7   | <b>Organizations that may receive deductible contributions under section 170(c).</b>   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| a   | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | 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?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| d   | If "Yes," indicate the number of Forms 8282 filed during the year  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| e   | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| f   | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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   | <b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 9   | <b>Sponsoring organizations maintaining donor advised funds.</b>   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 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  | <b>Section 501(c)(7) organizations.</b> Enter:   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| a   | Initiation fees and capital contributions included on Part VIII, line 12   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 11  | <b>Section 501(c)(12) organizations.</b> Enter:  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| a   | Gross income from members or shareholders  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 12a   | <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | If "Yes," enter the amount of tax-exempt interest received or accrued during the year  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 13  | <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| a   | Is the organization licensed to issue qualified health plans in more than one state?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| Note. See the instructions for additional information the organization must report on Schedule O.                   |  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| c   | Enter the amount of reserves on hand   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| 14a   | Did the organization receive any payments for indoor tanning services during the tax year?   |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |
| b   | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O  |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |     |    |

Form 990 (2016)

**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

☒**Section A. Governing Body and Management**

|  | 1a | 1b | 7 | 6 | 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.      |    |    |   |   |     |    |
| b 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  |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?  |    |    |   |   |     | X  |
| 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.)

|  | 10a | 10b | 11a | 12a | 12b | 12c | 13 | 14 | 15a | 15b | 16a | 16b | Yes | No |
|--|-----|-----|-----|-----|-----|-----|----|----|-----|-----|-----|-----|-----|----|
| 10a Did the organization have local chapters, branches, or affiliates?   |     |     |     |     |     |     |    |    |     |     |     |     |     | X  |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?   |     |     |     |     |     |     |    |    |     |     |     |     |     |    |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?  |     |     | X   |     |     |     |    |    |     |     |     |     |     |    |
| b 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   |     |     |    |    |     |     |     |     |     |    |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?  |     |     |     | X   |     |     |    |    |     |     |     |     |     |    |
| c 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   |     |    |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? |     |     |     |     |     |     |    |    |     |     |     |     |     |    |

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed **CA, IL, 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: **GRETCHEN RAU - 415-533-0500**  
**235 MONTGOMERY STREET STE 1300, SAN FRANCISCO, CA 94104**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

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

☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A)<br>Name and Title   | (B)<br>Average<br>hours per<br>week<br>(list any<br>hours for<br>related<br>organizations<br>below<br>line) | (C)<br>Position<br>(do not check more than one<br>box, unless person is both an<br>officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable<br>compensation<br>from<br>the<br>organization<br>(W-2/1099-MISC) | (E)<br>Reportable<br>compensation<br>from related<br>organizations<br>(W-2/1099-MISC) | (F)<br>Estimated<br>amount of<br>other<br>compensation<br>from the<br>organization<br>and related<br>organizations |
|---|---|--|-----------------------|---------|--------------|------------------------------|--------|---|---|--|
|   |   | Individual trustee or director   | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |   |   |  |
| (1) CHARLOTTE PERA<br>PRESIDENT AND CEO                           | 40.00<br>0.00   | X  |                       | X       |              |                              |        | 475,577.  | 0.  | 49,869.  |
| (2) SUSAN TIERNEY<br>BOARD CHAIR                                  | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (3) KRISTIAN PARKER<br>BOARD DIRECTOR                             | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (4) LARRY KRAMER<br>BOARD DIRECTOR                                | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (5) CAROL S. LARSON<br>BOARD DIRECTOR                             | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (6) PAMELA MATSON<br>BOARD DIRECTOR                               | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (7) JOHN D. PODESTA<br>BOARD DIRECTOR                             | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (8) JAMSHYD N. GODREJ<br>BOARD DIRECTOR THROUGH FEB. 2016         | 2.00<br>0.00  | X  |                       |         |              |                              |        | 0.  | 0.  | 0.   |
| (9) BRIAN MCCracken<br>VP, FINANCE & ADMINISTRATION/TREAS.        | 40.00<br>0.00   |  |                       | X       |              |                              |        | 248,516.  | 0.  | 65,435.  |
| (10) GRETCHEN RAU<br>SECRETARY                                    | 40.00<br>0.00   |  |                       | X       |              |                              |        | 109,731.  | 0.  | 26,053.  |
| (11) CHRIS ELLIOTT<br>EXECUTIVE DIRECTOR, CLUA                    | 40.00<br>0.00   |  |                       |         | X            |                              |        | 343,612.  | 0.  | 64,491.  |
| (12) CHARLES MCELWEE<br>VICE PRESIDENT, PROGRAMS                  | 40.00<br>0.00   |  |                       |         | X            |                              |        | 337,544.  | 0.  | 65,799.  |
| (13) SUSAN ELIZABETH COOK<br>VICE PRESIDENT, SYSTEMS AND PLANNING | 40.00<br>0.00   |  |                       |         | X            |                              |        | 388,059.  | 0.  | 3,382.   |
| (14) DANIEL ZARIN<br>DIRECTOR OF PROGRAMS, CLUA                   | 40.00<br>0.00   |  |                       |         |              | X                            |        | 248,871.  | 0.  | 70,030.  |
| (15) MARY RAPTERY<br>SR. ADVISOR, FUNDER COLLAB.                  | 40.00<br>0.00   |  |                       |         |              | X                            |        | 239,998.  | 0.  | 46,419.  |
| (16) JAN DERRICKSON<br>PROGRAM DIRECTOR, CLEAN POWER              | 40.00<br>0.00   |  |                       |         |              | X                            |        | 231,766.  | 0.  | 54,646.  |
| (17) DANIEL HAMZA-GOODACRE<br>PROGRAM DIRECTOR, ENERGY EFFICIENCY | 40.00<br>0.00   |  |                       |         |              | X                            |        | 232,075.  | 0.  | 51,627.  |

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

| (A)<br>Name and title  | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|  |   | Individual trustee or director   | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (18) ANTHONY EGGERT<br>PROGRAM DIRECTOR, OIL                   | 40.00<br>0.00   |  |                       |         |              | X                            |        | 230,768.   | 0.  | 50,319.   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
|  |   |  |                       |         |              |                              |        |  |   |   |
| <b>1b Sub-total</b>  |   |  |                       |         |              |                              |        | 3,086,517.   | 0.  | 548,070.  |
| <b>c Total from continuation sheets to Part VII, Section A</b> |   |  |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| <b>d Total (add lines 1b and 1c)</b>                           |   |  |                       |         |              |                              |        | 3,086,517.   | 0.  | 548,070.  |

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 **24**

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

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

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

**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)<br>Name and business address   | (B)<br>Description of services | (C)<br>Compensation |
|--|--------------------------------|---------------------|
| REDSTONE STRATEGY GROUP<br>1542 HIGH STREET, BOULDER, CO 80304                   | PROGRAM & MANAGEMENT SERVICES  | 1,444,024.          |
| THE REGULATORY ASSISTANCE PROJECT, 50<br>STATE STREET, SUITE 3, MONTPELIER, VT   | PROGRAM SERVICES               | 1,123,334.          |
| WORLD RESOURCES INSTITUTE<br>10 G STREET, NE, WASHINGTON, DC 20002               | PROGRAM SERVICES               | 721,234.            |
| MICHAEL WELLS<br>TUNNELVEIEN 3, LIER, NORWAY 3400                                | PROFESSIONAL SERVICES          | 675,566.            |
| CLIMATE ADVISERS, INC., 1320 19TH STREET,<br>NW, SUITE 400, WASHINGTON, DC 20036 | PROGRAM SERVICES               | 579,000.            |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **41**

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

|   |  |   |                           | (A)<br>Total revenue | (B)<br>Related or<br>exempt function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue excluded<br>from tax under<br>sections<br>512 - 514 |
|---|--|---|---------------------------|----------------------|---|---|--|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b> | 1 a  | 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<br>similar amounts not included above   | 1f                        | 49,793,259.          |   |   |  |
|   | g  | Noncash contributions included in lines 1a-1f: \$   |                           | 110,000.             |   |   |  |
|   | h  | <b>Total.</b> Add lines 1a-1f   |                           | 49,793,259.          |   |   |  |
| <b>Program Service<br/>Revenue</b>                                | <b>Business Code</b>                         |   |                           |                      |   |   |  |
|   | 2 a  |   |                           |                      |   |   |  |
|   | b  |   |                           |                      |   |   |  |
|   | c  |   |                           |                      |   |   |  |
|   | d  |   |                           |                      |   |   |  |
|   | e  |   |                           |                      |   |   |  |
|   | f  | All other program service revenue   |                           |                      |   |   |  |
|   | g  | <b>Total.</b> Add lines 2a-2f   |                           |                      |   |   |  |
| <b>Other Revenue</b>  | 3  | Investment income (including dividends, interest, and<br>other similar amounts)   |                           | 28,900.              |   |   | 28,900.  |
|   | 4  | Income from investment of tax-exempt bond proceeds  |                           |                      |   |   |  |
|   | 5  | Royalties   |                           |                      |   |   |  |
|   |  |   | (i) Real (ii) Personal    |                      |   |   |  |
|   | 6 a  | Gross rents   |                           |                      |   |   |  |
|   | b  | Less: rental expenses   |                           |                      |   |   |  |
|   | c  | Rental income or (loss)   |                           |                      |   |   |  |
|   | d  | Net rental income or (loss)   |                           |                      |   |   |  |
|   | 7 a  | Gross amount from sales of<br>assets other than inventory   | (i) Securities (ii) Other |                      |   |   |  |
|   | b  | Less: cost or other basis<br>and sales expenses   |                           |                      |   |   |  |
|   | c  | Gain or (loss)  |                           |                      |   |   |  |
|   | d  | Net gain or (loss)  |                           |                      |   |   |  |
|   | 8 a  | Gross income from fundraising events (not<br>including \$ _____ of<br>contributions reported on line 1c). See<br>Part IV, line 18 | a                         |                      |   |   |  |
|   | b  | Less: direct expenses   | b                         |                      |   |   |  |
|   | c  | Net income or (loss) from fundraising events  |                           |                      |   |   |  |
|   | 9 a  | Gross income from gaming activities. See<br>Part IV, line 19  | a                         |                      |   |   |  |
|   | b  | Less: direct expenses   | b                         |                      |   |   |  |
|   | c  | Net income or (loss) from gaming activities   |                           |                      |   |   |  |
|   | 10 a   | Gross sales of inventory, less returns<br>and allowances  | a                         |                      |   |   |  |
|   | b  | Less: cost of goods sold  | b                         |                      |   |   |  |
| c   | Net income or (loss) from sales of inventory |   |                           |                      |   |   |  |
| <b>Miscellaneous Revenue</b>                                      |  |   | <b>Business Code</b>      |                      |   |   |  |
| 11 a  | MISCELLANEOUS REVENUE                        | 900099  | 1,800.                    |                      |   | 1,800.                                  |  |
| b   |  |   |                           |                      |   |   |  |
| c   |  |   |                           |                      |   |   |  |
| d   | All other revenue                            |   |                           |                      |   |   |  |
| e   | <b>Total.</b> Add lines 11a-11d              |   | 1,800.                    |                      |   |   |  |
| 12  | <b>Total revenue.</b> See instructions.      |   | 49,823,959.               | 0.                   | 0.  | 30,700.                                 |  |

**Part IX** Statement of Functional Expenses

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

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

☒ X

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21  | 33,223,629.           | 33,223,629.                     |  |                             |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22   |                       |                                 |  |                             |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16  | 26,771,165.           | 26,771,165.                     |  |                             |
| 4 Benefits paid to or for members   |                       |                                 |  |                             |
| 5 Compensation of current officers, directors, trustees, and key employees  | 2,204,641.            | 1,417,514.                      | 684,502.                               | 102,625.                    |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)   |                       |                                 |  |                             |
| 7 Other salaries and wages  | 5,537,693.            | 4,415,414.                      | 667,756.                               | 454,523.                    |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)  | 850,221.              | 601,389.                        | 201,349.                               | 47,483.                     |
| 9 Other employee benefits   | 969,524.              | 687,433.                        | 239,085.                               | 43,006.                     |
| 10 Payroll taxes  | 467,053.              | 314,923.                        | 110,748.                               | 41,382.                     |
| 11 Fees for services (non-employees):   |                       |                                 |  |                             |
| a Management  | 304,493.              | 175,390.                        | 40,237.                                | 88,866.                     |
| b Legal   | 60,975.               | 28,718.                         | 32,257.                                |                             |
| c Accounting  | 130,831.              | 21,212.                         | 109,619.                               |                             |
| d Lobbying  |                       |                                 |  |                             |
| e Professional fundraising services. See Part IV, line 17   | 76,427.               |                                 |  | 76,427.                     |
| f Investment management fees  |                       |                                 |  |                             |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)   | 15,411,715.           | 14,819,349.                     | 576,501.                               | 15,865.                     |
| 12 Advertising and promotion  |                       |                                 |  |                             |
| 13 Office expenses  | 320,605.              | 199,807.                        | 68,453.                                | 52,345.                     |
| 14 Information technology   | 888,392.              | 799,982.                        | 63,490.                                | 24,920.                     |
| 15 Royalties  |                       |                                 |  |                             |
| 16 Occupancy  | 629,567.              | 454,526.                        | 134,470.                               | 40,571.                     |
| 17 Travel   | 1,640,650.            | 1,476,870.                      | 147,993.                               | 15,787.                     |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials   |                       |                                 |  |                             |
| 19 Conferences, conventions, and meetings   | 677,661.              | 574,126.                        | 102,871.                               | 664.                        |
| 20 Interest   |                       |                                 |  |                             |
| 21 Payments to affiliates   |                       |                                 |  |                             |
| 22 Depreciation, depletion, and amortization  | 732,223.              | 512,521.                        | 170,306.                               | 49,396.                     |
| 23 Insurance  | 49,828.               | 2,850.                          | 46,978.                                |                             |
| 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 <b>BANK FEES</b>  | 33,478.               | 11,011.                         | 22,467.                                |                             |
| b <b>TAX FILING FEES</b>  | 2,642.                | 1,592.                          | 1,050.                                 |                             |
| c <b>REAL ESTATE TAX</b>  | 2,222.                | 1,533.                          | 534.                                   | 155.                        |
| d <b>BAD DEBT EXPENSE</b>   | 1,207.                | 784.                            | 287.                                   | 136.                        |
| e All other expenses  | -4,901.               | 102.                            | -5,003.                                |                             |
| 25 <b>Total functional expenses.</b> Add lines 1 through 24e  | 90,981,941.           | 86,511,840.                     | 3,415,950.                             | 1,054,151.                  |
| 26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.                              |                       |                                 |  |                             |

Check here ☐ if following SOP 98-2 (ASC 958-720)

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

|  |  | (A)<br>Beginning of year  |             | (B)<br>End of year |
|--|--|---|-------------|--------------------|
| <b>Assets</b>  | 1 Cash - non-interest-bearing .....  | 18,406,952.   | 1           | 18,754,069.        |
|  | 2 Savings and temporary cash investments .....   | 54,267,102.   | 2           | 32,550,908.        |
|  | 3 Pledges and grants receivable, net .....   | 61,807,671.   | 3           | 33,316,113.        |
|  | 4 Accounts receivable, net .....   | 22,207.   | 4           | 6,193.             |
|  | 5 Loans and other receivables from current and former officers, directors,<br>trustees, key employees, and highest compensated employees. Complete<br>Part II of Schedule L .....  |   | 5           |                    |
|  | 6 Loans and other receivables from other disqualified persons (as defined under<br>section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing<br>employers and sponsoring organizations of section 501(c)(9) voluntary<br>employees' beneficiary organizations (see instr). Complete Part II of Sch L ..... |   | 6           |                    |
|  | 7 Notes and loans receivable, net .....  |   | 7           |                    |
|  | 8 Inventories for sale or use .....  |   | 8           |                    |
|  | 9 Prepaid expenses and deferred charges .....  | 1,279,756.  | 9           | 221,417.           |
|  | 10a Land, buildings, and equipment: cost or other<br>basis. Complete Part VI of Schedule D .....   | 10a 7,183,912.  |             |                    |
|  | b Less: accumulated depreciation .....   | 10b 5,683,053.  |             |                    |
|  |  | 1,973,243.  | 10c         | 1,500,859.         |
|  | 11 Investments - publicly traded securities .....  |   | 11          |                    |
|  | 12 Investments - other securities. See Part IV, line 11 .....  |   | 12          |                    |
|  | 13 Investments - program-related. See Part IV, line 11 .....   |   | 13          |                    |
|  | 14 Intangible assets .....   |   | 14          |                    |
| 15 Other assets. See Part IV, line 11 .....  | 390,299.   | 15  | 370,437.    |                    |
| 16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....  | 138,147,230.   | 16  | 86,719,996. |                    |
| <b>Liabilities</b>   | 17 Accounts payable and accrued expenses .....   | 4,862,419.  | 17          | 3,538,436.         |
|  | 18 Grants payable .....  | 12,600,703.   | 18          | 6,353,855.         |
|  | 19 Deferred revenue .....  |   | 19          |                    |
|  | 20 Tax-exempt bond liabilities .....   |   | 20          |                    |
|  | 21 Escrow or custodial account liability. Complete Part IV of Schedule D .....   |   | 21          |                    |
|  | 22 Loans and other payables to current and former officers, directors, trustees,<br>key employees, highest compensated employees, and disqualified persons.<br>Complete Part II of Schedule L .....  |   | 22          |                    |
|  | 23 Secured mortgages and notes payable to unrelated third parties .....  |   | 23          |                    |
|  | 24 Unsecured notes and loans payable to unrelated third parties .....  |   | 24          |                    |
|  | 25 Other liabilities (including federal income tax, payables to related third<br>parties, and other liabilities not included on lines 17-24). Complete Part X of<br>Schedule D .....   | 1,332,607.  | 25          | 558,962.           |
|  | 26 <b>Total liabilities.</b> Add lines 17 through 25 .....   | 18,795,729.   | 26          | 10,451,253.        |
|  | <b>Net Assets or Fund Balances</b>   | <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and</b><br><b>complete lines 27 through 29, and lines 33 and 34.</b> |             |                    |
| 27 Unrestricted net assets .....   |  | 4,456,088.  | 27          | 2,593,669.         |
| 28 Temporarily restricted net assets .....   |  | 114,895,413.  | 28          | 73,675,074.        |
| 29 Permanently restricted net assets .....   |  |   | 29          |                    |
| <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and</b><br><b>complete lines 30 through 34.</b> |  |   |             |                    |
| 30 Capital stock or trust principal, or current funds .....  |  |   | 30          |                    |
| 31 Paid-in or capital surplus, or land, building, or equipment fund .....  |  |   | 31          |                    |
| 32 Retained earnings, endowment, accumulated income, or other funds .....  |  |   | 32          |                    |
| 33 <b>Total net assets or fund balances</b> .....  |  | 119,351,501.  | 33          | 76,268,743.        |
| 34 <b>Total liabilities and net assets/fund balances</b> .....   |  | 138,147,230.  | 34          | 86,719,996.        |

Form 990 (2016)

**Part XI Reconciliation of Net Assets**

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

☒

|    |  |    |              |
|----|--|----|--------------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12)  | 1  | 49,823,959.  |
| 2  | Total expenses (must equal Part IX, column (A), line 25)   | 2  | 90,981,941.  |
| 3  | Revenue less expenses. Subtract line 2 from line 1   | 3  | -41,157,982. |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | 4  | 119,351,501. |
| 5  | Net unrealized gains (losses) on investments   | 5  |              |
| 6  | Donated services and use of facilities   | 6  |              |
| 7  | Investment expenses  | 7  |              |
| 8  | Prior period adjustments   | 8  |              |
| 9  | Other changes in net assets or fund balances (explain in Schedule O)   | 9  | -1,924,776.  |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 76,268,743.  |

**Part XII Financial Statements and Reporting**

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

☒

|  | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>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? _____<br>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:<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2a  | X  |
| b Were the organization's financial statements audited by an independent accountant? _____<br>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:<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                 | 2b  | X  |
| 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? _____<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.  | 2c  | X  |
| 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? _____  | 3a  | X  |
| 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   | 3b  |    |

Form 990 (2016)



SCHEDULE A  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

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 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations \_\_\_\_\_

g Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (see instructions)) | (iv) Is the organization listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|---|---|----|---|---|
|                                    |          |   | Yes   | No |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
|                                    |          |   |   |    |   |   |
| Total                              |          |   |   |    |   |   |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 632021 09-21-16 Schedule A (Form 990 or 990-EZ) 2016

**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) 2012  | (b) 2013  | (c) 2014  | (d) 2015  | (e) 2016  | (f) Total |
|---|-----------|-----------|-----------|-----------|-----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")  | 170343410 | 77389600. | 183612607 | 51804086. | 49793259. | 532942962 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf   |           |           |           |           |           |           |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge   |           |           |           |           |           |           |
| 4 Total. Add lines 1 through 3  | 170343410 | 77389600. | 183612607 | 51804086. | 49793259. | 532942962 |
| 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) |           |           |           |           |           | 470702816 |
| 6 Public support. Subtract line 5 from line 4.  |           |           |           |           |           | 62240146. |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►  | (a) 2012  | (b) 2013  | (c) 2014  | (d) 2015  | (e) 2016  | (f) Total                |
|--|-----------|-----------|-----------|-----------|-----------|--------------------------|
| 7 Amounts from line 4  | 170343410 | 77389600. | 183612607 | 51804086. | 49793259. | 532942962                |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources   | 182,141.  | 37,893.   | 54,092.   | 66,465.   | 28,900.   | 369,491.                 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on   |           |           |           |           |           |                          |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)   |           |           |           |           | 1,800.    | 1,800.                   |
| 11 Total support. Add lines 7 through 10   |           |           |           |           |           | 533314253                |
| 12 Gross receipts from related activities, etc. (see instructions)   |           |           |           |           | 12        |                          |
| 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 2016 (line 6, column (f) divided by line 11, column (f))   | 14                                  | 11.67 % |
| 15 Public support percentage from 2015 Schedule A, Part II, line 14   | 15                                  | 11.40 % |
| 16a 33 1/3% support test - 2016. 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 - 2015. 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 - 2016. 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 - 2015. 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"/>            |         |

Schedule A (Form 990 or 990-EZ) 2016

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ►  | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (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 <b>stop here</b> <input type="checkbox"/> |          |          |          |          |          |           |

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

|   |    |   |
|---|----|---|
| 15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2015 Schedule A, Part III, line 15                      | 16 | % |

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

|  |    |   |
|--|----|---|
| 17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2015 Schedule A, Part III, line 17                        | 18 | % |

19a 33 1/3% support tests - 2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

|  | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.  |     |    |
| 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).   |     |    |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.   |     |    |
| 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.   |     |    |
| 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.  |     |    |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.  |     |    |
| 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.  |     |    |
| 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.   |     |    |
| 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). |     |    |
| b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   |     |    |
| c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  |     |    |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.  |     |    |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).   |     |    |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).  |     |    |
| 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.  |     |    |
| b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.  |     |    |
| c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.   |     |    |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.   |     |    |
| 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.)   |     |    |

**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, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | 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 <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.   |    |     |    |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.  |    |     |    |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).  |    |     |    |
| 2 Activities Test. Answer (a) and (b) below.  |    | Yes | No |
| 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 (explain in Part VI.) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income |  | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1                               | Net short-term capital gain  | 1              |                             |
| 2                               | Recoveries of prior-year distributions   | 2              |                             |
| 3                               | Other gross income (see instructions)  | 3              |                             |
| 4                               | Add lines 1 through 3  | 4              |                             |
| 5                               | Depreciation and depletion   | 5              |                             |
| 6                               | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6              |                             |
| 7                               | Other expenses (see instructions)  | 7              |                             |
| 8                               | <b>Adjusted Net Income</b> (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                                | <b>Total</b> (add lines 1a, 1b, and 1c)   | 1d             |                             |
| e                                | <b>Discount</b> 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                                | <b>Minimum Asset Amount</b> (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                                | <b>Distributable Amount.</b> 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) 2016

**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 <b>Total annual distributions.</b> 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 2016 from Section C, line 6  |              |
| 10 Line 8 amount divided by Line 9 amount   |              |

| Section E - Distribution Allocations (see instructions)  | (i)<br>Excess Distributions | (ii)<br>Underdistributions<br>Pre-2016 | (iii)<br>Distributable<br>Amount for 2016 |
|--|-----------------------------|--|---|
| 1 Distributable amount for 2016 from Section C, line 6   |                             |  |   |
| 2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions  |                             |  |   |
| 3 Excess distributions carryover, if any, to 2016:   |                             |  |   |
| a  |                             |  |   |
| b  |                             |  |   |
| c From 2013  |                             |  |   |
| d From 2014  |                             |  |   |
| e From 2015  |                             |  |   |
| f <b>Total</b> of lines 3a through e   |                             |  |   |
| g Applied to underdistributions of prior years   |                             |  |   |
| h Applied to 2016 distributable amount   |                             |  |   |
| i Carryover from 2011 not applied (see instructions)   |                             |  |   |
| j Remainder. Subtract lines 3g, 3h, and 3i from 3f.  |                             |  |   |
| 4 Distributions for 2016 from Section D, line 7: \$  |                             |  |   |
| a Applied to underdistributions of prior years   |                             |  |   |
| b Applied to 2016 distributable amount   |                             |  |   |
| c Remainder. Subtract lines 4a and 4b from 4   |                             |  |   |
| 5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions |                             |  |   |
| 6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions                        |                             |  |   |
| 7 <b>Excess distributions carryover to 2017.</b> Add lines 3j and 4c   |                             |  |   |
| 8 Breakdown of line 7:   |                             |  |   |
| a  |                             |  |   |
| b Excess from 2013   |                             |  |   |
| c Excess from 2014   |                             |  |   |
| d Excess from 2015   |                             |  |   |
| e Excess from 2016   |                             |  |   |

Schedule A (Form 990 or 990-EZ) 2016

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

## SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

## MISCELLANEOUS REVENUE

2016 AMOUNT: \$ 1,800.

## SCHEDULE A, PART II, LINE 1:

THE AMOUNT REPORTED ON SCHEDULE A, PART II, LINE 1 FOR THE 2015 TAX YEAR HAS BEEN EDITED FROM THAT WHICH APPEARED ON THE 2015 FORM 990 TO ACCOUNT FOR THE REVERSAL OF A PLEDGE WHICH WAS RECOGNIZED AS REVENUE IN 2015, BUT BECAME UNCOLLECTIBLE AND WAS REVERSED OUT IN 2016.

## SCHEDULE A, PART II, LINE 17A:

CLIMATEWORKS FOUNDATION, A PUBLIC CHARITY BASED IN THE US, MOBILIZES PHILANTHROPY TO SOLVE THE CLIMATE CRISIS AND ENSURE A PROSPEROUS FUTURE.

THE INTERNATIONAL COMMUNITY AGREES THAT THE WORLD MUST HOLD THE INCREASE IN GLOBAL AVERAGE TEMPERATURE THIS CENTURY TO WELL BELOW 2 DEGREES CELSIUS ABOVE PRE-INDUSTRIAL LEVELS WHILE PURSUING EFFORTS TO LIMIT THE TEMPERATURE INCREASE TO 1.5 DEGREES CELSIUS TO REDUCE THE RISK OF DANGEROUS CLIMATE CHANGE. CLIMATEWORKS' ULTIMATE OBJECTIVE IS TO HELP PREVENT DANGEROUS CLIMATE CHANGE BY MAKING A MAJOR CONTRIBUTION TOWARD EMISSIONS REDUCTIONS NEEDED TO LIMIT WARMING TO WELL BELOW 2 DEGREES CELSIUS. THE ORGANIZATION DOES THIS BY MAKING GRANTS TO SUPPORT CLIMATE MITIGATION AND HELPING OTHER CLIMATE FUNDERS COORDINATE TO BE MORE STRATEGIC AND EFFECTIVE IN THEIR PHILANTHROPY.



**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

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. WORKING WITH  
LOCAL GRANTEES, 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 EFFORTS  
TO BE INCREASINGLY EFFECTIVE. CLIMATEWORKS' REGIONAL PARTNERS INCLUDE  
BUT ARE NOT LIMITED TO:

(I) CLIMATE AND LAND USE ALLIANCE

(II) ENERGY FOUNDATION

(III) ENERGY FOUNDATION CHINA

(IV) EUROPEAN CLIMATE FOUNDATION

(V) INICIATIVA CLIMATICA DE MEXICO

(VI) INSTITUTO CLIMA E SOCIEDADE

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 INSIGHTS  
HELP CLIMATEWORKS AND ITS 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.

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

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 12 IN 2016. SEVERAL 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 PHILANTHROPIC INVESTMENT PORTFOLIOS AROUND WHICH WE COORDINATE AND HELP INCREASE FUNDING FOR CLIMATE MITIGATION EFFORTS. AS

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

PART OF THAT PROCESS, WE HAVE ENGAGED WITH CURRENT AND PROSPECTIVE FUNDERS AND OTHER PARTNERS TO DEVELOP STRATEGIES THAT REPRESENT SIGNIFICANT OPPORTUNITIES FOR SUCCESS IN MULTIPLE GEOGRAPHIES AND COMMUNITIES. THIS UPDATED APPROACH HAS ALLOWED US TO WORK WITH A BROAD BASE OF PROSPECTIVE FUNDERS, AND WE ANTICIPATE THAT WE WILL GAIN ADDITIONAL CONTRIBUTIONS DIRECTLY TO CLIMATEWORKS AND CONTINUE TO BROADEN AND DIVERSIFY OUR BASE OF SUPPORT.

CRITERION 2 -- PERCENTAGE OF FINANCIAL SUPPORT: CLIMATEWORKS' PUBLIC SUPPORT PERCENTAGE FOR THE 2016 REPORTING YEAR IS 11.67 PERCENT. THIS FIGURE IS AFFECTED BY A COUPLE OF LARGE GRANTS RECEIVED IN 2012 FROM TWO PRIVATE FOUNDATIONS. AS 2012 GRANTS WILL BE EXCLUDED FROM THE PUBLIC SUPPORT CALCULATION ON THE 2017 TAX RETURN, WE ANTICIPATE A SUBSTANTIAL INCREASE IN OUR PUBLIC SUPPORT PERCENTAGE FOR 2017. AS REFERENCED ABOVE, CLIMATEWORKS HAS 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

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

STANFORD SCHOOL OF EARTH SCIENCES, AND A FORMER ASSISTANT SECRETARY OF  
POLICY AT THE U.S. DEPARTMENT OF ENERGY. THIS COMBINATION OF BOARD  
EXPERTISE PROVIDES A PROFOUND KNOWLEDGE BASE THAT IS CRITICAL IN  
GOVERNING AND GUIDING CLIMATEWORKS IN SERVICE OF OUR MISSION.

CRITERION 5 -- AVAILABILITY OF PUBLIC SERVICES: IN EARLY-NOVEMBER  
2016, WE LAUNCHED THE CLIMATEWORKS TRACKER--A PUBLIC WEBSITE THAT  
PROVIDES DATA FROM THE CLIMATEWORKS' CARBON TRANSPARENCY INITIATIVE  
(CTI) AND ALLOWS USERS TO EVALUATE CURRENT PROGRESS ON GHG EMISSION  
TRENDS AT A GLANCE. THE WEBSITE INCLUDES DATA AND TRENDS FOR OVER 130  
INDICATORS THAT DETERMINE EMISSION PATHWAYS FOR MANY OF THE WORLD'S  
MAJOR ECONOMIES. OVER THE COMING YEAR, CLIMATEWORKS' ADVISORY AND  
RESEARCH TEAM PLANS TO RELEASE A CTI MODEL FOR CHINA THROUGH THE  
WEBSITE (CLIMATEWORKSTRACKER.ORG), AND EXPAND TO ADDITIONAL GEOGRAPHIES  
(BRAZIL AND INDIA, FOR EXAMPLE) IN THE FUTURE. AS DESCRIBED IN SCHEDULE  
O FOR THE STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS ON FORM 990,  
PART III, LINE 4B, CLIMATEWORKS RELEASED A PUBLIC REPORT TITLED "THE  
POLITICAL ECONOMY OF THE CIRCULAR ECONOMY", WHICH PROVIDES AN  
UNDERSTANDING OF THE POLITICAL ECONOMY OF THE CIRCULAR ECONOMY AND  
HIGHLIGHTS HOW TO REALIZE ITS POTENTIAL.

# Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

# Schedule of Contributors

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

OMB No. 1545-0047

# 2016

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 for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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

**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|-----------------------------------|----------------------------|---|
| 1          |                                   | \$ 3,050,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 2          |                                   | \$ 150,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 3          |                                   | \$ 534,334.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 4          |                                   | \$ 11,548,843.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 5          |                                   | \$ 43,484.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 6          |                                   | \$ 1,218,869.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |

Name of organization

Employer identification number

CLIMATEWORKS FOUNDATION

26-2303250

**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|-----------------------------------|----------------------------|---|
| 7          |                                   | \$ 32,820,000.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 8          |                                   | \$ 200,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 9          |                                   | \$ 15,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 10         |                                   | \$ 60,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 11         |                                   | \$ 29,437.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 12         |                                   | \$ 12,483.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |

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

**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|-----------------------------------|----------------------------|---|
| 13         |                                   | \$ 110,000.                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |                                   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |



Employer identification number

26-2303250

## Part II

[illegible]

Name of organization

Employer identification number

CLIMATEWORKS FOUNDATION

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 info. once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>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)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

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

OMB No. 1545-0047

2016

Open to Public  
Inspection

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

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

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

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

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

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

Name of 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 campaign activity expenditures ▶ \$  
3 Volunteer hours for political campaign activities

**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-. |
|----------|-------------|---------|---|--|
|          |             |         |   |  |
|          |             |         |   |  |
|          |             |         |   |  |
|          |             |         |   |  |
|          |             |         |   |  |
|          |             |         |   |  |
|          |             |         |   |  |

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

Schedule C (Form 990 or 990-EZ) 2016

LHA

632041 11-10-16

**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<br>(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)  | 250,000.   |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| b   | Total lobbying expenditures to influence a legislative body (direct lobbying)   | 700,000.   |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| c   | Total lobbying expenditures (add lines 1a and 1b)   | 950,000.   |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| d   | Other exempt purpose expenditures   | 89,955,514.  |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| e   | Total exempt purpose expenditures (add lines 1c and 1d)   | 90,905,514.  |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| 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.   |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| i   | Subtract line 1f from line 1c. If zero or less, enter -0-   | 0.   |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| j   | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | <input type="checkbox"/> Yes <input type="checkbox"/> No |                                    |                    |                               |   |  |   |  |  |   |                   |              |  |  |

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

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

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

| Lobbying Expenditures During 4-Year Averaging Period         |            |            |            |            |            |
|--|------------|------------|------------|------------|------------|
| Calendar year<br>(or fiscal year beginning in)               | (a) 2013   | (b) 2014   | (c) 2015   | (d) 2016   | (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<br>(150% of line 2a, column(e))    |            |            |            |            | 6,000,000. |
| c Total lobbying expenditures                                | 990,000.   | 990,000.   | 950,000.   | 950,000.   | 3,880,000. |
| d Grassroots nontaxable amount                               | 250,000.   | 250,000.   | 250,000.   | 250,000.   | 1,000,000. |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |            |            |            |            | 1,500,000. |
| f Grassroots lobbying expenditures                           | 198,000.   | 247,500.   | 227,500.   | 250,000.   | 923,000.   |

Schedule C (Form 990 or 990-EZ) 2016

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

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

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

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

# SCHEDULE D

(Form 990)

Department of the Treasury  
Internal Revenue Service

## Supplemental Financial Statements

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

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

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

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" on Form 990, Part IV, line 6.

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

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

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

|  |   |
|--|---|
| <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, handling of violations, and enforcing conservation easements during the year ▶ .....

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

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

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

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

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

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

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

|   |            |
|---|------------|
| (i) Revenue included on Form 990, Part VIII, line 1 ..... | ▶ \$ ..... |
| (ii) Assets included in Form 990, Part X .....            | ▶ \$ ..... |

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

|   |            |
|---|------------|
| a Revenue included on Form 990, Part VIII, line 1 ..... | ▶ \$ ..... |
| b Assets included in Form 990, Part X .....             | ▶ \$ ..... |

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Schedule D (Form 990) 2016

632051 08-29-16

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other \_\_\_\_\_

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

|    | Amount |
|----|--------|
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

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

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

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

|        | Yes | No |
|--------|-----|----|
| 3a(i)  |     |    |
| 3a(ii) |     |    |
| 3b     |     |    |

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐

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

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

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

| Description of property   | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land   |                                      |                                 |                              |                |
| b Buildings   |                                      |                                 |                              |                |
| c Leasehold improvements  |                                      | 5,049,453.                      | 3,839,122.                   | 1,210,331.     |
| d Equipment   |                                      | 861,108.                        | 699,657.                     | 161,451.       |
| e Other   |                                      | 1,273,351.                      | 1,144,274.                   | 129,077.       |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) |                                      |                                 |                              | 1,500,859.     |

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**Part VII Investments - Other Securities.**

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

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

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

| 1. (a) Description of liability                                      | (b) Book value |
|--|----------------|
| (1) Federal income taxes   |                |
| (2) DEFERRED RENT  | 536,858.       |
| (3) SUBLEASE DEPOSIT   | 22,104.        |
| (4) .....  |                |
| (5) .....  |                |
| (6) .....  |                |
| (7) .....  |                |
| (8) .....  |                |
| (9) .....  |                |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ |                |
|  | 558,962.       |

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 ☒

Schedule D (Form 990) 2016



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

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

|   |   |    |             |
|---|---|----|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements        | 1  | 47,825,799. |
| 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 | 1,840.      |
| c | Recoveries of prior year grants   | 2c |             |
| d | Other (Describe in Part XIII.)  | 2d | -2,000,000. |
| e | Add lines 2a through 2d   | 2e | -1,998,160. |
| 3 | Subtract line 2e from line 1  | 3  | 49,823,959. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1:            |    |             |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                | 4a |             |
| b | Other (Describe in Part XIII.)  | 4b |             |
| c | Add lines 4a and 4b   | 4c | 0.          |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5  | 49,823,959. |

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

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

|   |  |    |             |
|---|--|----|-------------|
| 1 | Total expenses and losses per audited financial statements                       | 1  | 90,908,557. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25:                |    |             |
| a | Donated services and use of facilities   | 2a | 1,840.      |
| b | Prior year adjustments   | 2b |             |
| c | Other losses   | 2c |             |
| d | Other (Describe in Part XIII.)   | 2d | -75,224.    |
| e | Add lines 2a through 2d  | 2e | -73,384.    |
| 3 | Subtract line 2e from line 1   | 3  | 90,981,941. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:               |    |             |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                 | 4a |             |
| b | Other (Describe in Part XIII.)   | 4b |             |
| c | Add lines 4a and 4b  | 4c | 0.          |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5  | 90,981,941. |

**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.

**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. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2016 AND 2015, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING DECEMBER 31, 2016. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS.

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

REVERSAL OF PRIOR YEAR PLEDGES

-2,000,000.

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

## PART XII, LINE 2D - OTHER ADJUSTMENTS:

REVERSAL OF PRIOR YEAR GRANTS -80,798.

UNREALIZED LOSS ON CURRENCY CONVERSION 5,574.

TOTAL TO SCHEDULE D, PART XII, LINE 2D -75,224.

**SCHEDULE F**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Statement of Activities Outside the United States**

▶ 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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**Open to Public  
Inspection

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 the region | (d) Activities conducted in the region (by type) (such as, 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 the region | (f) Total expenditures for and investments in the region |
|--|-------------------------------------|--|--|--|--|
| CENTRAL AMERICA AND THE CARIBBEAN                | 0                                   | 0  | GRANTMAKING  |  | 462,787.   |
| CENTRAL AMERICA AND THE CARIBBEAN                | 0                                   | 0  | PROGRAM SERVICES   | TRAVEL & MEETING   | 9,800.   |
| EAST ASIA AND THE PACIFIC                        | 0                                   | 0  | GRANTMAKING  |  | 2,784,847.   |
| EAST ASIA AND THE PACIFIC                        | 0                                   | 0  | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS; RENT AND OTHER COSTS                                       | 1,875,640.   |
| EUROPE (INCLUDING ICELAND & GREENLAND)           | 0                                   | 0  | GRANTMAKING  |  | 16,876,237.  |
| EUROPE (INCLUDING ICELAND & GREENLAND)           | 0                                   | 0  | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS   | 3,020,093.   |
| EUROPE (INCLUDING ICELAND & GREENLAND)           | 0                                   | 0  | CONDUCTING BOARD MEETINGS  |  | 66,538.  |
| EUROPE (INCLUDING ICELAND & GREENLAND)           | 0                                   | 0  | FUNDRAISING  |  | 1,997.   |
| 3 a Sub-total .....                              | 0                                   | 0  |  |  | 25,097,939.  |
| b Total from continuation sheets to Part I ..... | 2                                   | 0  |  |  | 8,595,355.   |
| c Totals (add lines 3a and 3b) .....             | 2                                   | 0  |  |  | 33,693,294.  |

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Schedule F (Form 990) 2016

**Part I** Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

| (a) Region                   | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region |
|------------------------------|-------------------------------------|---|--|--|-----------------------------------|
| MIDDLE EAST AND NORTH AFRICA | 0                                   | 0   | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS   | 122,992.                          |
| NORTH AMERICA                | 0                                   | 0   | GRANTMAKING  |  | 932,397.                          |
| NORTH AMERICA                | 1                                   | 0   | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS; RENT AND OTHER COSTS                                   | 1,070,600.                        |
| SOUTH AMERICA                | 0                                   | 0   | GRANTMAKING  |  | 5,634,897.                        |
| SOUTH AMERICA                | 0                                   | 0   | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS; AND OTHER COSTS  | 517,470.                          |
| SOUTH ASIA                   | 1                                   | 0   | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY; TRAVEL & MEETINGS; RENT AND OTHER COSTS                                   | 132,965.                          |
| SUB-SAHARAN AFRICA           | 0                                   | 0   | GRANTMAKING  |  | 80,000.                           |
| SUB-SAHARAN AFRICA           | 0                                   | 0   | PROGRAM SERVICES   | CLIMATE POLICY STRATEGY  | 104,034.                          |
|                              |                                     |   |  |  |                                   |
|                              |                                     |   |  |  |                                   |
|                              |                                     |   |  |  |                                   |
| <b>Totals</b> .....          | 2                                   |   |  |  | 8,595,355.                        |

**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.

| 1<br>(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 noncash assistance | (h) Description of noncash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|-------------------------------|--|-----------------------------------|----------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
|                               |  | CENTRAL AMERICA AND THE CARIBBEAN | PROJECT SUPPORT      | 151,250.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | CENTRAL AMERICA AND THE CARIBBEAN | PROJECT SUPPORT      | 300,000.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | CENTRAL AMERICA AND THE CARIBBEAN | PROJECT SUPPORT      | 11,537.                  | WIRE                            | 0.                               |                                       |   |
|                               |  | EAST ASIA AND THE PACIFIC         | PROJECT SUPPORT      | 400,000.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | EAST ASIA AND THE PACIFIC         | PROJECT SUPPORT      | 200,000.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | EAST ASIA AND THE PACIFIC         | PROJECT SUPPORT      | 320,000.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | EAST ASIA AND THE PACIFIC         | PROJECT SUPPORT      | 200,008.                 | WIRE                            | 0.                               |                                       |   |
|                               |  | EAST ASIA AND THE PACIFIC         | PROJECT SUPPORT      | 750,264.                 | WIRE                            | 0.                               |                                       |   |

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

71

3 Enter total number of other organizations or entities

0

Schedule F (Form 990) 2016

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(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) |
|-------------------------------|--|--|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  | EAST ASIA AND THE PACIFIC              | PROJECT SUPPORT      | 150,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EAST ASIA AND THE PACIFIC              | PROJECT SUPPORT      | 160,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EAST ASIA AND THE PACIFIC              | PROJECT SUPPORT      | 149,575.                 | WIRE                            | 0.                                |  |   |
|                               |  | EAST ASIA AND THE PACIFIC              | PROJECT SUPPORT      | 350,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EAST ASIA AND THE PACIFIC              | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 217,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 573,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 160,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(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) |
|-------------------------------|--|--|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 1,000,000.               | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 39,960.                  | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 675,250.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 69,825.                  | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 180,358.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 20,000.                  | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 220,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 610,000.                 | WIRE                            | 0.                                |  |   |

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(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) |
|-------------------------------|--|--|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 380,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 300,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 438,346.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 65,000.                  | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 8933253.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 15,000.                  | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 200,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | EUROPE (INCLUDING ICELAND & GREENLAND) | PROJECT SUPPORT      | 67,250.                  | WIRE                            | 0.                                |  |   |



**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(a) Name of organization | (b) IRS code section<br>and EIN (if applicable) | (c) Region                                   | (d) Purpose of<br>grant | (e) Amount<br>of cash grant | (f) Manner of<br>cash disbursement | (g) Amount of<br>non-cash<br>assistance | (h) Description<br>of non-cash<br>assistance | (i) Method of<br>valuation (book, FMV,<br>appraisal, other) |
|-------------------------------|---|--|-------------------------|-----------------------------|------------------------------------|---|--|---|
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 1080000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 150,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 170,900.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 286,088.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 90,000.                     | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 200,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 35,000.                     | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 100,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | EUROPE (INCLUDING<br>ICELAND &<br>GREENLAND) | PROJECT SUPPORT         | 300,000.                    | WIRE                               | 0.                                      |  |   |

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(a) Name of organization | (b) IRS code section<br>and EIN (if applicable) | (c) Region    | (d) Purpose of<br>grant | (e) Amount<br>of cash grant | (f) Manner of<br>cash disbursement | (g) Amount of<br>non-cash<br>assistance | (h) Description<br>of non-cash<br>assistance | (i) Method of<br>valuation (book, FMV,<br>appraisal, other) |
|-------------------------------|---|---------------|-------------------------|-----------------------------|------------------------------------|---|--|---|
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 50,000.                     | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 100,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 200,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 200,000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 85,000.                     | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 267,500.                    | WIRE                               | 0.                                      |  |   |
|                               |   | NORTH AMERICA | PROJECT SUPPORT         | 24,741.                     | WIRE                               | 0.                                      |  |   |
|                               |   | SOUTH AMERICA | PROJECT SUPPORT         | 1908000.                    | WIRE                               | 0.                                      |  |   |
|                               |   | SOUTH AMERICA | PROJECT SUPPORT         | 100,048.                    | WIRE                               | 0.                                      |  |   |

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(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) |
|-------------------------------|--|---------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 155,279.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 94,000.                  | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 100,516.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 199,755.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 179,550.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 440,500.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 229,909.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA | PROJECT SUPPORT      | 178,834.                 | WIRE                            | 0.                                |  |   |

**Part II** Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

| 1<br>(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) |
|-------------------------------|--|--------------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 600,194.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 249,786.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 233,775.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 100,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 42,283.                  | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 160,000.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 390,422.                 | WIRE                            | 0.                                |  |   |
|                               |  | SOUTH AMERICA      | PROJECT SUPPORT      | 172,046.                 | WIRE                            | 0.                                |  |   |
|                               |  | SUB-SAHARAN AFRICA | PROJECT SUPPORT      | 80,000.                  | WIRE                            | 0.                                |  |   |

**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 noncash assistance | (g) Description of noncash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |
|                                 |            |                          |                          |                                 |                                  |                                       |   |

**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 separately 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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990) ..... ☐ Yes ☒ No

Schedule F (Form 990) 2016

**Part V** Supplemental Information

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.

**PART I, LINE 2:**

IN 2016, CLIMATEWORKS FUNDING SUPPORTED REGIONAL PARTNERS AND OTHER GRANTEES WELL KNOWN TO CLIMATEWORKS FROM GRANTS AWARDED IN YEARS PAST. 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 PROJETED 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 BIOGRAPHIES 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 DO NOT APPEAR ON THE SPECIALLY DESIGNATED NATIONALS (SDN) LIST. DEPENDING ON THE DOLALR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT & CEO, OR A VICE PRESIDENT APPROVES THE GRANT.

**Part V** Supplemental Information

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.

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.



Department of the Treasury  
Internal Revenue Service

## Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

**Open to Public Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

## Part I

**Fundraising Activities.** Complete if the organization answered "Yes" on 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 ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☒ In-person solicitations
- e ☒ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

**2 a** 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 10 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 |                                   |   |   |
| BRODERICKHAIGHT CONSULTING, LLC - 141 BRODERICK STREET    | STRATEGY      |  | X  | 0.                                | 13,427.   | -13,427.  |
| SUSAN BELL - 570 OAK KNOLL LANE, MENLO PARK, CA 94025     | STRATEGY      |  | X  | 0.                                | 63,000.   | -63,000.  |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
|   |               |  |    |                                   |   |   |
| <b>Total</b>  |               |  |    |                                   | 76,427.   | -76,427.  |

**Total** .....

|         |          |
|---------|----------|
| 76,427. | -76,427. |
|---------|----------|

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, IL, MA, MN, NY

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

Schedule G (Form 990 or 990-EZ) 2016

SEE PART IV FOR CONTINUATIONS

**Part II Fundraising Events.** Complete if the organization answered "Yes" on 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<br>(add col. (a) through<br>col. (c)) |
|-----------------|---|--------------|--------------|------------------|--|
|                 |   | (event type) | (event type) | (total number)   |  |
| Revenue         | 1 Gross receipts .....  |              |              |                  |  |
|                 | 2 Less: Contributions .....   |              |              |                  |  |
|                 | 3 Gross income (line 1 minus line 2) .....                            |              |              |                  |  |
| Direct Expenses | 4 Cash prizes .....   |              |              |                  |  |
|                 | 5 Noncash prizes .....  |              |              |                  |  |
|                 | 6 Rent/facility costs .....   |              |              |                  |  |
|                 | 7 Food and beverages .....  |              |              |                  |  |
|                 | 8 Entertainment .....   |              |              |                  |  |
|                 | 9 Other direct expenses .....   |              |              |                  |  |
|                 | 10 Direct expense summary. Add lines 4 through 9 in column (d) .....  |              |              |                  |  |
|                 | 11 Net income summary. Subtract line 10 from line 3, column (d) ..... |              |              |                  |  |

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

|  |                               | (a) Bingo   | (b) Pull tabs/instant<br>bingo/progressive bingo                    | (c) Other gaming  | (d) Total gaming (add<br>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 _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><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: \_\_\_\_\_

10a 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 ► \_\_\_\_\_

- 15a 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 explanations 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 G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: BRODERICKHAIGHT CONSULTING, LLC

(I) ADDRESS OF FUNDRAISER:

141 BRODERICK STREET #5, SAN FRANCISCO, CA 94117

|                                 |   |            |  |
|---------------------------------|---|------------|--|
| Schedule G (Form 990 or 990-EZ) |   | CHARITABLE |  |
| <b>Part IV</b>                  | <b>Supplemental Information</b> (continued) |            |  |

SCHEDULE I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

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

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

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" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 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 noncash assistance | (h) Purpose of grant or assistance |
|---|------------|---------------------------------|--------------------------|-----------------------------------|---|---------------------------------------|------------------------------------|
| 2 DEGREES AMERICA INC.<br>205 E 42ND STREET<br>NEW YORK, NY 10017                       | 47-3717316 | 501(C)(3)                       | 203,000.                 | 0.                                |   |                                       | PROJECT SUPPORT                    |
| 350.ORG<br>20 JAY STREET, SUITE 732<br>NEW YORK, NY 11201                               | 26-1150699 | 501(C)(3)                       | 100,000.                 | 0.                                |   |                                       | PROJECT SUPPORT                    |
| ALLIANCE TO SAVE ENERGY<br>1850 M STREET, NW SUITE 610<br>WASHINGTON, DC 20036          | 52-1082991 | 501(C)(3)                       | 220,000.                 | 0.                                |   |                                       | PROJECT SUPPORT                    |
| ALLIANCE TO SAVE ENERGY<br>1850 M STREET, NW SUITE 610<br>WASHINGTON, DC 20036          | 52-1082991 | 501(C)(3)                       | 50,000.                  | 0.                                |   |                                       | PROJECT SUPPORT                    |
| BANK INFORMATION CENTER<br>1100 H ST. NW, SUITE 650<br>WASHINGTON, DC 20005             | 52-1682441 | 501(C)(3)                       | 300,000.                 | 0.                                |   |                                       | PROJECT SUPPORT                    |
| BIPARTISAN POLICY CENTER, INC.<br>1225 I STREET, NW, SUITE 1000<br>WASHINGTON, DC 20005 | 73-1628382 | 501(C)(3)                       | 190,000.                 | 0.                                |   |                                       | PROJECT SUPPORT                    |

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 54.
- 3 Enter total number of other organizations listed in the line 1 table 0.

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

Schedule I (Form 990) (2016)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| BIPARTISAN POLICY CENTER, INC.<br>1225 I STREET, NW, SUITE 1000<br>WASHINGTON, DC 20005                  | 73-1628382 | 501(C)(3)                     | 190,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| BLUEGREEN ALLIANCE FOUNDATION<br>1300 GODWARD ST. NE SUITE 2625<br>MINNEAPOLIS, MN 55413                 | 20-3477309 | 501(C)(3)                     | 350,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| BOARD OF TRUSTEES OF STANFORD<br>3160 PORTER DRIVE, SUITE 100<br>PALO ALTO, CA 94304                     | 94-1156365 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| BOARD OF TRUSTEES OF THE LELAND<br>STANFORD, JR. UNIVERSITY - 366<br>GALVEZ STREET - STANFORD, CA 94305  | 94-1156365 | 501(C)(3)                     | 25,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| CARNEGIE ENDOWMENT FOR<br>INTERNATIONAL PEACE - 1775<br>MASSACHUSETTS AVE., NW -<br>WASHINGTON, DC 20036 | 13-0552040 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CERES INC.<br>99 CHAUNCEY STREET, 6TH FLOOR<br>BOSTON, MA 02111  | 22-3053747 | 501(C)(3)                     | 88,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| CLEAN AIR TASK FORCE, INC.<br>18 TREMONT ST., SUITE 530<br>BOSTON, MA 02108                              | 04-3512550 | 501(C)(3)                     | 250,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLEAN AIR TASK FORCE, INC.<br>18 TREMONT ST., SUITE 530<br>BOSTON, MA 02108                              | 04-3512550 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE ACTION RESERVE<br>601 W. 5TH STREET, SUITE 650<br>LOS ANGELES, CA 90071                          | 68-0477330 | 501(C)(3)                     | 66,150.                  | 0.                                |   |  | PROJECT SUPPORT                    |

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| CLIMATE AND HEALTH RESEARCH NETWORK - 269 WHITE ROAD - BOWDOINHAM, ME 04008                                  | 46-4421906 | 501(C)(3)                     | 300,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE AND HEALTH RESEARCH NETWORK - 269 WHITE ROAD - BOWDOINHAM, ME 04008                                  | 46-4421906 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE AND HEALTH RESEARCH NETWORK - 269 WHITE ROAD - BOWDOINHAM, ME 04008                                  | 46-4421906 | 501(C)(3)                     | 198,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE CENTRAL, INC.<br>ONE PALMER SQUARE, SUITE 330<br>PRINCETON, NJ 08542                                 | 26-1797336 | 501(C)(3)                     | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE POLICY INITIATIVE<br>235 MONTGOMERY ST. 13TH FLOOR<br>SAN FRANCISCO, CA 94104                        | 26-4129153 | 501(C)(3)                     | 159,500.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| CLIMATE POLICY INITIATIVE<br>235 MONTGOMERY ST. 13TH FLOOR<br>SAN FRANCISCO, CA 94104                        | 26-4129153 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| COALITION FOR GREEN CAPITAL<br>750 NINTH STREET NW, SUITE 520<br>WASHINGTON, DC 20001                        | 90-0868299 | 501(C)(3)                     | 228,500.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| COLLABORATIVE LABELING AND APPLIANCE STANDARDS PROGRAM - 1401 K STREET, NW SUITE 1100 - WASHINGTON, DC 20005 | 33-1112770 | 501(C)(3)                     | 400,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| COMMONWEALTH CLUB<br>595 MARKET STREET<br>SAN FRANCISCO, CA 94105  | 94-0399260 | 501(C)(3)                     | 10,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |

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| COMMONWEALTH CLUB<br>595 MARKET STREET<br>SAN FRANCISCO, CA 94105                     | 94-0399260 | 501(C)(3)                     | 60,000.                  | 0.                                |   |  | PROJECT SUPPORT                                  |
| CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY - P.O. BOX 29361 - SAN FRANCISCO, CA 94129 | 13-3431076 | 501(C)(3)                     | 35,000.                  | 0.                                |   |  | PROJECT SUPPORT                                  |
| ELECTRIFICATION COALITION FOUNDATION - 1111 19TH ST NW - WASHINGTON, DC 20036         | 01-0927327 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                                  |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 3,030,000.               | 0.                                |   |  | FOR SUPPORT OF ENERGY FOUNDATION'S U.S. PROGRAMS |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 4,010,000.               | 0.                                |   |  | FOR SUPPORT OF ENERGY FOUNDATION'S U.S. PROGRAMS |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 3,200,000.               | 0.                                |   |  | FOR SUPPORT OF ENERGY FOUNDATION CHINA           |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 4,100,000.               | 0.                                |   |  | FOR SUPPORT OF ENERGY FOUNDATION CHINA           |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 675,000.                 | 0.                                |   |  | PROJECT SUPPORT                                  |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111         | 94-3126848 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                                  |

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| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111               | 94-3126848 | 501(C)(3)                     | 838,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111               | 94-3126848 | 501(C)(3)                     | 400,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111               | 94-3126848 | 501(C)(3)                     | 400,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111               | 94-3126848 | 501(C)(3)                     | 25,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| ENERGY FOUNDATION<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111               | 94-3126848 | 501(C)(3)                     | 350,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENVIRONMENTAL DEFENSE FUND,<br>INCORPORATED - 257 PARK AVENUE<br>SOUTH - NEW YORK, NY 10010 | 11-6107128 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENVIRONMENTAL DEFENSE FUND,<br>INCORPORATED - 257 PARK AVENUE<br>SOUTH - NEW YORK, NY 10010 | 11-6107128 | 501(C)(3)                     | 576,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENVIRONMENTAL DEFENSE FUND,<br>INCORPORATED - 257 PARK AVENUE<br>SOUTH - NEW YORK, NY 10010 | 11-6107128 | 501(C)(3)                     | 450,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| ENVIRONMENTAL DEFENSE FUND,<br>INCORPORATED - 257 PARK AVENUE<br>SOUTH - NEW YORK, NY 10010 | 11-6107128 | 501(C)(3)                     | 110,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |

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|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| ENVIRONMENTAL INTEGRITY PROJECT<br>1000 VERMONT AVENUE, NW., SUITE 110<br>WASHINGTON, DC 20005                                   | 20-1326922 | 501(C)(3)                     | 170,000.                 | 0.                                |   |  | PROJECT SUPPORT                                     |
| ENVIRONMENTAL INVESTIGATION AGENCY<br>(EIA) - 1301 CONNECTICUT AVENUE<br>NW, SUITE 300 - WASHINGTON, DC<br>20009                 | 52-1654284 | 501(C)(3)                     | 153,800.                 | 0.                                |   |  | PROJECT SUPPORT                                     |
| ENVIRONMENTAL INVESTIGATION AGENCY<br>(EIA) - 1301 CONNECTICUT AVENUE<br>NW, SUITE 300 - WASHINGTON, DC<br>20009                 | 52-1654284 | 501(C)(3)                     | 86,000.                  | 0.                                |   |  | PROJECT SUPPORT                                     |
| ENVIRONMENTAL INVESTIGATION AGENCY<br>(EIA) - 1301 CONNECTICUT AVENUE<br>NW, SUITE 300 - WASHINGTON, DC<br>20009                 | 52-1654284 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                                     |
| GREAT PLAINS INSTITUTE FOR<br>SUSTAINABLE DEVELOPMENT, INC. -<br>2801 21ST AVE S., SUITE 220 -<br>MINNEAPOLIS, MN 55407          | 41-1921126 | 501(C)(3)                     | 250,000.                 | 0.                                |   |  | PROJECT SUPPORT                                     |
| GREEN TECH ACTION FUND<br>301 BATTERY STREET, 5TH FLOOR<br>SAN FRANCISCO, CA 94111   | 26-3390444 | 501(C)(4)                     | 825,000.                 | 0.                                |   |  | TO SUPPORT FEDERAL AND<br>STATE LOBBYING ACTIVITIES |
| INSTITUTE FOR GOVERNANCE AND<br>SUSTAINABLE DEVELOPMENT, INC. -<br>2300 WISCONSIN AVE., NW, SUITE<br>300B - WASHINGTON, DC 20007 | 81-0616238 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                                     |
| INSTITUTE FOR TRANSPORTATION AND<br>DEVELOPMENT POLICY - 9 EAST 19TH<br>STREET, 7TH FLOOR - NEW YORK, NY<br>10003                | 52-1399520 | 501(C)(3)                     | 25,000.                  | 0.                                |   |  | PROJECT SUPPORT                                     |
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005                          | 20-3076690 | 501(C)(3)                     | 140,000.                 | 0.                                |   |  | PROJECT SUPPORT                                     |

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005 | 20-3076690 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005 | 20-3076690 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005 | 20-3076690 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005 | 20-3076690 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| INTERNATIONAL COUNCIL ON CLEAN<br>TRANSPORTATION - 1225 I STREET NW<br>SUITE 900 - WASHINGTON, DC 20005 | 20-3076690 | 501(C)(3)                     | 13,527.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| LAWRENCE BERKELEY NATIONAL<br>LABORATORY - 1 CYCLOTRON ROAD -<br>BERKELEY, CA 94720                     | 94-2951741 | 115                           | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| LAWRENCE BERKELEY NATIONAL<br>LABORATORY - 1 CYCLOTRON ROAD -<br>BERKELEY, CA 94720                     | 94-2951741 | 115                           | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| LAWRENCE BERKELEY NATIONAL<br>LABORATORY - 1 CYCLOTRON ROAD -<br>BERKELEY, CA 94720                     | 94-2951741 | 115                           | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| MASSACHUSETTS INSTITUTE OF<br>TECHNOLOGY - 77 MASSACHUSETTS<br>AVENUE - CAMBRIDGE, MA 02139             | 04-2103594 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |

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| MONGABAY ORG CORP<br>15 CLINTON ST. # 1<br>REDWOOD CITY, CA 94062  | 45-3714703 | 501(C)(3)                     | 80,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| MONGABAY ORG CORP<br>15 CLINTON ST. # 1<br>REDWOOD CITY, CA 94062  | 45-3714703 | 501(C)(3)                     | 120,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATIONAL ENVIRONMENTAL EDUCATION<br>AND TRAINING FOUNDATION, INC. -<br>4301 CONNECTICUT AVE. NW, SUITE<br>160 - WASHINGTON, DC 20008 | 54-1557043 | 501(C)(3)                     | 85,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 450,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 246,500.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NATURAL RESOURCES DEFENSE COUNCIL,<br>INC. - 40 WEST 20TH STREET, 11TH<br>FLOOR - NEW YORK, NY 10011                                 | 13-2654926 | 501(C)(3)                     | 45,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| NEW VENTURE FUND<br>1201 CONNECTICUT AVENUE, SUITE 300<br>WASHINGTON, DC 20036                              | 20-5806345 | 501(C)(3)                     | 10,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| NEW VENTURE FUND<br>1201 CONNECTICUT AVE. NW, SUITE 300<br>WASHINGTON, DC 20036                             | 20-5806345 | 501(C)(3)                     | 250,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| NORTHEAST STATES FOR COORDINATED<br>AIR USE MANAGEMENT - 89 SOUTH<br>STREET SUITE 602 - BOSTON, MA<br>02111 | 04-2814018 | 501(C)(3)                     | 50,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| OXFAM AMERICA, INC.<br>226 CAUSEWAY ST FL5<br>BOSTON, MA 02114  | 23-7069110 | 501(C)(3)                     | 250,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| RAINFORERST FOUNDATION, INC (RFUS)<br>180 VARICK STREET, SUITE 528<br>NEW YORK, NY 10014                    | 95-1622945 | 501(C)(3)                     | 415,400.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| RAINFOREST ACTION NETWORK<br>425 BUSH STREET, STE 300<br>SAN FRANCISCO, CA 94108                            | 94-3045180 | 501(C)(3)                     | 450,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| RAINFOREST FOUNDATION INC (RFUS)<br>1000 DEAN STREET, #430<br>BROOKLYN, NY 11238                            | 95-1622945 | 501(C)(3)                     | 425,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| REGENTS OF THE UNIVERSITY OF<br>CALIFORNIA, DAVIS - ONE SHIELDS<br>AVENUE - DAVIS, CA 95616                 | 94-6036494 | 501(C)(3)                     | 25,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| REGENTS OF THE UNIVERSITY OF<br>CALIFORNIA, DAVIS - ONE SHIELDS<br>AVENUE - DAVIS, CA 95616                 | 94-6036494 | 501(C)(3)                     | 125,085.                 | 0.                                |   |  | PROJECT SUPPORT                    |

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS - ONE SHIELDS AVENUE - DAVIS, CA 95616 | 94-6036494 | 501(C)(3)                     | 125,000.                 | 0.                                |   |  | PROJECT SUPPORT  |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS - ONE SHIELDS AVENUE - DAVIS, CA 95616 | 94-6036494 | 501(C)(3)                     | 60,000.                  | 0.                                |   |  | PROJECT SUPPORT  |
| REGULATORY ASSISTANCE PROJECT<br>50 STATE STREET, SUITE 3<br>MONTPELIER, VT 05602     | 01-0471151 | 501(C)(3)                     | 500,000.                 | 0.                                |   |  | PROJECT SUPPORT  |
| RESOURCES FOR THE FUTURE INC.<br>1616 P ST NW<br>WASHINGTON, DC 20036                 | 53-0220900 | 501(C)(3)                     | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT  |
| RESOURCES FOR THE FUTURE, INC.<br>1616 P STREET, NW<br>WASHINGTON, DC 20036           | 53-0220900 | 501(C)(3)                     | 50,000.                  | 0.                                |   |  | PROJECT SUPPORT  |
| ROCKY MOUNTAIN INSTITUTE<br>1820 FOLSOM STREET<br>BOULDER, CO 80302                   | 74-2244146 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT  |
| ROCKY MOUNTAIN INSTITUTE<br>1820 FOLSOM STREET<br>BOULDER, CO 80302                   | 74-2244146 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT  |
| SIERRA CLUB<br>909 12TH STREET, SUITE 202<br>SACRAMENTO, CA 95818                     | 94-1153307 | 501(C)(4)                     | 125,000.                 | 0.                                |   |  | FOR SIERRA CLUB CALIFORNIA'S LOBBYING ACTIVITIES TO SUPPORT THE BUY CLEAN CAMPAIGN |
| SIERRA CLUB FOUNDATION<br>85 SECOND STREET, SUITE 750<br>SAN FRANCISCO, CA 94105      | 94-6069890 | 501(C)(3)                     | 200,000.                 | 0.                                |   |  | PROJECT SUPPORT  |

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| SIERRA CLUB FOUNDATION<br>85 SECOND STREET, SUITE 750<br>SAN FRANCISCO, CA 94105                                  | 94-6069890 | 501(C)(3)                     | 178,500.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| SOCIAL & ENVIRONMENTAL<br>ENTREPRENEURS, I - 23532 CALABASAS<br>ROAD, SUITE A - CALABASAS, CA<br>91302            | 95-4116679 | 501(C)(3)                     | 150,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| TRUSTEES OF BOSTON UNIVERSITY<br>OFFICE OF SPONSORED PROGRAMS 25<br>BUICK STREET, SUITE 200 - BOSTON,<br>MA 02215 | 04-2103547 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| TRUSTEES OF COLUMBIA UNIVERSITY IN<br>THE CITY OF NEW YORK - 722 WEST<br>168TH STREET - NEW YORK, NY 10032        | 13-5598093 | 501(C)(3)                     | 125,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| TUFTS UNIVERSITY<br>OFFICE OF RESEARCH ADMINISTRATION<br>20 PROFESSORS ROW - MEDFORD, MA<br>02155                 | 04-2103634 | 501(C)(3)                     | 90,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| UNIVERSITY OF ARIZONA FOUNDATION<br>1111 NORTH CHERRY AVENUE<br>TUCSON, AZ 85721                                  | 86-6050388 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| UNIVERSITY OF TEXAS<br>301 E. DEAN KEETON STREET<br>AUSTIN, TX 78712  | 74-6000203 | 115                           | 270,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| VASUDHA FOUNDATION USA INC.<br>2850 FIELD LINE DR.<br>SUGAR LAND, TX 77479  | 46-3275286 | 501(C)(3)                     | 86,575.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| WOODS & WAYSIDE INT'L, INC.<br>19-1/2 BLACKWELL AVENUE<br>HOPEWELL, NJ 08525                                      | 26-0743445 | 501(C)(3)                     | 160,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| WORLD RESOURCES INSTITUTE<br>10 G STREET, NE SUITE 800<br>WASHINGTON, DC 20002 | 52-1257057 | 501(C)(3)                     | 50,000.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD RESOURCES INSTITUTE<br>10 G STREET, NE SUITE 800<br>WASHINGTON, DC 20002 | 52-1257057 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD RESOURCES INSTITUTE<br>10 G STREET, NE SUITE 800<br>WASHINGTON, DC 20002 | 52-1257057 | 501(C)(3)                     | 100,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD RESOURCES INSTITUTE<br>10 G STREET, NE SUITE 800<br>WASHINGTON, DC 20002 | 52-1257057 | 501(C)(3)                     | 98,831.                  | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD RESOURCES INSTITUTE<br>10 G STREET<br>WASHINGTON, DC 20002               | 52-1257057 | 501(C)(3)                     | 300,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD WILDLIFE FUND, INC.<br>1250 24TH STREET, NW<br>WASHINGTON, DC 20037-1193 | 52-1693387 | 501(C)(3)                     | 377,261.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD WILDLIFE FUND, INC.<br>1250 24TH STREET, NW<br>WASHINGTON, DC 20037-1193 | 52-1693387 | 501(C)(3)                     | 140,000.                 | 0.                                |   |  | PROJECT SUPPORT                    |
| WORLD WILDLIFE FUND, INC.<br>1250 24TH STREET, NW<br>WASHINGTON, DC 20037-1193 | 52-1693387 | 501(C)(3)                     | 5,000.                   | 0.                                |   |  | PROJECT SUPPORT                    |
|  |            |                               |                          |                                   |   |  |                                    |

Schedule I (Form 990)



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

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of noncash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|---------------------------------------|
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |
|                                 |                          |                          |                                   |   |                                       |

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

IN 2016, CLIMATEWORKS FOUNDATION FUNDING 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.

**Part IV** Supplemental Information

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 BIOGRAPHIES 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, EXECUTIVE ORDERS, AND CANNOT VIOLATE ANY IRS EXPENDITURE PROHIBITIONS. CLIMATEWORKS VERIFIES THE ORGANIZATION'S EXISTENCE AND TAX STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING ON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT & CEO, 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.

PART II, COLUMN (H):

THE FULL DESCRIPTION OF THE PURPOSE FOR CLIMATEWORKS GRANTS IS AVAILABLE THROUGH OUR GRANTS DATABASE AT:

[HTTP://WWW.CLIMATEWORKS.ORG/PORTFOLIOS/GRANTS-DATABASE/](http://www.climateworks.org/portfolios/grants-database/)

**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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I Questions Regarding Compensation**

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

- |   |   |
|---|---|
| <input type="checkbox"/> First-class or charter travel                        | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                                | <input type="checkbox"/> Payments for business use of personal residence    |
| <input 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 (such as, 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 on line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input type="checkbox"/> Compensation committee                     | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant        | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input 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 on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

**a** The organization?

**b** Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

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

**a** The organization?

**b** Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

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

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

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

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

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

Schedule J (Form 990) 2016

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

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

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

| (A) Name and Title   |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| (1) CHARLOTTE PERA<br>PRESIDENT AND CEO                          | (i)  | 474,317.   | 0.                                  | 1,260.                              | 38,425.  | 11,444.                 | 525,446.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (2) BRIAN MCCracken<br>VP, FINANCE & ADMINISTRATION/TREAS.       | (i)  | 247,260.   | 0.                                  | 1,256.                              | 37,389.  | 28,046.                 | 313,951.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (3) CHRIS ELLIOTT<br>EXECUTIVE DIRECTOR, CLUA                    | (i)  | 340,000.   | 0.                                  | 3,612.                              | 39,750.  | 24,741.                 | 408,103.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (4) CHARLES MCELWEE<br>VICE PRESIDENT, PROGRAMS                  | (i)  | 332,000.   | 0.                                  | 5,544.                              | 39,750.  | 26,049.                 | 403,343.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (5) SUSAN ELIZABETH COOK<br>VICE PRESIDENT, SYSTEMS AND PLANNING | (i)  | 356,673.   | 30,000.                             | 1,386.                              | 0.   | 3,382.                  | 391,441.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (6) DANIEL ZARIN<br>DIRECTOR OF PROGRAMS, CLUA                   | (i)  | 246,939.   | 0.                                  | 1,932.                              | 37,500.  | 32,530.                 | 318,901.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (7) MARY RAPTERY<br>SR. ADVISOR, FUNDER COLLAB.                  | (i)  | 231,523.   | 5,000.                              | 3,475.                              | 35,000.  | 11,419.                 | 286,417.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (8) JAN DERRICKSON<br>PROGRAM DIRECTOR, CLEAN POWER              | (i)  | 230,000.   | 0.                                  | 1,766.                              | 34,500.  | 20,146.                 | 286,412.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (9) DANIEL HAMZA-GOODACRE<br>PROGRAM DIRECTOR, ENERGY EFFICIENCY | (i)  | 231,294.   | 0.                                  | 781.                                | 21,006.  | 30,621.                 | 283,702.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| (10) ANTHONY EGGERT<br>PROGRAM DIRECTOR, OIL                     | (i)  | 230,000.   | 0.                                  | 768.                                | 31,625.  | 18,694.                 | 281,087.                        | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
|  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |

**Part III** Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**PART I, LINE 1A:**

MARY RAFTERY, SENIOR ADVISOR FOR FUNDER COLLABORATIONS, RECEIVED A TAX

GROSS-UP OF \$1,678 AS PART OF A BONUS PAID TO HER IN 2016. THIS TAX-GROSS

UP PAYMENT WAS REPORTED ON FORM W-2 AS TAXABLE INCOME, AS REQUIRED, AND

REPORTED AS COMPENSATION ON SCHEDULE J, PART II, COLUMN (B) (III).

**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No. 1545-0047

**2016**

**Open To Public  
Inspection**

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

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

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I** **Types of Property**

|   | (a)<br>Check if<br>applicable | (b)<br>Number of<br>contributions or<br>items contributed | (c)<br>Noncash contribution<br>amounts reported on<br>Form 990, Part VIII, line 1g | (d)<br>Method of determining<br>noncash contribution amounts |
|---|-------------------------------|---|--|--|
| 1 Art - Works of art .....  |                               |   |  |  |
| 2 Art - Historical treasures .....                                    |                               |   |  |  |
| 3 Art - Fractional interests .....                                    |                               |   |  |  |
| 4 Books and publications .....  |                               |   |  |  |
| 5 Clothing and household goods .....                                  |                               |   |  |  |
| 6 Cars and other vehicles .....                                       |                               |   |  |  |
| 7 Boats and planes .....  |                               |   |  |  |
| 8 Intellectual property .....   |                               |   |  |  |
| 9 Securities - Publicly traded .....                                  |                               |   |  |  |
| 10 Securities - Closely held stock .....                              |                               |   |  |  |
| 11 Securities - Partnership, LLC, or<br>trust interests .....         |                               |   |  |  |
| 12 Securities - Miscellaneous .....                                   |                               |   |  |  |
| 13 Qualified conservation contribution -<br>Historic structures ..... |                               |   |  |  |
| 14 Qualified conservation contribution - Other .....                  |                               |   |  |  |
| 15 Real estate - Residential .....                                    |                               |   |  |  |
| 16 Real estate - Commercial .....                                     |                               |   |  |  |
| 17 Real estate - Other .....  |                               |   |  |  |
| 18 Collectibles .....   |                               |   |  |  |
| 19 Food inventory .....   |                               |   |  |  |
| 20 Drugs and medical supplies .....                                   |                               |   |  |  |
| 21 Taxidermy .....  |                               |   |  |  |
| 22 Historical artifacts .....   |                               |   |  |  |
| 23 Scientific specimens .....   |                               |   |  |  |
| 24 Archeological artifacts .....                                      |                               |   |  |  |
| 25 Other ▶ ( <u>SOFTWARE</u> )  | X                             | 1   | 110,000.   | FAIR MARKET VALUE  |
| 26 Other ▶ ( )  |                               |   |  |  |
| 27 Other ▶ ( )  |                               |   |  |  |
| 28 Other ▶ ( )  |                               |   |  |  |

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

29

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it  
must hold for at least three years from the date of the initial contribution, and which isn't required to be used for  
exempt purposes for the entire holding period? .....

|     | Yes | No |
|-----|-----|----|
| 30a |     | X  |
| 31  | X   |    |
| 32a |     | X  |
| 33  |     |    |

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? .....

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash  
contributions? .....

b If "Yes," describe in Part II.

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked,  
describe in Part II.

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

Schedule M (Form 990) (2016)

**Part II**

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

SCHEDULE M, PART I, COLUMN (B):

THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS ON SCHEDULE  
M, PART I, COLUMN (B).

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

Department of the Treasury  
Internal Revenue Service

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

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

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

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number  
26-2303250

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

CLIMATEWORKS FOUNDATION MOBILIZES PHILANTHROPY TO SOLVE THE CLIMATE  
CRISIS AND ENSURE A PROSPEROUS FUTURE. TO DO THIS, WE:

(I) PROVIDE GLOBAL ANALYSIS AND INSIGHTS--PROVIDING DATA-RICH  
INFORMATION AND ANALYSIS TO GIVE A GLOBAL VIEW OF THE CLIMATE FIELD AND  
ACTIONABLE INSIGHTS TO FUNDERS. OUR GLOBAL VIEW INCLUDES GREENHOUSE GAS  
MITIGATION OPPORTUNITIES, FUNDING FLOWS, STRATEGIC INITIATIVES, THE  
GRANTEE LANDSCAPE, AND PROGRESS TRACKING.

(II) FACILITATE FUNDER COORDINATION AND COLLABORATION AMONG INFLUENTIAL  
PHILANTHROPIC FUNDERS BY CREATING OPPORTUNITIES FOR THEM TO INTERACT  
WITH THEIR PEERS, COMPARE STRATEGIES, GENERATE IDEAS, AND COORDINATE  
INVESTMENTS THAT TARGET THE BIGGEST DRIVERS OF GLOBAL CLIMATE CHANGE.

(III) MAKE STRATEGIC GRANTS THAT SUPPORT SELECT GLOBAL AND  
TRANSNATIONAL INITIATIVES, WITH A FOCUS ON EXPERIMENTAL AND EMERGING  
STRATEGIES AND IN COLLABORATION WITH OTHER GRANTMAKERS.

(IV) WORK WITH PARTNERS TO EXPAND GLOBAL CLIMATE PHILANTHROPY, IN  
KEEPING WITH THE SCALE OF TRANSFORMATION NEEDED TO ADDRESS CLIMATE  
CHANGE.

FORM 990, PART III, LINE 4A:

IN 2016, CLIMATEWORKS MADE GRANTS OF \$53.5 MILLION TO SUPPORT ADOPTION  
AND IMPLEMENTATION OF POLICIES THAT PROMOTE CLEAN, EFFICIENT ENERGY  
TECHNOLOGIES, AND LAND USE PRACTICES THAT REDUCE EMISSIONS FROM HUMAN  
ACTIVITIES. 2016 WAS A YEAR OF SIGNIFICANT PROGRESS IN THE CLIMATE  
MITIGATION FIELD. SOME HIGHLIGHTS OF RESULTS FROM THE FIELD ARE LISTED

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16



Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

BELOW. CLIMATEWORKS' PARTNERS, GRANTEEES, AND OTHER ALLIES INFLUENCED  
THESE OUTCOMES:

(I) THE KIGALI AMENDMENT TO THE MONTREAL PROTOCOL: IN OCTOBER 2016,  
NATIONS REACHED ANOTHER HISTORIC AGREEMENT--A LEGALLY BINDING  
INTERNATIONAL ACCORD TO PHASE DOWN THE USE OF HYDROFLUOROCARBONS  
(HFCs), A POWERFUL CLIMATE POLLUTANT, USED IN AIR CONDITIONERS AND  
REFRIGERATORS. THE KIGALI AMENDMENT IS PROJECTED TO REDUCE WARMING BY  
BETWEEN 0.2 DEGREES AND 0.5 DEGREES CELSIUS BY 2100.

(II) AFTER YEARS OF NEGOTIATION, 191 COUNTRIES ADOPTED A GLOBAL  
MARKET-BASED MEASURE TO ADDRESS EMISSIONS FROM AVIATION IN OCTOBER  
2016. WHILE MORE WORK LIES AHEAD TO CONVERT THIS AGREEMENT INTO  
EMISSIONS REDUCTIONS, IT REPRESENTS THE FIRST GLOBAL, SECTORAL MEASURE  
TO ADDRESS EMISSIONS FROM AN ENTIRE INDUSTRY. CLIMATEWORKS SUPPORTED  
CRUCIAL TECHNICAL WORK TO ADDRESS KEY DETAILS OF THIS MECHANISM, SUCH  
AS DEVELOPING CRITERIA FOR ALLOWABLE OFFSETS AND SUSTAINABLE  
ALTERNATIVE FUELS, WHICH REMAIN HIGH PRIORITIES IN ORDER TO ENSURE  
EMISSIONS COVERAGE. ADDITIONALLY, WE HAVE BEGUN TO IDENTIFY OTHER  
OPPORTUNITIES AT THE REGIONAL AND NATIONAL LEVEL TO MOVE TOWARDS  
STRONGER EMISSIONS REDUCTIONS.

(III) THE INTERNATIONAL ENERGY AGENCY REPORTED THAT WIND AND SOLAR  
ACCOUNTED FOR MORE THAN HALF OF ALL THE NET NEW POWER GENERATION  
CAPACITY INSTALLED WORLDWIDE THE PREVIOUS YEAR. CLIMATEWORKS SUPPORTED  
INFORMATION EXCHANGE AMONG KEY EMITTING REGIONS ABOUT RENEWABLES  
INTEGRATION INTO POWER GRIDS.

(IV) ADVOCATES FOUGHT OFF DELAYS TO THE 2020 DEADLINE FOR LOWER SULFUR  
MARINE FUEL AND CONVINCED THE INTERNATIONAL MARITIME ORGANIZATION TO  
CONVENE TALKS ON ITS "FAIR SHARE" OBLIGATIONS FOR LONG-TERM CLIMATE  
STABILIZATION.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

(V) CLIMATEWORKS HELPED TO SUPPORT THE GREEN BANK NETWORK, AS IT CONTINUED TO SOCIALIZE THE GREEN BANK MODEL IN INTERNATIONAL FORA, WITH THE RELEASE OF A NEW PAPER "HOW THE GREEN INVESTMENT BANK MODEL CAN PLAY A ROLE SCALING UP CLIMATE FINANCE."

FORM 990, PART III, LINE 4B:

CLIMATEWORKS FOUNDATION ACHIEVED SIGNIFICANT PROGRAM SERVICE RESULTS IN 2016 AROUND OUR RESEARCH AND CROSS-CUTTING INITIATIVES. THESE PROGRAMS INCLUDED \$6.5 MILLION IN GRANTS IN 2016.

CLIMATEWORKS ANALYZES AND SYNTHESIZES INFORMATION AND GENERATES ACTIONABLE INSIGHTS FOR CLIMATE PHILANTHROPY. THESE INSIGHTS HELP TO ENSURE THAT PHILANTHROPIC INVESTMENTS ARE DIRECTED TOWARD THE MOST EFFECTIVE STRATEGIES TO DRIVE DEEP REDUCTIONS IN GREENHOUSE GAS (GHG) EMISSIONS. HIGHLIGHTS OF CLIMATEWORKS-LED AND SUPPORTED RESEARCH ACTIVITIES FROM 2016 INCLUDE:

(I) IN EARLY-NOVEMBER 2016, CLIMATEWORKS FOUNDATION LAUNCHED THE CLIMATEWORKS TRACKER--A PUBLIC WEBSITE THAT PROVIDES DATA AND ALLOWS USERS TO EVALUATE CURRENT PROGRESS ON GHG EMISSION TRENDS AT A GLANCE. THE WEBSITE INCLUDES DATA AND TRENDS FOR OVER 130 INDICATORS THAT DETERMINE EMISSION PATHWAYS FOR MANY OF THE WORLD'S MAJOR ECONOMIES.

(II) "THE POLITICAL ECONOMY OF THE CIRCULAR ECONOMY" REPORT BY CLIMATEWORKS, WHICH PROVIDES AN UNDERSTANDING OF THE POLITICAL ECONOMY OF THE CIRCULAR ECONOMY, AND HIGHLIGHTS HOW TO REALIZE ITS POTENTIAL. THE REPORT DISCUSSES THE BENEFITS OF THE CIRCULAR ECONOMY, POLICY MEASURES THAT HAVE BEEN PROPOSED TO ADVANCE THE CIRCULAR ECONOMY, AND ATTRIBUTES OF ORGANIZATIONS THAT SUPPORT OR OPPOSE THIS EFFORT. TWO CASE STUDIES, FROM EUROPE AND INDIA, HIGHLIGHT RECENT CIRCULAR ECONOMY

Name of the organization

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DEVELOPMENTS. THE REPORT CONCLUDES WITH RECOMMENDATIONS FOR CIRCULAR ECONOMY ADVOCATES.

(III) THE CARBON TRANSPARENCY INITIATIVE. CLIMATEWORKS' CARBON TRANSPARENCY INITIATIVE (CTI) IS AN ANALYSIS TOOL THAT PROVIDES A TRANSPARENT, GRANULAR, AND METHODOLOGICALLY CONSISTENT WAY OF TRACKING CARBON EMISSIONS REDUCTIONS BASED ON CURRENT POLICIES, DECARBONIZATION TRENDS, AND INVESTMENTS. ANALYSIS AND INSIGHTS FROM THE CTI ARE USED TO INFORM AND DEVELOP PORTFOLIO STRATEGIES, AS WELL AS REGIONAL STRATEGIES.

CLIMATEWORKS' CROSS-CUTTING STRATEGIES ARE FOCUSED ON INTERNATIONAL ENGAGEMENT AND STRATEGIC COMMUNICATIONS. IN 2016, WE HELPED TO LAUNCH THE INITIATIVE FOR CLIMATE ACTION TRANSPARENCY (ICAT), WHICH INCLUDES THE CHILDREN'S INVESTMENT FUND FOUNDATION, THE GERMAN FEDERAL MINISTRY FOR THE ENVIRONMENT, NATURE CONSERVATION, BUILDING AND NUCLEAR SAFETY, THE ITALIAN MINISTRY FOR THE ENVIRONMENT, AND LAND AND SEA. ICAT IS DEVELOPING AN ACCOUNTABILITY AND TRANSPARENCY FRAMEWORK TO HELP COUNTRIES TRACK THEIR COMMITMENTS AS PART OF THE PARIS AGREEMENT, AND IS PROVING VALUABLE IN INTERNATIONAL EFFORTS TO MONITOR PROGRESS. WE SUPPORTED OTHER WORK TOWARD THE GOALS OF THE PARIS CLIMATE AGREEMENT, FACILITATED STRATEGY DEVELOPMENT ON INTERNATIONAL ENGAGEMENT WITH PARTNERS, AND ESTABLISHED A POST-PARIS FRAMEWORK.

IN STRATEGIC COMMUNICATIONS, WORK ACROSS KEY GEOGRAPHIES RESULTED IN SIGNIFICANT COVERAGE. CLIMATEWORKS GRANTEEES SOUGHT TO LEVERAGE KEY EVENTS IN THE FALL, SUCH AS MEETINGS OF THE G20, ICAO, AND MONTREAL PROTOCOL, FOR ADVANCING MESSAGING AROUND THE IMPORTANCE AND URGENCY TO TAKE ACTION ON CLIMATE. IN BRAZIL, LOCAL EXPERTS SUCCESSFULLY ENGAGED

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THE PRESS TO TURN ATTENTION TO CLIMATE CHANGE DURING THE 2016 OLYMPIC  
SUMMER GAMES.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS PREPARED JOINTLY BY CLIMATEWORKS FOUNDATION STAFF AND AN  
OUTSIDE ACCOUNTING FIRM. THE DRAFT IS REVIEWED BY THE VICE PRESIDENT OF  
FINANCE & ADMINISTRATION/TREASURER, PRESIDENT & CHIEF EXECUTIVE OFFICER,  
AND GENERAL COUNSEL. CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE THE  
ACCOUNTING FIRM'S TAX LEAD REVIEWS THE DRAFT WITH CLIMATEWORKS' AUDIT  
COMMITTEE. THE AUDIT COMMITTEE RECOMMENDS APPROVAL OF THE RETURN TO THE  
BOARD, WHO RECEIVES THE FORM 990 PRIOR TO FILING WITH THE INTERNAL REVENUE  
SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C:

CLIMATEWORKS FOUNDATION'S 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

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VOTE. POTENTIAL STAFF MEMBER CONFLICTS ARE REVIEWED BY THE PRESIDENT & CHIEF EXECUTIVE OFFICER, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND TAKE APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

FORM 990, PART VI, SECTION B, LINE 15:

THE BOARD ANNUALLY REVIEWS THE COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER 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 APPROVES CHANGES TO THE VICE PRESIDENT FOR FINANCE & ADMINISTRATION/TREASURER'S COMPENSATION, UNLESS THE CHANGE APPLIES TO SUBSTANTIALLY ALL EMPLOYEES. THE BOARD USES THIRD-PARTY COMPENSATION SURVEYS AND COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS, INCLUDING OTHER FOUNDATIONS, PUBLIC CHARITIES, AND NGOS TO BENCHMARK COMPENSATION FOR THESE POSITIONS. CLIMATEWORKS FOUNDATION 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 SURVEYS, COMPILING DATA FROM OTHER FOUNDATIONS, PUBLICS CHARITIES, AND NGOS ARE USED TO BENCHMARK COMPENSATION FOR EACH POSITION.

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

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

Name of the organization

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

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

FORM 990, PART VII:

THE ORGANIZATION'S AUDIT COMMITTEE FOR THE 2016 TAX YEAR WAS COMPRISED  
OF SUSAN TIERNEY, A VOTING MEMBER OF THE BOARD OF DIRECTORS AND BOARD  
CHAIR, AS WELL AS JOHN NATOLI (WHO SERVED AS THE AUDIT COMMITTEE CHAIR)  
AND DIANA MEARS, BOTH OF WHOM DO NOT HAVE VOTING RIGHTS ON THE BOARD OF  
DIRECTORS, BUT SERVED AS AN ADVISOR IN THIS CAPACITY.

FORM 990, PART IX, LINE 11G, OTHER FEES:

PROGRAM CONSULTING:

|                                 |             |
|---------------------------------|-------------|
| PROGRAM SERVICE EXPENSES        | 13,419,968. |
| MANAGEMENT AND GENERAL EXPENSES | 111,623.    |
| FUNDRAISING EXPENSES            | 0.          |
| TOTAL EXPENSES                  | 13,531,591. |

PROGRAM MEASUREMENT &amp; EVALUATION:

|                                 |          |
|---------------------------------|----------|
| PROGRAM SERVICE EXPENSES        | 790,496. |
| MANAGEMENT AND GENERAL EXPENSES | 0.       |
| FUNDRAISING EXPENSES            | 0.       |
| TOTAL EXPENSES                  | 790,496. |

COMMUNICATIONS:

|                                 |          |
|---------------------------------|----------|
| PROGRAM SERVICE EXPENSES        | 582,051. |
| MANAGEMENT AND GENERAL EXPENSES | 198,935. |
| FUNDRAISING EXPENSES            | -250.    |

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|                |          |
|----------------|----------|
| TOTAL EXPENSES | 780,736. |
|----------------|----------|

## TEMPORARY STAFFING:

|                          |         |
|--------------------------|---------|
| PROGRAM SERVICE EXPENSES | 26,098. |
|--------------------------|---------|

|                                 |          |
|---------------------------------|----------|
| MANAGEMENT AND GENERAL EXPENSES | 104,775. |
|---------------------------------|----------|

|                      |         |
|----------------------|---------|
| FUNDRAISING EXPENSES | 16,115. |
|----------------------|---------|

|                |          |
|----------------|----------|
| TOTAL EXPENSES | 146,988. |
|----------------|----------|

## RECRUITING:

|                          |      |
|--------------------------|------|
| PROGRAM SERVICE EXPENSES | 736. |
|--------------------------|------|

|                                 |          |
|---------------------------------|----------|
| MANAGEMENT AND GENERAL EXPENSES | 161,168. |
|---------------------------------|----------|

|                      |    |
|----------------------|----|
| FUNDRAISING EXPENSES | 0. |
|----------------------|----|

|                |          |
|----------------|----------|
| TOTAL EXPENSES | 161,904. |
|----------------|----------|

|  |             |
|--|-------------|
| TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A | 15,411,715. |
|--|-------------|

## FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

|                                |             |
|--------------------------------|-------------|
| REVERSAL OF PRIOR YEAR PLEDGES | -2,000,000. |
|--------------------------------|-------------|

|                               |         |
|-------------------------------|---------|
| REVERSAL OF PRIOR YEAR GRANTS | 80,798. |
|-------------------------------|---------|

|  |         |
|--|---------|
| UNREALIZED LOSS ON CURRENCY CONVERSION | -5,574. |
|--|---------|

|                                    |             |
|------------------------------------|-------------|
| TOTAL TO FORM 990, PART XI, LINE 9 | -1,924,776. |
|------------------------------------|-------------|

## FORM 990, PART XII, LINE 2C:

THE OVERSIGHT OR SELECTION PROCESS OF THE AUDIT COMMITTEE HAS NOT  
CHANGED SINCE THE PRIOR YEAR.

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

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

| (a)<br>Name, address, and EIN (if applicable)<br>of disregarded entity  | (b)<br>Primary activity | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling<br>entity |
|---|-------------------------|---|---------------------|---------------------------|-------------------------------------|
| CLIMATE AND LAND USE ALLIANCE LLC -<br>45-3944486, 235 MONTGOMERY STREET, SUITE<br>1300, SAN FRANCISCO, CA 94104              | ENVIRONMENTAL           | DELAWARE  | 18,949,961.         | 7,168,446.                | CLIMATEWORKS FOUNDATION             |
| LATIN AMERICA REGIONAL CLIMATE INITIATIVE,<br>LLC - 32-0403216, 235 MONTGOMERY STREET,<br>SUITE 1300, SAN FRANCISCO, CA 94104 | ENVIRONMENTAL           | DELAWARE  | 1,192,360.          | 160,353.                  | CLIMATEWORKS FOUNDATION             |
|   |                         |   |                     |                           |                                     |
|   |                         |   |                     |                           |                                     |
|   |                         |   |                     |                           |                                     |
|   |                         |   |                     |                           |                                     |
|   |                         |   |                     |                           |                                     |
|   |                         |   |                     |                           |                                     |

**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)<br>Name, address, and EIN<br>of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status (if section<br>501(c)(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512(b)(13)<br>controlled<br>entity? |    |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
|  |                         |   |                               |   |                                     | Yes  | No |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |
|  |                         |   |                               |   |                                     |  |    |

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

Schedule R (Form 990) 2016



### Part III

[illegible]

## Part IV

[illegible]

**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 |
|--|-----|----|
| <b>1</b> 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)<br>Name of related organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|----------------------------------|------------------------|--|
| (1)                                 |                                  |                        |  |
| (2)                                 |                                  |                        |  |
| (3)                                 |                                  |                        |  |
| (4)                                 |                                  |                        |  |
| (5)                                 |                                  |                        |  |
| (6)                                 |                                  |                        |  |

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.

[illegible]

|                 |                                  |
|-----------------|----------------------------------|
| <b>Part VII</b> | <b>Supplemental Information.</b> |
|-----------------|----------------------------------|

Provide additional information for responses to questions on Schedule R. See instructions.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

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

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on *e-file for Charities and Non-Profits*.

## Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (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

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

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          |

### CORPORATE SECRETARY

• The books are in the care of ► **235 MONTGOMERY STREET 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 6-month extension of time until **NOVEMBER 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2016** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 Forms 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 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. | 3b | \$ | 0. |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.       | 3c | \$ | 0. |

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

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

Form **8868** (Rev. 1-2017)