

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

Name of foundation The Powell Foundation		A Employer identification number 74-6104592	
Number and street (or P O box number if mail is not delivered to street address) 2121 San Felipe		Room/suite	
		B Telephone number (see instructions) (713) 523-7557	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77019			
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 231,651,870		E If private foundation status was terminated under section 507(b)(1)(A), check here	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	30,805,170			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	4,677,208	4,677,208		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	319,374			
	b Gross sales price for all assets on line 6a 6,507,984				
	7 Capital gain net income (from Part IV, line 2) . . .		319,374		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	35,801,752	4,996,582		
	13 Compensation of officers, directors, trustees, etc	37,625	4,515		33,110
	14 Other employee salaries and wages	309,128	15,457		293,671
	15 Pension plans, employee benefits	80,997	4,050		76,947
	16a Legal fees (attach schedule)	25,290	1,265		24,025
	b Accounting fees (attach schedule)	36,158	9,467		26,691
	c Other professional fees (attach schedule)	271,642	265,407		6,235
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	146,982	54,040		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	33,360	1,668		31,692
	21 Travel, conferences, and meetings	27,042	1,758		25,284
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,947	3,826		23,121
	24 Total operating and administrative expenses. Add lines 13 through 23	995,171	361,453		540,776
	25 Contributions, gifts, grants paid	5,011,857			6,296,857
	26 Total expenses and disbursements. Add lines 24 and 25	6,007,028	361,453		6,837,633
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	29,794,724			
	b Net investment income (if negative, enter -0-)		4,635,129		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	520,764	988,783	988,783
	2 Savings and temporary cash investments	5,926,139	1,572,622	1,572,622
	3 Accounts receivable ▶ <u>40,307</u>			
	Less allowance for doubtful accounts ▶ _____	20,049	40,307	40,307
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	310	310	310
	10a Investments—U S and state government obligations (attach schedule)	3,517,992	3,784,788	3,784,788
	b Investments—corporate stock (attach schedule)	152,678,527	217,126,656	217,126,656
	c Investments—corporate bonds (attach schedule)	3,595,583	8,138,404	8,138,404
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	166,259,364	231,651,870	231,651,870	
Liabilities	17 Accounts payable and accrued expenses	378	22,211	
	18 Grants payable	1,685,000	400,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	1,685,378	422,211	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	164,573,986	231,229,659	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	164,573,986	231,229,659	
	31 Total liabilities and net assets/fund balances (see instructions) .	166,259,364	231,651,870	

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	164,573,986
2 Enter amount from Part I, line 27a	2	29,794,724
3 Other increases not included in line 2 (itemize) ▶ _____	3	36,860,949
4 Add lines 1, 2, and 3	4	231,229,659
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	231,229,659

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,507,385		6,188,610	318,775
b 599			599
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			318,775
b			599
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	319,374
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,901,852	138,733,720	0 01371
2015	1,489,444	31,093,968	0 04790
2014	1,363,062	30,660,751	0 04446
2013	1,220,731	27,517,329	0 04436
2012	1,099,530	24,606,927	0 04468

2 Total of line 1, column (d)	2	0 195112
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 039022
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	194,158,987
5 Multiply line 4 by line 3	5	7,576,472
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,351
7 Add lines 5 and 6	7	7,622,823
8 Enter qualifying distributions from Part XII, line 4	8	6,837,633

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	92,703
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	92,703
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	92,703
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	71,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	71,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	129
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	21,832
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.powellfoundation.org	13	Yes	
14	The books are in care of Caroline Sabin Telephone no (713) 523-7557			

Located at **2121 San Felipe Suite 110 Houston TX** ZIP+4 **77019**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐ Yes ☒ No	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

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

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
Caroline J Sabin	Executive Director	165,317	23,384	
2121 San Felipe Ste 110 Houston, TX 77019	40 00			
Nicole T Ellis	Prgm Officer	95,712	12,915	
2121 San Felipe Ste 110 Houston, TX 77019	40 00			
Crystal M Ross	Grant Admin	56,588	10,912	
2121 San Felipe Ste 110 Houston, TX 77019	40 00			

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fayez Sarofim & Co	Investment mgmt	265,079
909 Fannin St Houston, TX 77010		

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	193,747,815
b	Average of monthly cash balances.	1b	3,367,908
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	197,115,723
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	197,115,723
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,956,736
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	194,158,987
6	Minimum investment return. Enter 5% of line 5.	6	9,707,949

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

1	Minimum investment return from Part X, line 6.	1	9,707,949
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	92,703
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	92,703
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	9,615,246
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	9,615,246
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	9,615,246

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	6,837,633
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	6,837,633
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,837,633

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				9,615,246
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			5,413,926	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>6,837,633</u>				
a Applied to 2016, but not more than line 2a			5,413,926	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,423,707
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				8,191,539
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed The Powell Foundation 2121 San Felipe Suite 110 Houston, TX 77019 (713) 523-7557 csabin@powellfoundation.org	
b The form in which applications should be submitted and information and materials they should include See attachment as well as the Foundation's website (www.powellfoundation.org) for application and guidelines	
c Any submission deadlines None	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors See attachment and website	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See attachment State and zip code for efiling purposes, TX 77019			See attachment	6,296,857
Total			▶ 3a	6,296,857
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	4,677,208	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	319,374	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				4,996,582	
13 Total. Add line 12, columns (b), (d), and (e).			13		4,996,582

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-10 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name Jody Blazek	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00072674
	Firm's name Blazek & Vetterling				Firm's EIN 76-0269860
	Firm's address 2900 Wesleyan Suite 200 Houston, TX 770275132				Phone no (713) 439-5739

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Katherine Osborne Valdez	President/Dir 10 00	37,625		
2121 San Felipe Ste 110 Houston, TX 77019				
Ben H Powell V	VP/Asst Tr/Dir 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Albert S Tabor	VP/Sec/Dir 4 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Harvin C Moore IV	Treasurer/Dir 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Charles F Caldwell	Director 3 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Marian P Harrison	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Katherine P Hill	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Molly N Kidd	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Nancy Powell Moore	Director 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Jan L Redford	Director 3 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				

TY 2017 Accounting Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	19,138	957	0	18,181
Tax compliance	17,020	8,510	0	8,510

TY 2017 Investments Corporate Bonds Schedule

Name: The Powell Foundation

EIN: 74-6104592

Software ID: 17005038

Software Version: 2017v2.2

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
500,000 Altria Group 285 08/09/2022	503,215	503,215
500,000 American Express 265 12/02/2022	496,452	496,452
500,000 Anheuser-Busch 33 02/01/2023	511,576	511,576
500,000 AT&T Inc 3 06/30/2022	500,826	500,826
500,000 Bank of America 35 04/19/2026	511,067	511,067
500,000 Enterprise Prod 395 02/15/2027	519,540	519,540
500,000 Gilead Sciences 325 09/01/2022	514,545	514,545
500,000 Goldman Sachs 2625 04/25/2021	499,604	499,604
100,000 Goldman Sachs 375 05/22/2025	103,001	103,001
500,000 Home Depot 2625 06/01/2022	502,728	502,728
500,000 JPMorgan Chase 325 09/23/2022	511,858	511,858
450,000 McDonalds Corp 35 03/01/2027	462,662	462,662
500,000 Morgan Stanley 3625 01/20/2027	511,583	511,583
500,000 Pepsico Inc 2375 10/06/2026	475,362	475,362
500,000 Philip Morris Intl 275 02/25/26	489,482	489,482
500,000 Verizon Comm 4125 03/16/2027	521,209	521,209
500,000 Wells Fargo 3069 01/24/2023	503,694	503,694

TY 2017 Investments Corporate Stock Schedule

Name: The Powell Foundation

EIN: 74-6104592

Software ID: 17005038

Software Version: 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30,400 shs Abbott Laboratories	1,734,928	1,734,928
56,140 shs Abbvie Inc	5,429,299	5,429,299
13,000 shs Air Products & Chemicals Inc	2,133,040	2,133,040
5,350 shs Alphabet Inc	5,598,240	5,598,240
31,400 shs Altria Group Inc	2,242,274	2,242,274
43,100 shs American Express Co	4,280,261	4,280,261
19,810 shs Anheuser-Busch Inbev	2,210,004	2,210,004
31,300 shs Apple Inc	5,296,899	5,296,899
5,000 shs ASML Holding NV	869,100	869,100
10,415 shs Automatic Data Processing	1,220,534	1,220,534
5,700 shs Blackrock Inc	2,928,147	2,928,147
6,650 shs Canadian Pacific Railway Ltd	1,215,354	1,215,354
25,300 shs Chevron Corp	3,167,307	3,167,307
21,600 shs Chubb Ltd	3,156,408	3,156,408
116,000 shs Comcast Corp	4,645,800	4,645,800
46,700 shs Conocophillips	2,563,363	2,563,363
5,900 shs Constellation Brands Inc	1,348,563	1,348,563
30,100 shs Estee Lauder Companies	3,829,924	3,829,924
33,260 shs Exxon Mobil Corp	2,781,866	2,781,866
32,700 shs Facebook Inc	5,770,242	5,770,242
2,550 shs Home Depot Inc	483,302	483,302
37,000 shs Intercontinental Exchange In	2,610,720	2,610,720
40,300 shs JPMorgan Chase & Co	4,309,682	4,309,682
41,701 shs Kinder Morgan Inc	753,537	753,537
7,500 shs McDonalds Corp	1,290,900	1,290,900
15,730 shs Merck & Co Inc	885,127	885,127
67,010 shs Microsoft Corp	5,732,035	5,732,035
34,307 shs Mondelez International Inc	1,468,340	1,468,340
71,250 shs Nestle SA	6,125,363	6,125,363
27,780 shs Nike Inc	1,737,639	1,737,639

Name of Stock	End of Year Book Value	End of Year Fair Market Value
18,200 shs Novartis AG	1,528,072	1,528,072
47,600 shs Novo-Nordisk A/S	2,554,692	2,554,692
20,700 shs Oracle Corp	978,696	978,696
16,400 shs Pepsico Inc	1,966,688	1,966,688
63,800 shs Philip Morris International	6,740,470	6,740,470
5,000 shs Phillips	505,750	505,750
11,400 shs Praxair Inc	1,763,352	1,763,352
59,500 shs Roche Holdings Ltd	1,879,010	1,879,010
9,400 shs S&P Global Inc	1,592,360	1,592,360
26,300 shs State Street Corp	2,567,143	2,567,143
11,200 shs Target Corp	730,800	730,800
57,150 shs Texas Instruments Inc	5,968,746	5,968,746
65,080 shs The Coca-Cola Co	2,985,870	2,985,870
5,590 shs The Procter & Gamble Co	513,609	513,609
20,900 shs The Walt Disney Co	2,246,959	2,246,959
31,000 shs Total SA	1,713,680	1,713,680
16,500 shs Twenty-First Century Fox	569,745	569,745
3,400 shs Twenty-First Century Fox	116,008	116,008
24,900 shs Union Pacific Corp	3,339,090	3,339,090
18,450 shs United Technologies Corp	2,353,667	2,353,667
13,970 shs UnitedHealth Group Inc	3,079,826	3,079,826
689,638 shs Vanguard Mid-Cap Idx Fd	29,185,491	29,185,491
361,726 shs Vanguard Tot Intl Stock Ix	44,141,422	44,141,422
42,310 shs Visa Inc	4,824,186	4,824,186
24,900 shs Walgreens Boots Alliance Inc	1,808,238	1,808,238
17,720 shs Wal-Mart Stores Inc	1,749,850	1,749,850
31,400 shs Wells Fargo & Co	1,905,038	1,905,038

TY 2017 Investments Government Obligations Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

3,784,788

**US Government Securities - End
of Year Fair Market Value:**

3,784,788

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Legal Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance & counsel	25,290	1,265	0	24,025

TY 2017 Other Expenses Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	2,679	2,679		
Dues and subscriptions	1,331			1,331
Insurance	2,985	149		2,836
Office expense	9,489	474		9,015
Payroll processing fees	5,358	268		5,090
Technology expenses	784	40		744
Telephone	4,321	216		4,105

TY 2017 Other Increases Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Unrealized appreciation in value of investments	36,860,949

TY 2017 Other Professional Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Executive coaching	6,563	328	0	6,235
Investment counseling and fees	265,079	265,079	0	0

TY 2017 Taxes Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	92,942			
Foreign tax	54,040	54,040		

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491130017248	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047
					2017
Name of the organization The Powell Foundation				Employer identification number 74-6104592	

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization The Powell Foundation	Employer identification number 74-6104592
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kitty King Powell Estate 1331 Lamar Street Ste 1256 Houston, TX 77010	\$ 30,805,170	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization The Powell Foundation	Employer identification number 74-6104592
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	Publicly traded securities	\$ 30,805,170	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization The Powell Foundation	Employer identification number 74-6104592
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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

I. GRANT GUIDELINES*

**The most up to date grant guidelines can be found at <http://www.powellfoundation.org/criteria.html> and <http://www.powellfoundation.org/guidelines.html>*

CRITERIA

The Powell Foundation will support nonprofit organizations with the potential to achieve high impact within the arts, education, conservation and health sectors. The Foundation looks for innovators in their respective fields and supports organizations with strong board and administrative leadership that have the capacity to conduct meaningful and effective work. The Foundation practices transparency and expects that of its grant recipients. A strong balance sheet and broad financial support as well as a record of successful outcomes are all essential for consideration. Additionally, organizations are assessed on their planning capabilities and ability to leverage their strengths with other community organizations.

ELIGIBILITY

- The requesting organization must be tax-exempt.
- The Powell Foundation's Directors must be persuaded that the requesting organization engages in sound financial planning and solid management practices. The Foundation reserves the right at any time to request information on the destination of funds granted.
- Normally, the Foundation will not consider requests for building funds or grant commitments extending into successive calendar years.
- The Foundation Directors are interested principally in grants to be spent in the Foundation's geographic areas of interest, i.e., Harris, Travis, or Walker Counties, Texas.

The Foundation does not expect to support:

- Grants to religious organizations for religious purposes.
- Fundraising events or advertising.
- Grants to other private foundations.
- Grants to cover past operating deficits or debt retirement.
- Grants for support to individuals.

The Board of Directors has the responsibility for final approval of each grant. Since the Foundation receives funding requests far in excess of its funds available for grants, only a small portion of the requests received can be approved. A decision not to fund a request does not reflect on the merits of the applicant or the value of its request, but rather results from limited resources.

II. SUMMARY OF APPLICATION PROCESS*

** The most up to date application process information can be found at <http://www.powellfoundation.org/apply.html>*

All requests must be submitted through a two-step, online process. Submission and approval of a Letter of Inquiry (LOI) form is required before a full proposal may be submitted. The Foundation's Board of Directors meets twice per year. The LOI submission window for the fall and spring board meetings are posted on the Foundation's website. Upon LOI approval, an applicant will be invited to submit a complete application and assigned an application deadline. Submitting a request earlier in the grant cycle is always recommended.

Visit the Foundation's online application homepage to begin the application process: <https://www.grantinterface.com/Home/Logon?urlkey=powell>. An agency should not register multiple times in the online system. If you are unsure if your agency has previously registered, if you do not have your individual log in credentials, or if you need to add log in credentials for a new individual, please contact Crystal Ross at cross@powellfoundation.org or 713-523-7557. If you are registering your agency for the first time, watch this video for step-by-step instructions on how to create an organizational profile and individual username and password: <https://drive.google.com/file/d/0B8P9ImR-APIbOVI5YVBFUWpXbnc/view>.

A Foundation staff member will review each request and conduct the necessary due diligence, which may include a site visit. Applicants will be notified regarding the disposition of applications in the timeframe between submission and the period immediately following a board meeting.

*If your request is approved, you will receive a grant contract for signature. Funds are distributed *after* the contract is returned: *please do so promptly so that processing of the grant award is not interrupted*. All grantees must provide an IRS-required funds acknowledgement to the Foundation by mail or e-mail after funds are distributed (to cross@powellfoundation.org). Additionally, all grantees must complete an online end of grant report, which will be assigned by the Foundation. Typically, the report will be due within one year of the grant payment, or before the Board considers a renewal application (whichever is earlier).*

Please keep us updated during the grant period if there are any substantial changes in your programming or organization, including personnel changes and physical address/contact information. You should not hesitate to reach out to the Foundation at any time to discuss your approved grant.

III. SUMMARY OF APPLICATION INFORMATION REQUIRED*

** The most up to date application information requirements are available within the Foundation's online grants management system upon accessing an application form
<http://www.powellfoundation.org/apply.html>*

Agency Information:

- Federal Employer Identification Number (EIN)
- Legal Name, DBA Name(s), and Year Established
- Mission, Description & Changes
- Current Operating Budget Amount
- Last Fiscal Year End Date, Revenue, and Expenses

Request Information:

- Amount requested
- Designation requested (operating, program/project, etc.)
- Project Name (a one-sentence request purpose)
- Program/Project Budget Amount (if applicable)
- Narrative Detail
- Goals (Descriptions & Target #s)
- Evaluation Practices
- Funds Committed
- Funds Pending
- Signatory Name & Contact Details

Governance Information:

- Strategic Plan – indicate date of creation/revision
- Strategic Plan – indicate monitoring frequency
- Fundraising – indicate monitoring frequency
- Board Contributions – indicate % of members contributing financially
- Board Recruitment & Orientation – indicate methods and frequency
- Board Oversight – indicate areas overseen
- External Financial Engagement – indicate areas overseen
- Policies & Procedures – indicate P&Ps in effect and describe

Attachments & Affirmation:

- File: Current Operating Budget
- File: Program/Project Budget (if applicable)
- File: Funder List
- File: Partner List
- File: Board List
- File: Board Minutes
- File: IRS Tax Exempt/Designation Letter
- File: IRS Form 990 (as instructed)
- File: Financial Statements (as instructed)
- Online Affirmation: Tax Exempt Status

FOURTH AMENDED AND RESTATED BYLAWS
OF

THE POWELL FOUNDATION

ADOPTED 11/4/17

ARTICLE I.
PURPOSES

The Board of Directors shall administer THE POWELL FOUNDATION (the “Foundation”) for the purposes set forth in the Articles of Incorporation filed with the Secretary of State of Texas on June 2, 1999 (the “Original Articles of Incorporation”) and any amendments thereto filed with the Secretary of State of Texas (collectively, the “Articles of Incorporation”). In accomplishment of its exempt purposes, the Foundation intends to make contributions to organizations that are described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”), and other than a private foundation within the meaning of Section 509(a) of the Code, and for use primarily, but not exclusively, in the State of Texas.

ARTICLE II.
BOARD OF DIRECTORS

Section 1. Powers, Classes, Qualifications, Number, Removal, Vacancies and Terms of Office. The property and affairs of the Foundation shall be managed and controlled by the Board of Directors, and subject to any restrictions imposed by (i) law, (ii) the Articles of Incorporation, or (iii) these Fourth Amended and Restated Bylaws (as further amended from time to time, the “Bylaws”), the Board of Directors shall exercise all of the powers of the Foundation.

For all purposes of these Bylaws, “Powell Descendants” shall include only the four children of Ben H. Powell Jr. and Kitty King Powell, being Nancy Powell Moore, Marian Powell Harrison, Ben H. Powell V and Katherine Powell Hill (a “Powell Child” or the “Powell Children”), and their respective descendants, including any person adopted before attaining age 18 and such adopted person’s descendants; provided that, notwithstanding the foregoing, Mary Noble Kidd and Richard Cullen Powell (who are adopted children of Ben H. Powell V) shall be treated as if they had been adopted by Ben H. Powell V prior to attaining age 18 so that they and their descendants shall be included among the descendants of Kitty King Powell.

- (a) Qualifications of Directors. A Powell Descendant shall be eligible to serve as a Director and to participate in the appointment of a Director hereunder (i) if he or she has attained at least age 24 as of January 1 of the calendar year and has indicated his or her desire to be involved with the Foundation; (ii) if he or she has not attained age 80 as of January 1 of the calendar year; and (iii) if he or she is not incapacitated. A Powell Descendant that meets all of the requirements of (i), (ii) and (iii) of this subparagraph (a) of this Section 1 shall be an “Eligible Powell Descendant”. All provisions of this

Section 1 of Article II concerning the election and reelection of Directors shall be subject to the requirements set forth in this subparagraph (a).

- (b) Composition of the Board of Directors. The Board of Directors shall be composed of no less than three (3) nor greater than twelve (12) Directors. At all times, Directors who are Powell Descendants must constitute a majority of the Board of Directors (of all classes combined). If as a result of a vacancy the minimum requirements set forth in the preceding sentence are not met, additional Director(s) shall be promptly elected so that the majority of the Board of Directors will be Powell Descendants and so that there will be at least three (3) Directors. The Board of Directors shall be comprised of three (3) classes of Directors: (1) Allocated Directors, (2) Rotating Directors, and (3) Independent Directors, as follows:

- (1) Allocated Directors. The position of Allocated Director is intended to provide for representation on the Board of Directors for each of the four (4) original branches of the Powell family with living members, one for each of the Powell Children and consisting of that Powell Child and that Powell Child's descendants. There shall always be as many seats designated for Allocated Directors as there are branches of the Powell family with members still living, whether a particular seat is vacant or occupied. A branch's Allocated Director position may be held by that branch's Powell Child or one of that Powell Child's descendants.

- (i) During the eligibility of a Powell Child. With respect to each Powell Child who is an Eligible Powell Descendant, any vacancy occurring in the seat of Allocated Director for such Powell Child's branch of the Powell family shall be filled from among such Powell Child and the descendants of such Powell Child, pursuant to the following nomination and election procedures and provisions:

- (A) Each eligible Powell Child may make an annual election to fill a vacancy in the seat of Allocated Director for his or her branch of the Powell family. Such Powell Child shall have the absolute discretion to (i) determine whether to fill a vacancy in the seat of Allocated Director for his or her branch of the Powell family and (ii) elect himself or herself (if such child is not already serving as Allocated Director) or one of his or her descendants who is an Eligible Powell Descendant as such Allocated Director. However, no Powell Child shall be under any obligation in any given year to either serve as Allocated Director or appoint one of his or her descendants to fill the vacancy and therefore may

choose to leave the Allocated Director seat for his or her branch vacant in any given year. A Powell Child electing to fill a vacancy in the seat of Allocated Director shall provide notice by mail, facsimile, telephone or electronic mail of such election to the President of the Foundation by January 1 of each calendar year so that the member of such Powell Child's branch of the Powell family who has been elected may commence serving as Allocated Director at the annual meeting. Such notice shall identify who in such Powell Child's branch of the Powell family will serve as Allocated Director. The requirement of notice with respect to a Powell Child's election to fill a vacancy in the seat of Allocated Director may be waived by the affirmative majority vote of all of the Directors then serving.

- (B) An Allocated Director who is a Powell Child shall hold office until the earlier to occur of his or her ceasing to be an Eligible Powell Descendant or resignation, at which time he or she may choose to become a Director Emeritus.
 - (C) An Allocated Director who is other than a Powell Child and who is elected by a Powell Child shall hold office for a term of one (1) year, and may serve back to back terms with no term limit.
- (ii) After a Powell Child ceases to be an Eligible Powell Descendant. With respect to each Powell Child who ceases to be an Eligible Powell Descendant, any vacancy occurring in the seat of Allocated Director for such Powell Child's branch of the Powell family shall be filled from among the Eligible Powell Descendants, pursuant to the following nomination and election procedures and provisions:
- (A) A descendant of such Powell Child who is an Eligible Powell Descendant shall be nominated as Allocated Director for that Powell Child's branch of the Powell family ("Allocated Director Nominee") with (i) the majority vote of the three oldest descendants of such Powell Child who are Eligible Powell Descendants; or (ii) if there are only two descendants of such Powell Child who are Eligible Powell Descendants, the unanimous vote of those two oldest descendants; or (iii) if there is only one descendant of such Powell Child who is an Eligible Powell Descendant, the vote

of that oldest descendant. If there are no descendants of such Powell Child who are Eligible Powell Descendants, the seat of Allocated Director for that Powell Child's branch of the Powell family shall remain vacant until such time, if ever, as there is a descendant of such Powell Child who is an Eligible Powell Descendant.

- (B) The oldest Eligible Powell Descendant in such branch shall send notice by mail, facsimile, telephone or electronic mail of the nomination of Allocated Director to the President of the Foundation by January 1 of each calendar year.
 - (C) An Allocated Director Nominee shall be elected with the affirmative majority vote of all of the Directors then serving. If an affirmative majority vote is not obtained for that Allocated Director Nominee, the procedure set forth in subparagraph (b)(1)(ii)(A) of this Section 1 shall be repeated until such time, if ever, as there is an Allocated Director Nominee elected to fill the vacancy in the seat of Allocated Director for that Powell Child's branch of the Powell family.
 - (D) An Allocated Director who is other than a Powell Child and who is elected by the procedures set forth in this subparagraph (b)(1)(ii) shall hold office for a term of three (3) years, and may serve back to back terms with no term limits.
- (iii) Elimination of Allocated Director Position. Upon the death or 80th birthdate of a Powell Child and the death or 80th birthdate of all of such Powell Child's descendants, the seat of Allocated Director for that Powell Child's branch of the Powell family shall be eliminated.
- (2) Rotating Directors. The position of Rotating Directors is intended to provide members of each branch of the Powell family (other than Powell Children) opportunities to serve as a Director of the Foundation as well as to provide for a robust Board of Directors at all times. The number of Rotating Directors shall never be greater than four (4). Any vacancy occurring in the seat of Rotating Director shall be filled pursuant to the following election procedure and provisions:

- (i) Election Procedure.
 - (A) Each Allocated Director may nominate a Rotating Director, from among members of his or her respective branch of the Powell family who are Eligible Powell Descendants (a “Rotating Director Nominee”). In making this nomination, the Allocated Director shall give preference to Eligible Powell Descendants of the senior generation of the Allocated Director’s branch of the Powell family.
 - (B) The Allocated Director shall send notice by mail, facsimile, telephone or electronic mail of the nomination of Rotating Director to the President of the Foundation by January 1 of each calendar year.
 - (C) A Rotating Director Nominee shall be elected with the affirmative majority vote of all of the Directors then serving. If an affirmative majority vote is not obtained for a Rotating Director Nominee and other Eligible Powell Descendants of that branch of the Powell family are willing to serve, the procedure set forth in subparagraph (b)(2)(i)(A) shall be repeated for that Allocated Director’s branch of the Powell family, with a Rotating Director Nominee selected from among those other Eligible Powell Descendants in such Allocated Director’s branch of the Powell family.
 - (D) If none of the members of the Allocated Director’s branch of the Powell family who are Eligible Powell Descendants is willing to serve or is approved by the Board of Directors, the Board of Directors shall elect any Eligible Powell Descendant to serve as Rotating Director for that branch of the Powell family.
 - (E) A Rotating Director who is a member of the Allocated Director’s branch of the Powell family shall hold office for a term of two (2) years and may serve back to back terms with no term limits. A Rotating Director who is not a member of the Allocated Director’s branch of the Powell family shall hold office for a term of one (1) year, and may serve a maximum of three (3) back to back terms.
- (ii) Amendment of Election Procedure. Consistent with the intent in establishing the Rotating Director position, the

power to amend the election procedures set forth in subparagraph (b)(2)(i) of this Section 1 (as provided in Article VI) shall be exercised in a manner consistent with and to the extent necessary to carry out this intent.

- (3) Independent Directors. At all times there shall be at least one (1) Independent Director. There shall never be more than four (4) Independent Directors at any time. Any vacancy occurring in the seat of an Independent Director shall be filled by the affirmative majority vote of the Board of Directors then in office. An Independent Director shall hold office for a term of three (3) years, subject to reelection by the procedure set forth in this subparagraph (b)(3).
- (4) Directors Emeritus. Directors Emeritus shall be those Powell Children who no longer are Eligible Powell Descendants and wish to become a Director Emeritus. The title of Director Emeritus is honorary only and a Director Emeritus is not a member of the Board of Directors. A Director Emeritus shall not be entitled to vote on affairs of the Foundation and shall have no liability for serving as such. A Director Emeritus shall hold office until his or her death, incapacity or resignation.
- (c) Term of Directors. Unless otherwise agreed by the Board of Directors, the term of any elected Director shall commence upon election of such Director at the Meeting of the Board of Directors at which such Director is elected and shall expire upon the election of Directors at the Annual Meeting falling on the expiration of such Director's term as set forth in this Section 1.
- (d) Removal of Directors. None of the Powell Children may be removed as a Director. All other Directors of any class may be removed by the affirmative vote of at least 70% of all of the Directors then serving.
- (e) Factors in Electing Allocated Directors and Rotating Directors. Membership on the Board of Directors carries with it the responsibility to attend meetings of the Board of Directors and to actively participate in the work of the Foundation. Thus, while no Eligible Powell Descendant shall be under any obligation to serve as Director of any class or to fill by selection or by nomination a vacancy therein, each Eligible Powell Descendant shall have the duty to decide whether he or she or an Eligible Powell Descendant who is a member of his or her branch of the Powell family, in light of business or personal obligations or any other factor he or she deems relevant, would be able to devote the necessary time to the role of Allocated Director or Rotating Director. Finally, while a Director whose term of office has expired may be elected or nominated for a new term, all Directors other than any Powell Child (and other than Directors Emeritus) have limited terms of office in order to allow rotation on the Board of

Directors to ensure that Directors actively participate in the work of the Foundation.

Section 2. Meetings of Directors. The Directors may hold meetings, maintain an office and keep (or cause to be kept) the Foundation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Foundation's registered office in the State of Texas.

Section 3. Annual Meetings. The Annual Meeting of the Board of Directors shall be held at such time and on such day of the first half of each calendar year as shall be designated by resolution of the Board of Directors, for the purpose of (i) electing officers for the ensuing year, (ii) electing Directors, if any, and (iii) transacting such other business as may be properly brought before such Annual Meeting. Notice of an Annual Meeting shall be required.

Section 4. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of a Regular Meeting shall be required.

Section 5. Special Meetings. Special meetings of the Board of Directors ("Special Meetings") shall be held whenever called by (i) the Secretary, upon written request of any three (3) Directors, or (ii) the President. Notice of a Special Meeting shall be required.

Section 6. Notice of Meetings. The Secretary shall give notice of each Annual (if required by Article II, Section 3 of the Bylaws), Regular and Special Meeting to each Director in person, or by mail, electronic mail or telephone at least seven (7) days before such meeting. Unless otherwise indicated in such notice or unless the Articles of Incorporation or the Bylaws require otherwise, any and all matters pertaining to the Foundation's purposes may be considered and acted upon at such meeting. At any such meeting at which every Director shall be present even though without notice, any matter pertaining to the Foundation's purposes may be considered and acted upon unless the Articles of Incorporation or the Bylaws prohibit acting upon any such matter.

Section 7. Teleconference Meetings. Subject to the requirements of law or the Bylaws for notice of meetings, unless otherwise restricted by the Articles of Incorporation or the Bylaws, members of the Board of Directors or members of any committee may participate in and hold a meeting of the Board of Directors or committee, as the case may be, by means of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in such meeting shall constitute presence in person at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened. If voting is to take place at the meeting, the Foundation must:

- (a) Implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and
- (b) Keep a record of any vote or other action taken.

Section 8. Quorum. A majority of the Directors shall constitute a quorum for the consideration of any matters pertaining to the Foundation's purposes. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those Directors present may adjourn the meeting from time to time. The act of at least a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by (i) law, (ii) the Articles of Incorporation, or (iii) the Bylaws.

Section 9. Conduct of Business. At meetings of the Board of Directors, matters pertaining to the Foundation's purposes shall be considered in such order as the Board of Directors may determine from time to time.

At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a chairman shall be chosen by the Board of Directors from among the Directors present. The Secretary of the Foundation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the chairman may appoint any person to act as secretary of the meeting.

Section 10. Action Without a Meeting by the Board of Directors. With respect to any action (i) which is required by the Texas Business Organization Code (the "TBOC") to be taken at a meeting of the Board of Directors or (ii) which may be taken at a meeting of the Board of Directors or any committee established by the Board of Directors (the "Committee"), such action may be taken without any such meeting if a written consent setting forth the action to be taken, is signed by a sufficient number of Directors or members of the Committee as would be necessary to take the action at a meeting at which all Directors or members of the Committee were present and voted.

Section 11. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the then acting Directors, designate two (2) or more Directors to constitute an Executive Committee. The President shall serve as the chairman of the Executive Committee. To the extent provided in the Board of Directors' resolution, the Executive Committee shall have and exercise the authority of the Board of Directors in the direction of the Foundation, except where action of the Board of Directors is required by (i) law, (ii) the Articles of Incorporation, or (iii) the Bylaws. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the Foundation's office, and shall report the same to the Board of Directors from time to time.

Section 12. Advisory Committee. The Foundation shall have an Advisory Committee whose members shall consist of those Powell Descendants who are not already serving as Director in any class, are not incapacitated, have attained at least age 18 by January 1 of the calendar year, and have indicated his or her desire to be involved with the Foundation. The members of the

Advisory Committee may make non-binding recommendations to the Board of Directors with respect to the grant-making function of the Foundation and shall have no liability for serving as a member of the Advisory Committee.

Section 13. Committees. Pursuant to and subject to the provisions of Sections 22.218 and 22.219 of the TBOC, the Foundation may designate or establish one or more additional committees including, without limitation, an Investment Committee. The Board of Directors shall determine the membership of each committee, provided that at least a majority of the members of any such committee must be Directors or members of the Advisory Committee. The President shall appoint the chairman of any committee established hereunder. The members of such additional committee may make non-binding recommendations to the Board of Directors.

Section 14. Compensation of Directors. No person serving as a Director shall receive any salary or compensation for his service as a Director; provided, however, a Director may be reimbursed for expenses actually incurred by such Director in the performance of his duties as a Director.

ARTICLE III. OFFICERS

Section 1. Number, Titles and Term of Office. The Foundation's officers shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint, and such other officers and assistant officers shall have such authority and responsibility as are assigned to them by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The term of office for each officer shall expire at the time of the next succeeding Annual Meeting at which officers are elected. In any event, a duly-elected officer shall serve in the office to which he is elected until his successor has been duly elected and qualified.

Section 2. Removal of Officers or Agents. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the Foundation's best interests would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors.

Section 4. Powers and Duties of the President. The President shall be the Foundation's chief executive officer. Subject to the control of the Board of Directors, the President shall:

- (a) have general executive charge, management and control of the Foundation's properties, business and operations with all such powers as may be reasonably incident to such responsibilities;
- (b) have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Foundation;

- (c) preside at all meetings of the Board of Directors, unless the Board of Directors otherwise determines; and
- (d) have such other powers and duties as may be designated in the Bylaws and as may be assigned to him from time to time by the Board of Directors.

Section 5. Powers and Duties of a Vice President. A Vice President shall have such powers and duties as may be assigned to him by the Board of Directors including the power and duty to perform the President's duties upon the President's death, absence or resignation or upon the President's inability to perform the duties of his office. Any action taken by a Vice President in the performance of the President's duties shall be conclusive evidence of the President's absence or inability to act at the time such action was taken.

Section 6. Powers and Duties of the Treasurer. The Treasurer:

- (a) shall have (or shall cause others to have) custody of all of the Foundation's funds and securities which come into his hands;
- (b) may endorse (or cause to be endorsed) in the name and on behalf of the Foundation, checks, notes and other obligations for collection and shall deposit (or cause to be deposited) the same to the Foundation's credit in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors;
- (c) may sign (or cause to be signed) all receipts and vouchers for payments made to the Foundation either alone or jointly with such other officer or officers as may be designated by the Board of Directors;
- (d) shall render (or cause to be rendered) a statement of the cash account whenever required by the Board of Directors;
- (e) shall enter (or cause to be entered) regularly in the Foundation's books to be kept by him (or others selected by him or the Board of Directors) for that purpose full and accurate accounts of all moneys received and paid out on account of the Foundation;
- (f) shall perform all acts incident to the office of Treasurer subject to the control of the Board of Directors; and
- (g) shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 7. Powers and Duties of the Secretary. The Secretary:

- (a) shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors in books provided for that purpose;
- (b) shall give and serve (or cause to be served) all notices;

- (c) may sign with the President in the name and on behalf of the Foundation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Foundation in furtherance of the Foundation's purposes and subject to any limitations contained in the Articles of Incorporation or the Bylaws;
- (d) shall maintain and store (or make provision for the maintenance and storage of) the Foundation's books, records, documents and instruments (with the exception of the books of account and financial records and securities of which the Treasurer shall have custody and charge), and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any member of the Board of Directors upon application at the Foundation's office during business hours; and
- (e) shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 8. Compensation of Officers. Any person serving as an officer of the Foundation shall receive such salary or compensation for personal services rendered to the Foundation as an officer of the Foundation, as may be established by the Board of Directors from time to time, but in any event such salary or compensation must not be excessive and must be reasonable and necessary to carrying out of the Foundation's purposes. An officer may be reimbursed for expenses actually incurred by such officer in the performance of his duties as an officer.

ARTICLE IV. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification. Subject to any limitations and conditions in these Bylaws, including, without limitation, this Article IV, each person who was or is made a party or is threatened to made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (a "Proceeding"), or any appeal of a Proceeding, or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or a person of whom he is the legal representative, is or was a Director, member of a Board-designated committee, officer, employee or agent of the Foundation, or while a Director, member of a Board-designated committee, officer, employee or agent of the Foundation, is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary or another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified by the Foundation to the fullest extent authorized by the TBOC, as the same exists or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights than said law permitted the Foundation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of the Foundation, the indemnification is limited to reasonable expenses actually incurred or suffered by in connection

therewith. Indemnification under the Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Foundation indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Foundation. Any person entitled to indemnification pursuant to this Article IV is sometimes referred to herein as an "Indemnified Person."

Section 2. Advance Payment. An Indemnified Person's right to indemnification conferred in this Article IV shall include the right to be paid or reimbursed by the Foundation for the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Foundation of a written affirmation by such Indemnified Person of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article IV and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article IV or otherwise.

Section 3. Appearance as a Witness. Notwithstanding any other provision of this Article IV, the Foundation may pay or reimburse expenses incurred by an Indemnified Person in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

Section 4. Non-exclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article IV shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, the Bylaws, agreement, vote of disinterested Directors or otherwise.

Section 5. Insurance. The Foundation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under this Article IV.

Section 6. Savings Clause. If this Article IV or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Foundation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article IV that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE V.
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Foundation's fiscal year shall be the year beginning January 1 and ending December 31.

Section 2. Seal. The Foundation's seal, if any, shall be such as may be approved by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of the Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as such appears in the Foundation's records, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. A Director (of any class), committee member, or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Gender. References herein to the masculine gender shall also refer to the feminine in all appropriate cases.

ARTICLE VI.
AMENDMENTS

The provisions of Article II, Section 1 of these Bylaws may be amended by the affirmative vote of 70% of the then serving Directors at any Annual or Regular Meeting, or at any Special Meeting if notice of the proposed amendment is contained in the notice of such Special Meeting. Except as provided in the preceding sentence, these Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the then serving Directors at any Annual or Regular Meeting, or at any Special Meeting if notice of the proposed amendment is contained in the notice of such Special Meeting.

(revised 10-22-05; revised 3-25-06; revised 10-18-14; and last revised 11-4-17)

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
<u>Arts</u>			
Alley Theatre 615 Texas Avenue, Houston, TX 77002	PC	Education and communication programs	\$ 25,000
American Festival for the Arts 1718 A Lubbock Street, Houston, TX 77007	PC	Operational support and to underwrite the development of new curriculum offerings	25,000
Ballet Austin Incorporated 501 W 3rd Street, Austin, TX 78701	PC	Quiet Imprint, accompanying curriculum with social justice themes, and teacher professional development	12,500
Contemporary Austin Museum Inc 3809 West 35th Street, Austin, TX 78703	PC	Access to visual art education for more than 10,000 children in the Central Texas region and the strategic engagement of underserved youth in meaningful arts participation	25,000
Creative Action 2921 E 17th Street, Bldg B, Box 7, Austin, TX 78702	PC	Arts education and enrichment in Central Texas schools	15,000
Da Camera Society of Texas 1402 Sul Ross, Houston, TX 77006	PC	2016-2017 Da Camera Young Artist Program	10,000
FotoFest Inc 2000 Edwards St Building C Suite 2, Houston, TX 77007	PC	Curricular companion for the FotoFest 2018 Biennial, INDIA Contemporary Photographic and New Media Art	10,000
Houston Ballet Foundation 601 Preston Street, Houston, TX 77002	PC	Houston Ballet's upcoming 2017-2018 artistic season and related programs	25,000
Houston Grand Opera Association Inc 510 Preston Street, 5th Floor, Houston, TX 77002	PC	2017-18 season activities of HGOco	25,000
Houston Symphony Society 615 Louisiana Street, Suite 102, Houston, TX 77002	PC	Education and community programming	25,000
Houston Youth Symphony 4550 Post Oak Place Dr , Ste 245, Houston, TX 77027	PC	HYS Coda Music Program	10,000
Main Street Theater at Autry House 2540 Times Blvd , Houston, TX 77005	PC	Theater arts enrichment, education, integration, and outreach programming	15,000
MINDPOP 5511 Parkerest, Suite 207, Austin, TX 78731	PC	Creative learning in AISD classrooms, schools, and the community	50,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Museum of Fine Arts Houston 5101 Montrose, Houston, TX 77006	PC	Core residency program at the Glassell School of Art	25,000
Museum of Fine Arts Houston P O Box 6826, Houston, TX 77265-6826	PC	Kitty King Powell Library and Study Center	25,000
Young Audiences of Houston, Inc 4550 Post Oak Place, Suite 230, Houston, TX 77027	PC	Arts Access Initiative	25,000
Young Audiences, Inc of Houston 4550 Post Oak Place, Suite 230, Houston, TX 77027	PC	Art education programs serving Houston area youth	25,000
Total Arts			\$ 372,500
<u>Conservation</u>			
Buffalo Bayou Partnership 1019 Commerce St., Suite 200, Houston, TX 77002	PC	Buffalo Bayou Partnership's continued efforts to revitalize, maintain and activate Buffalo Bayou	10,000
Camp Allen-Camp and Conference Center 18800 FM 362, Navasota, TX 77868	PC	Discovery Outdoor Education Program, supporting necessary improvements to staffing, materials, and curriculum over the next five years	25,000
Hermann Park Conservancy 1700 Hermann Drive, Houston, TX 77004	PC	General operating support	25,000
Houston Arboretum & Nature Center 4501 Woodway Dr., Houston, TX 77024	PC	Guided Field Experience, a hands-on science education program for elementary students	25,000
Houston Audubon Society 440 Wilchester Blvd., Houston, TX 77079	PC	To support Houston Audubon's environmental education and outreach programs	10,000
Houston Zoo Inc 1513 Cambridge St., Houston, TX 77030	PC	Educational programming that increases understanding of conservation concepts and promotes environmentally responsible behaviors in learners of all ages	25,000
Katy Prairie Conservancy 5615 Kirby Drive, Suite 867, Houston, TX 77005	PC	Environmental education program that engages multiple audiences in safeguarding the habitat of the monarch butterfly	25,000
Memorial Park Conservancy Inc 7575 N Picnic Ln, Houston, TX 77007	PC	Phase 1 Master Plan Improvements for Memorial Park	500,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Memorial Park Conservancy Inc 7575 N Picnic Ln. Houston, TX 77007	PC	General operating support	25,000
Memorial Park Conservancy Inc 7575 N Picnic Ln. Houston, TX 77007	PC	General operating support in honor of Allen L. Jogerst	1,000
National Wildlife Federation 505 East Huntland Drive, Suite 485, Austin, TX 78752	PC	Monarch Heroes: Preparing the next generation of conservationists through project-based learning	25,000
San Antonio Area Foundation 303 Pearl Parkway, San Antonio, TX 78215	PC	Capital support for a new building, the Margaret Bamberger Research and Education Center (MBREC), a facility that will enhance scientific research and education conducted on the Bamberger Ranch Preserve	50,000
Shoal Creek Conservancy P O Box 11520, Austin, TX 78711	PC	Shoal Creek Trail: Vision to Action Plan, including project management and initial plan implementation	25,000
SPARK PO Box 1562, Houston, TX 77251	PC	Park construction at Houston 13 area schools	500,000
SPARK PO Box 1562, Houston, TX 77251	PC	Operating expenses related to the development of community parks on school playgrounds	10,000
Travis Audubon Society Inc 3710 Cedar Street, Box 5, Austin, TX 78757	PC	Travis Audubon's core education, outreach and conservation initiatives that promote the enjoyment, understanding, and conservation of native birds and their habitats	25,000
Trees For Houston P O Box 270477, Houston, TX 77277	PC	Trees for Houston's Trees for Schools education and outreach program	10,000
Trust for Public Land 6 Beacon Street, Suite 615, Boston, MA 02108	PC	Analysis of land protection priorities in the Cow Creek watershed of the Balcones Canyonlands National Wildlife Refuge, in Travis County	25,000
Urban Harvest Inc 2311 Canal Street, Ste. 200, Houston, TX 77003	PC	Community, good nutrition, and sustainability through the teaching and support of organic gardening	10,000
Waller Creek Conservancy PO Box 12363, Austin, TX 78711	PC	Annual programming, including the new "Waller Creek Stewards" environmental programming, as well as create a Programmatic Strategic Plan	25,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Woods Project, The 2700 Southwest Freeway, Suite A, Houston, TX 77098	PC	Support for economically disadvantaged students to participate in TWP's Wilderness Immersion Program in summer 2017	15,000
Total Conservation			\$ 1,391,000
<u>Education</u>			
Ann Richards School Foundation P O Box 41072, Austin, TX 78704	PC	Summer programming for students of the Ann Richards School that supplements learning and provides college-readiness skills	10,000
Austin Community Foundation for the Capital Area 4315 Guadalupe Street, Suite 300, Austin, TX 78751	PC	Consortium's school finance policy workgroup in 2017-2018	60,000
Austin Partners In Education PO Box 6118, Austin, TX 78762	PC	College Readiness Program	25,000
Austin Public Library Friends Foundation P O Box 13201, Austin, TX 78711	PC	Educational programs at Austin's new central library	25,000
AVANCE-Austin Inc 745 Mansell Avenue, Austin, TX 78702	PC	Services to strengthen Spanish-speaking children 0-3 and their caregivers to break the cycle of poverty through education	25,000
Big Brothers Big Sisters Lone Star 1003 Washington Avenue, Houston, TX 77002	PC	School-based mentoring for more than 1,100 youth facing adversity in Harris County in the 2017-2018 year	25,000
Big Brothers Big Sisters of Central Texas Inc 4800 Manor Road, Bldg K, Austin, TX 78723	PC	One-to-One Mentoring Program services for at-risk youth/Littles living in Travis County and/or attending Austin ISD schools to be matched with trained, adult mentors/Bigs	15,000
BookSpring 2006 Greenbrook Parkway, Austin, TX 78723	PC	BooksForMe literacy building program that distributes free books and reading motivational activities for low-income youth throughout central Texas	10,000
Boys & Girls Club of Walker County TX Inc PO Box 8600, Huntsville, TX 77340	PC	Building Hope a Home Capital Campaign	100,000
Boys and Girls Clubs of Austin and Travis County Inc 5407 N IH 35 Suite 400, Austin, TX 78723	PC	Academic success programming for economically disadvantaged children	15,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Boys and Girls Clubs of Greater Houston Inc 815 Crosby, Houston, TX 77019	PC	Summer Learning Program	30,000
Breakthrough 1050 East 11th Street, Suite 350, Austin, TX 78702	PC	2017 General Program and support for its mission to help students become the first in their families to graduate from college	25,000
Children's Literacy Initiative 2314 Market Street, Philadelphia, PA 19103	PC	K - 3rd grade teachers in one low-income HISD school by providing one-on-one coaching	35,000
Children's Museum, Inc 1500 Binz St, Houston, TX 77004	PC	Creation of new parenting resources for the Para los Niños and Family Literacy Involvement programs, reaching low-income Houstonians, including immigrants/refugees from Cen /S America, Asia and the Middle East	50,000
Chinese Community Center Inc 9800 Town Park Dr, Houston, TX 77036	PC	Educational programs for children and youth	10,000
Collaborative for Children 1111 North Loop West, Suite 600, Houston, TX 77008		Expansion of College Bound From Birth to a new underserved Houston neighborhood	555,000
College Forward P O Box 142308, Austin, TX 78714	PC	College Access and Success program to increase college access and graduation rates among 3,450 underserved high school and college students in Travis and Harris counties	25,000
Communities Foundation of Texas Inc 5500 Caruth Haven Lane, Dallas, TX 75225	PC	Texas Regional STEM Degree Accelerator Initiatives activities related to the Houston regional team	25,000
Communities In Schools of Central Texas 3000 S IH 35, Suite 200, Austin, TX 78704	PC	To support the mission of Communities In Schools of Central Texas to surround students with a community of support, empowering them to stay in school and achieve in life	25,000
Communities In Schools of Houston, Inc 1235 North Loop West, Suite 300, Houston, TX 77008	PC	Operating support for dropout prevention integrated student support services for three years	150,000
Con Mi Madre 4175 Freidrich Lane, Suite 200, Austin, TX 78744	PC	Support for young Latinas, and to engage their mothers, in the educational journey from 6th grade to college graduation, in order to ensure successful degree attainment and preparation for the workforce	25,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Cristo Rey Jesuit High School of Houston Inc 6700 Mt Carmel, Houston, TX 77087	PC	General operating support in honor of C Boone Schwartzel	10,000
DiscoverU P O Box 4059, Houston, TX 77210-4059	PC	Economically-disadvantaged youth to engage in intellectual life experiences, or "Fantastic Learning Opportunities," that broaden their worldview and equip them with skills and attitudes to become advocates for their own success	15,000
EMERGE Fellowship 2450 Louisiana Street, Suite 400 #430, Houston, TX 77006	PC	College scholar initiatives for over 600 college scholars from HISD across 85 selective college and universities	75,000
Families Empowered 3900 Essex Lane, Suite 1200, Houston, TX 77027	PC	To empower families to engage in a marketplace of schools by understanding their school options and choosing the right school for their child	25,000
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145, Houston, TX 77020	PC	Toward the College Access Liaison and Peer Mentors program components of the 2017-2018 school year	25,000
Friends of the Children - National Office 44 NE Morris Street, Portland, OR 97212	PC	Launch of Friends of the Children Austin, a transformative program that will empower children living in the highest-poverty, facing the highest risks of abuse, neglect and disadvantage, to reach their full potential	25,000
Fueled Schools Inc 3000 Richmond Avenue, Suite 340, Houston, TX 77098	PC	To support HISD teachers and school leaders with Fueled's unique social-emotional training and support Leadership Institute, Empathy School, and Empathy Coaching	25,000
Genaustin P O Box 3122, Austin, TX 78764	PC	Implementation of the weekly after-school clubGEN program in Austin and Houston schools	30,000
Genesys Works 601 Jefferson Street, Suite 3950, Houston, TX 77002	PC	Operations while building capacity through new technology, added staff, and creation of a corporate partner guidebook	510,000
Houston A Challenge 2700 Southwest Fwy, Suite B, Houston, TX 77098	PC	Shared definition of a "quality seat" and endorse strategies for increasing the supply of high quality educational options	35,000
Houston Achievement Place 245 West 17th Street, Houston, TX 77008	PC	General operating support in honor of Harvin C More	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Houston Area Womens Center Inc 1010 Waugh Drive, Houston, TX 77019	PC	Sunshine Learning Center, a United Way Bright Beginnings program operated by HAWC, which provides licensed childcare for infants, toddlers and preschoolers	25,000
Houston Independent School District Foundation 4400 W 18th St , Houston, TX 77092	PC	Creation of opportunities for parents of middle and elementary school students to engage in workshops on college campuses in order to expand college awareness at the earlier grade levels and increase parental engagement	50,000
Houston Museum of Natural Science 5555 Hermann Park Drive, Houston, TX 77030	PC	2017 Annual Fund, which impacts, supports, and benefits all areas of museum operations which further science education	25,000
Houston Revision 6856 Bellaire Blvd , Houston, TX 77074	PC	Transformative Justice Demonstration Project to effect better outcomes for HISD students on juvenile probation	25,000
iEducate USA 4903 MAYFAIR ST, BELLAIRE, TX 77401	PC	iEducate growth initiative 'Expansion 20-30' by 2020. 30 schools will have adopted the iEducate program in grades 3-5 and will be fully covering their operating costs	25,000
KIPP Houston 10711 KIPP Way, Houston, TX 77099	PC	Operating support for the "Learning Comes to Life" program and \$505,000 to support the Talent component of the Kipping Point Campaign to recruit, develop and retain top teachers	505,000
Knowledge Arts Foundation 2900 Wesleyan, Suite 375, Houston, TX 77027	PC	Educator training programs in de-escalation, conflict resolution, and building positive school cultures	25,000
Literacy Advance of Houston Inc 2424 Wilcrest Dr, Suite 120, Houston, TX 77042	PC	Basic literacy classes and services for Houston adults, thus creating stable families and a skilled and literate workforce	25,000
Making It Better 14781 Memorial Drive #25, Houston, TX 77079	PC	Underserved elementary students by improving literacy, leadership, and life skills	25,000
Phi Beta Kappa Alumni of Greater Houston P O Box 25283, Houston, TX 77265	PC	General operating support in honor of Nancy P Moore	5,000
Project GRAD Houston 3000 Richmond Avenue, Suite 400, Houston, TX 77098	PC	Support for the educational attainment of individuals from Houston-area low-income communities	25,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
ProUnitas Inc 4802 Lockwood Dr . Houston, TX 77026	PC	Support effective coordination and implementation of existing educational, health and social services for schools in historically underserved communities	25.000
Relay Graduate School of Education 40 W 20th St . Floor 7, New York, NY 10011	PC	Relay 's Houston campus, scaling up its work to train and support more highly effective novice and early career teachers in Houston	25.000
SEARCH Homeless Services 2015 Congress Avenue, Houston, TX 77002	PC	House of Tiny Treasures preschool, where SEARCH invests in the next generation to break the cycle of poverty and homelessness	25.000
Seedling Foundation 8001 Centre Park Drive, Suite 140, Austin, TX 78754	PC	Seedling Mentor Program in Austin ISD for children affected by parental incarceration	10.000
St Johns School 2401 Claremont Lane, Houston, TX 77019	PC	Tuition-free academic enrichment and college prep program for underserved youth while also training and inspiring future educators	25.000
Teach For America Inc 2 Greenway Plaza, Suite 500, Houston, TX 77046	PC	General operating support	50.000
Texas Children's Hospital 6621 Fannin Street, Houston, TX 77030	PC	UpWORDS program, an early language intervention program which aims to serve mothers with infants aged 0 to 24 months in low income communities throughout Harris county	30.000
The University of Texas at Austin 3925 W Braker Ln, Suite 3 801, Austin, TX 78759		2016-2017 K-2 Tutoring Program, which provides daily one-to-one literacy tutoring to 2,200 low-income Austin children so that they can read at grade level by third grade, reducing illiteracy and dropout rates	20.000
University of Houston System One Main Street, Suite 990-South, Houston, TX 77002		Houston PREP, a pre-college youth enrichment program held annually in the summer that offers participating students six weeks of practical experience in intellectually demanding STEM classes and laboratories	25.000
University of Houston College of Education 5000 Gulf Freeway, Bldg 1, Rm 240, Houston, TX 77204-5049		The ACE Teacher Project will enhance the knowledge, skills and self-efficacy of pre-service teachers, HISD teachers and UH faculty while emphasizing reading instruction and mentoring through closely supervised service learning in Third Ward schools	50.000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
W Oscar Neuhaus Memorial Foundation 4433 Bissonnet, Bellaire, TX 77401	PC	Neuhaus/Houston Independent School District Early Childhood Literacy Initiative 2017-2018	100,000
Wayside Schools 6405 S IH35, Austin, TX 78744	PC	Expansion of 60 new, high-quality seats for underserved students at Wayside Schools, a nonprofit charter school network in South Austin	25,000
Wesley Community Center Inc 1410 Lee Street, Houston, TX 77009	PC	Expansion of summer and afterschool youth programs	15,000
William Marsh Rice University MS 147.P O Box 1892, Houston, TX 77251-1892	PC	Operating support to enable it to continue current programming while visioning and restructuring for greater reach, given the increased impact via HB-4 pre-k funding in 2016-17 and upcoming opportunities through Rice University	40,000
Writers in the Schools 1523 West Main , Houston, TX 77006	PC	WITS for Students during the 2016-2017 school year that provides literary education to underserved schools and communities	25,000
YES Prep Public Schools Inc 5515 South Loop East, Suite B, Houston, TX 77033	PC	Support to increase the number of students from underserved communities who graduate from college prepared to lead	25,000
YES Prep Public Schools Inc 5515 South Loop East, Suite B, Houston, TX 77033	PC	Develop, sustain, and retain a diverse corps of extraordinary leadership talent	500,000
Total Education			\$ 3,820,000

Human Services

Bridges To Life P O Box 570895, Houston, TX 77257-0895	PC	Project expenses for one 2017 Bridges To Life project at the Holiday Unit, in Huntsville, in Walker County, Texas	10,900
ChildBuilders 2425 Fountain View, Suite 210, Houston, TX 77057	PC	ChildBuilders' abuse prevention and positive mental health building trainings and workshops for schools	25,000
DePelchin Children's Center 4950 Memorial Drive, Houston, TX 77007	PC	Therapeutic counseling services in the school setting for at-risk children in Houston ISD, and for ParentingHelp parent education	25,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Environmental Defense Fund Incorporated 301 Congress Avenue, suite 1300, Austin, TX 78701	PC	Clean Air for Houston initiative focused on improving air quality around the Port of Houston and the region to improve the health of communities	25,000
Escape Family Resource Center of the Exchange Clubs of Houston 2410 Hamilton Street , Houston , TX 77004	PC	General operating support	15,000
Houston COMPASS Inc Mail , 1117 Texas Avenue, Houston, TX 77002	PC	General operating support	15,000
Kids' Meals Inc 330 Garden Oaks Blvd. Houston, TX 77345	PC	Preparation and delivery of more than 16,042 fresh, healthy meals and provide resource to help families break the poverty cycle	25,000
Mental Health America of Greater Houston Inc 2211 Norfolk St , Suite 810, Houston, TX 77098	PC	Support for behavioral health of students in Greater Houston	10,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway , Houston, TX 77023	PC	Expansion of the Get Real pilot program to provide evidence-based sexual health education in more Houston public schools	15,000
St Luke's United Methodist Church 2714 Joanel St , Houston, TX 77027	PC	Model partnership program with Communities in Schools to provide mental health services and support to elementary , middle and high school students referred by CIS in the schools in which they work	25,000
The Beacon of Downtown Houston 1117 Texas Ave , Houston, TX 77002	PC	The Beacon Day Center program	20,000
Total Human Services			\$ 210,900

Board Member Designated Grants

Arts - Board Member Designated

Houston Ballet Foundation 601 Preston Street, Houston, TX 77002	PC	General operating support	19,000
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Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Houston Symphony Society 615 Louisiana Street, Suite 102, Houston, TX 77002	PC	General operating support	1,750
Houston Symphony Society 615 Louisiana Street, Suite 102, Houston, TX 77002	PC	General operating support	9,500
Menil Foundation Inc 1533 Sul Ross Street, Houston, TX 77006	PC	General operating support	10,000
Museum of Fine Arts Houston 5101 Montrose, Houston, TX 77006	PC	Art annual fund	6,000
Museum of Fine Arts Houston 5101 Montrose, Houston, TX 77006	PC	Core program	6,000
Museum of Fine Arts Houston P O Box 6826, Houston, TX 77265-6826	PC	Bayou Bend	7,000
Nasher Sculpture Center 2001 Flora St , Dallas, TX 75201	PC	General operating support	1,000
River Oaks Chamber Orchestra 1973 W Gray, Suite 3, Houston, TX 77019	PC	General operating support	350
Theatre Under The Stars Inc 800 Bagby, Suite 200, Houston, TX 77002	PC	General operating support	9,500
Young Audiences of Houston, Inc 4550 Post Oak Place, Suite 230, Houston, TX 77027	PC	General operating support	10,000

Total Arts - Board Member Designated \$ **80,100**

Conservation - Board Member Designated

Barton Springs Conservancy 2100 Stamford Lane, Austin, TX 78703	PC	General operating support	9,000
Big Bend Conservancy P O Box 200, Big Bend National Park, TX 79834	PC	General operating support	10,000
Big Bend Conservancy P O Box 200, Big Bend National Park, TX 79834	PC	General operating support	250

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Boy Scouts of America - Circle Ten Council 8605 Harry Hines Blvd., Dallas, TX 75235	PC	General operating support	4.470
Boy Scouts of America - Circle Ten Council 8605 Harry Hines Blvd., Dallas, TX 75235	PC	General operating support	1.000
Houston Audubon Society 440 Wilchester Blvd., Houston, TX 77079	PC	General operating support	5.500
Sea Shepherd Conservancy Society 209 E Alameda Avenue, Suite 205, Burbank, CA 91502	PC	General operating support	9.500
Sierra Club Foundation 2101 Webster Street, Suite 1250, Oakland, CA 94612	PC	General operating support	3.979
Waller Creek Conservancy PO Box 12363, Austin, TX 78711	PC	General operating support	11.500
Waller Creek Conservancy PO Box 12363, Austin, TX 78711	PC	General operating support	9.500
Waller Creek Conservancy PO Box 12363, Austin, TX 78711	PC	General operating support	10.000
Total Conservation - Board Member Designated			\$ 74,699

Education - Board Member Designated

Academy of the Sacred Heart 1821 Academy Road, Grand Coteau, LA 70541		General operating support	1.200
Asheville School Inc 360 Asheville School Road, Asheville, NC 28806	PC	General operating support	7.500
St. Johns School 2401 Claremont Lane, Houston, TX 77019	PC	Breakthrough Houston	9.000
Centre College 600 W Walnut St, Danville, KY 40422	PC	General operating support	1.597
Centre College 600 W Walnut St, Danville, KY 40422	PC	General operating support	300

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Communities In Schools of Houston, Inc 1235 North Loop West, Suite 300, Houston, TX 77008	PC	General operating support	9.000
Con Mi Madre 4175 Freidrich Lane, Suite 200, Austin, TX 78744	PC	General operating support	10.000
Trustees of Dartmouth College 6066 Development Office, Haonver, NH 03755	PC	General operating support	2.032
Trustees of Dartmouth College 6066 Development Office, Hanover, NH 03755	PC	General operating support	4.500
Hispanics in Philanthropy 414 13th Street, Suite 200, Oakland, CA 94612	PC	General operating support	9.500
Houston Achievement Place 245 West 17th Street, Houston, TX 77008	PC	General operating support	9.000
KIPP Houston 10711 KIPP Way, Houston, TX 77099	PC	General operating support	1.000
Lamplighter School, The 11611 Inwood Road, Dallas, TX 75229	PC	General operating support	9.500
Lamplighter School, The 11611 Inwood Road, Dallas, TX 75229	PC	General operating support	9.500
LSU Foundation 3796 Nicholson Drive, Baton Rouge, LA 70802	PC	General operating support	1.540
Parish Episopal School 4101 Sigma Road, Midway Campus, Dallas, TX 75244	PC	General operating support	5.000
Parish Episopal School 4101 Sigma Road, Midway Campus, Dallas, TX 75244	PC	General operating support	9.500
Pen American Center 588 Broadway, Suite 303, New York, NY 10012	PC	General operating support	3.025
Space Center Houston, Inc 1601 NASA Parkway, Houston, TX 77058	PC	General operating support	700

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
William Marsh Rice University General Mailing . P O Box 1892. Houston. TX 77251-1892	PC	General operating support	500
William Marsh Rice University General Mailing . P O Box 1892. Houston. TX 77251-1892	PC	General operating support	650
St Mark's Episcopal School of Houston 3816 Bellaire Blvd . Houston. TX 77025-1209	PC	General operating support	9,500
Stanford University 326 Galves Street. Stanford. CA 94305-6105	PC	General operating support	2,032
Transmit Receive Labs Inc 205 Roberts. Houston. TX 77003	PC	General operating support	500
Writers in the Schools 1523 West Main . Houston. TX 77006	PC	General operating support	15,000
Young Mens Christian Association of Greater Houston Area 2600 North Loop West. Ste 300. Houston. TX 77092	PC	General operating support	9,500
Total Education - Board Member Designated			\$ 141,076

Human Services - Board Member Designated

American Civil Liberties Union Foundation. Inc 125 Broad St. 18th Floor. New York. NY 10004	PC	General operating support	3,953
The Beacon of Downtown Houston 1117 Texas Ave . Houston. TX 77002	PC	General operating support	9,500
Bo's Place 10050 Buffalo Speedway . Houston. TX 77054	PC	General operating support	750
Houston Area Parkinson Society 2700 Southwest Freeway . Suite 296. Houston. TX 77098	PC	General operating support	500
Houston Area Parkinson Society 2700 Southwest Freeway . Suite 296. Houston. TX 77098	PC	General operating support	200

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Houston Food Bank 535 Portwall Street . Houston, TX 77029	PC	General operating support	9,500
Houston Food Bank 535 Portwall Street . Houston, TX 77029	PC	General operating support	9,500
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway . Houston, TX 77023	PC	General operating support	9,500
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway . Houston, TX 77023	PC	General operating support	6,600
DBSA Greater Houston 515 Post Oak Blvd . Suite 650, Houston, TX 77027	PC	General operating support	650
Target Hunger 2814 Quitman Street, Houston, TX 77026	PC	General operating support	19,000
Target Hunger 2814 Quitman Street, Houston, TX 77026	PC	General operating support	19,000
Target Hunger 2814 Quitman Street, Houston, TX 77026	PC	General operating support	10,000
Union of Concerned Scientists, Inc Two Brattle Square, 6th Floor, Cambridge, MA 02138	PC	General operating support	1,957
Union of Concerned Scientists, Inc Two Brattle Square, 6th Floor, Cambridge, MA 02138	PC	General operating support	2,022

Total Human Services - Board Member Designated **\$ 102,632**

Other - Board Member Designated

Exponent Philanthropy 1720 N Street, NW, Washington, DC 20036	PC	General operating support	750
Grantmakers for Education 851 SW 6th Avenue, Suite 350, Portland, OR 97204	PC	General operating support	500

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Philanthropy Roundtable 1150 17th Street, NW, Ste 503, Washington, DC 20036	PC	General operating support	500
Philanthropy Southwest 624 N Good-Latimer Expy .Ste 100, Dallas, TX 75204	PC	Texas Environmental Grantmakers Group	500
Philanthropy Southwest 624 N Good-Latimer Expy .Ste 100, Dallas, TX 75204	PC	General operating support	1,700
United Way of Greater Houston P O Box 3247, Houston, TX 77253	PC	Hurricane Harvey relief	100,000
Total Other - Board Member Designated			\$ 103,950
Total Grants Paid During the Year			<u>\$ 6,296,857</u>