

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information. 1904

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning MAY 1

, 2018, and ending APRIL 30

, 2019

Name of foundation

APACHE FOUNDATION

A Employer identification number

41-6031039

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

Room/suite

2000 POST OAK BLVD.

100

B Telephone number (see instructions)

713-296-6000

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

HOUSTON, TX 77056-4400

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

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 04I Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ 3,690,327J Accounting method ☐ Cash ☒ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here. ☐ 6D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here. ☐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)

1 Contributions, gifts, grants, etc., received (attach schedule)

400,000

2 Check ☐ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

7,543

7,543

7,543

4 Dividends and interest from securities

5a Gross rents

27,025

27,025

27,025

b Net rental income or (loss) -117,181

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

0

8 Net short-term capital gain

0

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule) STMT 1

629

12 Total. Add lines 1 through 11

435,197

34,568

34,568

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

68,273

68,273

15 Pension plans, employee benefits

23,042

23,042

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

24,837

24,837

c Other professional fees (attach schedule)

17 Interest

RECEIVED

JAN 15 2020

B004

P.O. OSC

Revenue
Expenses
0207 8 1 JAN 18 2020

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 N/A					
b					
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			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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		0	0		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
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	0	
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 doesn't qualify under section 4940(e) Do not complete this part

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

(a)	(b)	(c)	(d)

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	N/A
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	0
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	0
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a		
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	0	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ Refunded ☐	11	0	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities		X
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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ MINNESOTA AND TEXAS		
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? If "No," attach explanation	X	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	X	
14 The books are in care of ▶ APACHE CORPORATION Telephone no ▶ 713-296-6000 Located at ▶ 2000 POST OAK BLVD., SUITE 100, HOUSTON, TX ZIP+4 ▶ 77056-4400		
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 2018, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(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

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		Yes	No		Yes	No
(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	N/A	
	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			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
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?				6b		X
	If "Yes" to 6b, file Form 8870						
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?				7b	N/A	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐	Yes	☒ No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 6		0	NONE	NONE

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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**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
NONE		

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 Harris County Prct 3 - To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning & tree-planting as a method of carbon sequestration.	59,582
2 NOLA Tree Project - To replant and replace the tens of thousands of trees destroyed by Hurricane Katrina in New Orleans, LA.	28,315
3 Norman Park Foundation - To enhance the quality of life in Norman through beautification, improvement, expansion and development of existing parks or other common lands or acquired properties.	27,138
4 Up with Trees - To beautify greater Tulsa by planting trees and to create urban forestry awareness through education.	31,926

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 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Form **990-PF** (2018)

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	
b	Average of monthly cash balances	1b	692,994
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	692,994
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	692,994
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). STMT 7	4	692,994
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	0
2a	Tax on investment income for 2018 from Part VI, line 5	2a	0
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
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	0

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	391,464
b	Program-related investments - total from Part IX-B	1b	0
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	391,464
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	391,464

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 391,464				
a Applied to 2017, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				
e Remaining amount distributed out of corpus. . .	391,464			
5 Excess distributions carryover applied to 2018 (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	391,464			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				0
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 2013 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	391,464			
10 Analysis of line 9				
a Excess from 2014	355,871			
b Excess from 2015	277,233			
c Excess from 2016	269,416			
d Excess from 2017	212,748			
e Excess from 2018	391,464			

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

Tea Water Heater	864	-	864	(864)	-	-	(864)	-
Tree Imgator	1,160	-	1,160	(1,160)	-	-	(1,160)	-
Tree Wire Fencing / Cages	5,123	-	5,123	(5,123)	-	-	(5,123)	-
Utility Fabnc-Tree Fencing	2,952	-	2,952	(2,952)	-	-	(2,952)	-
Washer - Bauer House	1,257	-	1,257	(1,257)	-	-	(1,257)	-
Water Circle - Piney Pivots	3,831	-	3,831	(3,831)	-	-	(3,831)	-
Wells/Pumps (Apache Village)	5,835	-	5,835	(5,835)	-	-	(5,835)	-
Wire Fencing - Trees	12,768	-	12,768	(12,768)	-	-	(12,768)	-
Wire Fencing - Trees	18,181	-	18,181	(18,181)	-	-	(18,181)	-
Wire Fencing / Cages - Apache	3,575	-	3,575	(3,575)	-	-	(3,575)	-
Upper Shuman House	164,471	-	164,471	(51,660)	(6,326)	-	(57,986)	106,485
61009 Insulate Crawford Garage	3,062	-	3,062	(944)	(153)	-	(1,097)	1,965
61009 Schuman lean to replacement	39,975	-	39,975	(9,827)	(1,999)	-	(11,826)	28,149
61009 Replace upper Schuman Barn	47,621	-	47,621	(11,707)	(2,381)	-	(14,088)	33,533
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(522)	(104)	-	(626)	1,462
61009 New Bldg for Storage and Operating	79,507	-	79,507	(15,901)	(3,975)	-	(19,877)	59,631
Trees	4,940	-	4,940	(2,018)	(165)	-	(2,183)	2,757
Trees / Planting	5,664	-	5,664	(2,251)	(189)	-	(2,439)	3,224
Imgation System	21,072	-	21,072	(8,368)	(702)	-	(9,071)	12,001
Imgation System	1,345	-	1,345	(535)	(45)	-	(580)	765

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> STATEMENT 8				391,464
Total			▶ 3a	391,464
b <i>Approved for future payment</i>				
Total			▶ 3b	NONE

Enter gross amounts unless otherwise indicated

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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.

**Sign
Here**

Signature of officer or trustee

12/17/19
Date

► SENIOR VICE PRES.

Title

May the IRS discuss this return with the preparer shown below?

See instructions ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2018

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

Employer identification number

APACHE FOUNDATION

41-6031039

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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization

APACHE FOUNDATION

Employer identification number

41-6031039

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	APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400	\$ 400,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
	N/A	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

41-6031039

Part II

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

Employer identification number

41-6031039

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.

JSA
8E 1255 1 000

APACHE FOUNDATION
F.E.I.N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/18 TO 04/30/19

PART I, LINE 11: OTHER INCOME

Statement 1

State of Wyoming Walk-In Access for Hunting
Sale of Used Sucker Rods

509
120

Total Other Income

629

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/18 TO 04/30/19

Statement 2

PART I, LINE 18: TAXES

Taxes

Property Taxes	<u>40,176</u>
Total Taxes	<u><u>40,176</u></u>

APACHE FOUNDATION
F.E.I.N. 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/18 TO 04/30/19

PART I, LINE 23: OTHER EXPENSE

Statement 3

<u>Other Expenses</u>	<u>A) Total</u>	<u>B) Net Investment Income</u>	<u>C) Adjusted Net Income</u>	<u>D) Disbursements for Charitable Purposes</u>
Automobile Expense	8,466	0	8,466	0
Bank Fees	564	0	564	0
Business Expense	372	0	372	0
Insurance	2,221	0	2,221	0
Lodging	411	0	411	0
Meals and Entertainment - 100%	302	0	302	0
Misc Travel Expense	50	0	50	0
Mobile Phone Expense	359	0	359	0
Office Supplies	52	0	52	0
Postage / Freight	671	0	671	0
Professional Dues and Fees	663	0	663	0
Regulatory and Filing Fees	25	0	25	0
Shop Tools/Supplies	1,675	0	1,675	0
Subscriptions and Books	447	0	447	0
Telephone Services	1,423	0	1,423	0
Temporary Labor - Non-Payroll Contract Services	22,028	0	22,028	0
Training and Development	35	0	35	0
Transportation	111	0	111	0
Travel Meals	37	0	37	0
WY Farming/Seed/Fertilizer	16,880	0	16,880	0
Wyoming Leased Land	144,206	0	144,206	0
Wyoming Repairs Buildings	5,782	0	5,782	0
Wyoming Repairs Equipment	5,546	0	5,546	0
Wyoming Repairs Grounds	166,353	0	166,353	0
Total Other Expenses	<u>378,677</u>	<u>0</u>	<u>378,677</u>	<u>0</u>

APACHE FOUNDATION
F E I N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/18 TO 04/30/19

PART II, LINE 14 BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum Depr	Depr Expense	Retired Accum Depr	Ending Accum Depr	Net Basis
Land	264,679	-	264,679	-	-	-	-	264,679
Land - Lot 12 - Apache Village	77,097	-	77,097	-	-	-	-	77,097
Land - Lot 30 - Apache Village	35,376	-	35,376	-	-	-	-	35,376
Land - Trees (Apache Village)	10,510	-	10,510	-	-	-	-	10,510
Land - Trees (Apache Village)	7,761	-	7,761	-	-	-	-	7,761
Land - Irrigation (Apache Vill	10,553	-	10,553	-	-	-	-	10,553
Land - Trees (Apache Village)	6,202	-	6,202	-	-	-	-	6,202
Land - Trees (Apache Village)	3,066	-	3,066	-	-	-	-	3,066
Land - Irrigation (Apache Vill	12,970	-	12,970	-	-	-	-	12,970
Land - Trees (Apache Village)	4,701	-	4,701	-	-	-	-	4,701
Land - Trees (Apache Village)	3,100	-	3,100	-	-	-	-	3,100
Land - Trees (Apache Village)	19,850	-	19,850	-	-	-	-	19,850
Land - Trees (Apache Village)	11,893	-	11,893	-	-	-	-	11,893
Land - Trees (Apache Village)	3,594	-	3,594	-	-	-	-	3,594
Land - Trees (Apache Village)	1,907	-	1,907	-	-	-	-	1,907
Land - Trees (Apache Village)	51,952	-	51,952	-	-	-	-	51,952
Land - Trees (Apache Village)	21,191	-	21,191	-	-	-	-	21,191
Land - Trees (Apache Village)	1,452	-	1,452	-	-	-	-	1,452
Land - Irrigation (Apache Vill	6,380	-	6,380	-	-	-	-	6,380
Land - Trees (Apache Village)	15,400	-	15,400	-	-	-	-	15,400
Land - Trees (Apache Village)	7,128	-	7,128	-	-	-	-	7,128
Land - Trees (Apache Village)	39,155	-	39,155	-	-	-	-	39,155
HONDA 4 WHEELER	6,608	-	6,608	(3,108)	-	-	(3,108)	3,500
ATV - 2013 HONDA MODEL - TRX420FED W/ TRAILER	15,132	-	15,132	(15,132)	-	-	(15,132)	0
ATV - 2013 HONDA MODEL - TRX420FED	6,247	-	6,247	(6,246)	-	-	(6,246)	0
EQUIPMENT UPGRADE JOHN DEERE GATOR	9,685	-	9,685	(2,234)	(2,062)	-	(4,295)	5,390
2018 CHEVROLET SILVERADO-170209	26,060	-	26,060	(2,507)	(7,520)	-	(10,027)	16,033
2018 - CHEVROLET SILVERADO- 107209	208	-	208	-	-	-	-	208
Ck#1009 Cty Treasr-lic,sales tax 3GCUKREC5JG137497	2,280	-	2,280	-	-	-	-	2,280
4 Wheeler Weed Sprayer	750	-	750	(750)	-	-	(750)	-
40 Ton Bin & Overhead Bins - G	9,400	-	9,400	(9,400)	-	-	(9,400)	-
Aeration System for Fish Pond	6,151	-	6,151	(6,151)	-	-	(6,151)	-
Boom to Pull Irrigation Pumps	14,344	-	14,344	(14,344)	-	-	(14,344)	-
Cattle Guard & Sills (Skeet Ra	2,350	-	2,350	(2,350)	-	-	(2,350)	-
Corrals	22,797	-	22,797	(22,797)	-	-	(22,797)	-
Deer Cages for Planted Trees	1,960	-	1,960	(1,960)	-	-	(1,960)	-
Defibrillator	2,036	-	2,036	(2,036)	-	-	(2,036)	-
Dryer - Bauer House	1,144	-	1,144	(1,144)	-	-	(1,144)	-
Electronic Portable Fencing	1,012	-	1,012	(1,012)	-	-	(1,012)	-
ETB-500 Compost Tea Brewer	9,953	-	9,953	(9,953)	-	-	(9,953)	-
Fencing - Apache Village	9,487	-	9,487	(9,487)	-	-	(9,487)	-
Fencing - Bauer House	3,767	-	3,767	(3,767)	-	-	(3,767)	-
Fencing - Sahara & Maxstead Pa	13,581	-	13,581	(13,581)	-	-	(13,581)	-
Fencing - Trees	18,055	-	18,055	(18,055)	-	-	(18,055)	-
Fencing Materials	82,993	-	82,993	(82,993)	-	-	(82,993)	-
Fencing Stack Yard	2,476	-	2,476	(2,476)	-	-	(2,476)	-
Fencing-Coal Creek	8,658	-	8,658	(8,658)	-	-	(8,658)	-
HVAC system (Bauer Ranch)	6,272	-	6,272	(6,272)	-	-	(6,272)	-
Portable Corral Panels	6,597	-	6,597	(6,597)	-	-	(6,597)	-
Posts & Wire - Tree Program	7,727	-	7,727	(7,727)	-	-	(7,727)	-
Pump for Irrigation	1,471	-	1,471	(1,471)	-	-	(1,471)	-
Steel Fence Posts - Trees	21,600	-	21,600	(21,600)	-	-	(21,600)	-
Tea Water Heater	864	-	864	(864)	-	-	(864)	-
Tree Irrigator	1,160	-	1,160	(1,160)	-	-	(1,160)	-
Tree Wire Fencing / Cages	5,123	-	5,123	(5,123)	-	-	(5,123)	-
Utility Fabric-Tree Fencing	2,952	-	2,952	(2,952)	-	-	(2,952)	-
Washer - Bauer House	1,257	-	1,257	(1,257)	-	-	(1,257)	-
Water Circle - Piney Pivots	3,831	-	3,831	(3,831)	-	-	(3,831)	-
Wells/Pumps (Apache Village)	5,835	-	5,835	(5,835)	-	-	(5,835)	-
Wire Fencing - Trees	12,768	-	12,768	(12,768)	-	-	(12,768)	-
Wire Fencing - Trees	18,181	-	18,181	(18,181)	-	-	(18,181)	-
Wire Fencing / Cages - Apache	3,575	-	3,575	(3,575)	-	-	(3,575)	-
Upper Shuman House	164,471	-	164,471	(51,660)	(6,326)	-	(57,986)	106,485
61009 Insulate Crawford Garage	3,062	-	3,062	(944)	(153)	-	(1,097)	1,965
61009 Schuman lean to replacement	39,975	-	39,975	(9,827)	(1,999)	-	(11,826)	28,149
61009 Replace upper Schuman Barn	47,621	-	47,621	(11,707)	(2,381)	-	(14,088)	33,533
61009 EMERGENCY Shingles blew off of Upp	2,088	-	2,088	(522)	(104)	-	(626)	1,462
61009 New Bldg for Storage and Operating	79,507	-	79,507	(15,901)	(3,975)	-	(19,877)	59,631
Trees	4,940	-	4,940	(2,018)	(165)	-	(2,183)	2,757
Trees / Planting	5,664	-	5,664	(2,251)	(189)	-	(2,439)	3,224
Irrigation System	21,072	-	21,072	(8,368)	(702)	-	(9,071)	12,001
Irrigation System	1,345	-	1,345	(535)	(45)	-	(580)	765

APACHE FOUNDATION
F E I N 41-6031039
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FOR PERIOD 05/01/18 TO 04/30/19

PART II, LINE 14- BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/Retirements	Ending Cost	Beginning Accum Depr	Depr Expense	Retired Accum Depr	Ending Accum Depr	Net Basis
Wildlife Pipeline	34,119	-	34,119	(13,646)	(1,137)	-	(14,784)	19,336
Trees & irrigation	7,150	-	7,150	(2,839)	(238)	-	(3,077)	4,073
Trees	1,062	-	1,062	(417)	(35)	-	(453)	609
Stock Well	5,478	-	5,478	(2,117)	(183)	-	(2,299)	3,179
Trees	1,236	-	1,236	(456)	(41)	-	(497)	739
Irrigation (line extension)	376	-	376	(140)	(13)	-	(152)	223
Irrigation	40,804	-	40,804	(14,961)	(1,360)	-	(16,322)	24,483
Trees	1,634	-	1,634	(597)	(54)	-	(652)	982
Irrigation	11,090	-	11,090	(4,006)	(370)	-	(4,376)	6,715
K-Line	2,804	-	2,804	(1,011)	(93)	-	(1,105)	1,699
Irrigation	22,428	-	22,428	(8,100)	(748)	-	(8,848)	13,580
Irrigation System for Bird Far	81,303	-	81,303	(29,133)	(2,710)	-	(31,843)	49,460
Irrigation System for Brug Far	34,949	-	34,949	(12,523)	(1,165)	-	(13,688)	21,261
Pipeline in Childress	64,402	-	64,402	(22,900)	(2,147)	-	(25,046)	39,355
Irrigation	28,936	-	28,936	(10,209)	(965)	-	(11,174)	17,762
Trees	58,500	-	58,500	(20,638)	(1,950)	-	(22,588)	35,912
Trees	9,206	-	9,206	(3,120)	(307)	-	(3,427)	5,779
Ucross Irrigation Improvement	160,778	-	160,778	(55,028)	(5,742)	-	(60,770)	100,008
Trees (Donation from Steve Far)	118,330	-	118,330	(40,902)	(4,383)	-	(45,285)	73,045
Irrigation	39,542	-	39,542	(12,937)	(1,465)	-	(14,401)	25,140
Irrigation	19,227	-	19,227	(6,112)	(712)	-	(6,824)	12,403
Irrigation	3,809	-	3,809	(1,211)	(141)	-	(1,352)	2,458
Trees	145,759	-	145,759	(46,337)	(5,398)	-	(51,735)	94,024
Trees	90,407	-	90,407	(27,817)	(3,477)	-	(31,295)	59,112
Driveway & Sidewalk for Upper	5,918	-	5,918	(3,123)	(395)	-	(3,518)	2,400
Lshd Imprv - water line proje	96,744	-	96,744	(29,149)	(2,481)	-	(31,629)	65,115
Leasehold Imprv - wire fencin	15,818	-	15,818	(4,733)	(406)	-	(5,139)	10,679
Leasehold Imprv - wildlife pi	27,771	-	27,771	(8,248)	(712)	-	(8,960)	18,811
Leasehold Imprv - steel / wir	16,056	-	16,056	(4,495)	(412)	-	(4,907)	11,149
Leasehold Imprv - ranch fenci	16,016	-	16,016	(4,382)	(411)	-	(4,792)	11,224
Leasehold Imprv - Finger Lake	501,433	-	501,433	(123,215)	(12,857)	-	(136,072)	365,361
Leasehold Imprv - 3 Dams Big	83,280	-	83,280	(28,009)	(2,974)	-	(30,984)	52,296
Leasehold Imprv - tree fencin	35,625	-	35,625	(11,655)	(1,319)	-	(12,974)	22,651
Leasehold Imprv - Lower Lakes	62,270	-	62,270	(20,158)	(2,395)	-	(22,553)	39,717
Leasehold Imprv - tree fencin	40,221	-	40,221	(12,375)	(1,547)	-	(13,922)	26,298
Lshd Imprv - new roof for Ran	13,064	-	13,064	(3,936)	(502)	-	(4,438)	8,626
50-GENERATOR11-065	82,664	-	82,664	(28,932)	(4,133)	-	(33,066)	49,598
50-FENCING11-099	12,566	-	12,566	(4,398)	(628)	-	(5,026)	7,540
LH IMP - Install Water Divers11-072	32,505	-	32,505	(11,241)	(1,625)	-	(12,867)	19,638
LH IMP - Install Electnc Fenc11-098	38,519	-	38,519	(13,321)	(1,926)	-	(15,247)	23,272
LH IMP - Modify Irrigation Sys11-100	32,199	-	32,199	(11,136)	(1,610)	-	(12,746)	19,454
LH IMP - Install Irrigation Sy11-104	46,238	-	46,238	(15,991)	(2,312)	-	(18,303)	27,936
LH IMP - Pulled, tested well11-101	13,498	-	13,498	(4,612)	(675)	-	(5,287)	8,211
LH IMP-Pumping System replacem11-228	11,925	-	11,925	(3,876)	(596)	-	(4,472)	7,453
LH IMP-Pasture Pipeline Ext11-102	11,855	-	11,855	(3,803)	(593)	-	(4,396)	7,459
LH IMP - Install Electnc Fenc11-098	7,043	-	7,043	(2,230)	(352)	-	(2,583)	4,461
LH IMP - Pulled, tested well11-101	754	-	754	(239)	(38)	-	(276)	478
50-GENERATOR11-065	(5,226)	-	(5,226)	1,655	261	-	1,916	(3,310)
50-FENCING11-099	1,100	-	1,100	(348)	(55)	-	(403)	697
LH IMP-Pumping System replacem11-228	58,471	-	58,471	(18,029)	(2,924)	-	(20,952)	37,519
Pipe corrals around water tanks	8,400	-	8,400	(2,485)	(420)	-	(2,905)	5,495
CORRAL REPLACEMENT AND REPAIR	35,566	-	35,566	(10,522)	(1,778)	-	(12,300)	23,266
NEW FENCE FOR RANGE	40,000	-	40,000	(11,833)	(2,000)	-	(13,833)	26,167
PIPE GATE FOR HAY FIELD	9,765	-	9,765	(2,889)	(488)	-	(3,377)	6,388
61010 Install polypipe and water tank	12,013	-	12,013	(3,504)	(601)	-	(4,104)	7,908
61010 Install polypipe and 5 water tanks	21,018	-	21,018	(6,130)	(1,051)	-	(7,181)	13,837
61010 Install poly water & 2 water tanks	13,004	-	13,004	(3,793)	(650)	-	(4,443)	8,561
Leashold Improvement	11,013	-	11,013	(3,166)	(551)	-	(3,717)	7,296
Leashold Improvement	20,202	-	20,202	(5,808)	(1,010)	-	(6,818)	13,384
Leashold Improvement	20,618	-	20,618	(5,928)	(1,031)	-	(6,959)	13,659
Install Sideroll on Pipefield-LI	29,442	-	29,442	(8,219)	(1,472)	-	(9,691)	19,751
Ranch Assets	17,949	-	17,949	(5,011)	(897)	-	(5,908)	12,041
Install Pivot in Bauman Hay Field	73,461	-	73,461	(20,202)	(3,673)	-	(23,875)	49,587
CORRAL REPLACEMENT AND REPAIR	(15,375)	-	(15,375)	3,972	769	-	4,741	(10,635)
Leashold Improvement	1,810	-	1,810	(483)	(91)	-	(573)	1,237
Install Sideroll on Pipefield-LI	35,011	-	35,011	(9,336)	(1,751)	-	(11,087)	23,924
Install Pivot in Bauman Hay Field	28,316	-	28,316	(7,551)	(1,416)	-	(8,967)	19,349
61010 Stream Restoration & habitat impro	40,000	-	40,000	(10,000)	(2,000)	-	(12,000)	28,000
61010 Rangeland Fencing	18,724	-	18,724	(4,525)	(936)	-	(5,461)	13,262
61010 Engineering & Design for Dunlap Di	49,980	-	49,980	(12,495)	(2,499)	-	(14,994)	34,986
61009 Install new tile & carpet in Crawf 13-062	8,180	-	8,180	(2,079)	(409)	-	(2,488)	5,692
Fish Ladder-LI	12,564	-	12,564	(2,775)	(628)	-	(3,403)	9,161
61010 Wind breaks for livestock	15,986	-	15,986	(3,664)	(799)	-	(4,463)	11,523
61010 Replacement of Dunlap Diversion dam with fis	49,982	-	49,982	(11,038)	(2,499)	-	(13,537)	36,446

APACHE FOUNDATION
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PART II, LINE 14 BASIS AND ACCUMULATED DEPRECIATION

Statement 4

Description	Beginning Cost	Additions/ Retirements	Ending Cost	Beginning Accum Depr.	Depr Expense	Retired Accum Depr	Ending Accum Depr	Net Basis
61010 Engineerng & Design for Dunlap Di	(23,314)	-	(23,314)	4,954	1,166	-	6,120	(17,194)
Fish Ladder-LI	37,434	-	37,434	(7,175)	(1,872)	-	(9,047)	28,387
61010 River Screen suction for 2 pivots	9,496	-	9,496	(1,780)	(475)	-	(2,255)	7,240
61010 Drill New Headquarters Deep Well	21,284	-	21,284	(4,257)	(1,064)	-	(5,321)	15,963
61010 High deer fence to protect shelter	13,777	-	13,777	(2,583)	(689)	-	(3,272)	10,505
61010 Boundary fence replacement between	20,069	-	20,069	(3,428)	(1,003)	-	(4,432)	15,637
61010 Engineerng & Design for Dunlap Di	(15,564)	-	(15,564)	2,594	778	-	3,372	(12,192)
61010 River Screen suction for 2 pivots	2,500	-	2,500	(375)	(125)	-	(500)	2,000
61010 Boundary fence replacement between	(8,969)	-	(8,969)	1,457	448	-	1,906	(7,063)
61010-LEASEHOLD IMPROV-WYOMING	193,799	-	193,799	(29,070)	(9,690)	-	(38,760)	155,039
61010-LEASEHOLD IMPROV-WYOMING	9,274	-	9,274	(1,082)	(464)	-	(1,546)	7,728
61010 Clear Creek Construction at Pivot-Clearmont	33,374	-	33,374	(3,615)	(1,669)	-	(5,284)	28,089
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	34,473	-	34,473	(1,867)	(1,724)	-	(3,591)	30,882
61010 - LEASEHOLD IMPROVEMENTS - CLAREMONT	30,019	-	30,019	(1,501)	(1,501)	-	(3,002)	27,017
61010 Dunlap Ditch pipe flume repl/rep	-	22,444	22,444	-	(1,122)	-	(1,122)	21,321
Total	4,518,943	22,444	4,541,387	(1,347,416)	(150,957)	0	(1,498,373)	3,043,014

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Statement 5

PART II, LINE 22: OTHER LIABILITIES

	<u>Beginning Balance</u>	<u>Ending Balance</u>
<u>Other Current Liabilities</u>		
Intercompany Payable		
Apache Corporation	86,579	94,398
Clear Creek Hunting Preserve	33	(4,546)
Apache Shady Lane	23,220	28,711
	<u> </u>	<u> </u>
Total Other Current Liabilities	<u>109,832</u>	<u>118,563</u>

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Statement 6

PART VIII, LINE 1 LIST OF OFFICERS AND DIRECTORS

APACHE FOUNDATION
ADDRESS FOR ALL OFFICERS AND DIRECTORS
2000 Post Oak Boulevard
Suite 100
Houston, Texas 77056-4400

Directors

Grady L. Ables
Timothy J. Sullivan
Jon W. Sauer

Officers

John J. Christmann IV	Chief Executive Officer and President
P. Anthony Lannie	Executive Vice President and General Counsel
W. Mark Meyer	Executive Vice President
David A. Pursell	Executive Vice President
Stephen J. Riney	Executive Vice President and Chief Financial Officer
Timothy J. Sullivan	Executive Vice President
Grady L. Ables	Senior Vice President
D. Clay Bretches	Senior Vice President
Timothy R. Custer	Senior Vice President
Rebecca A. Hoyt	Senior Vice President, Chief Accounting Officer and Controller
Mark D. Maddox	Senior Vice President
Dominic J. Ricotta	Senior Vice President
Jon W. Sauer	Senior Vice President
Faron J. Thibodeaux	Senior Vice President
Mark J. Bright	Vice President
Dah Ruey David Chi	Vice President
Gary T. Clark	Vice President
George W. (Max) Easley	Vice President
W. Brad Eubanks	Vice President
Paul J. Griffith	Vice President
Jon A. Graham	Vice President
Mark Hobbs	Vice President
Dave Jennette	Vice President
Castlen M. Kennedy	Vice President
Greg McDaniel	Vice President
Clint Mills	Vice President
Ken Neupert	Vice President
Christina Paul	Vice President
Breezi Province	Vice President
Sara Reilly	Vice President
Ben C. Rodgers	Vice President and Treasurer
Enc. Vosburgh	Vice President
Jeff Wedgwood	Vice President
Anthony L. White	Vice President
Rich Williams	Vice President
Thomas E. Yelich	Vice President
Rajesh Sharma	Corporate Secretary and Assistant General Counsel
Stacie Burns	Assistant Controller
Mark A. Hackfeld	Assistant Controller
Robert P. Rayphole	Assistant Controller
David J. Bernal	Assistant General Counsel and Assistant Secretary
S. Brett Cupit	Assistant General Counsel and Assistant Secretary
R. Kevin Layton	Assistant General Counsel and Assistant Secretary
Jack L. Litmer	Assistant General Counsel and Assistant Secretary
Andrew M. Taylor	Assistant General Counsel and Assistant Secretary
Patrick F. Whitman	Assistant General Counsel and Assistant Secretary
Stephen S. Williams	Assistant General Counsel and Assistant Secretary
Christopher M. Alspach	Assistant Secretary
Elaine D. Balagia	Assistant Secretary
Christopher W. Barnes	Assistant Secretary
Nora J. Dobin	Assistant Secretary
Stephen P. Fohn	Assistant Secretary
Andrew S. Friedberg	Assistant Secretary
J. Austin Frost	Assistant Secretary
Kyle Funderburk	Assistant Secretary
Sergio Garza	Assistant Secretary
Gregory C. Jantz	Assistant Secretary
Cynthia Y. Lam	Assistant Secretary
Michael G. Myers	Assistant Secretary
Jay S. Schultz	Assistant Secretary
Peter J. Czerniakowski	Assistant Treasurer

As of October 23, 2019

**APACHE FOUNDATION
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Statement 7

**CASH DEEMED HELD FOR CHARITABLE ACTIVITIES
PART X - LINE 4**

Apache Foundation considers it necessary to maintain \$692,994 in cash to be available for expenses associated with charitable activities. These amounts are in excess of the 1.5% of assets used in the minimum investment return calculation, and Apache Foundation considers them to be a reasonable cash balance to conduct its charitable activities.

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PART XV - LINE 3 GRANTS AND CONTRIBUTIONS

STATEMENT 8

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Andrews County Parks Department 301 NE Mustang Dr Andrews, TX 79714	To provide the community recreational parks and activities, and to establish and maintain the infrastructure to support and promote the economic prosperity of the community	1,995
BREC – The Recreation and Park Commission for the Parish of East Baton Rouge 1225 Sharp Rd Baton Rouge, LA 70815	To contribute to a healthier, more vibrant community by providing exceptional open spaces and recreational experiences for all of East Baton Rouge Parish	3,972
Buffalo Bayou Partnership 1019 Commerce St Houston, TX 77002	To maintain and operate Buffalo Bayou Park and also to activate the waterway through pedestrian, boating and biking amenities, volunteer activities, permanent and temporary art installations, and wide-ranging tours and programs	5,960
Cambridge Home Owners Association 201 W Gray St Norman, OK 73069	To provide information to CHA members that is pertinent to maintaining an excellent neighborhood, to ensure that CHA members realize their responsibilities to the neighborhood and to continually maintain and improve the integrity and aesthetic looks of our neighborhood	2,128
City of Andrews 111 Logsdon St Andrews, TX, 79714	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, resource planning, and energy and water efficiency programs	2,794
City of Baytown 2401 Market St Baytown, TX 77520	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, resource planning, and energy and water efficiency programs	19,861
City of Houston - Parks & Recreation Department 2999 South Wayside Houston, TX 77023	To provide the community recreational parks and activities and foster the maintenance of parks and amenities and preservation of wildlife	4,965
City of Jenks 211 North Elm St , P O Box 2007 Jenks, OK 74037	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	2,661
City of Las Cruces 700 N Main Las Cruces, NM 88001	To provide customer-focused municipal services to residents, businesses, and guests so they can experience a "quality of place" to live, work and play	2,661
City of McCamey 207 E 6th St McCamey, Texas 79752	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	1,995
City of New Braunfels 550 Landa St New Braunfels, TX 78130	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	21,284
City of San Marcos 630 E Hopkins San Marcos, TX 78666	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	3,326
City of Odessa 411 W 8th Street P O Box 4398 Odessa, TX 79760	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	5,986
Dona Ana Soil and Water Conservation District 760 Stern Drive, Suite 118 Las Cruces, New Mexico 88005	To conserve and develop the natural resources of the state, provide for flood control, preserve wildlife, protect the tax base and promote the health, safety, and general ware of the people of Dona Ana County	7,982
Elk City Chamber of Commerce 1016 Airport Industrial Rd Elk City, OK 73644	To work together to foster an environment of growth and prosperity through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	9,312
Friends of the Park Abita Springs 22049 Main Street Abita Springs, LA 70420	To identify, fund and implement green space improvements in Town of Abita Springs and provide healthful activities and cultural programs that collectively enrich the lives of the community	1,986
Friends of the Wildlife Corridor 3325 Green Jay Road Alamo, TX 78516	To protect our habitat by supporting, preserving, promoting, and enhancing the Santa Ana and Lower Rio Grande Valley National Wildlife Refuges and their use for recreational, educational, and scientific research purposes	15,000

Galveston Bay Foundation
17330 Highway 3
Webster, TX 77598

To preserve, protect and enhance the natural resources of the Galveston Bay estuarine system and its tributaries for present users and for posterity

1,986

Galveston Island Tree Conservancy
P O Box 2123
Galveston, TX 77550

To restore a shady tree canopy to Galveston's streets, neighborhoods and public spaces and plant 25,000 trees over five years on private

5,961

Belle Chasse, LA 70037

Yucca Blossom Montessori
2908 N Lamesa Rd
Midland, TX 79705

To create a life-long love of learning through thoughtful guidance

1,437

391,464

Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090	Strives to meet basic human needs through Neighbors Helping Neighbors and provides assistance in areas such as food, shelter, health, education and domestic violence awareness and intervention	497
Oklahoma School of Science and Mathematics Foundation 1141 N Lincoln Blvd Oklahoma City, OK 73104	To bring together private individuals, businesses, foundations and civic groups to provide a variety of programs, activities, supplies, and other needs for OSSM students and faculty beyond the limitations of state funding	1,330
Pecos Housing Authority 2320 Teague Ln Pecos, TX 79772	To help provide decent and safe rental housing for eligible low-income families, the elderly, and persons with disabilities	2,661
Reeves County Water Improvement District 1 104 N Austin St Balmorhea, TX 79718	To encourage water conservation practices and oversee water use by working to provide equitable distribution of water supplies	1,596
South Padre Island Birding & Nature Center 6801 Padre Blvd South Padre Island, TX 78597	To educate the public about birds of South Padre Island and its environs the flora, fauna and the natural environment of South Padre Island, the Laguna Madre Coastal area, with an emphasis on conservation and environmental awareness	1,733
St Mary Soil and Water Conservation 600 Main St Franklin, Louisiana 70538	To help maintain a better environment for future generations, to encourage the wise use of our top soil and water through programs and education	1,490
St Theresa Catholic Church 6622 Haskell Street Houston, TX 77007	To celebrate God's mercy in service to the poor and people in need	596
Terrebonne Parish Tree Board 8026 Main Street, Suite 601 Houma, LA 70360	To leave the world a better place through scientific study and practical application of environmentally sound principles of land use, planning and tree-planting as a method of carbon sequestration	1,986
Texas Master Naturalist Hill Country Chapter P O Box 293972 Kerrville, TX 78029	To educate the community on the appreciation and knowledge of nature through outreach, education and conservation/restoration projects	1,864
Texas Master Naturalists, Coastal Prairie Chapter, Inc 1402 Band Road, Suite 100 Rosenberg, TX 77471	To educate the community on the appreciation and knowledge of nature through outreach, education and conservation/restoration projects	844
Texas Parks and Wildlife 2914 Swiss Avenue Dallas, TX 75204	To manage and conserve the natural and cultural resources of Texas for present and future generations	13,317
Tree Folks 10803 Platt Ln Austin, TX 78725	To empower citizens of the region to build stronger communities through planting and caring for trees	17,933
Trees Acadiana P O Box 51467 Lafayette, LA 70505-1467	Dedicated to planting and conserving trees, urban and community forests and maintain the community's living environment	1,162
Trees For Houston P O Box 270477 HOUSTON, TX 77277	To plant, protect, and promote trees throughout the greater Houston area	21,827
Trees for Tots/Windlands Park, Midland, TX 1001 W Dengar Ave Midland, TX	Dedicated to planting and conserving trees, urban and community forests and maintain the community's living environment	1,050
Up With Trees 1102 S Boston Ave Tulsa, OK 74119	To beautify greater Tulsa by planting trees and to create urban forestry awareness through education	31,926
Wildlife Conservation and Education Society of South Texas 105 E Reparo Cir Bayview, TX 78566	To provide private support to Texas Parks and Wildlife Department to manage and conserve the natural and cultural resources of Texas and to provide hunting, fishing, and outdoor recreation opportunities for the use and enjoyment of present and future generations	1,733

Winkler County 100 E Winkler St Kermit, TX 79745	To foster a prospering community and make the world a better place through application of environmentally sound principles of land use and promotion of energy and water efficiency programs	9,738
Woodlands Conservancy 1500 Windland Hwy	To preserve and restore an ecosystem dedicated to creating daily public opportunities for recreation, ecotourism and education in a natural and historic setting	1,986

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