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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation 1912

▶ 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.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: GREATER TEXAS FOUNDATION

A Employer identification number: 74-2158821

Number and street (or P O box number if mail is not delivered to street address): 6100 FOUNDATION PLACE DRIVE — Room/suite:

B Telephone number (see instructions): (979) 779-6100

City or town, state or province, country, and ZIP or foreign postal code: BRYAN, TX 77807

C If exemption application is pending, check here ▶ ☐ 6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 274,138,496.

J Accounting method ☐ Cash [X] 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 ▶ ☐

3/4

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))

	Line	Description	(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)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	4,480,983.	4,480,983.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,010,767.			
	b	Gross sales price for all assets on line 6a 9,333,154.				
	7	Capital gain net income (from Part IV, line 2)		1,979,992.		
	8	Net short-term capital gain				
	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) ATCH 1	18,958,214.	1,922,911.		
	12	**Total.** Add lines 1 through 11	24,449,964.	8,383,886.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	534,000.	38,760.		495,240.
	14	Other employee salaries and wages	657,467.	121,747.		538,542.
	15	Pension plans, employee benefits	232,990.	23,299.		209,691.
	16a	Legal fees (attach schedule) ATCH 2	74,815.	5,285.		74,220.
	b	Accounting fees (attach schedule) ATCH 3	143,759.	35,940.		114,698.
	c	Other professional fees (attach schedule) [4]	1,142,077.	473,150.		667,837.
	17	Interest	99,976.	9,998.		89,978.
	18	Taxes (attach schedule) (see instructions) [5]	465,370.			
	19	Depreciation (attach schedule) and depletion	145,961.			
	20	Occupancy	99,018.	9,901.		86,309.
	21	Travel, conferences, and meetings	143,571.	6,595.		136,026.
	22	Printing and publications	20,217.	2,022.		18,195.
	23	Other expenses (attach schedule) ATCH 6	208,640.	15,691.		192,472.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,967,861.	742,388.		2,623,208.
	25	Contributions, gifts, grants paid	4,720,476.			9,460,787.
	26	**Total expenses and disbursements** Add lines 24 and 25	8,688,337.	742,388.	0.	12,083,995.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	15,761,627.			
	b	**Net investment income** (if negative, enter -0-)		7,641,498.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	7,332,169.	6,906,621.	6,906,621.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	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	57,212.	64,000.	64,000.
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	111,326,964.	134,994,059.	134,994,059.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	104,861,152.	111,686,429.	111,686,429.
	14	Land, buildings, and equipment basis ▶ 8,890,440. Less accumulated depreciation (attach schedule) ▶ 1,573,064.	7,415,536.	7,317,376.	ATCH 9 7,317,376.
	15	Other assets (describe ▶ ATCH 10)	16,194,888.	13,170,011.	13,170,011.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	247,187,921.	274,138,496.	274,138,496.
Liabilities	17	Accounts payable and accrued expenses	917,215.	1,068,023.	
	18	Grants payable	16,982,000.	12,241,690.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	2,346,154.	2,018,904.	ATCH 11
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	20,245,369.	15,328,617.	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶ [X] and complete lines 24, 25, 29, and 30**			
	24	Net assets without donor restrictions	226,942,552.	258,809,879.	
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ [ ] and complete lines 26 through 30			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg , and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	**Total net assets or fund balances** (see instructions)	226,942,552.	258,809,879.	
	30	**Total liabilities and net assets/fund balances** (see instructions)	247,187,921.	274,138,496.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	226,942,552.
2	Enter amount from Part I, line 27a	2	15,761,627.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	16,105,700.
4	Add lines 1, 2, and 3	4	258,809,879.
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 29	6	258,809,879.

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 SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

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				
b				
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	1,979,992.
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	571,004.

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) 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))
2018	12,498,319.	242,140,245.	0.051616
2017	24,231,448.	249,083,571.	0.097282
2016	7,102,603.	229,653,589.	0.030927
2015			
2014			

2	Total of line 1, column (d)	2	0.179825
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.059942
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	246,936,299.
5	Multiply line 4 by line 3	5	14,801,856.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	76,415.
7	Add lines 5 and 6	7	14,878,271.
8	Enter qualifying distributions from Part XII, line 4	8	12,131,797.

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	152,830.
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	152,830.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-		5	152,830.
6	Credits/Payments			
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a 183,025.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 67,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	250,025.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	97,195.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 97,195. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ TN,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*? If "No," attach explanation	8b	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 2019 or the tax year beginning in 2019? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

Part VII-A Statements Regarding Activities *(continued)*

		Line	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 . . . ATCH 13	11	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.	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GREATERTEXASFOUNDATION.ORG

14 The books are in care of ▶ AMBER BASS Telephone no ▶ (979)779-6100

Located at ▶ 6100 FOUNDATION PLACE DRIVE BRYAN, TX ZIP+4 ▶ 77807

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

		Line	Yes	No
16	At any time during calendar year 2019, 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?	16	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.

			Line	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			
	(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		X
	Organizations relying on a current notice regarding disaster assistance, check here . . . ▶ ☐				
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 2019?		1c		X
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2019?		4b		X

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

			Yes	No
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		
	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		
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
ATCH 14		534,000.	29,000.	600.

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
ATCH 15		506,405.	50,640.	3,000.
Total number of other employees paid over $50,000 ▶				1

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
ATCH 16		1,167,293.

Total number of others receiving over $50,000 for professional services . . . . ▶ 1

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 NONE	
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 SEE ATTACHMENT 10A	12,416,135.
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	12,416,135.

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	125,480,498.
b	Average of monthly cash balances	1b	10,335,589.
c	Fair market value of all other assets (see instructions)	1c	114,880,663.
d	**Total** (add lines 1a, b, and c)	1d	250,696,750.
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	250,696,750.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,760,451.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	246,936,299.
6	**Minimum investment return.** Enter 5% of line 5	6	12,346,815.

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	12,346,815.
2a	Tax on investment income for 2019 from Part VI, line 5	2a 152,830.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	152,830.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	12,193,985.
4	Recoveries of amounts treated as qualifying distributions		4	189,252.
5	Add lines 3 and 4		5	12,383,237.
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	12,383,237.

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	12,083,995.
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	47,802.
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	12,131,797.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,131,797.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				12,383,237.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017 12,025,043.				
e From 2018 592,655.				
f Total of lines 3a through e	12,617,698.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 12,131,797.				
a Applied to 2018, 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 2019 distributable amount				12,131,797.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	251,440.			251,440.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,366,258.			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	12,366,258.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017 11,773,603.				
d Excess from 2018 592,655.				
e Excess from 2019				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation 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))

NONE

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

NONE

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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 *Paid during the year*				
ATCH 17				
Total ▶ 3a				9,460,787.
b *Approved for future payment*				
ATCH 18				
Total ▶ 3b				3,052,071.

Part XVI-A Analysis of Income-Producing Activities

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	4,480,983.	
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	1,010,767.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 19		-864,903.		19,823,117.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-864,903.		25,314,867.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 24,449,964.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

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

Sue McMullen 11/12/20 President & CEO

Signature of officer or trustee Date 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
MOLLIE P LONGHOUSE	Mollie Longhouse	11.12.2020		P00294881
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 191 W. NATIONWIDE BLVD., SUITE 500 COLUMBUS, OH 43215			Phone no 614-249-1929	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		REALIZED GAIN ON SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
8,363,929.		7,353,162.					1,010,767.	
		REALIZED GAIN FROM FLOW-THROUGH INVESTME PROPERTY TYPE: SECURITIES				P	VAR	VAR
969,225.							969,225.	
TOTAL GAIN(LOSS)		....					1,979,992.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	17,397,403.	1,330,070.
INTEREST INCOME - GTS NOTE	263,101.	263,101.
ADMINISTRATOR FEE	62,817.	
SECTION 965(A) INCOME FROM FLOW-THROUGH		37,248.
PIPELINE PROCEEDS	292,492.	292,492.
RECOVERIES PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS	189,252.	
RECOVERIES NOT PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS	247,393.	
FEDERAL INCOME TAX REFUND	460,327.	
STATE INCOME TAX REFUND	45,429.	
TOTALS	18,958,214.	1,922,911.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	74,815.	5,285.		74,220.
TOTALS	74,815.	5,285.		74,220.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	143,759.	35,940.		114,698.
TOTALS	143,759.	35,940.		114,698.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	629,627.		628,537.
IT SERVICES	39,300.		39,300.
INVESTMENT MANAGER FEES	473,150.	473,150.	
TOTALS	1,142,077.	473,150.	667,837.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX	281,937.
DEFERRED TAX	183,433.
TOTALS	465,370.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BUSINESS INSURANCE	47,761.	4,776.	42,985.
OFFICE EXPENSES	109,152.	10,915.	97,760.
CONVENING EXPENSE	51,727.		51,727.
TOTALS	208,640.	15,691.	192,472.

GREATER TEXAS FOUNDATION

74-2158821

ATTACHMENT 7

FORM 990-PF, PART II - CORPORATE STOCK

	ENDING BOOK VALUE	ENDING FMV
Am Beacon Shapiro Eq Opp	4,825,456	4,825,456
DFA US Core 1	17,942,041	17,942,041
Edgewood Growth Fd	5,775,932	5,775,932
GMO Quality Fund	7,676,342	7,676,342
Goldman Sachs	6,874,522	6,874,522
Vanguard Total Mkt Idx Adm	20,987,876	20,987,876
Artisan Intl Institutional Fund	6,935,387	6,935,387
DFA International Core Equity I	9,863,384	9,863,384
Dodge&Cox Intl Stock	7,128,493	7,128,493
DFA Emerging Mkts Core Eq Portfolio	4,217,206	4,217,206
Lazard Emerging Markets Equity	4,330,563	4,330,563
Dodge & Cox Income	10,652,593	10,652,593
MetWest Total Ret Fund	15,204,510	15,204,510
PIMCO Total Ret Fd	12,580,365	12,580,365
Other immaterial adjustments	(611)	(611)
TOTAL	134,994,059	134,994,059

GREATER TEXAS FOUNDATION

74-2158821

ATTACHMENT 8

FORM 990-PF, PART II - OTHER INVESTMENTS

	ENDING BOOK VALUE	ENDING FMV
GTF LIMITED LIABILITY ALTERNATIVE INVESTMENTS		
ABRAMS CAPITAL	3,617,528	3,617,528
AG REALTY PARTNERS FUND VII	48,818	48,818
ANCHORAGE	4,222,896	4,222,896
ABRY IV	164,788	164,788
ABRY IX	428,242	428,242
BAIN XI	2,660,898	3,316,419
GNDI HOLDINGS WITH BAIN	655,521	-
BAIN XII	1,422,578	1,422,578
BAIN I	420,128	420,128
CENTERBRIDGE	1,443,494	1,443,494
DAVIDSON KEMPNER INSTITUTIONAL PARNTER	8,312,973	8,312,973
DENHAM	1,187,161	1,187,161
ELLIOTT	5,465,121	5,465,121
ENCAP ENERGY IX	1,545,290	1,545,290
ENCAP ENERGY V	3,216	3,216
ENCAP ENERGY VI	43,359	43,359
ENCAP ENERGY VII	154,067	154,067
ENCAP ENERGY VIII	267,787	267,787
ENCAP ENERGY X	2,218,334	2,218,334
ENCAP ENERGY XI	588,001	588,001
GOVENORS LANE	3,427,644	3,427,644
MASON	4,191,119	4,191,119
MERIT ENERGY PARTNERS G	238,413	238,413
MERIT ENERGY PARTNERS H	1,177,870	1,177,870
MERIT ENERGY PARTNERS I	3,663,044	3,663,044
MERIT ENERGY PARTNERS J	2,691,459	2,691,459
MERIT ENERGY PARTNERS K	297,059	297,059
NATURAL GAS PARTNERS IX	63,077	63,077
NATURAL GAS PARTNERS XI	2,059,275	2,059,275
OLD IRONSIDES	499,347	499,347
OZ OVERSEAS FUND	2,664	2,664
PARK STREET CAPITAL PRIVATE EQUITY VII	947,203	947,203
SENATOR	4,029,962	4,029,962
REALTY ASSOCIATES VIII	1,542	1,542
TA FUND XIII	142,090	142,090
VALUEACT ALLCAP INTERNATIONAL	7,897,394	7,897,394
VARDE INVESTMENT PARTNERS	4,658,157	4,658,157
WHEELOCK	1,564,490	1,564,490
EMMINENCE	7,050,437	7,050,437
HIGHFIELD	178,063	178,063
HOPELITE	134,495	134,495
KENSICO	5,536,389	5,536,389
AKO	6,765,000	6,765,000
CANTILLON	11,050,985	11,050,985
CEDAR ROCK	4,170,520	4,170,520
EM SPECIAL SITUATION	4,293,072	4,293,072
	111,600,972	111,600,972
GTF MUTUAL FUNDS ALTERNATIVE INVESTMENTS		
TIFF V US	85,457	85,457
GRAND TOTAL		
	111,686,429	111,686,429

FORM 990-PF, PART II - LAND, BUILDINGS, AND EQUIPMENT

PROPERTY AND EQUIPMENT	BALANCE AS OF 12/31/2018	ADDITIONS	RETIREMENTS	BALANCE AS OF 12/31/2019
PROPERTY AND EQUIPMENT NOT BEING DEPRECIATED				
LAND AND IMPROVEMENTS	3,441,198			3,994,198
TOTAL PROPERTY AND EQUIPMENT NOT BEING DEPRECIATED	3,441,198	-	-	3,441,198
OTHER PROPERTY AND EQUIPMENT:				
PROPERTY, PLANT & EQUIPMENT	144,342	7,831		152,173
FURNITURE, ART & ACCESSORIES (NEW BUILD)	403,235	-		403,235
BUILDING (MOVED FROM CONST IN PROGRESS)	4,853,863	39,971		4,893,834
TOTAL OTHER PROPERTY AND EQUIPMENT	5,401,440	47,802	-	5,449,242
LESS. ACCUMULATED DEPRECIATION				
PROPERTY, PLANT & EQUIPMENT	107,293	18,876		126,169
FURNITURE, ART & ACCESSORIES (NEW BUILD)	392,294	2,397		394,691
BUILDING	927,516	124,688		1,052,204
TOTAL ACCUMULATED DEPRECIATION	1,427,102	145,961	-	1,573,064
TOTAL PROPERTY AND EQUIPMENT, NET	7,415,536	(98,159)	-	7,317,376

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRI: GTS NOTE-ADMIN FEE REC	11,502.	9,356.	9,356.
PRI: GTS NOTE-INTEREST REC	110,286.	110,286.	110,286.
INCOME/EXCISE TAX RECEIVABLE	256,345.	575,734.	575,734.
REC-LIMITED PARTNER DISTRIB.	3,400,620.	58,500.	58,500.
PRI: GTS NOTE REC	12,416,135.	12,416,135.	12,416,135.
TOTALS	16,194,888.	13,170,011.	13,170,011.

ATTACHMENT 11

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: THE BANK AND TRUST
ORIGINAL AMOUNT: 3,697,500.
INTEREST RATE: TARGET FED FUNDS + 1.5% WITH A FLOOR OF 1.75%
DATE OF NOTE: 05/06/2015
MATURITY DATE: 04/23/2025
REPAYMENT TERMS: $35,602/MONTH
SECURITY PROVIDED: BUILDING
PURPOSE OF LOAN: FINANCE BUILDING

BEGINNING BALANCE DUE	2,346,154.
ENDING BALANCE DUE	2,018,904.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,346,154.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	2,018,904.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		16,105,700.
	TOTAL	16,105,700.

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT 325,918.

CONTROLLED ENTITY'S NAME: GREATER TEXAS SERVICES, INC.
CONTROLLED ENTITY'S ADDRESS: 6100 FOUNDATION PLACE DRIVE
SECOND LINE ADDRESS: BRYAN, TX 77807
EIN: 74-2471210
TRANSFER AMOUNT: 263,101.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
NOTE RECEIVABLE INTEREST

CONTROLLED ENTITY'S NAME: GREATER TEXAS SERVICES, INC.
CONTROLLED ENTITY'S ADDRESS: 6100 FOUNDATION PLACE DRIVE
SECOND LINE ADDRESS: BRYAN, TX 77807
EIN: 74-2471210
TRANSFER AMOUNT: 62,817.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
ADMINISTRATIVE FEE

GREATER TEXAS SERVICES, INC. IS NOT AN EXCESS BUSINESS HOLDING WITH RESPECT TO GREATER TEXAS FOUNDATION.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MR. RALPH RUSHING 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CHAIRMAN 10.11	32,000.	0.	0.
DR. SAMUEL GILLESPIE 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	VICE CHAIRMAN 6.85	28,000.	0.	0.
MR. BILL YOUNGKIN 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SECRETARY 2.42	28,000.	0.	0.
DR. JOHN MOSS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 4.37	28,000.	0.	0.
MRS. JUDY N. HOLT 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 1.48	24,000.	0.	0.
MR. A.D. JAMES, JR. 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.18	24,000.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. TERRY JONES 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.17	24,000.	0.	0.
DR. ALONZO SOSA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 2.70	28,000.	0.	0.
DR. DONALD THOMPSON 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	DIRECTOR 3.54	28,000.	0.	0.
SUE MCMILLIN 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	PRESIDENT/CEO 40.00	290,000.	29,000.	600.
	GRAND TOTALS	534,000.	29,000.	600.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
AMBER BASS 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	CFO 32.00	140,000.	14,000.	600.
LESLIE GURROLA 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	STRATEGY MANAGER 40.00	125,000.	12,500.	600.
CAROL MILLER 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	GRANT MANAGER 40.00	106,296.	10,630.	600.
ERIN ARNOLD 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SENIOR ACCOUNTANT 32.00	68,029.	6,802.	600.
CHRIS WOODRUFF 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	GRANTS ANALYST 40.00	67,080.	6,708.	600.
	TOTAL COMPENSATION	506,405.	50,640.	3,000.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PRODIGY ASSET MANAGEMENT, LLC 14100 CRAWFORD STREET BOYS TOWN, NE 68010-7520	INVESTMENT MANAGER	462,756.
EDUCATION FIRST CONSULTING P.O. BOX 22871 SEATTLE, WA 98122-0871	CONSULTING	320,405.
DESIGN GROUP 6100 FOUNDATION PLACE DRIVE BRYAN, TX 77807	SCHOLARS EVALUATION	181,500.
KPMG, LLP P.O. BOX 120001 DALLAS, TX 758312	AUDIT & TAX	150,394.
LARRY HOLT 1707 BROADMOOR, STE. 103 BRYAN, TX 77802	LEGAL	52,238.
	TOTAL COMPENSATION	1,167,293.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient's Name	Recipient's Address	Amount Paid During 2019	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
University of Houston	4800 Calhoun Road Houston, TX 77004	$15,000 00	None	GOV	A scholarship and retention program for early college high school graduates
Texas A&M University	400 Bizzell St College Station, TX 77843	$15,000 00	None	GOV	A scholarship and retention program for early college high school graduates
Lee College Foundation, Inc	909 Decker Dr Baytown, TX 77520-4441	$25,500 00	None	509(a)(1)	To support the development of the Lee College Dual Credit Institute
EDUGUIDE	321 N PINE ST LANSING, MI 48933-1023	$40,000 00	None	509(a)(1)	To support a program that will equip partners to build student grit and other non-cognitive skills
Texas Higher Education Foundation	1200 E Anderson Lane, Austin, TX 78711-2788	$15,000 00	None	509(a)(3)	To support an in-depth understanding of the effectiveness of dual credit programs in Texas
The University of Texas at El Paso	500 West University Avenue El Paso, TX 79968-0569	$80,000 00	None	GOV	Support for Region XIX accelerated ECHS students to Baccalaureate completion and graduate school
The University of Texas Rio Grande Valley	1201 W University Dr EITTB 1 210 Edinburg, TX 78539	$270,000 00	None	GOV	A scholarship and retention program for early college high school graduates
University of North Texas Foundation, Inc	1155 Union Circle #311250 Denton, TX 76203-5017	$170,000 00	None	509(a)(1)	A scholarship and retention program for early college high school graduates
Texas A&M University	400 Bizzell St College Station, TX 77843	$262,000 00	None	GOV	A scholarship and retention program for early college high school graduates
University of Houston-Downtown	One Main Street Suite S655 Houston, TX 77002	$190,000 00	None	GOV	A scholarship and retention program for early college high school graduates
The University of Texas at El Paso	500 West University Avenue El Paso, TX 79968-0569	$168,372 00	None	GOV	A scholarship and retention program for early college high school graduates
The University of Texas at Tyler	3900 University Blvd Tyler, TX 75701-6699	$190,000 00	None	GOV	A scholarship and retention program for early college high school graduates
Texas A&M University-San Antonio	One University Way San Antonio, TX 78224	$190,000 00	None	GOV	A scholarship and retention program for early college high school graduates
The University of Texas Rio Grande Valley	1201 W University Dr EITTB 1 210 Edinburg, TX 78539	$30,000 00	None	GOV	To support research which will address the need for a more inclusive science curriculum to better prepare Latina/o students
Texas Tech University	Lubbock, TX 79409-1035	$30,000 00	None	GOV	To support research to examine the influence of dual enrollment participation on working-class, first-generation, students of color on college matriculation, transition, and persistence
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$10,000 00	None	GOV	To support regional partnerships that impact systems change in math course pathways
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$29,891 00	None	GOV	To support research examining the effects of Transitions to College Mathematics course on post-secondary participation
Sam Houston State University	1831 University Avenue, Suite 303 Huntsville, TX	$29,313 00	None	GOV	To support research to develop a special section of the first-year seminar to enhance the academic performance of students
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$30,000 00	None	GOV	To support research to investigate Black student networks at two universities to understand how they facilitate college completion
Texas Community College Education Initiative	1304 San Antonio St , Ste 201 Austin, TX 78701-1686	$375,000 00	None	509(a)(1)	To support an integrated, system-wide approach to student success
The University of Texas at Tyler	3900 University Blvd Tyler, TX 75701-6699	$5,380 24	None	GOV	To support successful postsecondary pathways through mathematical problem solving in middle grades

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient's Name	Recipient's Address	Amount Paid During 2019	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Texas A&M University	400 Bizzell St College Station, TX 77843	$10,000 00	None	GOV	To support college advising at two Bryan ISD high schools
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	$1,100,000 00	None	509(a)(1)	To increase the number of rural students enrolling in and completing a postsecondary certificate or degree program
University of North Texas	1155 Union Circle #311250 Denton, TX 76203	$500,000 00	None	GOV	To support high school and middle school students with career guidance that will lead to greater confidence in post-graduation plans
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$80,000 00	None	GOV	To establish an innovative technology to inform students about efficient pathways to completion of undergraduate certificates and degrees
Communities Foundation of Texas, Inc	5500 Caruth Haven Ln Dallas, TX 75225-8146	$300,000 00	None	509(a)(1)	To support the Texas College Access Network (TxCAN)
Grantmakers for Education	700 SW 5th Avenue, #4000, 3rd Floor Portland, OR 97204	$2,500 00	None	509(a)(2)	2019 membership support for Grantmakers for Education
Texas A&M University	400 Bizzell St College Station, TX 77843	$4,000 00	None	GOV	To provide scholarships at Texas A&M University
CATCH THE NEXT INC	582 Ocean Avenue, Suite A WEST HAVEN, CT 06516-0978	$59,500 00	None	509(a)(1)	To support scaling an effort to improve post-secondary preparation, access, persistence, and success in Texas
E3 Alliance	5930 Middle Fiskville Rd #507 Austin, TX 78752	$249,947 33	None	509(a)(1)	To support Pathways of Promise 3 0 whose purpose of is to Build Systems for Equitable STEM and Career Pathways
Valley Initiative for Development and Advancement	417 S Ohio Ave Mercedes, TX 78570	$70,000 00	None	509(a)(1)	To support VIDA in assisting 100 low income women in completing post-secondary training
University of Houston	4800 Calhoun Road Houston, TX 77004	$100,000 00	None	GOV	To support research to determine the impact of a new 15 to Finish initiative on degree attainment among students attending Houston Community College
The Aspen Institute, Inc	2300 N Street NW, Suite 700 Washington, DC 20037	$100,000 00	None	509(a)(2)	To support the development of a cadre of exceptional leaders who can transform community colleges to achieve higher levels of student success
The University of Texas at Tyler	3900 University Blvd Tyler, TX 75701-6699	$255,963 00	None	GOV	To support professional development to 5th grade Mathematics to high school Geometry teachers in Rural East Texas
Council for Adult and Experiential Learning	10 W Market Street, Suite 1100 Indianapolis, IN 46204	$167,086 00	None	509(a)(2)	To support The Council for Adult and Experiential Learning (CAEL), in partnership with Excelencia in Education (Excelencia), in a three-year Adult Learner 360 Academy (Academy)
P16Plus Council of Greater Bexar County Foundation, Inc	454 Soledad Street, Ste 101 San Antonio, TX 78205	$200,000 00	None	509(a)(1)	To support an intensive two-year intervention to build the capacity of Bexar County school districts to implement high-quality dual credit options for their students
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$50,000 00	None	GOV	To support a a three-phase strategy to bring together practitioners, policymakers, researchers, and influencers to develop evidence-based recommendations that inform and influence an action plan
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$500,000 00	None	GOV	To provide a comprehensive approach to enhance student outcomes in math
Intercultural Development Research Association	5815 Callaghan Rd , Sute 101 San Antonio, TX 78228-1102	$200,000 00	None	509(a)(1)	To support research into challenges presented by HB5 to counselors and students

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Recipient's Name	Recipient's Address	Amount Paid During 2019	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$128,000 00	None	GOV	Research to build a stronger understanding of the longitudinal transfer process
KIPP Texas, Inc	10711 KIPP WAY HOUSTON, TX 77099-2675	$200,000 00	None	509(a)(1)	To support United for College Success (UFCS) Phase IV
Northeast Texas Community College Foundation, Inc	PO Box 1307 Mount Pleasant, TX 75456	$225,000 00	None	509(a)(1)	To support NTCC's Work Scholarship Program
Jobs for the Future, Inc	88 Broad St , Fl 8 Boston, MA 02110-3407	$437,500 00	None	509(a)(1)	To support Jobs for the Future in bringing the evidenced based Back on Track to College model to five Texas dropout recovery schools
Texas Tribune, Inc	919 Congress Ave , Sixth Floor Austin, TX 78701	$170,000 00	None	509(a)(1)	To support The Texas Tribune's education data applications and education reporting
Dallas County Community College District Foundation, Inc	1601 S Lamar Street Dallas, TX 75215	$165,000 00	None	509(a)(1)	To support a mixed-methods case study to evaluate the Dallas Promise Network
The Texas A&M University Commerce Foundation	P O Box 3425 Commerce, TX 75429-3425	$2,000 00	None	509(a)(1)	To provide scholarships at Texas A&M University-Commerce
Roscoe Collegiate ISD	PO Box 579 Roscoe, TX 79545	$144,000 00	None	GOV	To support Roscoe Collegiate ISD in driving and sustaining educational innovation in Roscoe, and creating a P-20 demonstration site as a trial and adoption center in the district
Breakthrough	1050 E 11th Street, Suite 350 Austin, TX 78702-0000	$10,000 00	None	509(a)(1)	To support a strategic planning process for Breakthrough
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	$10,000 00	None	509(a)(1)	To provide scholarships for veterans at Texas A&M University
Stephen F Austin State University	PO Box 13024 Nacogdoches, TX 75962	$10,000 00	None	GOV	To support scholarships through the Celeste Duncan Holt Endowed Scholarship Fund
Stephen F Austin State University	PO Box 13024 Nacogdoches, TX 75962	$10,000 00	None	GOV	To support scholarships through the Celeste Duncan Holt Endowed Scholarship Fund
TEMPLE UNIVERSITY-OF THE COMMONWEALTH SYSTEM OF HIGHER EDUC	1801 North Broad Street Philadelphia, PA 19122	$50,000 00	None	509(a)(1)	To support the nation's premier conference on addressing food and housing insecurity among college students
EDUGUIDE	321 N PINE ST LANSING, MI 48933-1023	$80,000 00	None	509(a)(1)	To support a program that will build student grit and other non-cognitive skills
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193 Arlington, TX 76019-0193	$70,000 00	None	GOV	To support research on connections between student completion of specific endorsements in high school and postsecondary success
Waco Foundation	1227 N Valley Mills Dr , Ste 235 Waco, TX 76710-4447	$10,000.00	None	509(a)(1)	To support activities related to rural Texas and education
The University of Texas at El Paso	500 West University Avenue El Paso, TX 79968-0569	$90,000 00	None	GOV	To support the El Paso Collaborative for Academic Excellence
Communities Foundation of Texas, Inc	5500 Caruth Haven Ln Dallas, TX 75225-8146	$150,000 00	None	509(a)(1)	To support RGV FOCUS's collective impact approach to serve all RGV learners toward completion of a degree or credential
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$160,000 00	None	GOV	To support the implementation of UTeach to address deficits in the secondary STEM teaching force across the greater East Texas region
NATIONAL COLLEGE ACCESS NETWORK INC	1001 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	$10,000 00	None	509(a)(2)	To support a rural learning track at NCAN's 2019 National Conference
Texas A&M University	400 Bizzell St College Station, TX 77843	$100,000 00	None	GOV	To support college advising at Bryan ISD high schools

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient's Name	Recipient's Address	Amount Paid During 2019	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$5,000 00	None	GOV	To support the 6th Annual Texas Male Student Leadership Summit convened by the Texas Education Consortium for Male Students of Color
Blinn College	902 College Avenue Brenham, TX 77833	$45,851 09	None	GOV	To support planning toward the creation of a post-secondary model at Blinn College's Schulenburg campus that includes dual credit
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	$5,000 00	None	509(a)(1)	To benefit the quality of student life at Texas A&M University
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	$2,500 00	None	509(a)(1)	To provide scholarships for a Graduate Fellowship for a student working for the Texas Transportation Institute
Breakthrough	1050 E 11th Street, Suite 350 Austin, TX 78702-0000	$110,000 00	None	509(a)(1)	To support the launch of a new strategy to create systems change at target high schools in Central Texas to improve college-going rates
Jobs for the Future, Inc	88 Broad St , Fl 8 Boston, MA 02110-3407	$850,000 00	None	509(a)(1)	To support a second cohort of schools and programs in the Back on Track model and to provide technical assistance/coaching
Grantmakers for Effective Organizations	1310 L Street NW 404 Washington, DC 20005	$7,390 00	None	509(a)(1)	2019 membership support for Grantmakers for Effective Organizations
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340 Austin, TX 78759	$16,966 00	None	GOV	To support the Transfer Student Leadership Summit
Excelencia in Education, Inc	1156 15th ST NW, Suite 1001 WASHINGTON, DC 20005	$7,500 00	None	509(a)(1)	To support the Seal of Excelencia regional institute targeting institutions in Texas
Education Service Center Region XIII	5701 Springdale Road Austin, TX 78723	$5,000 00	None	509(a)(1)	To support the Texas Rural Schools Spring Conference 2020
PEAK Grantmaking, Inc	1666 K St , NW, Ste 440, Washington, DC 20006-1242	$1,152 00	None	509(a)(1)	To support the foundation's 2020 membership in PEAK Grantmaking
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	$225 00	None	509(a)(1)	To provide scholarships through the John J Koldus Quality Student Life Endowment
University of North Texas at Dallas Foundation	7300 University Hills Blvd Dallas, TX 75241-4605	$15,000 00	None	509(a)(1)	To support scholarships for students at the University of North Texas at Dallas
Howard Payne University	1000 Fisk Ave Brownwood, TX 76801-2715	$15,000 00	None	509(a)(1)	To support scholarships for through the Estelle Miller Jones Endowed Scholarship Fund at Howard Payne University
Emmett & Miriam McCoy College of Business Administration Development Foundation	601 University Drive, 322 McCoy Hall San Marcos, TX 78666	$15,000 00	None	509(a)(3)	To provide scholarships through the Refel Rushing Entrepreneurship Scholarship at the McCoy College of Business and Texas State University
The Texas A&M University Commerce Foundation	P O Box 3425 Commerce, TX 75429-3425	$7,500 00	None	509(a)(1)	To support scholarships at Texas A&M University Commerce through the Alonzo & Sylvia Sosa Endowment
Southwestern University	1001 E University Dr Georgetwon, TX 78626	$750 00	None	509(a)(1)	To support student scholarships at Southwestern University
	TOTAL $	9,460,787			

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Organization Legal Name	Organization Address	Amount Outstanding at 12/31/19	Relationship if Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Blinn College	902 College Avenue, Brenham, TX 77833	$ 10,000	None	GOV	To support planning toward the creation of a post-secondary model at Blinn College's Schulenburg campus that includes dual credit
Breakthrough	1050 E 11th Street, Suite 350, Austin, TX 78702-0000	$ 190,000	None	PC	To support the launch of a new strategy to create systems change at target high schools in Central Texas to improve college-going rates
Communities Foundation of Texas, Inc	5500 Caruth Haven Ln , Dallas, TX 75225-8146	$ 1,100,000	None	509(a)(1)	To support RGV FOCUS's collective impact approach to serve all RGV learners toward completion of a degree or credential
Jobs for the Future, Inc	88 Broad St , Fl 8, Boston, MA 02110-3407	$ 361,540	None	PC	To support a second cohort of schools and programs in the Back on Track model and to provide technical assistance/coaching
Texas A&M University	4222 TAMU, College Station, TX 77843	$ 60,000	None	GOV	To support college advising at Bryan ISD high schools
The University of Texas at Arlington	701 S Nedderman, Ste 421, UTA Box 19193, Arlington, TX 76019-0193	$ 195,531	None	GOV	To support research on connections between student completion of specific endorsements in high school and postsecondary success
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340, Austin, TX 78759	$ 1,040,000	None	GOV	To support the implementation of UTeach to address deficits in the secondary STEM teaching force across the greater East Texas region
The University of Texas at Austin	3925 W Braker Lane, Building 156, Suite 3 340, Austin, TX 78759	$ 5,000	None	GOV	To support the Transfer Student Leadership Summit
The University of Texas at El Paso	500 West University Avenue, El Paso, TX 79968-0569	$ 90,000	None	GOV	To support the El Paso Collaborative for Academic Excellence
	TOTAL	$ 3,052,071			

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	520000	-864,903.	14	18,262,306.	
INTEREST INCOME - GTS NOTE			14	263,101.	
ADMINISTRATOR FEE			14	62,817.	
RECOVERIES PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS			01	189,252.	
RECOVERIES NOT PREVIOUSLY TAKEN AS QUALIFYING DISTRIBUTIONS			01	247,393.	
PIPELINE PROCEEDS			01	292,492.	
FEDERAL INCOME TAX REFUND			01	460,327.	
STATE INCOME TAX REFUND			01	45,429.	
TOTALS		-864,903.		19,823,117.	