

PUBLIC DISCLOSURE COPY

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CLIMATEWORKS FOUNDATION Doing business as		D Employer identification number 26-2303250
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 235 MONTGOMERY STREET 1300	E Telephone number 415-433-0500	
	City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		G Gross receipts \$ 162,843,468.
	F Name and address of principal officer: CHARLOTTE PERA SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ **WWW.CLIMATEWORKS.ORG**

K Form of organization: Corporation Trust Association Other ▶ **L** Year of formation: **2008** **M** State of legal domicile: **DE**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO MOBILIZE PHILANTHROPY TO HELP SOLVE THE CLIMATE CRISIS AND ENSURE A PROSPEROUS FUTURE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	81
	6 Total number of volunteers (estimate if necessary)	6	12
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 38	7b	117,368.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	100,058,047.	162,762,191.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	46,856.	81,277.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	0.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	100,104,903.	162,843,468.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	46,217,319.	58,435,377.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	12,184,646.	14,483,047.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,336,943.	7,824.	27,088.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17,904,872.	21,252,775.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	76,314,661.	94,198,287.
19 Revenue less expenses. Subtract line 18 from line 12	23,790,242.	68,645,181.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	118,319,393.	201,420,370.
	22 Net assets or fund balances. Subtract line 21 from line 20	18,195,042.	32,661,688.
		100,124,351.	168,758,682.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date		
	CHARLOTTE PERA, PRESIDENT/CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MICHAEL LUMSDEN	MICHAEL LUMSDEN	10/01/19		P01262236
Firm's name ▶ MOSS ADAMS LLP			Firm's EIN ▶ 91-0189318		
Firm's address ▶ 101 SECOND STREET SUITE 900 SAN FRANCISCO, CA 94105			Phone no. 415-956-1500		

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 33,602,932. including grants of \$ 27,274,912.) (Revenue \$ 0.) SEE SCHEDULE O

4b (Code:) (Expenses \$ 33,472,862. including grants of \$ 15,760,400.) (Revenue \$ 0.) SEE SCHEDULE O

4c (Code:) (Expenses \$ 21,430,250. including grants of \$ 15,400,065.) (Revenue \$ 0.) SEE SCHEDULE O

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 88,506,044.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	81
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 16 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (10), 1b (9), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, IL, MA, MN, NJ, NY
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHARLOTTE PERA PRESIDENT AND CEO	40.00	X		X				511,627.	0.	52,981.
(2) SUSAN TIERNEY BOARD CHAIR	2.00	X					0.	0.	0.	
(3) KRISTIAN PARKER BOARD DIRECTOR	2.00	X					0.	0.	0.	
(4) LARRY KRAMER BOARD DIRECTOR	2.00	X					0.	0.	0.	
(5) CAROL S. LARSON BOARD DIRECTOR	2.00	X					0.	0.	0.	
(6) PAMELA MATSON BOARD DIRECTOR	2.00	X					0.	0.	0.	
(7) JOHN D. PODESTA BOARD DIRECTOR	2.00	X					0.	0.	0.	
(8) JAMSHYD GODREJ BOARD DIRECTOR	2.00	X					0.	0.	0.	
(9) CHRISTIANA FIGUERES BOARD DIRECTOR (ON LEAVE 11/2018)	2.00	X					0.	0.	0.	
(10) CAIO KOCH-WESER BOARD DIRECTOR	2.00	X					0.	0.	0.	
(11) FRANKLIN M. ORR, JR. BOARD DIRECTOR	2.00	X					0.	0.	0.	
(12) BRIAN MCCracken VP, FINANCE & ADMINISTRATION, TREAS.	40.00			X			272,557.	0.	71,143.	
(13) GRETCHEN RAU SECRETARY	40.00			X			135,945.	0.	29,161.	
(14) CHARLES MCELWEE VICE PRESIDENT, PROGRAMS	40.00				X		379,544.	0.	69,068.	
(15) SUSAN ELIZABETH COOK VICE PRESIDENT, SYTEMS AND PLANNING	40.00				X		388,331.	0.	53,583.	
(16) SHAWN P. REIFSTECK VICE PRESIDENT, PHILANTHROPY	40.00				X		390,339.	0.	72,275.	
(17) CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	40.00				X		454,886.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DANIEL HAMZA-GOODACRE EXECUTIVE DIRECTOR, K-CEP	40.00				X			327,199.	0.	16,216.
(19) DANIEL ZARIN DIRECTOR OF PROGRAMS, CLUA	40.00					X		273,372.	0.	76,280.
(20) SURABI MENON SR. DIRECTOR, ADVISORY & RESEARCH	40.00					X		260,427.	0.	57,925.
(21) SHILPA PATEL DIRECTOR, MISSION INVESTING	40.00					X		260,389.	0.	55,806.
(22) ILMI GRANOFF PROG. DIRECTOR, SUSTAINABLE FINANCE	40.00					X		255,123.	0.	59,621.
(23) MARY RAFTERY SR. ADVISOR, FUNDER COLLABORATIONS	40.00					X		252,631.	0.	49,143.
1b Sub-total								4,162,370.	0.	663,202.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								4,162,370.	0.	663,202.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **44**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
PT PRASANTI ALAM LESTARI, GD WORLD TRADE CTR 2 LT 18. JL JEND SUDIRMAN KAV 2, CLIMATE FOCUS CORP, 1730 RHODE ISLAND AVE NW, SUITE 601, WASHINGTON, DC 20036	PROFESSIONAL/PROGRAM SERVICES	551,953.
THE FORD FOUNDATION 320 EAST 43RD STREET, NEW YORK, NY 10017	PROFESSIONAL SERVICES	488,162.
NCI-NEWCLIMATE INSTITUTE AM HOF 20-26, COLOGNE, GERMANY 50667	PROGRAM SERVICES	464,733.
SWISS LABOUR CONTRACTORS SARL, 29 QUAI DU MONT BLANC, GENEVA, SWITZERLAND CH 1201	PROGRAM SERVICES	394,500.
	PROFESSIONAL SERVICES	337,204.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **38**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	32,078,962.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	130,683,229.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		162,762,191.				
Program Service Revenue	2 a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		81,109.			81,109.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses		168.			
		c Gain or (loss)		0.			
		d Net gain or (loss)		168.			168.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a _____							
	b _____						
	c _____						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			162,843,468.	0.	0.	81,277.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	26,302,109.	26,302,109.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	32,133,268.	32,133,268.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,806,072.	1,801,480.	835,932.	168,660.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	8,734,499.	7,237,555.	1,071,316.	425,628.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,005,270.	772,153.	168,484.	64,633.
9 Other employee benefits	1,233,342.	852,097.	268,523.	112,722.
10 Payroll taxes	703,864.	533,360.	110,012.	60,492.
11 Fees for services (non-employees):				
a Management	1,327,612.	823,363.	440,593.	63,656.
b Legal	165,594.	99,267.	65,815.	512.
c Accounting	91,992.		91,992.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	27,088.			27,088.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	12,628,193.	12,106,468.	459,970.	61,755.
12 Advertising and promotion				
13 Office expenses	407,334.	284,759.	85,713.	36,862.
14 Information technology	1,391,514.	1,177,887.	147,811.	65,816.
15 Royalties				
16 Occupancy	985,307.	734,016.	186,949.	64,342.
17 Travel	2,257,225.	2,118,013.	70,726.	68,486.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	1,160,767.	943,739.	152,890.	64,138.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	788,729.	582,456.	154,294.	51,979.
23 Insurance	46,756.		46,756.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CURRENCY GAIN/LOSS	12,855.		12,855.	
b REAL ESTATE TAX	2,639.	1,949.	516.	174.
c TAX FILING FEES	1,424.	1,156.	268.	
d BAD DEBT EXPENSE	219.		219.	
e All other expenses	-15,385.	949.	-16,334.	
25 Total functional expenses. Add lines 1 through 24e	94,198,287.	88,506,044.	4,355,300.	1,336,943.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	12,462,058.	1	35,837,669.	
	2 Savings and temporary cash investments	55,167,568.	2	57,886,813.	
	3 Pledges and grants receivable, net	48,882,630.	3	106,375,018.	
	4 Accounts receivable, net	1,710.	4	178,007.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	447,974.	9	434,839.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 7,035,666.			
	b Less: accumulated depreciation	10b 6,628,818.	1,067,185.	10c	406,848.
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11		290,268.	15	301,176.
16 Total assets. Add lines 1 through 15 (must equal line 34)		118,319,393.	16	201,420,370.	
Liabilities	17 Accounts payable and accrued expenses	3,113,264.	17	4,163,275.	
	18 Grants payable	14,746,591.	18	28,434,525.	
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		335,187.	25	63,888.
	26 Total liabilities. Add lines 17 through 25		18,195,042.	26	32,661,688.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	14,745,644.	27	13,087,696.	
	28 Temporarily restricted net assets	85,378,707.	28	155,670,986.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances		100,124,351.	33	168,758,682.	
34 Total liabilities and net assets/fund balances		118,319,393.	34	201,420,370.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	162,843,468.
2	Total expenses (must equal Part IX, column (A), line 25)	2	94,198,287.
3	Revenue less expenses. Subtract line 2 from line 1	3	68,645,181.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	100,124,351.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-10,850.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	168,758,682.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

Form 990 (2018)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **CLIMATEWORKS FOUNDATION** Employer identification number **26-2303250**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	183612607	51804086	49793259	100047059	162762191	548019202
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	183612607	51804086	49793259	100047059	162762191	548019202
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						398996198
6 Public support. Subtract line 5 from line 4.						149023004

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4	183612607	51804086	49793259	100047059	162762191	548019202
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	54,092.	66,465.	28,900.	46,856.	81,109.	277,422.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)			1,800.			1,800.
11 Total support. Add lines 7 through 10						548298424
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	27.18	%
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	22.41	%
16a 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2018

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
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			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

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

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

MISCELLANEOUS REVENUE

2016 AMOUNT: \$ 1,800.

SCHEDULE A, PART II, LINE 17A:

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

THE INTERNATIONAL COMMUNITY AGREES THAT THE WORLD MUST HOLD THE INCREASE IN GLOBAL AVERAGE TEMPERATURE THIS CENTURY TO WELL BELOW 2 DEGREES CELSIUS ABOVE PRE-INDUSTRIAL LEVELS WHILE PURSUING EFFORTS TO LIMIT THE TEMPERATURE INCREASE TO 1.5 DEGREES CELSIUS TO REDUCE THE RISK OF DANGEROUS CLIMATE CHANGE. CLIMATEWORKS' ULTIMATE OBJECTIVE IS TO HELP PREVENT DANGEROUS CLIMATE CHANGE BY MAKING A MAJOR CONTRIBUTION TOWARD EMISSIONS REDUCTIONS NEEDED TO LIMIT WARMING TO WELL BELOW 2 DEGREES CELSIUS. THE ORGANIZATION DOES THIS BY MAKING GRANTS TO SUPPORT CLIMATE MITIGATION AND HELPING OTHER CLIMATE FUNDERS COORDINATE TO BE MORE STRATEGIC AND EFFECTIVE IN THEIR PHILANTHROPY. IN ADDITION, CLIMATEWORKS COLLABORATES WITH EXPERTS AT GOVERNMENTAL AND NON-GOVERNMENTAL ORGANIZATIONS WORLDWIDE TO DEVELOP AND SHARE ACTIONABLE DATA AND INSIGHTS INTO THE SCIENTIFIC, TECHNICAL, AND SOCIOECONOMIC LANDSCAPES IN WHICH PHILANTHROPY OPERATES. THESE INSIGHTS HELP CLIMATEWORKS AND ITS PARTNERS SHAPE, MONITOR, EVALUATE, AND REFINE OUR ONGOING EFFORTS.

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

LEVERAGING OUR UNDERSTANDING OF CLIMATE SCIENCE AND OUR ABILITY TO
AGGREGATE COMPLEX DATA, CLIMATEWORKS DISSEMINATES INFORMATION TO
ADVANCE UNDERSTANDING OF THE DRIVERS OF CLIMATE CHANGE AND INFORM
INNOVATIVE PROGRAMS AND INITIATIVES THAT HAVE THE POTENTIAL TO REDUCE
EMISSIONS AND PROVIDE A VARIETY OF PUBLIC BENEFITS AT SCALE.

TREAS. REG. SEC. 1.170A-9(F)(3)(I)-(III) ESTABLISHES CRITERIA THAT
INDICATE THE FACTS AND CIRCUMSTANCES SUPPORTING AN ORGANIZATION'S
CONTINUED PUBLIC CHARITY STATUS DESPITE NOT MEETING THE 33 1/3 PERCENT
SUPPORT TEST. THESE CRITERIA ARE ADDRESSED BELOW:

CRITERIA 1 & 3 - ATTRACTION OF PUBLIC SUPPORT & SOURCES OF SUPPORT:

CLIMATEWORKS FOUNDATION EMERGED FROM A STUDY COMMISSIONED BY SIX
FOUNDATIONS THAT HAVE BEEN RECOGNIZED AS TAX-EXEMPT UNDER THE IRC
SECTION 501(C)(3): THE WILLIAM AND FLORA HEWLETT FOUNDATION, THE DAVID
AND LUCILE PACKARD FOUNDATION, THE ENERGY FOUNDATION, THE DORIS DUKE
CHARITABLE FOUNDATION, THE JOYCE FOUNDATION, AND THE OAK FOUNDATION,
TWO OF WHICH (HEWLETT AND PACKARD FOUNDATIONS) JOINED THE MCKNIGHT
FOUNDATION IN PROVIDING THE INITIAL FUNDING TO CLIMATEWORKS IN 2008.
SINCE THAT TIME, CLIMATEWORKS' FUNDRAISING STAFF MEMBERS (AT ITS PEAK A
HEADCOUNT OF SEVEN) HAVE MAINTAINED A BONA FIDE PROGRAM FOR TARGETED
SOLICITATIONS FROM MAJOR FUNDERS IN THE ENVIRONMENTAL ARENA,
PROGRESSIVELY INCREASING OUR FUNDER BASE OF MAJOR DONORS FROM THE
REFERENCED THREE IN 2008 TO 19 IN 2018. SEVERAL MAJOR FUNDERS CONTINUE
TO PROVIDE ONGOING SUPPORT. ALTHOUGH CLIMATEWORKS HAD LIMITED ITS
SOLICITATION TO PERSONS DEEMED MOST LIKELY TO PROVIDE SUFFICIENT SEED

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

MONEY FOR THE SCOPE OF ITS AMBITIONS, A FEW SMALLER CONTRIBUTIONS FROM THE GENERAL PUBLIC WERE RECEIVED.

CRITERION 2 - PERCENTAGE OF FINANCIAL SUPPORT: CLIMATEWORKS' PUBLIC SUPPORT PERCENTAGE FOR THE 2018 REPORTING YEAR IS 27.18, UP SUBSTANTIALLY FROM 22.41 PERCENT IN 2017, DUE TO CLIMATEWORKS' SUCCESS IN BROADENING AND DIVERSIFYING ITS FUNDING.

CRITERION 4 - REPRESENTATIVE GOVERNING BODY: SINCE ITS OUTSET CLIMATEWORKS HAS BEEN GOVERNED BY A DIVERSE BOARD OF DIRECTORS, A BODY ESTABLISHED BY CLIMATEWORKS' ARTICLES OF INCORPORATION AND OPERATED THROUGH ITS BYLAWS. THE BOARD'S CURRENT COMPOSITION REPRESENTS TARGETED EXPERTISE IN PHILANTHROPY, SCIENCE, INTERNATIONAL RELATIONS, AND ENERGY. DIRECTORS INCLUDE PRESIDENTS OF TWO OF THE LARGEST ENVIRONMENTAL GRANTMAKERS IN THE UNITED STATES, THE VICE CHAIR OF AN INTERNATIONAL FOUNDATION FOCUSED ON CLIMATE CHANGE, THE FORMER DEAN OF THE STANFORD SCHOOL OF EARTH SCIENCES, AND A FORMER ASSISTANT SECRETARY OF POLICY AT THE U.S. DEPARTMENT OF ENERGY. THIS COMBINATION OF BOARD EXPERTISE PROVIDES A PROFOUND KNOWLEDGE BASE THAT IS CRITICAL IN GOVERNING AND GUIDING CLIMATEWORKS IN SERVICE OF OUR MISSION.

CRITERION 5 - AVAILABILITY OF PUBLIC SERVICES: IN 2018, WE LAUNCHED SEVERAL UPGRADES TO OUR CLIMATEWORKS TRACKER - A PUBLIC WEBSITE THAT PROVIDES DATA FROM THE CLIMATEWORKS' CARBON TRANSPARENCY INITIATIVE (CTI) AND ALLOWS USERS TO EVALUATE CURRENT PROGRESS ON GHG EMISSION TRENDS AT A GLANCE. THE SITE NOW INCLUDES FIVE DASHBOARDS THAT VISUALIZE DATA FROM THE MODELS, AND PEOPLE CAN DOWNLOAD ALL THE DATA

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

FROM THE MODELS AS WELL AS REQUEST TO DOWNLOAD THE MODELS THEMSELVES.

WE ALSO MADE THE SITE AVAILABLE IN PORTUGUESE. SEE MORE AT:

[HTTPS://CTI.CLIMATEWORKS.ORG/](https://cti.climateworks.org/). CLIMATEWORKS RELEASED SEVEN NEW REPORTS

AND TOOLS THAT WERE MADE AVAILABLE FOR THE PUBLIC. EXAMPLES INCLUDE:

(I) 2050 TODAY: RESEARCH AND STRATEGIES FOR MID-CENTURY DECARBONIZATION (AVAILABLE AT WWW.CLIMATEWORKS.ORG/2050-TODAY). THIS REPORT SETS OUT A MULTI-TRACK APPROACH TOWARD ACHIEVING NET-ZERO EMISSIONS BY MID-CENTURY BY FOCUSING ON FIVE KEY APPROACHES FOR PHILANTHROPY: 1) ACCELERATE CLEAN ELECTRICITY AND END-USE ELECTRIFICATION; 2) SCALE CARBON DIOXIDE REMOVAL; 3) FOCUS ON FOOD AND AGRICULTURE; 4) EMBRACE PEOPLE-CENTERED STRATEGIES; AND 5) PURSUE GLOBAL TIPPING POINTS.

(II) BROADENING THE DIALOGUE: EXPLORING ALTERNATIVE FUTURES TO INFORM CLIMATE ACTION (AVAILABLE AT [HTTPS://WWW.CLIMATEWORKS.ORG/REPORT/ALTERNATIVE-FUTURES-REPORT/](https://WWW.CLIMATEWORKS.ORG/REPORT/ALTERNATIVE-FUTURES-REPORT/)). THIS REPORT COVERS TRENDS, EMERGING DEVELOPMENTS, AND WILDCARDS: CRITICAL DRIVERS THAT ARE LIKELY TO SHAPE THE NEXT FEW DECADES; DIFFERENT POSSIBLE FUTURES THAT POSE CHALLENGES AND OFFER OPPORTUNITIES FOR DECARBONIZATION BETWEEN NOW AND 2050; AND POSSIBILITIES FOR HOW DIFFERENT PROGRAMS AND STRATEGIES FOR CLIMATE ACTION MAY FARE IN AN UNCERTAIN FUTURE.

(III) GLOBAL CLIMATE IMPACT FROM HOSPITAL COOLING (AVAILABLE AT: [HTTPS://WWW.CLIMATEWORKS.ORG/REPORT/HOSPITAL-COOLING-REPORT/](https://WWW.CLIMATEWORKS.ORG/REPORT/HOSPITAL-COOLING-REPORT/)), PREPARED BY THE KIGALI COOLING EFFICIENCY PROGRAM, A CLIMATEWORKS INITIATIVE, AND CO-AUTHORED BY HOVLAND CONSULTING LLC AND HEALTH CARE WITHOUT HARM

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

WITH INPUT FROM THE NATURAL RESOURCES DEFENSE COUNCIL, WHICH ANALYZES
THE SIGNIFICANT AND RISING CLIMATE IMPACT FROM HOSPITAL COOLING AND
RECOMMENDS ACTIONS TO REDUCE THESE EMISSIONS.

Multiple horizontal lines for supplemental information.

Schedule B

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2018

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 501(c)(3) (enter number) organization

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

[] 527 political organization

Form 990-PF

[] 501(c)(3) exempt private foundation

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

[] 501(c)(3) taxable private foundation

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

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

General Rule

[X] 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 CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	 <hr/> <hr/> <hr/>	\$ <u>421,487.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>29,200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>52,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>750,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>1,567,125.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	 <hr/> <hr/> <hr/>	\$ <u>2,215,587.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	 <hr/> <hr/> <hr/>	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	 <hr/> <hr/> <hr/>	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	 <hr/> <hr/> <hr/>	\$ <u>18,386,259.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	 <hr/> <hr/> <hr/>	\$ <u>3,128,385.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	 <hr/> <hr/> <hr/>	\$ <u>112,203.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<hr/> <hr/> <hr/>	\$ <u>32,078,962.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<hr/> <hr/> <hr/>	\$ <u>70,427,059.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<hr/> <hr/> <hr/>	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<hr/> <hr/> <hr/>	\$ <u>249,772.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<hr/> <hr/> <hr/>	\$ <u>1,190,007.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<hr/> <hr/> <hr/>	\$ <u>1,750,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	<hr/> <hr/> <hr/>	\$ <u>182,845.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

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

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

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

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

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

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

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

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political campaign activity expenditures ▶ \$ _____
- 3 Volunteer hours for political campaign activities

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2018

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	45,000.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	500,072.													
c	Total lobbying expenditures (add lines 1a and 1b)	545,072.													
d	Other exempt purpose expenditures	93,626,127.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	94,171,199.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	950,000.	950,000.	540,000.	545,072.	2,985,072.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	227,500.	250,000.	112,500.	45,000.	635,000.

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

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

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

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

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2018
Open to Public Inspection

Name of the organization CLIMATEWORKS FOUNDATION **Employer identification number** 26-2303250

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

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

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

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2018

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

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

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment _____ %
 - b** Permanent endowment _____ %
 - c** Temporarily restricted endowment _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		5,014,679.	4,832,119.	182,560.
d Equipment		880,617.	843,067.	37,550.
e Other		1,140,370.	953,632.	186,738.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				406,848.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	63,888.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	63,888.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

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

1	Total revenue, gains, and other support per audited financial statements		1	162,834,090.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b	1,778.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-10,988.	
e	Add lines 2a through 2d	2e		-9,210.
3	Subtract line 2e from line 1	3		162,843,300.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	168.	
c	Add lines 4a and 4b	4c		168.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		162,843,468.

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

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

1	Total expenses and losses per audited financial statements		1	94,199,759.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	1,778.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	-306.	
e	Add lines 2a through 2d	2e		1,472.
3	Subtract line 2e from line 1	3		94,198,287.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		94,198,287.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

AT JANUARY 1, 2009, THE FOUNDATION ADOPTED THE GUIDANCE ON UNCERTAIN TAX POSITIONS AND HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAIN OPEN. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2018 AND 2017, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE TWELVE MONTHS FOLLOWING DECEMBER 31, 2018. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

ADJUSTMENT TO PRIOR YEAR CONTRIBUTION DUE TO CURRENCY

Part XIII Supplemental Information (continued)

TRANSLATION -10,988.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

GAIN ON SALE OF FIXED ASSET 168.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

REVERSAL OF PRIOR YEAR GRANT -138.

GAIN ON SALE OF FIXED ASSET -168.

TOTAL TO SCHEDULE D, PART XII, LINE 2D -306.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **CLIMATEWORKS FOUNDATION** Employer identification number **26-2303250**

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTMAKING		1,717,921.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	5,287.
EAST ASIA AND THE PACIFIC	0	0	GRANTMAKING		5,912,286.
EAST ASIA AND THE PACIFIC	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	1,263,793.
EAST ASIA AND THE PACIFIC	0	0	FUNDRAISING		10,000.
EUROPE	0	4	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	3,496,380.
EUROPE	0	0	CONDUCTING BOARD MEETINGS		6,950.
EUROPE	0	0	GRANTMAKING		14,844,094.
3 a Subtotal	0	4			27,256,711.
b Total from continuation sheets to Part I	0	1			10,807,347.
c Totals (add lines 3a and 3b)	0	5			38,064,058.

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

Schedule F (Form 990) 2018

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

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
MIDDLE EAST AND NORTH AFRICA	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	3,217.
NORTH AMERICA	0	0	GRANTMAKING		2,315,687.
NORTH AMERICA	0	1	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	257,156.
SOUTH AMERICA	0	0	GRANTMAKING		5,043,011.
SOUTH AMERICA	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	781,222.
SOUTH ASIA	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	70,688.
SUB-SAHARAN AFRICA	0	0	GRANTMAKING		2,300,270.
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	TRAVEL & MEETINGS; OTHER COSTS	36,096.
Totals		1			10,807,347.

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	PROJECT SUPPORT	967,921.	WIRE	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	PROJECT SUPPORT	150,000.	WIRE	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	PROJECT SUPPORT	600,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	120,091.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	750,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	80,220.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	30,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	110,700.	WIRE	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **113**

3 Enter total number of other organizations or entities **2**

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	157,070.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	200,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	200,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	348,784.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	240,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	170,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	170,357.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	54,876.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	149,785.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	67,392.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	466,445.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	100,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	111,582.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	300,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	400,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	133,887.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	15,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	100,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	100,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	500,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	75,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	200,000.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	71,063.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	49,962.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	17,973.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	25,850.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	96,001.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	74,980.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	75,232.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	PROJECT SUPPORT	150,036.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	110,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	154,449.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	175,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	115,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	140,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	400,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	137,692.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	125,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	250,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	130,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	100,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	325,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	150,150.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	600,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	50,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	40,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	100,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	175,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	15,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	371,250.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	32,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	750,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	50,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	150,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	235,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	25,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	75,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	240,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	29,055.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	190,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	150,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	42,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	110,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	196,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	100,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	150,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROGRAM SUPPORT, PROJECT SUPPORT	2652500.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	656,980.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	1936561.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	730,522.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	50,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	5,366.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	180,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	1527654.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	275,000.	WIRE	0.		
		EUROPE (INCLUDING ICELAND AND GREENLAND)	PROJECT SUPPORT	638,266.	WIRE	0.		
		NORTH AMERICA (CANADA AND MEXICO)	PROJECT SUPPORT	100,000.	WIRE	0.		
		NORTH AMERICA (CANADA AND MEXICO)	PROJECT SUPPORT	300,000.	WIRE	0.		
		NORTH AMERICA (CANADA AND MEXICO)	PROJECT SUPPORT	1715687.	WIRE	0.		
		NORTH AMERICA (CANADA AND MEXICO)	PROJECT SUPPORT	200,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	150,000.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA	PROJECT SUPPORT	60,312.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	249,516.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	39,786.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	100,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	150,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	100,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	182,836.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	206,800.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	231,274.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA	PROJECT SUPPORT	199,800.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	158,609.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	710,616.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	13,785.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	776,103.	WIRE/DISCOUNT	0.		
		SOUTH AMERICA	PROJECT SUPPORT	65,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	269,750.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	150,531.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	102,781.	WIRE	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA	PROJECT SUPPORT	291,060.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	69,430.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	250,000.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	204,847.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	205,175.	WIRE	0.		
		SOUTH AMERICA	PROJECT SUPPORT	105,000.	WIRE	0.		
		SUB-SAHARAN AFRICA	PROJECT SUPPORT	1953773.	WIRE	0.		
		SUB-SAHARAN AFRICA	PROJECT SUPPORT	346,497.	WIRE/DISCOUNT	0.		

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

PART I, LINE 2:

IN 2018, CLIMATEWORKS FUNDING SUPPORTED REGIONAL PARTNERS AND OTHER GRANTEES WELL KNOWN TO CLIMATEWORKS FROM GRANTS AWARDED IN YEARS PAST. THESE ORGANIZATIONS HAD UNDERGONE AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING RECURRING GRANTEES.

CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON PROSPECTIVE GRANTS AND EVALUATE THE PAST SUCCESS AND HEALTH OF THE PROSPECTIVE GRANTEE. ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES: THE CURRENT YEAR BUDGET; YEAR-TO-DATE FINANCIAL STATEMENTS; PRIOR YEAR AUDITED FINANCIAL STATEMENTS; GOVERNMENT-ISSUED TAX STATUS DETERMINATION DOCUMENTATION; A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS; AND BIOGRAPHIES OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS, RULES, AND EXECUTIVE ORDERS. ALTHOUGH NOT LEGALLY REQUIRED, CLIMATEWORKS USES EXPENDITURE RESPONSIBILITY BEST PRACTICES TO MONITOR ITS FOREIGN GRANTS. CLIMATEWORKS CONFIRMS THAT GRANTEES' BOARD MEMBERS AND KEY STAFF DO NOT APPEAR ON THE SPECIALLY DESIGNATED NATIONALS (SDN) LIST. DEPENDING ON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT & CEO, OR A VICE PRESIDENT APPROVES THE GRANT.

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

CLIMATEWORKS REVIEWS EXPENDITURE RESPONSIBILITY REPORTS TO ENSURE THAT THE FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN THE PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

PART I, LINE 3:

ACCRUAL METHOD

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts			
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
	11	Net income summary. Subtract line 10 from line 3, column (d)			

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____
 a Is the organization licensed to conduct gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: ELINORE ANTELL

(I) ADDRESS OF FUNDRAISER: 345 SOUTH END AVENUE, #5B, NEW YORK, NY 10280

(I) NAME OF FUNDRAISER: EVA DIENEL

(I) ADDRESS OF FUNDRAISER:

103 HARD HILL ROAD, ARMSTRONG, VICTORIA, AUSTRALIA

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization **CLIMATEWORKS FOUNDATION** Employer identification number **26-2303250**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
ALLIANCE TO SAVE ENERGY 1850 M STREET NW, SUITE 610 WASHINGTON, DC 20036	52-1082991	501(C)(3)	225,000.	0.			PROJECT SUPPORT
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY - 529 14TH ST NW, SUITE 600 - WASHINGTON, DC 20045	94-2711707	501(C)(3)	200,000.	0.			PROJECT SUPPORT
THE ASPEN INSTITUTE ONE DUPONT CIRCLE, NW, SUITE 700 WASHINGTON, DC 20036	84-0399006	501(C)(3)	125,000.	0.			PROJECT SUPPORT
BANK INFORMATION CENTER 1023 15TH STREET, NW 10TH FLOOR WASHINGTON, DC 20005	52-1682441	501(C)(3)	200,000.	0.			PROJECT SUPPORT
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD STREET NE SUITE 2625 MINNEAPOLIS, MN 55413	20-3477309	501(C)(3)	700,000.	0.			PROJECT SUPPORT
BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNI - 3160 PORTER DRIVE, SUITE 100 - PALO ALTO, CA 94304	94-1156365	501(C)(3)	180,000.	0.			PROJECT SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 67.
- 3** Enter total number of other organizations listed in the line 1 table ▶ 8.

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

Schedule I (Form 990) (2018)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
C40 CITIES CLIMATE LEADERSHIP GROUP INC - 120 PARK AVENUE, 23RD FLOOR - NEW YORK, NY 10017-5577	90-0634376	501(C)(3)	245,979.	0.			PROJECT SUPPORT
CALSTART, INC. 48 S. CHESTER AVENUE PASADENA, CA 91106	95-4375022	501(C)(3)	100,000.	0.			PROJECT SUPPORT
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005	30-0126510	501(C)(3)	100,000.	0.			PROJECT SUPPORT
CENTER FOR CARBON REMOVAL 1111 BROADWAY, FLOOR 3 OAKLAND, CA 94607	81-2560407	501(C)(3)	475,000.	0.			PROJECT SUPPORT
CERES INC. 99 CHAUNCY STREET, 6TH FLOOR BOSTON, MA 02111	22-3053747	501(C)(3)	570,000.	0.			PROJECT SUPPORT
CLASP 1401 K STREET, NW SUITE 1100 WASHINGTON, DC 20009	33-1112770	501(C)(3)	16,100.	0.			PROJECT SUPPORT
CLEAN AIR TASK FORCE 114 STATE STREET, 6TH FLOOR BOSTON, MA 02109	04-3512550	501(C)(3)	400,000.	0.			PROJECT SUPPORT
CLIMATE AND HEALTH RESEARCH NETWORK - 269 WHITE ROAD - BOWDOINHAM, ME 04008	46-4421906	501(C)(3)	375,000.	0.			PROJECT SUPPORT
CLIMATE POLICY INITIATIVE 180 SANSOME STREET SUITE 1000 SAN FRANCISCO, CA 94104	26-4129153	501(C)(3)	145,796.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COALITION FOR GREEN CAPITAL 1875 CONNECTICUT AVE NW, 10TH FLOOR WASHINGTON, DC 20009	90-0868299	501(C)(3)	94,500.	0.			PROJECT SUPPORT
COALITION ON AGRICULTURAL GREENHOUSE GAS - 3426 GREENTREE DRIVE - FALLS CHURCH, VA 22041	47-5293963	501(C)(3)	26,000.	0.			PROJECT SUPPORT
COLUMBIA UNIVERSITY, TRUSTEES, CITY NY - 615 WEST 131ST STREET MAIL CODE 8725 - NEW YORK, NY 10027	13-5598093	501(C)(3)	200,000.	0.			PROJECT SUPPORT
CONSERVATION COLORADO EDUCATION FUND - 1536 WYNKOOP STREET SUITE 510 - DENVER, CO 80202	84-0614285	501(C)(3)	250,000.	0.			PROJECT SUPPORT
EARTH ISLAND INSTITUTE 1254 UTAH STREET SAN FRANCISCO, CA 94110	94-2889684	501(C)(3)	100,000.	0.			PROJECT SUPPORT
ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	94-3126848	501(C)(3)	1,320,789.	0.			PROJECT SUPPORT
ENERGY FUTURES INITIATIVE 900 17TH STREET NW WASHINGTON, DC 20006	82-1230082	OTHER 501(C)	250,000.	0.			PROJECT SUPPORT
ENVIRONMENTAL DEFENSE ACTION FUND 1875 CONNECTICUT AVE NW SUITE 600 WASHINGTON, DC 20009	90-0080500	501(C)(4)	150,000.	0.			PROJECT SUPPORT AND LOBBYING ACTIVITIES
ENVIRONMENTAL DEFENSE FUND, INC. 257 PARK AVENUE SOUTH NEW YORK, NY 10010	11-6107128	501(C)(3)	263,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ENVIRONMENTAL INVESTIGATION AGENCY 1301 CONNECTICUT AVENUE NW, SUITE 3 WASHINGTON, DC 20009	52-1654284	501(C)(3)	100,000.	0.			PROJECT SUPPORT
GREEN TECH ACTION FUND 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	26-3390444	501(C)(4)	450,000.	0.			PROJECT SUPPORT AND LOBBYING ACTIVITIES
GREENFAITH 101 SOUTH THIRD AVE., #12 HIGHLAND PARK, NJ 08904	22-3452273	501(C)(3)	25,000.	0.			PROJECT SUPPORT
GREENPEACE FUND, INC. 702 H STREET, NW, SUITE 300 WASHINGTON, DC 20001	95-3313195	501(C)(3)	150,000.	0.			PROJECT SUPPORT
HCWH-HEALTH CARE WITHOUT HARM 12355 SUNRISE VALLEY DRIVE, SUITE 6 RESTON, VA 20191	52-2358837	501(C)(3)	547,520.	0.			PROJECT SUPPORT
INDEPENDENT DIPLOMAT 45 EAST 20TH STREET, 6TH FLOOR NEW YORK, NY 10003	11-3816205	501(C)(3)	100,000.	0.			PROJECT AND PROGRAM SUPPORT
INSTITUTE FOR GOVERNANCE & SUSTAINABLE DEVELOPMENT - 2300 WISCONSIN AVE., NW, SUITE 300B - WASHINGTON, DC 20007	81-0616238	501(C)(3)	100,000.	0.			PROJECT SUPPORT
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION - 1225 I STREET NW SUITE 900 - WASHINGTON, DC 20005	20-3076690	501(C)(3)	1,510,503.	0.			PROJECT AND GENERAL SUPPORT
INTERNATIONAL INSTITUTE FOR ENERGY CONSERVATION, INC. - 311 CHESTERFIELD AVENUE - CENTREVILLE, MD 21617	22-2579031	501(C)(3)	429,539.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTERNATIONAL UNION AGAINST TUBERCULOSIS AND LUNG DISEASE, INC. - 100 BROADWAY, 5TH FLOOR - NEW YORK, NY 10006	22-3419667	501(C)(3)	120,000.	0.			PROJECT SUPPORT
JOHN HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	20-3076690	501(C)(3)	114,951.	0.			PROJECT SUPPORT
LAWRENCE BERKELEY NATIONAL LAB 1 CYCLOTRON ROAD BERKELEY, CA 94720	52-0595110	501(C)(3)	80,000.	0.			PROJECT SUPPORT
MGM INNOVA CAP MANAGEMENT LLC 2 S BISCAYNE BLVD., 26TH FLOOR, SUI MIAMI, FL 33131	94-6036494		1,699,039.	0.			PROJECT SUPPORT
MONGABAY ORG CORP 15 CLINTON ST. # 1 REDWOOD CITY, CA 94062	82-4989826	501(C)(3)	120,000.	0.			PROJECT SUPPORT
NATIONAL ASSOCIATION OF CITY TRANSPORTATION OFFICIALS, INC. - 120 PARK AVENUE 20TH FLOOR - NEW YORK, NY 10017	45-3714703	501(C)(3)	50,000.	0.			PROJECT SUPPORT
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET, 11TH FLOOR NEW YORK, NY 10011	20-1874085	501(C)(3)	1,599,531.	0.			PROJECT SUPPORT
THE NATURE CONSERVANCY, INC. 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22201	53-0242652	501(C)(3)	325,000.	0.			PROJECT SUPPORT
NORTHEAST STATES FOR COORDINATED AIR USE MANAGEMENT - 89 SOUTH STREET SUITE 602 - BOSTON, MA 02111	53-0242652	501(C)(3)	50,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHWESTERN UNIVERSITY 1800 SHERIDAN ROAD EVANSTON, IL 60208	04-2814018	501(C)(3)	200,000.	0.			PROJECT SUPPORT
OPENAQ 1226 9TH STREET NW #200 WASHINGTON, DC 20001	36-2167817	501(C)(3)	100,000.	0.			PROJECT SUPPORT
PROJECT ON ORGANIZING, DEVELOPMENT, EDUCATION, AND RESEARCH, LTD. - P.O. BOX 2086 - NEW YORK, NY 10013	47-5324172	501(C)(3)	100,000.	0.			PROJECT SUPPORT
PURPOSE CAMPAIGNS 115 FIFTH AVE, 6TH FLOOR NEW YORK, NY 10003	27-1732776		50,000.	0.			PROJECT SUPPORT
RAINFORERST FOUNDATION, INC (RFUS) 180 VARICK STREET, SUITE 528 NEW YORK, NY 10014	68-0607622	501(C)(3)	750,000.	0.			PROJECT SUPPORT
RAINFOREST ACTION NETWORK 425 BUSH STREET, STE 300 SAN FRANCISCO, CA 94108	95-1622945	501(C)(3)	200,000.	0.			PROJECT SUPPORT
REGENTS OF THE UNIV. OF CAL AT BERKELEY - ONE CYCLOTRON ROAD - BERKELEY, CA 94720	94-3045180	501(C)(3)	240,000.	0.			PROJECT SUPPORT
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS - ONE SHIELDS AVENUE - DAVIS, CA 95616	94-6036494	STATE OF CA	263,000.	0.			PROJECT SUPPORT
THE REGULATORY ASSISTANCE PROJECT 50 STATE STREET, SUITE 3 MONTPELIER, VT 05602	94-6036494	501(C)(3)	300,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RIGHTS AND RESOURCES INSTITUTE (RRI - 2715 M STREET NW, SUITE 300 - WASHINGTON, DC 20007	01-0471151	501(C)(3)	25,000.	0.			PROJECT SUPPORT
ROCKEFELLER BROTHERS FUND, INC. 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115	20-3690821	501(C)(3)	1,200,000.	0.			PROJECT SUPPORT
ROCKY MOUNTAIN INSTITUTE 2490 JUNCTION PLACE SUITE 200 BOULDER, CO 80301	13-1760106	501(C)(3)	600,000.	0.			PROJECT SUPPORT
SIERRA CLUB FOUNDATION 2101 WEBSTER STREET, SUITE 1250 OAKLAND, CA 94612	74-2244146	501(C)(3)	100,000.	0.			PROJECT SUPPORT
SOCIAL GOOD FUND 12651 SAN PABLO AVE #5473 RICHMOND, CA 94801	94-6069890	501(C)(3)	821,219.	0.			PROJECT SUPPORT
SONOMA STATE UNIVERSITY 1801 E. COTATI AVE. ROHNERT PARK, CA 94928	46-1323531	STATE OF CA	56,317.	0.			PROJECT SUPPORT
STAND ONE HAIGHT STREET SAN FRANCISCO, CA 94102	68-0338225	501(C)(3)	305,000.	0.			PROJECT AND GENERAL SUPPORT
THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA (UVA) - 1001 N. EMMET STREET - CHARLOTTESVILLE, VA 22904-4195	94-3331587	STATE OF VA	116,869.	0.			PROJECT SUPPORT
THE REGENTS OF THE UNIVERSITY OF COLORADO - 3100 MARINE STREET, ROOM 479 - BOULDER, CO 80309	54-6001796	STATE OF CO	62,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET, SUITE 164 OAKLAND, CA 94612-2705	84-6000555	501(C)(3)	246,132.	0.			PROJECT SUPPORT
TRUSTEES OF BOSTON UNIVERSITY OFFICE OF SPONSORED PROGRAMS 25 BUICK STREET, SUITE 200 - BOSTON, MA 02215-1	91-2166435	501(C)(3)	150,000.	0.			PROJECT SUPPORT
UCLA FOUNDATION - LUSKIN CENER FOR INNOVATION - 3323 LUSKING SCHOOL OF PUBLIC AFFAIRS BOX 951656 - LOS ANGELES, CA 90095-1656	04-2103547	501(C)(3)	50,000.	0.			PROJECT SUPPORT
UNITED NATIONS DEVELOPMENT PROG. UNDP - 304 EAST 45TH STREET, FF 970 - NEW YORK, NY 10017	95-2250801		11,206.	0.			PROJECT SUPPORT
UNITED NATIONS FOUNDATION 1750 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006	58-2368165	501(C)(3)	950,000.	0.			PROJECT SUPPORT
UNIVERSITY OF DENVER 2190 E. ASBURY AVE. DENVER, CO 80208	84-0404231	501(C)(3)	50,000.	0.			PROJECT SUPPORT
US GREEN BUILDING COUNCIL LOS ANGELES - 800 WILSHIRE BLVD, 16TH FLOOR - LOS ANGELES, CA 90017	75-3041444	501(C)(3)	150,000.	0.			PROJECT SUPPORT
VASUDHA FOUNDATION USA INC. 2850 FIELD LINE DR. SUGAR LAND, TX 77479	46-3275286	501(C)(3)	95,515.	0.			PROJECT SUPPORT
WAXMAN STRATEGIES 1900 M. STREET NW WASHINGTON, DC 20036	46-2453965		150,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WINDWARD FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC 20036	47-3522162	501(C)(3)	75,000.	0.			PROJECT SUPPORT
WOODS & WAYSIDE INTERNATIONAL, INC. - P.O. BOX 8 - HOPEWELL, NJ 08525	26-0743445	501(C)(3)	200,000.	0.			PROJECT SUPPORT
WORCESTER POLYTECHNIC INSTITUTE ONE INSTITUTE ROAD WORCESTER, MA 01609	04-2121659	501(C)(3)	100,000.	0.			PROJECT SUPPORT
THE WORLD BANK 1818 H STREET WASHINGTON, DC 20433			2,907,541.	0.			PROJECT SUPPORT
WORLD RESOURCES INSTITUTE 10 G STREET, NE, SUITE 800 WASHINGTON, DC 20002	52-1257057	501(C)(3)	999,063.	0.			PROJECT SUPPORT
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20037	52-1693387	501(C)(3)	395,000.	0.			PROJECT SUPPORT

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

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

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

PART I, LINE 2:

IN 2018, CLIMATEWORKS FOUNDATION FUNDING SUPPORTED REGIONAL PARTNERS AND OTHER GRANTEES WELL KNOWN TO CLIMATEWORKS FROM GRANTS AWARDED IN PRIOR YEARS. THESE ORGANIZATIONS HAD UNDERGONE AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING RECURRING GRANTEES.

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

Part IV Supplemental Information

PROPOSALS ARE EVALUATED ON THEIR PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES: THE CURRENT YEAR BUDGET; YEAR-TO-DATE FINANCIAL STATEMENTS; PRIOR YEAR AUDITED FINANCIAL STATEMENTS; GOVERNMENT-ISSUED TAX STATUS DETERMINATION DOCUMENTATION; A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS; AND BIOGRAPHIES OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS, RULES, EXECUTIVE ORDERS, AND CANNOT VIOLATE ANY IRS EXPENDITURE PROHIBITIONS. CLIMATEWORKS VERIFIES THE ORGANIZATION'S EXISTENCE AND TAX STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING ON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT & CEO, OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS NARRATIVE AND FINANCIAL REPORTS TO ENSURE THAT THE FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN THE PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2018

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Part I Questions Regarding Compensation

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

- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

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

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

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

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

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

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CHARLOTTE PERA PRESIDENT AND CEO	(i)	509,695.	0.	1,932.	41,250.	11,731.	564,608.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) BRIAN MCCrackEN VP, FINANCE & ADMINISTRATION, TREAS.	(i)	270,625.	0.	1,932.	40,950.	30,193.	343,700.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) GRETCHEN RAU SECRETARY	(i)	129,117.	5,000.	1,828.	19,500.	9,661.	165,106.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) CHARLES MCELWEE VICE PRESIDENT, PROGRAMS	(i)	374,000.	0.	5,544.	41,250.	27,818.	448,612.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) SUSAN ELIZABETH COOK VICE PRESIDENT, SYTEMS AND PLANNING	(i)	379,404.	3,383.	5,544.	41,250.	12,333.	441,914.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) SHAWN P. REIFSTECK VICE PRESIDENT, PHILANTHROPY	(i)	389,079.	0.	1,260.	39,875.	32,400.	462,614.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) CHRIS ELLIOTT EXECUTIVE DIRECTOR, CLUA	(i)	454,886.	0.	0.	0.	0.	454,886.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) DANIEL HAMZA-GOODACRE EXECUTIVE DIRECTOR, K-CEP	(i)	319,159.	7,830.	210.	6,210.	10,006.	343,415.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) DANIEL ZARIN DIRECTOR OF PROGRAMS, CLUA	(i)	271,440.	0.	1,932.	41,250.	35,030.	349,652.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) SURABI MENON SR. DIRECTOR, ADVISORY & RESEARCH	(i)	259,167.	0.	1,260.	37,269.	20,656.	318,352.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) SHILPA PATEL DIRECTOR, MISSION INVESTING	(i)	236,000.	0.	24,389.	35,550.	20,256.	316,195.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) ILMI GRANOFF PROG. DIRECTOR, SUSTAINABLE FINANCE	(i)	244,345.	0.	10,778.	36,750.	22,871.	314,744.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) MARY RAFTERY SR. ADVISOR, FUNDER COLLABORATIONS	(i)	250,699.	0.	1,932.	36,500.	12,643.	301,774.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

GRETCHEN RAU (ASSOCIATE DIRECTOR FOR THE EXECUTIVE OFFICE AND BOARD SECRETARY), SUSAN ELIZABETH COOK (VICE PRESIDENT, SYSTEMS AND PLANNING), AND DANIEL HAMZA-GOODACRE (EXECUTIVE DIRECTOR, K-CEP) RECEIVED TAX GROSS-UPS AS PART OF BONUSES PAID TO THEM IN 2018. THESE TAX GROSS-UP PAYMENTS WERE REPORTED ON FORM W-2'S AS TAXABLE INCOME, AS REQUIRED, AND REPORTED AS COMPENSATION ON SCHEDULE J, PART II, COLUMN (B)(III).

PART I, LINE 7:

THE BONUSES AWARDED TO SUSAN ELIZABETH COOK (VICE PRESIDENT, SYSTEMS AND PLANNING) AND DANIEL HAMZA-GOODACRE (EXECUTIVE DIRECTOR, K-CEP) WAS DETERMINED BY SUPERVISORS, WHO UTILIZED DISCRETION IN DETERMINING THE AMOUNT OF PAYMENT, AND THUS WOULD BE CONSIDERED A NON-FIXED PAYMENT.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

FORM 990, PART III, LINE 1A:

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

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

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

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

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

FORM 990, PART III, LINE 4A:

OVERVIEW:

IN 2018, THROUGH OUR GLOBAL GRANTMAKING AND GLOBAL VIEW INTELLIGENCE
SERVICES, CLIMATEWORKS FOUNDATION WORKED TO EXPEDITE PROVEN CLEAN
ENERGY AND DECARBONIZATION STRATEGIES, SPUR INNOVATION, AND SUPPORT
ORGANIZATIONS WORKING TO PROTECT THE AIR WE BREATHE AND THE COMMUNITIES

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

Schedule O (Form 990 or 990-EZ) (2018)

832211 10-10-18

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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WE CALL HOME. TOGETHER WITH POLICYMAKERS, ADVOCATES, BUSINESSES, FOUNDATIONS, AND OTHER CLIMATE LEADERS, CLIMATEWORKS HELPED ACHIEVE A NUMBER OF SIGNIFICANT ADVANCES ON CLIMATE POLICY, DEEPEDED PHILANTHROPIC INVESTMENTS, AND DEVELOPED NEW STRATEGIES TO FURTHER ACCELERATE CLIMATE MITIGATION EFFORTS ON A GLOBAL SCALE. THESE INCLUDED: (I) SECURED AGREEMENTS FROM MORE THAN 60+ CEOS, STATE AND REGIONAL LEADERS, AND MAYORS TO COMMIT TO A 100% ZERO-EMISSION TRANSPORT FUTURE BY 2030 (TRANSPORTATION PORTFOLIO); (II) SUPPORTED EFFORTS IN BRAZIL, RWANDA, AND KENYA TO PASS MINIMUM EFFICIENCY PERFORMANCE STANDARDS FOR AIR-CONDITIONING (COOLING/K-CEP PORTFOLIO); (III) HELPED CALIFORNIA REQUIRE PENSION FUNDS TO ASSESS CLIMATE RISK (SUSTAINABLE FINANCE PORTFOLIO); (IV) ADVOCATED FOR THE INTERNATIONAL MARITIME ORGANIZATION TO ADOPT THE FIRST GLOBAL CLIMATE FRAMEWORK FOR SHIPPING, CALLING FOR AN EMISSIONS CUT OF AT LEAST 50% BY 2050 (TRANSPORTATION PORTFOLIO); (V) WORKED FOR ADOPTION BY THE INTERNATIONAL CIVIL AVIATION ORGANIZATION OF MONITORING STANDARDS AND RULES FOR THE CARBON OFFSETTING AND REDUCTION SCHEME FOR INTERNATIONAL AVIATION (TRANSPORTATION PORTFOLIO); (VI) HELPED CANADA AND MEXICO TO ADOPT FINAL RULES TO REDUCE METHANE LEAKAGE FROM OIL AND GAS PRODUCTION (NON-CO2 PORTFOLIO); (VII) LAUNCHED THE CARBON DIOXIDE REMOVAL FUND, RAISING \$2.0 MILLION IN 2018; (VIII) CLIMATEWORKS HELPED LAUNCH THE INDIA ELECTRIC MOBILITY INITIATIVE, A COLLABORATION OF SEVEN FUNDERS WITH APPROXIMATELY \$8.0 MILLION COMMITTED TO DATE; (IX) EXPANDED HEALTH AND CLIMATE FAST-START FUND: \$2.1 MILLION RAISED FROM SIX DONORS AND ALIGNED GRANTS WITH OTHER FUNDERS TO INCREASE THE IMPACT OF OUR GRANTMAKING; (X) JOINED A COALITION OF NINE FOUNDATIONS COMMITTED TO SPENDING \$459.0 MILLION OVER THE NEXT FOUR YEARS TO SUPPORT FORESTS, INDIGENOUS RIGHTS, AND SUSTAINABLE LAND USE AS PRIORITIES FOR COMBATING

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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CLIMATE CHANGE; (XI) HELPED ORCHESTRATE \$4.0 BILLION IN PHILANTHROPIC COMMITMENTS FOR CLIMATE-RELATED INVESTMENTS OVER THE NEXT FIVE YEARS FROM 29 FUNDERS, ANNOUNCED AT GLOBAL CLIMATE ACTION SUMMIT; (XII) INCUBATED THE CLIMATE LEADERSHIP INITIATIVE (CLI), A COLLABORATIVE EFFORT AMONG LEADING CLIMATE FUNDERS DESIGNED TO DRAMATICALLY INCREASE PHILANTHROPIC INVESTMENTS FOCUSED ON CLIMATE SOLUTIONS; (XIII) LAUNCHED THE INDEPENDENT GLOBAL STOCKTAKE (IGST) TO BRING TOGETHER A GLOBAL COMMUNITY OF CLIMATE RESEARCHERS, MODELERS, AND ADVOCATES TO COORDINATE AND ALIGN IN ADVANCE OF THE FIRST GLOBAL STOCKTAKE MANDATED BY ARTICLE 14 OF THE PARIS AGREEMENT IN 2023; (XIV) CONVENED GROUPS TO CONTINUE OUR COLLABORATIVE EFFORTS TO IDENTIFY THE POTENTIAL OF, MEASURE, AND SPUR NON-PARTY ACTION AT THE COP 24 CONFERENCE IN KATOWICE, POLAND; AND (XV) DEVELOPED THE 2050 FRAMEWORK FOR POLICY SCENARIOS AND RECOMMENDATIONS AND HOSTED THE 2050 TODAY SUMMIT HELD IN SAN FRANCISCO.

FOR A COMPLETE SUMMARY OF CLIMATEWORKS' 2018 ACTIVITIES AND IMPACT, VISIT [HTTPS://WWW.CLIMATEWORKS.ORG/REPORT/2018-ANNUAL-REPORT/](https://www.climateworks.org/report/2018-annual-report/).

GRANTMAKING:

CLIMATEWORKS BUILDS INNOVATIVE, COLLABORATIVE GRANTMAKING PLATFORMS AND MAKES GRANTS GLOBALLY TO DRIVE BIG CLIMATE SOLUTIONS. WE UTILIZE OUR GLOBAL VIEW INTELLIGENCE, GLOBAL NETWORKS, AND FUNDER PARTNERSHIPS TO INFORM STRATEGY DEVELOPMENT AND GRANTMAKING PRIORITIES.

NIMBLENESS AND RISK-TAKING ARE HALLMARKS OF OUR APPROACH. WE MOVE QUICKLY TO CREATE AND RESPOND TO OPPORTUNITIES. WE SUPPORT LEADING-EDGE IDEAS, FUNDING GREAT PEOPLE TO DEVELOP CONCEPTS, STRATEGIES, AND CAPACITIES THAT OPEN NEW CLIMATE INVESTMENT

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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OPPORTUNITIES FOR OTHER FUNDERS. WE ALSO ACTIVELY ADVISE AND COLLABORATE WITH OTHER GRANTMAKERS TO BETTER ALIGN RESOURCES AROUND PRIORITY STRATEGIES.

GRANTMAKING TARGETS OPPORTUNITIES WITH THE BIGGEST POTENTIAL TO SPUR CLIMATE ACTION. CLIMATEWORKS' GRANT PORTFOLIOS OFFER FUNDERS, GRANTEES, AND PARTNERS A RANGE OF OPPORTUNITIES TO TAKE ACTION ON CLIMATE CHANGE, AND SUPPORTS THEM WITH EXPERTISE, INSIGHTS, AND CAPACITY TO MAKE OUR COLLECTIVE EFFORTS MORE STRATEGIC AND EFFECTIVE. OUR SPECIALIZED PORTFOLIOS WORK BOTH INDIVIDUALLY AND COLLECTIVELY TO TARGET OPPORTUNITIES IN AREAS THAT DEMONSTRATE THE BIGGEST POTENTIAL FOR MITIGATING CLIMATE CHANGE, INCLUDING: BUILDINGS & INDUSTRY; CARBON DIOXIDE REMOVAL; CLEAN POWER; COOLING; FORESTS & LAND USE; INTERNATIONAL ENGAGEMENT; MISSION INVESTING; NON-CO2 MITIGATION; SUSTAINABLE FINANCE; AND TRANSPORTATION.

GLOBAL VIEW:

CLIMATEWORKS OFFERS CLIMATE PHILANTHROPISTS A GLOBAL VIEW OF THE FIELD. WE PROVIDE DATA-RICH INTELLIGENCE, INSIGHTS, AND ADVISORY SERVICES DESIGNED TO SPARK IDEAS AND HELP CLIMATE FUNDERS DEPLOY RESOURCES FOR MAXIMUM IMPACT. OUR GLOBAL PERSPECTIVE HELPS PHILANTHROPISTS IDENTIFY HOW THEY CAN BEST CONTRIBUTE TO THE BROADER EFFORT TO ADDRESS CLIMATE CHANGE.

OUR GLOBAL VIEW INTELLIGENCE INCLUDES THE CLIMATE PHILANTHROPY LANDSCAPE, FUNDING FLOWS, TOPICAL ANALYSES AND STRATEGY BRIEFS, GHG MITIGATION OPPORTUNITIES, AND PROGRESS TRACKING. THIS UNIQUE COLLECTION OF INFORMATION AND INSIGHTS IS DEVELOPED BY OUR IN-HOUSE

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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EXPERTS, IN COLLABORATION WITH REGIONAL FOUNDATIONS, RESEARCH ORGANIZATIONS, AND OTHER PARTNERS ACROSS THE WORLD.

IN 2018 CLIMATEWORKS OFFERED TIMELY, RELEVANT INTELLIGENCE, AND A UNIQUE LENS INTO THE ACTIVITIES ON THE GROUND WHERE WE ARE MAKING ADVANCEMENTS, UNCOVERING OPPORTUNITIES TO SCALE, AND IDENTIFYING WHERE DEEPER INVESTMENTS ARE NEEDED IN CLIMATE CHANGE.

TO SUPPORT THESE EFFORTS, IN 2018 CLIMATEWORKS PUBLISHED 2050 TODAY: RESEARCH AND STRATEGIES FOR MID-CENTURY DECARBONIZATION (AVAILABLE AT WWW.CLIMATEWORKS.ORG/2050-TODAY). THE REPORT SETS OUT A MULTI-TRACK APPROACH TOWARD ACHIEVING NET-ZERO EMISSIONS BY MID-CENTURY BY FOCUSING ON FIVE KEY APPROACHES FOR PHILANTHROPY: 1) ACCELERATE CLEAN ELECTRICITY AND END-USE ELECTRIFICATION; 2) SCALE CARBON DIOXIDE REMOVAL; 3) FOCUS ON FOOD AND AGRICULTURE; 4) EMBRACE PEOPLE-CENTERED STRATEGIES; AND 5) PURSUE GLOBAL TIPPING POINTS. THIS PUBLICATION, ALONG WITH CLIMATEWORKS' ENTIRE PORTFOLIO OF GLOBAL INTELLIGENCE OFFERINGS, HELPS TO DIRECT PHILANTHROPIC INVESTMENTS TOWARD STRATEGIES THAT DRIVE DEEP REDUCTIONS IN GREENHOUSE GAS EMISSIONS.

FORM 990, PART III, LINE 4B:

IN 2018, CLIMATEWORKS AND ITS PARTNERS CONTINUED TO SUPPORT THE KIGALI COOLING EFFICIENCY PROGRAM (K-CEP), A PHILANTHROPIC COLLABORATIVE THAT WORKS IN TANDEM WITH THE KIGALI AMENDMENT OF THE MONTREAL PROTOCOL BY HELPING DEVELOPING COUNTRIES TRANSITION TO ENERGY-EFFICIENT, CLIMATE-FRIENDLY, AND AFFORDABLE COOLING SOLUTIONS. K-CEP'S PROGRAM OFFICE, THE EFFICIENCY COOLING OFFICE, IS HOUSED AT CLIMATEWORKS

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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FOUNDATION AND IS RESPONSIBLE FOR STRATEGY DEVELOPMENT, GRANTMAKING, REPORTING, AND PROGRAM MANAGEMENT.

THROUGH K-CEP, IN 2018 CLIMATEWORKS AWARDED 21 GRANTS TOTALING \$15.8 MILLION TO 18 GRANTEEES FOCUSED ON THE ENERGY EFFICIENCY OF COOLING IN ORDER TO DOUBLE THE CLIMATE BENEFITS AND SIGNIFICANTLY INCREASE THE DEVELOPMENT BENEFITS OF THE KIGALI AMENDMENT TO PHASE DOWN HYDROFLUOROCARBONS (HFCS).

IN 2018, K-CEP AND ITS GRANTEEES SUPPORTED 24 NATIONS TO DEVELOP NATIONAL COOLING PLANS, THE TRAINING OF 160 NATIONAL ENERGY POLICYMAKERS AND 261 NATIONAL OZONE OFFICERS, 14 INDUSTRY PARTNERSHIPS TO IMPROVE COOLING EFFICIENCY, AND EFFORTS TO UNLOCK SIGNIFICANT CAPITAL FOR CLEAN COOLING INVESTMENT. MORE INFORMATION ABOUT K-CEP'S 2018 RESULTS IS AVAILABLE AT WWW.K-CEP.ORG/YEAR-TWO-REPORT.

FORM 990, PART III, LINE 4C:

IN 2018, CLIMATEWORKS FOUNDATION ADVANCED LAND-USE POLICIES AND PRACTICES THAT MITIGATE CLIMATE CHANGE, BENEFIT PEOPLE, AND PROTECT THE ENVIRONMENT THROUGH ITS SUPPORT FOR AND ADMINISTRATION OF THE CLIMATE AND LAND USE ALLIANCE (CLUA), A COLLABORATIVE PHILANTHROPIC INITIATIVE.

IN 2018, CLUA IMPLEMENTED THE FIRST YEAR OF ITS 2018-2022 STRATEGY, INCLUDING RAMPING UP NEW WORKSTREAMS, CONTINUING THE WORK OF ESTABLISHED INITIATIVES, AND FINALIZING THE FIRST ORGANIZATIONAL PLAN TO HELP OPERATIONALLY DELIVER ON STRATEGIC OBJECTIVES.

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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THROUGH CLUA, IN 2018 CLIMATEWORKS MADE 54 GRANTS TOTALING \$15.4 MILLION TO 48 GRANTEEES FOCUSED ON HALTING AND REVERSING FOREST LOSS, ADVANCING SUSTAINABLE LAND USE AND DEVELOPMENT, AND SECURING THE RIGHTS AND LIVELIHOODS OF INDIGENOUS AND FOREST COMMUNITIES.

AT THE GLOBAL CLIMATE ACTION SUMMIT IN SEPTEMBER 2018, NINE FOUNDATIONS, INCLUDING THE FOUR CLUA MEMBER FOUNDATIONS, PLEDGED \$459.0 MILLION TO SUPPORT FORESTS, RIGHTS, AND LANDS, EMPHASIZING THOSE PRIORITIES FOR COMBATING CLIMATE CHANGE. ADDITIONALLY, CLUA MEMBERS JOINED WITH 14 FOUNDATIONS IN SIGNING A SHARED STATEMENT AFFIRMING THEIR COMMITMENT TO SUPPORTING THE CRITICAL ROLE FORESTS AND SUSTAINABLE LAND USE, AND INDIGENOUS GUARDIANSHIP OF THESE PLACES, PLAY IN THE FIGHT AGAINST CLIMATE CHANGE.

FORM 990, PART VI, SECTION A, LINE 3:

DURING 2018, THE ORGANIZATION CONTRACTED WITH CHRIS ELLIOTT, AN INDEPENDENT CONTRACTOR BASED IN FRANCE, TO FULFILL THE ROLE OF "EXECUTIVE DIRECTOR OF THE CLIMATE AND LAND USE ALLIANCE", A KEY EMPLOYEE POSITION WITHIN THE ORGANIZATION. COMPENSATION PAID TO CHRIS DURING THE 2018 TAX YEAR IN EXCHANGE FOR THESE SERVICES TOTALED \$454,886.

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

THE FORM 990 IS PREPARED JOINTLY BY CLIMATEWORKS FOUNDATION STAFF AND AN OUTSIDE ACCOUNTING FIRM. THE DRAFT IS REVIEWED BY THE VICE PRESIDENT OF FINANCE & ADMINISTRATION/TREASURER, PRESIDENT & CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL. CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE ACCOUNTING FIRM'S TAX LEAD REVIEWS THE DRAFT WITH CLIMATEWORKS' AUDIT COMMITTEE. THE

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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AUDIT COMMITTEE RECOMMENDS APPROVAL OF THE RETURN TO THE BOARD, WHO RECEIVES THE FORM 990 PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

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

CLIMATEWORKS FOUNDATION'S POLICY REQUIRES THAT ANY APPARENT OR POTENTIAL CONFLICTS OF INTEREST BE FULLY DISCLOSED BEFORE A DECISION IS MADE ON THE MATTER INVOLVED, AND THAT NO DIRECTOR, OFFICER, OR STAFF MEMBER PARTICIPATE (OTHER THAN BY PROVIDING INFORMATION) IN ANY DECISION IN WHICH HE OR SHE HAS A CONFLICT OF INTEREST.

CLIMATEWORKS' CONFLICT OF INTEREST POLICY IS INCLUDED AS PART OF THE FORMAL ORIENTATION FOR ALL NEW BOARD OF DIRECTORS, OFFICERS, AND STAFF.

ADDITIONALLY, ALL OFFICERS, DIRECTORS, AND STAFF ARE REQUIRED TO COMPLETE AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT. POTENTIAL OFFICER AND BOARD MEMBER CONFLICTS ARE REVIEWED BY THE CHAIR OF THE BOARD, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND REPORT BACK TO THE BOARD AT THE TIME IT CONSIDERS THE TRANSACTION. AN INTERESTED DIRECTOR OR OFFICER WILL NOT PARTICIPATE IN DELIBERATIONS OR THE VOTE. POTENTIAL STAFF MEMBER CONFLICTS ARE REVIEWED BY THE PRESIDENT & CHIEF EXECUTIVE OFFICER, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND TAKE APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

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

THE BOARD ANNUALLY REVIEWS THE COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER AND APPROVES CHANGES. CONSISTENT WITH ITS CONFLICT OF INTEREST POLICY, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, WHO IS ALSO A DIRECTOR, DID NOT PARTICIPATE IN ANY BOARD DELIBERATIONS OR VOTES REGARDING

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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HER COMPENSATION. THE BOARD APPROVES CHANGES TO THE VICE PRESIDENT FOR FINANCE & ADMINISTRATION/TREASURER'S COMPENSATION, UNLESS THE CHANGE APPLIES TO SUBSTANTIALLY ALL EMPLOYEES. THE BOARD USES THIRD-PARTY COMPENSATION SURVEYS AND COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS, INCLUDING OTHER FOUNDATIONS, PUBLIC CHARITIES, AND NGOS TO BENCHMARK COMPENSATION FOR THESE POSITIONS. CLIMATEWORKS FOUNDATION DOCUMENTS THE DELIBERATIONS REGARDING COMPENSATION IN MINUTES OF THE MEETINGS OF ITS BOARD.

COMPENSATION FOR KEY EMPLOYEES IS REVIEWED ANNUALLY BY DIRECT SUPERVISORS, WITH FINAL REVIEW BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER. THIRD-PARTY SURVEYS, COMPILING DATA FROM OTHER FOUNDATIONS, PUBLIC CHARITIES, AND NGOS ARE USED TO BENCHMARK COMPENSATION FOR EACH POSITION.

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

CLIMATEWORKS FOUNDATION PROVIDES A COPY OF THE FORM 990 DIRECTLY TO GUIDESTAR TO PUBLISH ON ITS WEBSITE, IN ADDITION TO POSTING THE FORM 990 ON ITS WEBSITE AND PROVIDING A COPY OF THE FORM 990 UPON REQUEST BY THE GENERAL PUBLIC.

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

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

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

PROGRAM CONSULTING:

PROGRAM SERVICE EXPENSES 9,867,252.

MANAGEMENT AND GENERAL EXPENSES 0.

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	9,867,252.

PROGRAM MEASUREMENT & EVALUATION:

PROGRAM SERVICE EXPENSES	472,699.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	472,699.

COMMUNICATIONS:

PROGRAM SERVICE EXPENSES	797,200.
MANAGEMENT AND GENERAL EXPENSES	329,565.
FUNDRAISING EXPENSES	24,522.
TOTAL EXPENSES	1,151,287.

TEMPORARY STAFFING:

PROGRAM SERVICE EXPENSES	478,182.
MANAGEMENT AND GENERAL EXPENSES	124,756.
FUNDRAISING EXPENSES	32,541.
TOTAL EXPENSES	635,479.

RECRUITING:

PROGRAM SERVICE EXPENSES	32,362.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	32,362.

CONSULTING AND PROFESSIONAL SERVICES:

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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PROGRAM SERVICE EXPENSES	458,773.
MANAGEMENT AND GENERAL EXPENSES	5,649.
FUNDRAISING EXPENSES	4,692.
TOTAL EXPENSES	469,114.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	12,628,193.

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

REVERSAL OF PRIOR YEAR GRANTS	138.
ADJUSTMENT TO PRIOR YEAR CONTRIBUTION DUE TO CURRENCY	
TRANSLATION	-10,988.
TOTAL TO FORM 990, PART XI, LINE 9	-10,850.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization **CLIMATEWORKS FOUNDATION** Employer identification number **26-2303250**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
CLIMATE AND LAND USE ALLIANCE LLC - 45-3944486, 235 MONTGOMERY STREET, SUITE 1300, SAN FRANCISCO, CA 94104	ENVIRONMENTAL	DELAWARE	17,055,059.	6,615,210.	CLIMATEWORKS FOUNDATION

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

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

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

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

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2018

For calendar year 2018 or other tax year beginning _____, and ending _____

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury Internal Revenue Service

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing: A Check box if address changed; B Exempt under section 501(c)(3); C Book value of all assets at end of year; D Employer identification number; E Unrelated business activity code; F Group exemption number; G Check organization type.

H Enter the number of the organization's unrelated trades or businesses. I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? J The books are in care of GRETCHEN RAU Telephone number 415-533-0500

Part I Unrelated Trade or Business Income (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

Table with 4 columns: (A) Income, (B) Expenses, (C) Net, and a description column. Rows include: 1a Gross receipts or sales, 1b Less returns and allowances, 2 Cost of goods sold, 3 Gross profit, 4a-4c Capital gain/loss, 5-12 Other income, 13 Total.

Table with 4 columns: (A) Income, (B) Expenses, (C) Net, and a description column. Rows include: 14-28 Deductions, 29 Total deductions, 30-32 Unrelated business taxable income.

Part III Total Unrelated Business Taxable Income

33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	33	0.
34	Amounts paid for disallowed fringes	34	118,368.
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	35	
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34	36	118,368.
37	Specific deduction (Generally \$1,000, but see line 37 instructions for exceptions)	37	1,000.
38	Unrelated business taxable income. Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36	38	117,368.

Part IV Tax Computation

39	Organizations Taxable as Corporations. Multiply line 38 by 21% (0.21)	39	24,647.
40	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 38 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	40	
41	Proxy tax. See instructions	41	
42	Alternative minimum tax (trusts only)	42	
43	Tax on Noncompliant Facility Income. See instructions	43	
44	Total. Add lines 41, 42, and 43 to line 39 or 40, whichever applies	44	24,647.

Part V Tax and Payments

45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	45a	
b	Other credits (see instructions)	45b	
c	General business credit. Attach Form 3800	45c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	45d	
e	Total credits. Add lines 45a through 45d	45e	
46	Subtract line 45e from line 44	46	24,647.
47	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	47	
48	Total tax. Add lines 46 and 47 (see instructions)	48	24,647.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2	49	0.
50a	Payments: A 2017 overpayment credited to 2018	50a	
b	2018 estimated tax payments	50b	
c	Tax deposited with Form 8868	50c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	50d	
e	Backup withholding (see instructions)	50e	
f	Credit for small employer health insurance premiums (attach Form 8941)	50f	
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	50g	
51	Total payments. Add lines 50a through 50g	51	
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	52	1,037.
53	Tax due. If line 51 is less than the total of lines 48, 49, and 52, enter amount owed	53	25,684.
54	Overpayment. If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid	54	
55	Enter the amount of line 54 you want: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	55	

Part VI Statements Regarding Certain Activities and Other Information (see instructions)

56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here INDIA	Yes	No
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
58	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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: _____ Date: _____ Title: **PRESIDENT/CEO**
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
 Print/Type preparer's name: **MICHAEL LUMSDEN** Preparer's signature: **MICHAEL LUMSDEN** Date: **10/01/19** Check if self-employed PTIN: **P01262236**
 Firm's name: **MOSS ADAMS LLP** Firm's EIN: **91-0189318**
 Firm's address: **101 SECOND STREET SUITE 900 SAN FRANCISCO, CA 94105** Phone no.: **415-956-1500**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ► **N/A**

1	Inventory at beginning of year	1		6	Inventory at end of year	6			
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7			
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?			Yes	No
4a	Additional section 263A costs (attach schedule)	4a							
b	Other costs (attach schedule)	4b							
5	Total. Add lines 1 through 4b	5							

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ... 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
Total dividends-received deductions included in column 8				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
Totals		0.		0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.
Totals		0.	0.			0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.				Enter here and on page 1, Part II, line 27. 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T (2018)