

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation The Cynthia & George Mitchell Foundation		A Employer identification number 74-2170127	
Number and street (or P O box number if mail is not delivered to street address) 2700 Technology Forest Blvd		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code The Woodlands, TX 77381		B Telephone number (see instructions) (713) 377-5060	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 311,878,273		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	160,217,893			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,173	2,173		
	4 Dividends and interest from securities . . .	4,208,644	4,208,644		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,120,482			
	b Gross sales price for all assets on line 6a 64,583,876				
	7 Capital gain net income (from Part IV, line 2) . . .				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	154,308,228	4,210,817		
	13 Compensation of officers, directors, trustees, etc	222,316			222,316
	14 Other employee salaries and wages	449,079			449,079
	15 Pension plans, employee benefits	149,952			149,952
	16a Legal fees (attach schedule)	21,940			21,940
	b Accounting fees (attach schedule)	12,009	4,750		7,259
	c Other professional fees (attach schedule)	1,314,734			1,314,734
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	78,767			1,267
	19 Depreciation (attach schedule) and depletion . . .	15,388			
	20 Occupancy	188,929			188,929
	21 Travel, conferences, and meetings	161,753			161,753
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,415,689			1,315,299
	24 Total operating and administrative expenses. Add lines 13 through 23	4,030,556	4,750		3,832,528
	25 Contributions, gifts, grants paid	4,600,511			4,600,511
	26 Total expenses and disbursements. Add lines 24 and 25	8,631,067	4,750		8,433,039
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	145,677,161			
	b Net investment income (if negative, enter -0-)		4,206,067		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	695,618	391,060	391,060		
	2	Savings and temporary cash investments	6,173,431	9,283,525	9,283,525		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 150,000 Less allowance for doubtful accounts ▶ _____	150,000	150,000	150,000		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	262,702,805	507,676,318	289,103,008		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ 3,430,487 Less accumulated depreciation (attach schedule) ▶ _____ 106,269	3,013,035	3,324,218	3,324,218		
15	Other assets (describe ▶ _____)	26,007,769	25,843,435	9,626,462			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	298,742,658	546,668,556	311,878,273			
Liabilities	17	Accounts payable and accrued expenses		13,526			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		13,526			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	298,742,658	546,655,030			
	30	Total net assets or fund balances (see instructions)	298,742,658	546,655,030			
31	Total liabilities and net assets/fund balances (see instructions) .	298,742,658	546,668,556				

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	298,742,658
2	Enter amount from Part I, line 27a	2	145,677,161
3	Other increases not included in line 2 (itemize) ▶ _____	3	102,235,211
4	Add lines 1, 2, and 3	4	546,655,030
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	546,655,030

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly traded securities			
b Equipment disposal	P	2018-01-01	2018-07-01
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 64,583,876		74,702,917	-10,119,041
b		1,441	-1,441
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-10,119,041
b			-1,441
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-10,120,482
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes
 ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	10,638,790	222,643,317	0 04778
2016	12,122,795	114,048,652	0 10630
2015	17,067,106	84,688,866	0 20153
2014	16,879,386	86,251,518	0 19570
2013	16,771,031	89,022,637	0 18839

2 Total of line 1, column (d)	2	0 739697
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 147939
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	359,643,137
5 Multiply line 4 by line 3	5	53,205,246
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,061
7 Add lines 5 and 6	7	53,247,307
8 Enter qualifying distributions from Part XII, line 4	8	8,760,927

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





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


1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	84,121
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	84,121
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	84,121
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	75,059
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	135,059
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50,938
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 50,938 Refunded <input type="checkbox"/>	11	




Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No




















Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 	11	Yes	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  <u>www.cgmf.org</u>	13	Yes	
14	The books are in care of  <u>Spiros Vassilakis</u> Telephone no  <u>(713) 377-5069</u>			

Located at  2700 Technology Forest 260 The Woodlands TXZIP+4  77381

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here 			
	and enter the amount of tax-exempt interest received or accrued during the year  <u>15</u>			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country 			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions 	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?  Yes  No If "Yes," list the years  <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marilu Hastings PO Box 8937 The Woodlands, TX 77387	Sust Prog VP 40 00	215,262	23,852	
Katherine C Lorenz PO Box 8937 The Woodlands, TX 77387	Fdn President 40 00	205,083	40,833	
Sarah L Richards PO Box 8937 The Woodlands, TX 77387	Water Pgm Officer 40 00	125,066	21,430	
Marita E Mirzatuny PO Box 8937 The Woodlands, TX 77387	Sr Pgm Associate 40 00	52,937	9,801	
Total number of other employees paid over \$50,000. ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Hudson Pacific LLC 344 W 12th St New York, NY 10014	Strategic planning	225,609
Ross Strategic 1218 Third Avenue Suite 1207 Seattle, WA 98101	Strategic dvlpmnt	150,753
Adamantine Energy LLC 6229 Four Mile Canyon Dr Boulder, CO 80302	Energy consulting	135,968
Gray Suit LLC PO Box 701 Austin, TX 78767	Mktg communication	95,389
Aust Office 1 LLC 8310-1 N Capital of Texas Hwy Austin, TX 78731	Leasehold imprvmt	185,603
Total number of others receiving over \$50,000 for professional services.		4

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Cooks Branch Conservancy, comprised of approximately 5,300 acres donated by the Mitchell family in 2011, promotes conservation ethics and demonstrates the resilience of nature in perpetuity, offering a rare glimpse into what a century of regeneration looks like in the East Texas Piney Woods. The transformation of the once clear-cut, overgrazed working ranch into an award-winning nature conservancy exemplifies extraordinary habitat management and wildlife conservation on private land. Heat and water stress associated with climate change is making forests more vulnerable throughout the world. Cooks Branch acts as a field laboratory for the study of such things as carbon flux, drought, ecosystem transition, biodiversity, and the effects of fire. The conservancy utilizes tools such as restoration timber harvests, prescribed burning, mechanical and chemical midstory control, invasive species eradication, and replanting in various combinations to meet specific habitat goals. Evidence of the im	1,208,986
2 The Cynthia and George Mitchell Foundation is committed to clean energy in the state of Texas and supports strategic efforts that ensure that the state's growing demand for power is both minimized and met with the cleanest and water-leanest sources of electricity possible. The Clean Energy Program has three areas of focus: Enhancing Distributed Energy Resources (DERs), Catalyzing community-scale energy projects, and Reducing Industrial emissions. The foundation seeks to invest in initiatives that demonstrate a comprehensive understanding of Texas's competitive electricity market structure and can leverage that knowledge to create innovative and effective energy policies that ensure reliability and resource adequacy while reducing the environmental and health impacts of power generation. To achieve its strategic goals, the Clean Energy Program supports: 1. Efforts to bring an array of diverse communities to bear on clean energy policy issues, 2. Policies, analysis, and innovative mechanisms.	537,295
3 The foundation focuses on improving the governance of shale development in addition to supporting efforts to reduce the negative environmental and community impacts of shale gas development. The unresolved challenges related to shale development and natural gas can be divided into two broad categories. The first set of questions involves natural gas as a fuel source, including to what extent fugitive methane emissions occur and how these emissions can be minimized and to what extent abundant natural gas displaces renewable energy and energy efficiency in electricity generation. The second set of questions involves the risk of impact from hydraulic fracturing and horizontal drilling to develop shale formations. These technologies have a distinct risk to the environment and communities, but these risks can be economically managed. The Shale Sustainability Program supports a number of solution-driven strategies, including: 1. Examination of the interplay between federal, state, and local governance.	493,116
4 Consistent with the sustainability science approach that characterizes the foundation's grantmaking, the Water Program aims to increase the scientific understanding of water issues in the state of Texas, which informs the design of effective policy approaches to ensure that the water quantity needs of the environment are met. To address these water management challenges and ensure adequate water supplies for the environment in Texas, the Water Programs resources are deployed to: 1. Define the grand challenges of water management and the scientific, policy, and legal investigations necessary to address intractable questions, 2. Increase water conservation in major Texas cities through urban water conservation programs and utility business model reform, 3. Protect water resources in the Texas Hill Country through landowner engagement and a science-based identification of the most critical water resources, 4. Ensure adequate instream flows and freshwater inflows to bays and estuaries through	84,865

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	354,573,094
b	Average of monthly cash balances.	1b	10,546,842
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	365,119,936
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	365,119,936
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,476,799
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	359,643,137
6	Minimum investment return. Enter 5% of line 5.	6	17,982,157

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

1	Minimum investment return from Part X, line 6.	1	17,982,157
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	84,121
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	1,045
c	Add lines 2a and 2b.	2c	85,166
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	17,896,991
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	17,896,991
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	17,896,991

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	8,433,039
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	327,888
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	8,760,927
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,760,927

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				17,896,991
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 12,534,383				
b From 2014. 13,140,682				
c From 2015. 13,126,385				
d From 2016. 6,463,517				
e From 2017.				
f Total of lines 3a through e.	45,264,967			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>8,760,927</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				8,760,927
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	9,136,064			9,136,064
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,128,903			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	3,398,319			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	32,730,584			
10 Analysis of line 9				
a Excess from 2014. 13,140,682				
b Excess from 2015. 13,126,385				
c Excess from 2016. 6,463,517				
d Excess from 2017.				
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling.	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>				
b Check box to indicate whether the organization is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
	Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions
a	The name, address, and telephone number or e-mail address of the person to whom applications should be addressed The Cynthia George Mitchell Foundat wwwcgmforg The Woodlands, TX 77381 (713) 377-5060 www cgmf org
b	The form in which applications should be submitted and information and materials they should include Grant inquiries and grant funding requests are made through the Foundation's website, www cgmf org
c	Any submission deadlines N/A
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors The Foundation accepts grant requests that focus on the following initiatives water, clean energy, sustainability science, shale sustainability, and land conservation

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2019-11-09	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.) > ☒ **Yes** ☐ **No**

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Carleton G Mitchell	Chairman 2 00	0		148
2700 Technology Forest 260 The Woodlands, TX 77381				
Katherine Lorenz	President 40 00	196,500	24,066	214
2700 Technology Forest 260 The Woodlands, TX 77381				
Adrienne Dreiss Ropp	Vice President 2 00	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
Spiros Vassilakis	Treasurer 2 00	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
Michelle Robinson	Secretary 1 00	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
Meredith Heimburger	Director 0 50	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
Sheridan Lorenz	Director 0 50	0		198
2700 Technology Forest 260 The Woodlands, TX 77381				
Alex Mitchell	Director 0 50	1,000		
2700 Technology Forest 260 The Woodlands, TX 77381				
B Greg Mitchell	Director 0 50	0		2,437
2700 Technology Forest 260 The Woodlands, TX 77381				
Graham Mitchell	Director 0 50	750		
2700 Technology Forest 260 The Woodlands, TX 77381				
G Scott Mitchell	Director 0 50	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
J Kirk Mitchell	Director 0 50	0		
2700 Technology Forest 260 The Woodlands, TX 77381				
Mark D Mitchell	Director 0 50	0		661
2700 Technology Forest 260 The Woodlands, TX 77381				
M Kent Mitchell	Director 2 00	0		2,082
2700 Technology Forest 260 The Woodlands, TX 77381				
Sarah Mitchell	Director 0 50	0		914
2700 Technology Forest 260 The Woodlands, TX 77381				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
1894 Inc2020 Postoffice Street Galveston, TX 77550	N/A	PC	To support the Grand 1894 Opera House	7,500
American Civil Liberties Union Fdn 125 Broad St 18th Floor New York, NY 10004	N/A	PC	Protect the basic civil liberties of all people in the United States	12,000
American Immigration Council 1331 G Street Suite 200 Washington, DC 20005	N/A	PC	For the 'Dilley Pro Bono Project'	25,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American YouthWorks 1901 E Ben White Blvd Austin, TX 78741	N/A	PC	Empowering at-risk youth through education service and green jobs training	10,000
Amigos de KorimaPO Box 342 Alpine, TX 79831	N/A	PC	To nurture young lives and minds	10,000
Anglo-American Charitable Foundatio 199 N Woodbury Avenue Suite 103 Pitman, NJ 08071	N/A	PC	The Stephen Hawking Foundation	15,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Austin Film Society 1901 East 51st Street Austin, TX 78723	N/A	PC	For sponsorship of the film 'Pahokee'	20,000
Austin Theatre AlliancePO Box 1566 Austin, TX 78767	N/A	PC	Sponsorship for Planet Texas 2050 at Paramount Theatre	10,000
Austin Theatre AlliancePO Box 1566 Austin, TX 78767	N/A	PC	Montopolis Productions presents The Legend of Big Bend	15,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bayou District Foundation320 Julia St New Orleans, LA 70130	N/A	PC	To facilitte reconstruction and help residents break their cycle of poverty	500
Broad Community Connections 300 N Broad Street Suite 208 New Orleans, LA 70119	N/A	PC	To revitalize Broad Street from Tulane Avenue to Bayou Road	500
Cape Fear Community College Foundat 411 N Front St Wilmington, NC 28401	N/A	PC	2018 Sponsorship	1,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cape Fear Community College Foundat 411 N Front St Wilmington, NC 28401	N/A	PC	Construction Management and Sustainability Technologies scholarships 2018-2019	8,000
Cape Fear River Watch617 Surrey St Wilmington, NC 28401	N/A	PC	To provide oversight and watchcare for the Cape Fear River	10,000
Center For American Progress 1333 H Street NW 10th Floor Washington, DC 20005	N/A	PC	To improve the lives of all Americans	12,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Charities Aid Foundation America 225 Reinekers Lane Suite 375 Alexandria, VA 22314	N/A	PC	To support the Tujatane Tongabezi Trust School in Livingston Zambia	20,000
Westcave Outdoor Discovery Center 24814 Hamilton Pool Rd Round Mountain, TX 78663	N/A	PC	Celebration of Children in Nature Awards	6,195
The Academy of Medicine Eng Science 3925 W Braker Ln Suite 3 Austin, TX 78759	N/A	PC	Mary Beth Maddox Excellence Fund	1,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Chihuahuan Desert Research Institut PO Box 905 Fort Davis, TX 79734	N/A	PC	Promote public awareness appreciation and concern for the natural diversity of the Chihuahuan	10,000
Christine Alberts Swan Songs Inc PO Box 41475 Austin, TX 78704	N/A	PC	Organize private concerts for individuals with a terminal illness	20,000
Citizens for Responsibility and Eth 455 Massachusetts Avenue NW Washington, DC 20001	N/A	PC	Support legal action to reduce influence of money in politics	20,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Clean Water Fund 1444 Eye Street NW Suite 400 Washington, DC 20005	N/A	PC	For a more climate resilient Austin Integrating Water Forward and CodeNext	13,000
Clifford Antone FoundationPO Box 6493 Austin, TX 78762	N/A	PC	Lead efforts in our music community to help those in need	20,000
Conspirare Inc 505 E Huntland Dr Suite 155 Austin, TX 78752	N/A	PC	To engage audiences in extraordinary musical experiences	2,500
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Consultative Group on Biological Di PO Box 29361 San Francisco, CA 94129	N/A	PC	Climate and Energy Funders Group Membership and Support	5,000
Cystic Fibrosis Foundation-Carolina 7101 Creedmoor Road Suite 130 Raleigh, NC 27613	N/A	PC	Pipeline To a Cure sponsorship	10,000
Davidson CollegeBox 7170 Davidson, NC 28035	N/A	PC	Private liberal arts education	15,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Denali Foundation4265 San Felipe 1100 Houston, TX 77027	N/A	PC	To preserve the artwork of Denali Schmidt and ongoing support for the expansion of the minds of young artists	2,500
Duke University324 Blackwell Street Durham, NC 27701	N/A	PC	To implement the Internet of Water	50,000
Environment Texas Research and Poli 815 Brazos Suite 600 Austin, TX 78701	N/A	PC	To expand the use of One Water solutions across Texas	25,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Environment Texas Research and Poli 815 Brazos Suite 600 Austin, TX 78701	N/A	PC	To expand rooftop solar across Texas	20,000
Environmental Defense Fund Incorpor 257 Park Avenue South New York, NY 10010	N/A	PC	To advance groundwater sustainability in Texas by shaping a groundwater advocacy strategy	100,000
Environmental Integrity Project 707 Rio Grande St Suite 200 Austin, TX 78701	N/A	PC	To determine whether certain emissions from oil and gas production in the southern Permian Basin	15,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
First Baptist ChurchPO Box 308 Brackettville, TX 78832	N/A	PC	To love and minister to the people of Kinney County through community outreach	20,000
Friends of South Louisiana Wetlands 7910 Park Avenue Houma, LA 70364	N/A	PC	To revolutionize how we think teach and learn about Louisiana's disappearing coast	500
George Mason University Foundation 4400 University Drive Fairfax, VA 22030	N/A	PC	To build RepublicEn's capacity for long-term coalition investments in conservative climate education	50,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Global Fund For Children 1411 K Street NW Suite 1200 Washington, DC 20005	N/A	PC	For the Juliette Gimon Fund for Courageous Leadership	2,000
Good Work Network 2028 Oretha Castle Blvd New Orleans, LA 70113	N/A	PC	To serve as a catalyst for minority and women owned business success	500
Guadalupe Neighborhood Development 813 E 8th Street Austin, TX 78702	N/A	PC	Development and rehabilitation of high quality affordable housing for low to moderate income family	10,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Halo Trust USA Inc 1730 Rhode Island Ave NW Suite 403 Washington, DC 20036	N/A	PC	In honor of Bradley Tirpak	3,000
Healthy Community Resources and Adv 1855 Duels St New Orleans, LA 70119	N/A	PC	For human services	500
Hill Country AlliancePO Box 151675 Austin, TX 78715	N/A	PC	To build organizational capacity and leadership for long-term conservation of the Texas Hill Country	100,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hill Country AlliancePO Box 151675 Austin, TX 78715	N/A	PC	To launch a Network strategy to protect the land and water resources of the Texas Hill Country	100,000
Hill Country AlliancePO Box 151675 Austin, TX 78715	N/A	PC	To support a Hill Country delegation at the 2018 One Water Summit	7,000
International Community Foundation 2505 N Avenue National City, CA 91950	N/A	PC	Friends of Puente	25,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
International Documentary Foundatio 3470 Wilshire Blvd Suite 980 Los Angeles, CA 90010	N/A	PC	To support the film titled 'Above It All'	20,000
KickStart International Inc 1385 Mission Street Suite 300 San Francisco, CA 94109	N/A	PC	To help millions of people out of poverty	33,000
Land Trust Alliance Inc 1660 L Street NW Suite 1100 Washington, DC 20036	N/A	PC	Texas Land Trust Advancement Initiative	37,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Liberty's KitchenPO Box 19293 New Orleans, LA 70179	N/A	PC	To invest in the potential of youth to create and achieve their vision of success	500
Lincoln Institute of Land Policy 113 Brattle Street Cambridge, MA 02138	N/A	POF	International Land Conservation Network	5,000
Louisiana Homebuyer Education Colla 4640 S Carrollton Ave Suite 160 New Orleans, LA 70119	N/A	PC	To support organizations providing first-time homebuyers education financial literacy credit	500
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Marfa Education Foundation Inc PO Box 660 Marfa, TX 79843	N/A	PC	To support and enhance the work of the Marfa Independent School District	10,000
Marfa Live ArtsPO Box 1365 Marfa, TX 79843	N/A	PC	To engage a diverse community through the performing arts	10,000
Marfa Studio of Arts IncPO Box 1189 Marfa, TX 79843	N/A	PC	Provide continuous year-round arts programming for children and young people in the Marfa Texa	15,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Media Matters for AmericaPO Box 52155 Washington, DC 20091	N/A	PC	Comprehensively monitor, analyze and correct conservative misinformation in the US media	12,000
National Academy of Sciences 500 Fifth Street NW NAS 206 Washington, DC 20001	N/A	GOV	2017 The Presidents' Circle	10,000
National Academy of Sciences 500 Fifth Street NW NAS 206 Washington, DC 20001	N/A	GOV	2018 The Presidents' Circle	10,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Academy of Sciences 500 Fifth Street NW NAS 206 Washington, DC 20001	N/A	GOV	Strengthening Undergraduate and Graduate Sustainability Programs and Curricula	100,000
National Center for Family Philanth 1667 K Street NW Suite 550 Washington, DC 20006	N/A	PC	To promote philanthropic values vision and excellence	15,000
National Wildlife Federation Austin 505 East Huntland Drive Suite 485 Austin, TX 78752	N/A	PC	To sponsor an Austin delegation at the 2018 One Water Summit	7,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Wildlife Federation Austin 505 East Huntland Drive Suite 485 Austin, TX 78752	N/A	PC	To develop a strategic plan for the Texas Living Waters Project	50,000
National Wildlife Federation Austin 505 East Huntland Drive Suite 485 Austin, TX 78752	N/A	PC	For the protection of freshwater resources in Texas through the work of the Texas Living Water Project	100,000
NOLA Business Alliance 1250 Poydras St Suite 2150 New Orleans, LA 70113	N/A	PC	To grow the job base and secure private investment for Orleans Parish	500
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Nonprofit Knowledge Works Inc 1515 Poydras Street Suite 1240 New Orleans, LA 70112	N/A	PC	To increase the effectiveness and efficiency of the local and regional decision making community	500
Old Central Cultural Center Inc PO Box 2111 Galveston, TX 77553	N/A	PC	Juneteenth Celebration Activities	2,500
Parks and Wildlife Foundation of Te 2914 Swiss Ave Dallas, TX 75204	N/A	PC	Balmorhea pool repair	10,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, TX 77023	N/A	PC	To ensure the right and ability of all individuals to manage their sexual and reproductive health	4,733
Profound Gentlemen Inc 7715 Krefield Glen Drive 511 Charlotte, NC 28227	N/A	PC	To build a community of male educators of color	10,000
R Street Institute 1050 17th Street NW Suite 1150 Washington, DC 20036	N/A	PC	To promote and advance a conservative clean energy and environmental protection perspective	95,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Resources For The Future1616 P St NW Washington, DC 20036	N/A	PC	For white paper on industrial emissions	25,000
Rocky Mountain Institute 2490 Junction Place Suite 200 Boulder, CO 80301	N/A	PC	Shine Texas To continue to unlock the community-scale solar market to provide clean affordable electricity	150,000
San Diego Children's Choir 123 Camino de la Reina Suite 202 So San Diego, CA 92108	N/A	PC	Provide music education and performance experience to the youth of San Diego	17,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Save Our Springs Alliance Inc 905 W Oltorf Suite A Austin, TX 78704	N/A	PC	Protect the Edwards Aquifer	30,000
Save Our Springs Alliance Inc 905 W Oltorf Suite A Austin, TX 78704	N/A	PC	For the 'Springs Trail Project'	20,000
Sierra Club Foundation 2101 Webster Street Suite 1250 Oakland, CA 94612	N/A	PC	To advance a blueprint for clean energy for all in Texas	50,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sierra Club Foundation 2101 Webster Street Suite 1250 Oakland, CA 94612	N/A	PC	To create a Clean Energy Scorecard	15,000
SongwritingWithSoldiers 901 S Mopac Expressway Suite 225 Austin, TX 78746	N/A	PC	Transform lives through the process of collaborative songwriting	10,000
State Innovation Exchange PO Box 260230 Madison, WI 53726	N/A	PC	To support state legislators and the general public through providing educational resources	12,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sul Ross State UniversityPO Box C-21 Alpine, TX 79832	N/A	GOV	To participate & collaboratively develop a work plan for the Trans-Pecos region of Texas	50,000
Sul Ross State University SRSU Box C-71 Alpine, TX 79832	N/A	GOV	Support for SRSU Center For Big Bend Studies	15,000
Teach A Class619 Corbett Ave San Francisco, CA 94114	N/A	PC	For the O3 Schools Schoolinakit project	11,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Teach For America Charlotte 5855 Executive Center Drive Suite 1 Charlotte, NC 28212	N/A	PC	To enlist, develop and mobilize as many as possible of our nation's most promising future leaders	5,000
Teach For America Charlotte 5855 Executive Center Drive Suite 1 Charlotte, NC 28212	N/A	PC	For educational equity and excellence	10,000
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	For the Mitchell Institute's Physics Enhancement Program-Summer school	55,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	TAMUG Sea Life Center	25,000
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	TAMUG Sea Camp	5,000
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	TAMUG George P Mitchell Society	5,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	For the MIFPA External Advisory Board mtg Oct '18	10,000
Texas AM Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	To support "The George P Mitchell Society"	5,000
Texas AM University-Corpus Christi 6300 Ocean Drive Unit 5869 Corpus Christi, TX 78412	N/A	GOV	Planning grant to establish the Mitchell L Mathis Program for Environmental Water Economics	20,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Agricultural Land Trust PO Box 6152 San Antonio, TX 78209	N/A	PC	To implement a comprehensive outreach and capacity-building initiative	83,000
Texas Clean Energy Coalition 327 Congress Ave Suite 450 Austin, TX 78701	N/A	POF	To initiate planning for a long-term effort to embed conservation and clean energy	33,000
Texas Clean Energy Coalition 327 Congress Ave Suite 450 Austin, TX 78701	N/A	POF	To amplify the 'Texas Story' of a market-driven transition to clean energy	350,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Conservation Alliance PO Box 822554 Dallas, TX 75382	N/A	PC	Shifting the Texas Water Paradigm	15,000
Texas Dance Hall Preservation Inc 3005 S Lamar Blvd Ste D-109 315 Austin, TX 78704	N/A	PC	For saving historic Texas dance halls	5,000
Texas Parks and Wildlife Department 4200 Smith School Road Austin, TX 78744	N/A	GOV	Development of an Environmental Flow Information Toolkit (EFIT)	37,860
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas State University Development 601 University Drive San Marcos, TX 78666	N/A	PC	The Wittliff Collections Renovation and Expansion project	10,000
Texas State University Development 601 University Drive San Marcos, TX 78666	N/A	PC	Strategic Development of the publication 'Texas+Water'	20,000
Texas State University Development 601 University Drive San Marcos, TX 78666	N/A	PC	Researching solutions to water challenges in Texas	205,000
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Tribune Inc 823 Congress Avenue Suite 1400 Austin, TX 78701	N/A	PC	To provide coverage of water and energy issues in Texas	140,000
Texas Water Foundation Inc PO Box 13252 Austin, TX 78711	N/A	PC	To advance development of strategic and business plans for the Texas Water Foundation	150,000
The Aspen Institute Inc 1 Dupont Circle NW Suite 700 Washington, DC 20036	N/A	PC	To develop recommendations to improve the governance of shale resource development and decision	100,500
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Earth Genome1700 15th St NW Washington, DC 20009	N/A	PC	To expand decision support and facilitate impactful transactions that improve environmental flow	110,000
The Greater New Orleans Foundation 919 St Charles Ave New Orleans, LA 70130	N/A	PC	To create a thriving community for all	500
The Jane Goodall Institute 1595 Spring Hill Road Suite 550 Vienna, VA 22181	N/A	PC	Preservation of great apes and their habitats	20,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Nature Conservancy VA 4245 N Fairfax Drive Suite 100 Arlington, VA 22203	N/A	PC	Planning for Energy Sprawl in West Texas to support scoping for comprehensive energy planning	36,251
The Philanthropy Workshop Inc 110 East 25th St New York, NY 10010	N/A	PC	To inspire, transform and catalyze a network of effective philanthropists	20,000
The Shumla School IncPO Box 627 Comstock, TX 78837	N/A	PC	Preserving the Oldest 'Books' in North America	20,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The South Central Partnership for E 3103 Bee Caves Road Suite 135 Austin, TX 78746	N/A	PC	Advancing Energy Policy in Texas	75,000
The Sumba Foundation107 Via Escorial San Clemente, CA 92672	N/A	PC	To support Sumba Foundation projects	3,000
The Synergos Institute 3 East 54th Street 14th Floor New York, NY 10022	N/A	PC	Global Philanthropists Circle 12/01/18-11/30/19	24,500
Total ▶ 3a				4,600,511

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Columbia UniversityPO Box 29789 New York, NY 10087	N/A	PC	For white paper on industrial emissions	25,000
The University of Texas at Austin B 101 E 27th Street Stop 5300 Austin, TX 78712	N/A	GOV	To minimize adverse impacts on aquatic species habitats by optimizing water mgmt for shale oil	125,972
The University of Texas at Austin E 2275 Speedway Mail Code C9000 Austin, TX 78712	N/A	GOV	To address Texas water resilience challenges-Texas Water Research Network	40,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
The University of Texas at Austin K 300 West Dean Keeton A0704 Austin, TX 78712	N/A	GOV	Energy and environment reporting about and from West Texas	150,000
The University of Texas at Austin 204 E Dean Keeton Street MailStop C Austin, TX 78712	N/A	GOV	A Project Related to Integrating Sustainability into Higher Education	227,000
The University of Texas Law School 727 E Dean Keeton St Austin, TX 78705	N/A	PC	Provide assistance with the Alpine High Energy Project	50,000
Total ► 3a				4,600,511

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Name and address (home or business)				
a <i>Paid during the year</i>				
The University of Texas Law School 727 E Dean Keeton St Austin, TX 78705	N/A	PC	Provide advisory role for the Greater Big Bend Region Energy Project	50,000
The Woodlands Center for the Perfor 2005 Lake Robbins Drive The Woodlands, TX 77380	N/A	PC	To educate encourage entertain and build commitment for the performing arts	25,000
Trinity Edwards Springs Protection PO Box 160971 Austin, TX 78716	N/A	PC	Sponsorship for TESSPA Event Oct 2018	2,500
Total ▶ 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
Trustees of Boston University 25 Buick Street Suite 200 Boston, MA 02215	N/A	PC	Integrated Urban Water Management in Texas Developing Future Solutions for the Lone Star State	130,000
Truth Be ToldPO Box 40221 Austin, TX 78704	N/A	PC	Provides transformational tools for incarcerated women behind and beyond bars	30,000
UC San Diego Foundation 9500 Gilman Drive 0940 La Jolla, CA 92093	N/A	PC	Integrative Oceanography Division at Scripps Institution of Oceanography	50,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
United Way of Galveston Inc 2200 Market St Suite 850 Galveston, TX 77550	N/A	PC	For Galveston 2039	100,000
University of Houston Foundation 4543 Post Oak Place Dr Suite 250 Houston, TX 77027	N/A	PC	To support hiring of a Strategic Planning Consultant	15,000
University of Houston-Texas Music F 120 School of Music Bldg Houston, TX 77204	N/A	GOV	2018 Texas Music Festival	20,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Western States Water Council 682 E Vine St Murray City, UT 84107	N/A	GOV	To accelerate the adoption and development cycle of the Water Data Exchange WaDE) data-sharing	50,000
Whidbey Environmental Action Networ PO Box 53 Langley, WA 98260	N/A	PC	For the restoration and preservation of Whidbey Island and Pacific Northwest	10,000
Windward Fund 1201 Connecticut Avenue NW Suite 30 Washington, DC 20036	N/A	PC	To support Phase II of the Water Funder Initiative	100,000
Total ► 3a				4,600,511

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Working Families5855 Lehman Drive Colorado Springs, CO 80918	N/A	PC	Building progressive power to renew the American Dream	8,000
Total ▶ 3a				4,600,511

TY 2018 Accounting Fees Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DCA CBC accounting	2,509	0	0	2,509
Tax compliance	9,500	4,750	0	4,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 18007218

Software Version: 2018v3.1

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Computer and electronics	2013-01-01	54,496	21,841	200DB	5 0000	2,710			
Furniture and fixtures	2013-01-01	174,721	29,194	200DB	7 0000	9,755			
Website	2015-01-01	43,841	8,993	SL	15 0000	2,923			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Expenditure Responsibility Statement

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 18007218

Software Version: 2018v3.1

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Texas Clean Energy Coalition	327 Congress Ave Ste 450 Austin, TX 78701	2018-10-01	350,000	To amplify the market-driven transition to clean energy	349,960	No	7/1/19	2019-07-01	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made
Texas Clean Energy Coalition	327 Congress Ave Ste 450 Austin, TX 78701	2018-01-01	33,000	To initiate planning to embed conservation and clean energt	33,000	No	7/1/19	2019-07-01	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made
Texas Clean Energy Coalition	327 Congress Ave Ste 450 Austin, TX 78701	2017-04-01	375,000	To support the market-driven transition to clean energy	375,000	No	4/2/18, 7/1/19	2019-07-01	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made
Lincoln Institute of Land Policy	113 Brattle Street Cambridge, MA 02138	2018-03-09	5,000	International Land Conservation Network	5,000	No	9/13/2019	2019-09-13	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee, therefore, no independent verification of the report was made

TY 2018 Investments Corporate Stock Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
147,050 shs AMLP	2,101,478	1,283,747
6,800,954 shs DVN	369,014,218	153,293,503
95,791 shs DVY	8,834,386	8,555,094
63,480 shs IWM	9,308,454	8,499,972
34,616 shs JNK	1,221,953	1,162,751
26,142 shs MDY	8,979,210	7,912,399
170,123 shs PGX	2,500,788	2,291,557
112,196 shs QQQ	14,379,970	17,307,354
53,766 shs SPY	14,198,407	13,437,199
42.035 shs VNQ	3,551,409	3,134,550
127,612 shs XLB	6,624,055	6,446,958
11,198 shs XLE	999,885	642,205
263,895 shs XLF	6,249,325	6,285,979
139,472 shs XLI	9,199,808	8,983,392
127,238 shs XLK	7,222,307	7,886,211
88,410 shs XLP	4,559,249	4,489,460
74,256 shs XLU	3,634,018	3,929,628
148,021 shs XLV	12,460,737	12,805,297
105,246 shs XLY	9,891,171	10,420,406
62,874 shs SPLV	3,077,915	2,933,072
3,300 shs DIA	881,223	769,560
92,442 shs XBI	8,786,352	6,632,714

**TY 2018 Land, Etc.
Schedule****Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	130,779	51,388	79,391	79,391
Machinery and Equipment	94,597	42,965	51,632	51,632
Improvements	173,230		173,230	173,230
Land	2,975,543		2,975,543	2,975,543
Miscellaneous	56,338	11,916	44,422	44,422

TY 2018 Legal Fees Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HR and other consulting matters	21,940	0	0	21,940

TY 2018 Other Assets Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Conservancy Management LLC	81,245	80,697	81,542
Cook's Branch Conservancy LP	25,923,392	25,762,738	9,544,920

TY 2018 Other Expenses Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 18007218

Software Version: 2018v3.1

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Amortization expense	12,374			
DCA - CBC habitat/environmental	451,469			451,469
DCA - CBC insurance	25,502			25,502
DCA - CBC property management	455,485			455,485
DCA - CBC repairs and maintenance	230,706			230,706
DCA - CBC supplies/G&A	35,740			35,740
Dues/memberships	13,100			13,100
Insurance	12,174			12,174
Office expense	38,327			38,327
Passthrough depr/amort - CBC	88,016			

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Postage/delivery	5,582			5,582
Repairs and maintenance	10,166			10,166
Subscriptions	15,170			15,170
Telephone	13,286			13,286
Training/seminars/video conference	8,592			8,592

TY 2018 Other Increases Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Description	Amount
Adjustment to basis in stock received from estate	2,989,018
Difference between book and FMV of donated securities	99,246,193

TY 2018 Other Notes/Loans Receivable Short Schedule

Name: The Cynthia & George Mitchell Foundation

EIN: 74-2170127

Software ID: 18007218

Software Version: 2018v3.1

Name of 501(c)(3) Organization	Balance Due
Texas Parks and Wildlife Fdn	150,000

TY 2018 Other Professional Fees Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Communications/outreach	155,281	0	0	155,281
DCA - CBC other professional fees	7,575	0	0	7,575
Habitat/environmental research	90,028	0	0	90,028
Philanthropic consulting fees	894,527	0	0	894,527
Propery mamagement fees	39,165	0	0	39,165
Public info/website fees	10,753	0	0	10,753
Staffing, recruiting & other svcs	117,405	0	0	117,405

TY 2018 Taxes Schedule**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ad valorem tax	1,267			1,267
Excise tax	77,500			

TY 2018 TransfersToControlledEntities**Name:** The Cynthia & George Mitchell Foundation**EIN:** 74-2170127**Software ID:** 18007218**Software Version:** 2018v3.1

Name	US / Foreign Address	EIN	Description	Amount
Cooks Branch Conservancy LP	2700 Technology Forest Blvd 260 The Woodlands, TX 77381	74-2170127	Contribution to partnership, a direct charitable activity of the foundation, for operating expenses	1,135,800
Total				1,135,800

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491313003069							
<div>Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small></div>		<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Go to www.irs.gov/Form990 for the latest information</div>			<div>OMB No 1545-0047</div> <div>2018</div>						
<div>Name of the organization</div> <div>The Cynthia & George Mitchell Foundation</div>				<div>Employer identification number</div> <div>74-2170127</div>							
<div>Organization type (check one)</div>											
<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>						<div>Section:</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>					
<div>Check if your organization is covered by the General Rule or a Special Rule.</div> <div>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</div>											
<div>General Rule</div> <div><input checked="" type="checkbox"/> For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.</div>											
<div>Special Rules</div> <div><input type="checkbox"/> For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.</div> <div><input type="checkbox"/> 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 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.</div> <div><input type="checkbox"/> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$</div>											
<div>Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).</div>											
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2018)							

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mitchell Marital Ded Nonexempt Tr	\$ 160,025,552	Person <input checked="" type="checkbox"/>
	2700 Technology Forest 260		Payroll <input type="checkbox"/>
	The Woodlands, TX 77381		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	Mitchell NonQTIP Marital Ded Ex Tr	\$ 112,170	Person <input checked="" type="checkbox"/>
	2700 Technology Forest 260		Payroll <input type="checkbox"/>
	The Woodlands, TX 77381		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	Mitchell Marital Ded Exempt Tr	\$ 80,172	Person <input checked="" type="checkbox"/>
	2700 Technology Forest 260		Payroll <input type="checkbox"/>
	The Woodlands, TX 77381		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part II			
Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	Securities - Publicly traded	\$ 149,803 959	2018-01-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	4,015 shs DVN	\$ 112 159	2018-12-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	2,851 shs DVN	\$ 79 643	2018-12-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization The Cynthia & George Mitchell Foundation	Employer identification number 74-2170127
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	