

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

MEADOWS FOUNDATION, INC.

A Employer identification number

75-6015322

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

3003 SWISS AVE

Room/suite

B Telephone number (see instructions)

(214) 826-9431

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

DALLAS, TX 75204

C If exemption application is pending, check here ☐ **U**

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ 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) ▶ \$ 655,481,000

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,552,405	1,552,405		
	4 Dividends and interest from securities	7,305,464	8,852,587		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,376,438			
	b Gross sales price for all assets on line 6a 182,280,459				
	7 Capital gain net income (from Part IV, line 2)		26,058,803		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
b Less: Cost of goods sold 0					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule) STMT 2	3,200,982	1,482,381	0		
12 Total. Add lines 1 through 11	40,435,289	37,946,176	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,127,875	691,851		1,436,024
	14 Other employee salaries and wages	3,407,743	566,437		2,836,297
	15 Pension plans, employee benefits	1,977,295	472,478		1,528,790
	16a Legal fees (attach schedule) STMT 3	72,676	28,028	0	48,824
	b Accounting fees (attach schedule) STMT 3	122,735	69,583	0	24,650
	c Other professional fees (attach schedule) STMT 3	2,072,451	1,831,094	0	145,461
	17 Interest		106		
	18 Taxes (attach schedule) (see instructions) STMT 4	626,204	380,700	0	579
	19 Depreciation (attach schedule) and depletion STMT 5	982,462	75,046	0	
	20 Occupancy	509,538	107,003		277,606
	21 Travel, conferences, and meetings	276,640	67,958		210,367
	22 Printing and publications	92,830	4,772		88,063
	23 Other expenses (attach schedule) STMT 6	7,125,506	3,032,781	0	2,105,816
	24 Total operating and administrative expenses. Add lines 13 through 23	19,393,955	7,327,837	0	8,702,477
	25 Contributions, gifts, grants paid STMT 1	20,931,727			18,329,739
26 Total expenses and disbursements. Add lines 24 and 25	40,325,682	7,327,837	0	27,032,216	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	109,607				
b Net investment income (if negative, enter -0-)		30,618,339			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,000	3,000	3,000
	2 Savings and temporary cash investments	30,795,717	30,007,629	30,007,629
	3 Accounts receivable ▶ 180,429			
	Less: allowance for doubtful accounts ▶	373,750	180,429	180,429
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges STMT 7	517,640	166,076	166,076
	10a Investments—U.S. and state government obligations (attach schedule)	88,043,722	77,989,276	77,989,276
	b Investments—corporate stock (attach schedule) STMT 7	315,828,966	278,067,347	278,067,347
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment: basis ▶ STMT 8 8,365,460			
	Less: accumulated depreciation (attach schedule) ▶ STMT 8 1,729,864	5,720,000	6,635,596	6,635,596
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) STMT 9	251,893,152	239,056,655	239,056,655
	14 Land, buildings, and equipment: basis ▶ STMT 10 1,887,444			
	Less: accumulated depreciation (attach schedule) ▶ STMT 10 1,577,427	321,045	310,017	310,017
	15 Other assets (describe ▶ STMT 11)	23,754,048	23,064,975	23,064,975
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	717,251,040	655,481,000	655,481,000
	17 Accounts payable and accrued expenses	414,243	1,101,183	
	18 Grants payable	35,831,060	35,458,284	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ STMT 12)	4,513,362	4,448,434	
	23 Total liabilities (add lines 17 through 22)	40,758,665	41,007,901	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	676,492,375	614,473,099	
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	30 Total net assets or fund balances (see instructions)	676,492,375	614,473,099	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	717,251,040	655,481,000	

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	676,492,375
2 Enter amount from Part I, line 27a	2	109,607
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	676,601,982
5 Decreases not included in line 2 (itemize) ▶ STMT 13	5	62,128,883
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	614,473,099

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT 14			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 134,772,223		108,713,420	26,058,803
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a		0	26,058,803
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	26,058,803
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

(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	34,676,405	681,331,429	0.050895
2016	29,882,405	641,943,124	0.046550
2015	34,276,598	657,100,887	0.052163
2014	34,594,625	701,315,457	0.049328
2013	35,791,388	680,044,387	0.052631

2 Total of line 1, column (d)	2	0.251567
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	0.050313
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	666,684,273
5 Multiply line 4 by line 3	5	33,542,886
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	306,183
7 Add lines 5 and 6	7	33,849,069
8 Enter qualifying distributions from Part XII, line 4 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.	8	27,273,509

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	612,367	
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	612,367	
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	612,367	
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	989,385	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	51,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,040,385	
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	428,018	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax 428,018 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		✓
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		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MFI.ORG	✓	
14 The books are in care of ► PAULA HERRING Telephone no. ► (214) 826-9431 Located at ► 3003 SWISS AVE, DALLAS, TX ZIP+4 ► 75204		
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		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		✓

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	✓
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	✓
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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	<input checked="" type="checkbox"/>
	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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	<input checked="" type="checkbox"/>
	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
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<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, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 15 3003 SWISS AVE, DALLAS, TX 75204		2,127,875	388,774	

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
STATEMENT 16 3003 SWISS AVE., DALLAS, TX 75204		762,879	211,221	

Total number of other employees paid over \$50,000 22

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
STATEMENT 17		1,330,812

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

38

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 ADMINISTRATION AND OPERATION OF THE WILSON HISTORIC DISTRICT (SEE STMTS 1, 18, & 20)	3,303,439
2 ADMINISTRATION AND OPERATION OF THE MEADOWS CONFERENCE CENTER (SEE STMTS 1 & 18)	836,452
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 WILSON HISTORIC DISTRICT (SEE STMTS 1 & 18)	183,933
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	183,933

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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	397,835,857
b	Average of monthly cash balances	1b	25,759,369
c	Fair market value of all other assets (see instructions)	1c	253,241,599
d	Total (add lines 1a, b, and c)	1d	676,836,825
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	676,836,825
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,152,552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	666,684,273
6	Minimum investment return. Enter 5% of line 5	6	33,334,214

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	33,334,214
2a	Tax on investment income for 2018 from Part VI, line 5	2a	612,367
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	612,367
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,721,847
4	Recoveries of amounts treated as qualifying distributions	4	220,469
5	Add lines 3 and 4	5	32,942,316
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	32,942,316

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	27,032,216
b	Program-related investments—total from Part IX-B	1b	183,933
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	57,360
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	27,273,509
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	27,273,509

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				32,942,316
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0	
b Total for prior years: 20 <u>14</u> , 20 <u>15</u> , 20 <u>16</u>		0		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	0			
b From 2014	0			
c From 2015	0			
d From 2016	0			
e From 2017	436,324			
f Total of lines 3a through e	436,324			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ <u>27,273,509</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2018 distributable amount				27,273,509
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	436,324			436,324
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				5,232,483
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)	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
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 ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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 % of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

N/A, TX

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

SEE STATEMENT 20

c Any submission deadlines:

SEE STATEMENT 20

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

SEE STATEMENT 20

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 21				
Total			3a	18,329,739
b Approved for future payment SEE STATEMENT 22				
Total			3b	28,686,131

Form **990-PF** (2018)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,552,405	
4	Dividends and interest from securities			14	7,305,464	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	523000	246,585	18	28,129,853	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue: a SEE STATEMENT 23	900099	(4,901,816)		8,102,798	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		(4,655,231)		45,090,520	0
13	Total. Add line 12, columns (b), (d), and (e)				13	40,435,289

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[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.

Hinda B. Giano
Signature of officer or trustee

11-14-19
Date

PRESIDENT & CEO
Title

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

RACHEL SPURLOCK

Firm's name ► CROWE LLP

Firm's address ► 750 N ST PAUL SUITE 850, DALLAS, TX 75201

Preparer's signature

Rachel Spurlink

Date	
------	--

11/14/2019

Check ☐ if self-employed

PTIN

P00520729

Firm's EIN ▶	35-0921680
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Phone no.	(214) 777-5200
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Form **990-PF** (2018)

Meadows Foundation, Inc.
Index to Statements
Form 990-PF
December 31, 2018
EIN 75-6015322

Index

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Meadows Foundation, Inc.
Summary of Qualifying Distributions by Function
Attachment to Form 990-PF
December 31, 2018
EIN 75-6015322

Statement 1

Description	Amount	Form 990PF Reference
Program Expenses:		
Grants paid:		
Direct grants paid to 190 nonprofit agencies serving the needs of Texans and Texas	18,329,739	Part I, Line 25(d)
Direct Charitable Activities and Operating Programs:		
Administration and operation of the Meadows Conference Center, a conference facility for free-of-charge use by nonprofit, educational, and civic organizations that hold meetings and seminars designed to advance management/operational efficiencies of nonprofit agencies in North Texas. The Center serves over 53,000 persons each year. Also includes administration of the Executive Suites programs that houses up to 10 non-profit organizations on a rent free basis with shared office support.	836,452	Part IX-A, Line 2 Statement 19
Property management, maintenance, and operation of the 22-acre Wilson Historic District housing 22 nonprofit agencies in rent-free office space, includes an in-kind contribution to the City of Dallas for the maintenance of a park that is owned by the City and located within the Wilson Historic District.	3,303,439	Part IX-A, Line 1 Statement 18
Grants administration:		
Administrative and overhead expenditures related to the Foundation's core product of grant making to nonprofit agencies serving the needs of Texans and Texas.	2,897,315	
Total Program Expenses	\$25,366,945	
Supporting Services - Management and General Expense:	1,665,271	
Total Cash-Basis Disbursements for Charitable Purposes:	\$27,032,216	Part I, Line 26(d)
Investment in Charitable Use Assets:		
Program-related Investments:		
Improvements to program-related investment assets	183,933	Part IX-B, Line 1
Other capital expenditures:		
Energy Management system, computer equipment and software	57,360	Part XII, Line 2
Total Qualifying Distributions	\$27,273,509	Part XII, Line 4

Meadows Foundation, Inc.
Other Income
Form 990-PF, Part I, Line 11
December 31, 2018
EIN 75-6015322

Statement 2

Description		(a) Revenue and expenses per books	(b) Net investment income
Value of Imputed Free Rent	(1)	3,191,316	-
Royalty Income		9,612	9,612
Class Action Settlements		-	-
PRI Loan Discount Amortization		-	-
Other Partnership Income		-	1,472,715
Other misc		54	54
Totals		\$ 3,200,982	\$ 1,482,381

(1) MFI provides facilities, utilities and other services to nonprofit organizations as tenants of the Wilson Historic District. Generally Accepted Accounting Principles (GAAP) require that imputed income be calculated and reported for the fair market value of rent provided to the tenants

Meadows Foundation, Inc.
Legal Fees, Accounting Fees, and Other Professional Fees
Form 990-PF, Part I, Line 16
December 31, 2018
EIN 75-6015322

Statement 3

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Legal Fees	\$ 72,676	\$ 28,028	\$ 48,824
Accounting Fees	\$ 122,735	\$ 69,583	\$ 24,650
Other Professional Fees:			
Investment Manager Fees	\$ 1,321,004	1,252,689	\$ -
Custodian Fees	150,170	150,170	-
Other Professional Fees	601,277	428,235	145,461
Total Other Professional Fees	\$ 2,072,451	\$ 1,831,094	\$ 145,461

Statement 3
Part 1, Line 16
Legal, Accounting and Other Professional Fees

Meadows Foundation, Inc.
Taxes
Form 990-PF, Part I, Line 18
December 31, 2018
EIN 75-6015322

Statement 4

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Excise Tax	\$ 212,699	\$ -	\$ -
Property Tax	412,781	43,055	579
Foreign Taxes Paid from K-1s	-	336,921	-
State Unrelated Business Income Tax (1)	724	724	-
Totals	<u>\$ 626,204</u>	<u>\$ 380,700</u>	<u>\$ 579</u>

(1) column's b & d should be zero going forward because we deduct in the 990T

Meadows Foundation, Inc.
 Depreciation and Depletion
 Form 990-PF, Part I, Line 19
 December 31, 2018
 EIN 75-6015322

Statement 5

Description	Date Acquired	Cost Basis	Beginning Accumulated Depreciation	Method of Computation	Convention	Life	Column (a) Current Year Depreciation Expense	Column (b) Allocation to Net Investment Income
Included in Part II, Line 11 * MFI Headquarters Building & Improvements	Various	\$ 2,022,456	\$ 1,685,459	S/L	HY	31.5 yr	\$ 64,404	\$ 64,404
Part II, Line 14 Equipment	Various	1,416,568	1,225,894	S/L	HY	5 yr	65,384	8,186
Furniture	Various	470,876	328,323	S/L	HY	10 yr	20,834	2,456
Included in Part II, Line 15 * PRI Assets	Various	33,439,467	28,164,541	S/L	HY	30 yr	831,660	-
Totals		\$ 37,349,367	\$ 31,384,217				\$ 982,462	\$ 75,046

* The cost basis above excludes Land and Unrealized Gain on value of Land and Building

Meadows Foundation, Inc.
Other Expenses
Form 990-PF, Part I, Line 23
December 31, 2018
EIN 75-6015322

Statement 6

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Pass-through expenses from K-1s	\$ 4,932,698	\$ 2,961,760	\$ -
Repairs & Maintenance	682,808	1,513	662,232
Meadows Conference Center	838,796	-	836,452
Insurance	162,841	3,626	180,793
Equipment Rental	61,237	10,578	49,971
Utilities	139,928	1,963	140,240
Supplies	152,321	43,805	92,338
Community Relations	131,423	3,428	126,628
Dues & Registrations	18,252	5,099	13,153
Postage & Delivery Service	5,202	1,009	4,009
Totals	\$ 7,125,506	\$ 3,032,781	2,105,816

Statement 6
Part I, Line 23
Other Expenses

Meadows Foundation, Inc.
Investments
Form 990-PF, Part II, Line 10
December 31, 2018
EIN 75-6015322

Statement 7

	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
<u>Line 10(a) U.S. and State Government Obligations</u>			
Collective Trusts/Mutual Funds, Other	\$ 88,043,722	\$ 77,989,276	\$ 77,989,276
Totals Line 10(a)	<u>\$ 88,043,722</u>	<u>\$ 77,989,276</u>	<u>\$ 77,989,276</u>
<u>Line 10(b) Corporate Stock</u>			
Common and Preferred Stocks	\$ 53,577,405	\$ 48,289,213	\$ 48,289,213
Collective Trusts/Mutual Funds, Other	262,251,561	229,778,134	229,778,134
Totals Line 10(b)	<u>\$ 315,828,966</u>	<u>\$ 278,067,347</u>	<u>\$ 278,067,347</u>

Statement 7
Part II, Line 10
Investments

Meadows Foundation, Inc.
Real Estate Investments
Form 990-PF, Part II, Line 11
December 31, 2018
EIN 75-6015322

Statement 8

<u>Description</u>	<u>Land & Improvements</u>	<u>Accumulated Depreciation</u>	<u>Total Book Value</u>	<u>FMV</u>
Skiles Street Lot	\$ 3,300,000	-	3,300,000	\$ 3,300,000
Floyd Street Lot	400,000	-	400,000	400,000
Headquarters Block	4,665,460	(1,729,864)	2,935,596	2,935,596
Totals	<u>\$ 8,365,460</u>	<u>\$ (1,729,864)</u>	<u>6,635,596</u>	<u>\$ 6,635,596</u>

Statement 8
 Part II, Line 11
 Real Estate Investments

Meadows Foundation, Inc.
Other Investments
Form 990-PF, Part II, Line 13
December 31, 2018
EIN 75-6015322

Statement 9

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
Limited Partnerships	\$ 251,638,739	\$ 239,017,375	\$ 239,017,375
Paintings	87,100	87,100	87,100
Antique Furniture	49,000	49,000	49,000
Sculpture	6,000	6,000	6,000
Foreign Currency & Due to/from Brokers	112,313	(102,820)	(102,820)
Totals	<u>\$ 251,893,152</u>	<u>\$ 239,056,655</u>	<u>\$ 239,056,655</u>

Statement 9
Part II, Line 13
Other Investments

Meadows Foundation, Inc.
Land, Buildings and Equipment
Form 990-PF, Part II, Line 14
December 31, 2018
EIN 75-6015322

Statement 10

Description	Cost	Accumulated Depreciation	Total Book Value	FMV
Furniture & Fixtures	\$ 470,876	(349,159)	\$ 121,717	\$ 121,717
Equipment	1,416,568	(1,228,268)	188,300	188,300
Totals	<u>\$ 1,887,444</u>	<u>\$ (1,577,427)</u>	<u>\$ 310,017</u>	<u>\$ 310,017</u>

Statement 10
Part II, Line 14
Land, Buildings and Equipment

Meadows Foundation, Inc.
Other Assets
Form 990-PF, Part II, Line 15
December 31, 2018
EIN 75-6015322

Statement 11

Description	Beginning Book Value	Ending Book Value	Ending FMV
Program Related Investments	23,754,048	23,064,975	\$ 23,064,975
Program Related Investment Loans	-	-	-
	\$ 23,754,048	\$ 23,064,975	\$ 23,064,975

Statement 11
Part II, Line 15
Other Assets

Meadows Foundation, Inc.
Other Liabilities
Form 990-PF, Part II, Line 22
December 31, 2018
EIN 75-6015322

Statement 12

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>
Deferred Taxes	740,550	-
Pension Costs Payable	3,772,812	4,448,434
	<u>\$ 4,513,362</u>	<u>\$ 4,448,434</u>

Statement 12
Part II, Line 22
Other Liabilities

Meadows Foundation, Inc.
Other Decreases in Net Assets or Fund Balances
Form 990-PF, Part III, Line 5
December 31, 2018
EIN 75-6015322

Statement 13

<u>Description</u>	<u>Amount</u>
Unrealized Loss on Investments	\$ 61,434,986
Postretirement changes other than net periodic benefit cost (FAS 158)	693,897
Total	<u>\$ 62,128,883</u>

Meadows Foundation
Realized Gains/(Losses)
Form 990PF, Part IV, Line 1(a)
December 31, 2018

Statement 14

Asset Descriptions	Proceeds	Cost	Gain
Total Gain on sale of publicly-traded securities	125,129,094	(108,713,420)	16,415,673
Capital gain reported on 2018 Federal Forms, excluding UBI	14,765,683		14,765,683
Capital gains from Foreign LPs & Corporations	4,602,034		4,602,034
Adjustment to tax basis of MLP shares sold	1,311,599		1,311,599
Capital gain on sale of property (see Statement 14a)	7,021		7,021
Book to Tax Adjustments	(11,043,207)		(11,043,207)
	134,772,224	(108,713,420)	26,058,803

Meadows Foundation, Inc.
Gain on Sale of Security Vehicles
Form 990-PF, Part IV, Line 1(a)
December 31, 2018
EIN 75-6015322

Statement 14 (a)

**2014 White Dodge
Charger**

Purchase Price	\$	19,894
Date of Purchase		1/2/14
Date of Sale		5/21/2018
Cash Received for Sale	\$	11,000

Depreciation - 5 Year Straight Line, Half Year Convention

2014	1/2 Year	\$	1,989
2015	Full Year		3,979
2016	Full Year		3,979
2017	Full Year		3,979
2018	Full Year		1,989
2019	1/2 Year	\$	-

Accumulated Depreciation	\$	15,915
---------------------------------	-----------	---------------

Book Value at Date of Trade-in	\$	3,979
Cash Received on Sale		11,000
Gain on Sale of Vehicle	\$	7,021

Statement 14 (a)
Part IV, Line 1 (a)
Gain on trade in of Vehicle

Meadows Foundation, Inc.
Schedule of Compensation of Directors, Officers and Trustees
Form 990PF, Part VIII, Section (1)
December 31, 2018
EIN 75-6015322

Statement 15

Address for all is: 3003 Swiss Avenue Dallas, TX 75204

Name	Title	Average Hours per Week	Compensation	Benefits	Expense Account & Other Allowance
Bowers, Laura	Corporate Secretary	40	101,205	45,720	-
Chapman, Dan	Director	7	27,800	-	-
Culbertson Peterson, Dawn	Director	7	24,600	-	-
Esterline, Bruce	Vice President for Grants	40	305,734	70,600	-
Evans, Linda	Director, President and Chief Executive Officer	40	463,500	63,013	-
Fitzpatrick, Deborah	Vice President for Administration	40	206,277	54,739	-
Gale, Tom	Vice President and Chief Investment Officer	40	450,742	80,352	-
Gill, Deborah	Director	7	25,000	-	-
Herring, Paula	Vice President and Treasurer	40	262,917	74,350	-
McCullough, P. Mike	Director	7	27,400	-	-
Meadows, John	Director	7	24,800	-	-
Meadows, Mark	Director	7	21,600	-	-
Meadows, Robert A.	Director	7	26,400	-	-
Miller, Peter	Director	7	26,500	-	-
Moms, Kimberly	Director	7	27,400	-	-
Rhodus, Keith	Director	7	25,400	-	-
Ritzen Crawford, Mily	Director	7	25,000	-	-
Williams, Joel	Director	7	28,600	-	-
Wilson, Steve	Director	7	27,000	-	-
			<u>\$ 2,127,875</u>	<u>\$ 388,774</u>	

Note: Average hours per week are based on standard time for Board and Committee meetings and other activities. Actual time spent may vary depending on travel, preparation time, and other factors.

Meadows Foundation, Inc.
 Compensation of the Five Highest Paid Employees
 Form 990-PF, Part VIII, Section (2)
 December 31, 2018
 EIN 75-6015322

Statement 16

Address for all is: 3003 Swiss Avenue Dallas, TX 75204

Name	Title	Average Hours per Week	Compensation	Benefits	Expense Account & Other Allowance
Glover, Charles	Senior Program Officer	37.5	141,220	36,049	-
McCoy, Mike	Senior Program Officer	37.5	156,644	26,925	-
Miller, Deanna	Director of MIS	37.5	170,924	47,782	-
Rokenes, Helge	Senior Investment Officer	37.5	153,483	56,884	-
Werkmeister, Myron	Director of Property Management	37.5	140,608	43,581	-
			<u>\$ 762,879</u>	<u>\$ 211,221</u>	

Meadows Foundation, Inc.
Five Highest Paid Independent Contractors
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<u>Name & Address</u>	<u>Type of Service</u>	<u>Compensation</u>
Sanderson Asset Management LLP 250 South Wacker Drive, Ste 220 Chicago, IL 60606	Investment Management	326,116
SFW Capital Partners, LLC 22 Elm Place Rye, NY 10580	Investment Management	265,986
Albourne America LLC 655 Montgomery Street, Ste 1910 San Francisco, CA 94111	Investment Consultant	248,000
Vulcan Value Three Protective Center, 2801 Hwy 280 South Ste 300 Birmingham, AL 35223	Investment Management	255,443
Yorktown Energy Partners 410 Park Avenue, 19th Floor New York, New York 10022	Investment Management	235,267
		<hr/>
		<u><u>\$ 1,330,812</u></u>

The Wilson Historic District

\$3,303,439

In 1981, The Meadows Foundation began work on the acquisition and historic restoration of several turn-of-the-century Victorian homes in a deteriorated neighborhood near downtown Dallas.

The project was undertaken in an effort to adapt these structures for use as office space for nonprofit organizations. Subsequent phases of the project have resulted in the assemblage of 22 acres of surrounding property, the construction of new facilities, the renovation of existing buildings, the relocation and renovation of additional Victorian homes, and additional site and streetscape improvements.

Today, 31 nonprofit agencies, including 9 suites as described below, are provided rent-free office space, as well as management and technical assistance. Considered a benchmark for historic preservation and a model project in which to house nonprofit agencies, the first area to be restored within the Wilson Historic District, the Wilson Block has earned a listing on the National Register of Historic Places.

At the heart of the project was the vision to create a neighborhood of nonprofit agencies using rent-free office space to encourage collaboration and improved agency operations. Tenants pay their own electricity and telephone costs, while the Foundation pays for water and provides all maintenance, security, landscaping services and parking facilities at no cost to the tenant agencies. In place of rent, tenants agree to work to improve their management effectiveness and to develop cooperative programs with other nonprofit organizations. In part because of their participation in the project, the nonprofit agencies housed in the Wilson Historic District continue to grow and expand their services.

In 2004, the Foundation renovated a 14,800-square-foot building within the District to create an executive office suite program. Here, tenants have individual workstations with shared meeting facilities, a common reception area, and workrooms with copy, facsimile and postage equipment. Additional renovations were made to the Meadows Conference Center to update and enlarge the rent-free conference facilities.

In addition to enabling cooperation between nonprofit agencies, the Wilson Historic District is carbon-neutral with more than 1,000 trees offsetting over 11 million miles of auto emissions.

Websites of Wilson District tenants may be accessed from The Meadows Foundation website at www.mfi.org.

Meadows Foundation, Inc.
Wilson Historic District
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Wilson Historic District Tenants and Mission Statements

After-School All-Stars **2904 Floyd Street, Ste B**

After-School All-Stars provides comprehensive after-school programs that keep children safe and help them succeed in school and life. Contact: Marissa Castro Mikoy, (214) 442-1608. marissa@as-as.org / www.asasnorthtexas.org

Behind Every Door Ministries **2824 Swiss Avenue**

Behind Every Door Ministries works to transform underserved neighborhoods by empowering individuals and families to build and sustain healthy communities. The strategy of Behind Every Door Ministries is simple: Make friends to make life better. Contact: Will Dowell, (972) 331-4774. info@behindeverydoor.org / www.behindeverydoor.org

Bold Idea **2904 Floyd Street, Ste A**

Bold Idea supports the development of students as critical thinkers, problem solvers, and effective communicators who are proficient in core technology skills - from coding to computational thinking. Contact: Robyn Brown, (214) 442-1675. robyn@boldidea.org / www.boldidea.org

Camp Fire **2904 Floyd**

Camp Fire provides the opportunity to find their spark, lift their voice and discover who they are. In Camp Fire, it begins now. Contact: Nicholas Ward 214-935-9029

CNM Connect (formerly Center for Nonprofit Management) **2902 Floyd Street**

To build a stronger community by improving the performance and impact of nonprofit organizations. Contact: Tina Weinfurther, (214) 826-3470. www.cnmdallas.org

Child Protective Services Community Partners of Dallas **1215 Skiles**

To ensure safety and restore dignity and hope to abused and neglected children by providing resources and support to the caseworkers of Dallas County Child Protective Services. Contact: Sarah Thomsen, (214) 624-7559 sarah@cpdtx.org www.cpdtx.org

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Children at Risk
2900 Live Oak

Children at Risk drives change for children through research, education, and influencing public policy. Focused solely on the well-being of the whole child, it works to make children's needs a priority and to ensure ample resources are available for children and their families to thrive. Contact: Ron Sylvan, (214) 599-0072
northtexasinfo@childrenatrisk.org www.cpdtx.org

Dallas Area Rape Crisis Center
2801 Swiss Ave

Dallas Area Rape Crisis Center works to prevent sexual violence in North Texas and compassionately serving those impacted by it. DARC provides counseling, crisis intervention, and advocacy for those who have been affected by sexual violence as well as education and outreach in the community. Contact: Amy Jones, (214) 712-4900.
Director@dallasrapecrisis.org / www.dallasrapecrisis.org

Dallas Leadership Foundation
3101-3 Greenwood Avenue

To bring people together to rebuild underserved communities to the glory of Christ. DLF has remained focused on three areas: 1) Community Development; 2) Leadership Development; 3) Building of Strategic Partnerships. Through these initiatives, DLF serves as a bridge to connect diverse peoples, churches, and organizations energized by the love of Christ. Contact: Wil McCall, (214) 777-5520. www.dlftx.org

Education Opens Doors
2804 Swiss

To turn college aspiration into reality by empowering students with the college knowledge and soft-skills needed to purposefully navigate through high school to college.

Contact: Jayda Batchelder, (605) 381-8301 jbatchelder@educationopensdoors.org

Foundation Communities
2904 Floyd Street, Suite C

Foundation Communities provides affordable, attractive homes and free on-site support services for thousands of families, veterans, seniors, and individuals with disabilities, helping them achieve educational success, financial stability, and healthier lifestyles. It owns and operates 18 communities throughout North Texas and Austin.
Contact: Julian Huerta, (512) 447-2026. www.foundcom.org

Foundation for C.H.O.I.C.E.
2904 Floyd Street, Suite D

By serving at risk youth through a one-on-one mentoring program, Foundation For

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C.H.O.I.C.E. creates opportunities for a college education through professionally supported relationships, inspiring the student to make positive choices for their future.
Contact: Jessica Bartnick, (214) 442-1669. www.foundationforchoice.org

Girls Embracing Mothers
2904 Floyd Street, Suite A

To empower girls in grades K-12 with mothers in prison to break the cycle of incarceration and lead successful lives with vision and purpose.
Contact: Brittany K. Byrd, (214) 442-1617. info@girlsembracingmothers.org

Human Rights Initiative of North Texas
2801 Swiss Avenue

To promote international human rights through local service to refugees and immigrants who have suffered human rights abuses.
Contact: Cannon Flowers, (214) 855-0520. cflowers@hrionline.org
www.hrionline.org

Mental Health America
624 N. Good Latimer

To lead, coordinate and involve the community in improving mental health by: advocating for improved care and treatment of people with mental illness; conducting education and prevention programs; and raising public awareness about mental illnesses and mental health. Contact: Tim Simmons, (214) 871-2420, ext.109.
tsimmons@mhadallas.org www.mhadallas.org

Meadows Mental Health Policy Institute
2800 Swiss Avenue

To provide high quality, nonpartisan and objective policy research and development to improve mental health services in Texas. Contact: Tom Luce, (214) 614-8225.
www.texasstateofmind.org

Metro Dallas Homeless Alliance
2816 Swiss Avenue

To end homelessness in Metropolitan Dallas through advocacy, planning, and education that create and sustain needed change.
Contact: Michael Faenza, (972) 638-5600. info@mdhadallas.org
www.mdhadallas.org

NAMI Dallas
2812 Swiss Avenue

Provides grassroots family and consumer self-help, support, education, and advocacy to improve the lives of people with severe mental illnesses and the lives of their families

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Wilson Historic District
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and other caregivers.

Contact: Ashley Zugelter, (214) 341-7133. azugelter@namidallas.org
www.namidallas.org

National Center for Missing & Exploited
2904 Floyd Street, Suite B

Founded in 1984, the National Center for Missing & Exploited Children provides assistance to law enforcement and families to find missing children, reduce child sexual exploitation and prevent child victimization. Contact: Andrea Sparks, (512) 465-2156.
www.missingkids.com/texas

North Texas Alliance to Reduce Teen Pregnancy
2904 Floyd Street, Suite B&D

The North Texas Alliance to Reduce Teen Pregnancy (NTARuPT), a fund of the Dallas Foundation, is a non-partisan, nonprofit organization that seeks to improve the quality of life for children, families, and communities by preventing unintended teen pregnancies. Contact: Terry Greenberg, (214) 717-6477 www.ntarupt.org

Operating Homefront
2904 Floyd Street, Suite C

To build strong, stable, and secure military families so they can thrive – not simply struggle to get by – in the communities they have worked so hard to protect. Contact: Jay Sternberg, (214) 396-6758. southernplains@operationhomefront.org

People Fund
2801 Swiss Avenue

The mission of People Fund is to build healthy small businesses and to put people on the path to achieve or improve financial security and independence as well as develop communities. Gary L. Lindner (Austin) or Shay Erickson
(214) 942-6698 ext. 115. gary@peoplefund.org serickson@peoplefund.org

Preservation Dallas
2922 Swiss Avenue

The mission of Preservation Dallas is to advocate the preservation and revitalization of Dallas' historic buildings, neighborhoods and places in order to enhance the vitality of our city. Contact: Katherine Seale, (214) 821-3290. kseale@preservationdallas.org
www.preservationdallas.org

Reading Partners
2910 Swiss

Provides training and skill development to the disabled and underserved community. Contact: Kaitlin Guthrow, (214) 980-8232. kguthrow@readingpartners.org

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Scholarshot, Inc.
2904 Swiss Avenue

ScholarShot was founded in 2009 to help at-risk students not only get into college, but complete their degree plans. The organization has a proven formula to help at-risk students obtain career-ready vocational, associate and undergraduate degrees.
Contact: Dan Hooper, (214) 984-3710. info@scholarshot.org <http://scholarshot.org>

The Suicide and Crisis Center of North Texas
2808 Swiss Avenue

To help those in crisis, especially suicidal crisis, find hope for the future. To fulfill this mission, the agency operates a 24 hour crisis hotline, Survivors of Suicide (SOS) for those who have lost someone to suicide, the TeenScreen program to screen adolescents for depression and other emotional disorders, and provides community education and awareness about the problems of suicide.

Contact: Margie Wright, (214) 824-7020. margiew@sccenter.org www.sccenter.org

Texas Department of Public Safety
Foundation

2904 Floyd St., Ste. B

To develop innovative projects to support DPS officers and employees through community connections, educational advancement, service recognition, financial assistance, and professional development.

Contact: Colleen McHugh, (800) 951-8592. cmchugh@texasdpsfoundation.org

Texas Trees Foundation
2906 Swiss Avenue

To sustain a tree planting initiative for neighborhood parkways and medians, schools and other public open spaces, a tree growing facility to assure a healthy supply of trees for the future, and education programs to teach the importance and benefits of maintaining a healthy urban forest.

Contact: Janette Monear, (214) 953-1184. www.texas-trees.org

Texas Parks and Wildlife Foundation
2914 Swiss Avenue

To provide private support to Texas Parks and Wildlife Department to manage and conserve the natural and cultural resources of Texas and to provide hunting, fishing, and outdoor recreation opportunities for the use and enjoyment of present and future generations.

Contact: Anne Brown, (214) 720-1478; www.tpwf.org

Meadows Foundation, Inc.
Wilson Historic District
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The Elisa Project
2904 Floyd St., Ste. B

The organization is dedicated to fighting eating disorders through education, support, and advocacy. Their ultimate goal is the elimination of eating disorders.

Contact: Kimberly Martinez (214) 369-5222. kmartinez@theelisaproject.org

The Mission Continues
2904 Floyd Street, Ste. A

To empower veterans who are adjusting to life at home to find purpose through community impact. Our operations in cities across the country deploy veteran volunteers alongside non-profit partners and community leaders to solve some of the most challenging issues facing our communities: Improving community education resources, eliminating food deserts, mentoring at-risk youth and more. Through six-month service fellowships, individual veterans all across the country make an impact on issues of importance to them and their communities. Through this unique approach, veterans build new skills and networks that help them successfully reintegrate to life after the military while making long-term, sustainable transformations in communities and inspiring future generations to serve.

Contact: Barry Mattson and Rahiel Alemu (682) 325-1684
ralemu@missioncontinues.org

Transition Resource Action Center
3108 Live Oak

Transition Resource Action Center (TRAC) is a one-stop center that connects young people, ages 14-24, who are transitioning from substitute care to independent living, with individualized support, planning, and access to affordable housing and livable-wage jobs.

Contact: Evy Kay Ritzen, (214) 370-9300, ext. 14. [mailto: evykay@traconline.org](mailto:evykay@traconline.org)
www.traconline.org

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Meadows Foundation, Inc.
Wilson Historic District
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Volunteer Center of North Texas
2800 Live Oak

The mission of The Volunteer Center of Dallas County is to promote volunteerism and refer human and material resources to nonprofit organizations.

Contact: Julie Thomas, (214) 826-6767. jthomas@volunteernorthtexas.org
www.volunteernorthtexas.org

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Part IX-A & B, Line 1
Wilson Historic District

Meadows Foundation, Inc.
Meadows Conference Center & Executive Suites Program
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Description	Amount
Administration and operation of the Meadows Conference Center, a conference facility for free-of-charge use by nonprofit, educational, and civic organizations that hold meetings and seminars designed to advance management/operational efficiencies of nonprofit agencies in North Texas. The Center serves over 53,000 persons each year. Also includes administration of the Executive Suites programs that houses up to 10 non-profit organizations on a rent free basis with shared office support.	\$ 836,452

Grant Application Guidelines

The Meadows Foundation exists to assist people and institutions of Texas improve the quality and circumstance of life for themselves and future generations. Under the terms of its charter, **the Foundation can distribute grants only to qualified public entities or 501(c)(3) charities serving the people of Texas.** The Foundation does not lend or grant money to individuals.

Grants are made in five categories:

- **Arts and Culture**
- **Civic and Public Affairs**
- **Education**
- **Health**
- **Human Services**

Within these categories of giving, there are currently three initiatives, each with an individual strategic plan:

- **Environment**
- **Mental Health**
- **Public Education**

The Foundation provides grants throughout the state of Texas, but tries to allocate between one-third and one-half of its grant resources to organizations helping those in the Dallas area. Applications for specific programs or projects, capital projects, and less often, for general operations, are considered. Endowment and scholarship grants are rare. The Foundation also considers program-related investment loans as part of its grantmaking activities.

Requests of any amount are considered. **There are no application deadlines, and grant applications are accepted at any time.** Each organization is limited to one application within a 12-month period. Applications are acknowledged within one week and are usually processed within three to four months.

No standard application form is required. Applicants may submit a proposal in their own format **following the application guidelines set forth below.** They also may use the **downloadable application form** or the **online application form** available on this site. Please note that the Foundation cannot guarantee the confidentiality of information contained in electronic submittals.

The Foundation looks for one or more of the following conditions in an application:

- Foundation support would be vital or catalytic to a proposed project's success
- The project is well planned and the agency has the capacity to execute the plan
- Financial support from other sources exists to ensure that the project will be implemented and continue after the grant period. It will expedite the review process if between one-third and one-half of the needed project funds have been secured before applying.

Applicants seeking funding for construction and renovations should review the Foundation's **Green Building Guidelines**.

The Foundation is also interested in projects and programs that recognize and incorporate the human-animal connection as part of their delivery service. For more information, please see the Foundation's **Animal Welfare Plan**.

In general, grants are *not* made for purposes of:

- Church or seminary construction
- Underwriting fundraising events
- Annual fundraising drives
- Professional conferences and symposia unless directly related to our initiative areas
- Out-of-state travel expenses for performances or competition
- Support of single artistic events or performances

Applicants are encouraged to use our **Grants Search** tool to see the Foundation's typical grantmaking. Please review our **Frequently Asked Questions** section for additional useful information.

Applications should include:

- **Organization Information** - A brief history of the organization, its current focus, and recent accomplishments:
 - A copy of the latest verification of tax-exempt status from the IRS
 - Certified audits for previous three years (if a young agency, send last fiscal year's financial statements and the most recently-filed IRS Form 990)

- The organization's current operating budget and year-to-date financial statements
- **Market and Customers** - Current population served including socio-economic status, ethnicity, gender, age, and geographic location.
- **Project Description** - A statement of need for the proposed project and a description of how it will address that need
- **Targets and Outcomes** - Who will be served and what specific results are expected from the proposed activities and within what stated time period?
- **Key Individuals** - List of directors and corporate officers including profession, ethnicity, and gender, and names and qualifications of key staff involved with the proposed project
- **Financial Projections** - A project line item budget including income and expenses
 - The specific dollar amount requested from the Foundation and date payment is needed
 - A list of all entities asked to give financial support to the proposed project (include their responses to date and dollar amount committed)
 - Financial support for the project after the grant period
- **Verification and Learning** - Plans to measure progress against expected outcomes
 - Include current or baseline levels, if available
 - Describe program data to be collected and how it will be used to improve the program

Progress reports on goals and expenditures of grant funds are required of all grantees.

Grants staff is available by phone or email to respond to inquiries at any time and may schedule pre-grant interviews with applicants as time permits.

After receiving an application, a face-to-face meeting may be scheduled as needed.

Please send grant email correspondence to WebGrants3003@mfi.org and postal correspondence to:

**Grants Administration Department
The Meadows Foundation
3003 Swiss Avenue
Dallas, Texas 75204-6090**

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Arts and Culture			
African American Museum, P. O. Box 150157, Dallas, Texas 75315-0157	PC	Membership for 2018	\$5,000
Art Studio, 720 Franklin St., Beaumont, Texas 77701-4424	PC	Toward repairs and improvements to facility damaged by Hurricane Harvey	\$10,000
Contemporary Austin Museum, 3809 West 35th Street, Austin, Texas 78703	PC	Toward the ecological restoration at Laguna Gloria and creating a space for the public to engage with art and nature	\$100,000
Dallas Holocaust Museum, 211 N. Record Street, Suite 100, Dallas, Texas 75202	PC	Toward support for transition and start-up expenses associated with the new Dallas Holocaust and Human Rights Museum	\$300,000
Dallas Museum of Art, 1717 North Harwood, Dallas, Texas 75201	PC	Membership for 2018	\$25,000
Dallas Theater Center, 2400 Flora Street, Dallas, Texas 75201	PC	Toward support for a community engagement program to bring the performing arts to low income families in Dallas	\$100,000
Friends of the Texas Historical Commission, P. O. Box 13497, Austin, Texas 78711	PC	Toward a museum and trail system at the San Felipe de Austin State Historic Site	\$50,000
Frontiers of Flight Museum, 6911 Lemmon Ave., Dallas, Texas 75209	PC	Toward the Exploration Space Initiative	\$150,000
Lone Star Ballet, 3218 Hobbs Road, Amarillo, Texas 79109	PC	Toward upgrades in technical equipment and repairs to the dance floor	\$75,000
Longview Museum of Fine Arts, P. O. Box 3484, Longview, Texas 75606	PC	Toward funding to replace the HVAC system to protect the museum's art exhibits and collections	\$29,000
Nasher Sculpture Center, 2001 Flora Street, Dallas, Texas 75201	PC	Membership for 2018	\$10,000
Southern Methodist University, P. O. Box 750281, Dallas, Texas 75275-0281	PC	To sustain and build the Meadows School of the Arts and the Meadows Museum to standards of excellence	\$3,100,000
Southern Methodist University, P. O. Box 750281, Dallas, Texas 75275-0281	PC	Toward support for the Meadows Scholars Program to recruit top students to the Meadows School of the Arts	\$9,340
Stages, 3201 Allen Parkway, Suite 101, Houston, Texas 77019-1897	PC	Toward purchasing a facility to increase theater seats, performances and patrons and to serve as a permanent home	\$500,000
Sweetwater Municipal Auditorium Board, P. O. Box 584, Sweetwater, Texas 79556	PC	Toward renovating an historic building to use for art shows, receptions and cultural arts workshops	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Subtotal for Arts and Culture			\$4,488,340
Civic/Public Affairs/Environment			
Assist the Officer Foundation, 1412 Griffin Street East, Dallas, Texas 75215	PC	In honor of speaker Assistant Police Chief Paul Stokes	\$500
Austin Pets Alive, 1156 West Cesar Chavez Street, Austin, Texas 78703	PC	Toward support for a veterinary internship to increase no kill practices across Texas	\$90,000
Austin Pets Alive, 1156 West Cesar Chavez Street, Austin, Texas 78703	PC	In honor of speaker Ellen Jefferson	\$500
Bat Conservation International, 500 N. Capital of TX Hwy , Bldg 1, Austin, Texas 78716	PC	Toward combating the spread of a deadly fungus among the bat population in Texas	\$75,000
The Building Conservation Trust, 6919 Portwest Drive, Suite 100, Houston, Texas 77024	SO 1	Toward constructing an 160-acre artificial reef near Galveston	\$100,000
Caddo Lake Institute, 400 Edwards St., Shreveport, Louisiana 71101	PC	Toward developing and implementing a wetland conservation program around Caddo Lake	\$50,000
Neighbor Up, 511 N. Akard Street, Suite 301, Dallas, Texas 75201	PC	Launching a citywide initiative to reduce the number of Dallas children living in poverty	\$75,000
Communities Foundation of Texas, 5500 Caruth Haven Lane, Dallas, Texas 75225	PC	Toward supporting Giving Day to encourage private donations to nonprofit organizations in North Texas	\$50,000
The Conservation Fund, 807 Brazos Street, Suite 1002, Austin, Texas 78701	PC	Toward preserving 1,540 acres for the Laguna Atascosa National Wildlife Refuge, creating a permanent wildlife travel corridor	\$150,000
Council on Foundations, 1255 23rd Street NW, Suite 200, Washington, District of Columbia 20037	PC	Membership for 2018	\$21,600
Council on Foundations, 1255 23rd Street NW, Suite 200, Washington, District of Columbia 20037	PC	Toward support for the 2018 Public Policy Summit featuring the Meadows Mental Health Policy Institute	\$10,000
Dallas Foundation, 3963 Maple Ave , Suite 390, Dallas, Texas 75219	PC	In honor of speaker Assistant Fire Chief Daniel Salazar	\$500

Meadows Foundation, Inc.
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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Dallas Foundation for Dallas Spay Neuter Project, 3963 Maple Avenue, Suite 390, Dallas, Texas 75219	PC	Toward continuing support for a comprehensive spay/neuter program to reduce the number of stray animals and to increase live release rates in Dallas County	\$250,000
Dallas Foundation for Opportunity Dallas, 3963 Maple Avenue, Ste. 390, Dallas, Texas 75219	PC	Toward demonstrating how to use mixed-income housing policies and strategies to improve specific neighborhoods in southern Dallas	\$100,000
Dallas Foundation for the Better Together Fund, 3963 Maple Ave , Suite 390, Dallas, Texas 75219	PC	Toward a pilot program to encourage local nonprofits to develop and implement formal and long-term collaborations	\$150,000
Ducks Unlimited, One Waterfowl Way, Memphis, Tennessee 38120	PC	Toward continued support to conserve Texas wetland and coastal areas	\$75,000
Ducks Unlimited, One Waterfowl Way, Memphis, Tennessee 38120	PC	Toward constructing breakwater structures to protect and increase marsh habitat along the Gulf Intracoastal Waterway	\$250,000
EcoRise Youth Innovations, P O. Box 6802, Austin, Texas 78762	PC	Toward launching a Texas Rural Initiative Program to provide environmental education programs in rural schools	\$60,000
Enterprise Community Partners, 11000 Broken Land Parkway, 7th Floor, Columbia, Maryland 21044	PC	Toward launching a Rural Rental Housing Preservation Academy in Texas to preserve affordable housing options for low-income residents in rural areas	\$65,000
Environment Texas Research and Policy Center, 200 E. 30th Street, Austin, Texas 78705	PC	Toward continued support for managing storm water through green infrastructure	\$40,000
Families in Nature, 4610 Shoalwood, Austin, Texas 78756	PC	Toward expanding outdoor family environmental learning opportunities in various Texas cities	\$75,000
Fuzzy Friends Rescue, P O Box 20966, Waco, Texas 76702	PC	In honor of William A Nesbitt 15 years of service on the Board of the Foundation	\$15,000
Greater Pans Development Foundation, 1323 Lamar Ave #D, Pans, Texas 75460	PC	Toward resurfacing 45 miles of the newly developed Northeast Texas Trail	\$50,000
Hill Country Conservancy, P O Box 163125, Austin, Texas 78716	PC	Toward completing a trail system and preserving areas of the Edwards Aquifer recharge zone	\$100,000
Houston Pets Alive, P O Box 36128, Houston, Texas 77236	PC	Toward expanding a shelter and implementing no kill practices in Houston	\$150,000
Land Trust Alliance, 1250 H Street, NW, Suite 600, Washington, DC 20005	PC	Toward increasing the capacity of Texas land trusts to conserve properties	\$78,000
LiftFund, 2007 W. Martin Street, San Antonio, Texas 78207	PC	Toward loan payments to small businesses devastated by Hurricane Harvey	\$150,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Audubon Society, 2201 Main Street, Suite 600, Dallas, Texas 75201	PC	Toward emergency funding to repair the coastal habitats damaged by Hurricane Harvey	\$100,000
National Center for Family Philanthropy, 1667 K Street NW, Suite 550, Washington, DC 20006	PC	Membership for 2018	\$9,900
National Wildlife Federation, 505 East Huntland Drive, Suite 485, Austin, Texas 78752	PC	Toward continuing the Texas Living Waters Project to promote sound water management policies and practices in Texas	\$250,000
North Texas Public Broadcasting (KERA-Channel 13), 3000 Harry Hines Boulevard, Dallas, Texas 75201	PC	Toward a pilot partnership among public radio newsrooms to enhance reporting capacity across Texas	\$130,000
Paso Del Norte Foundation, 221 N. Kansas, Suite 1900, El Paso, Texas 79901	PC	Toward continued support for the local Giving Day to encourage private donations to nonprofit organizations in El Paso	\$20,000
PeopleFund, 2921 E. 17th Street, Bldg D, Suite 1, Austin, Texas 78702	PC	Toward loan payments on behalf of small business clients affected by Hurricane Harvey	\$80,000
Phil Hardberger Park Conservancy, 1021 Voelcker Lane, #4, San Antonio, Texas 78248	PC	Toward constructing a land bridge to unite a park and a wildlife preserve currently divided by a six-lane parkway	\$100,000
Philanthropy Roundtable, 1120 20th Street NW Suite 550 South, Washington, DC 20036	PC	Membership for 2018	\$5,000
Philanthropy Roundtable, 1120 20th Street NW Suite 550 South, Washington, DC 20036	PC	Toward continued support for the Alliance for Charitable Reform ongoing efforts to achieve a balanced approach to state and national reforms of the independent sector	\$50,000
Philanthropy Southwest for Texas Environmental Grantmakers Group, 8350 North Central Expressway, Suite M-1012, Dallas, Texas 75206	PC	Membership for 2018	\$2,500
Philanthropy Southwest, 8350 North Central Expressway Suite M-1012, Dallas, Texas 75206	PC	Membership for 2018	\$6,000
The Public For Animal Welfare, P O. Box 695, Dripping Springs, Texas 78620	PC	Toward funding to construct a no-kill shelter in Hays County	\$50,000
Red Arena, 1601 Bell Springs Road, Dripping Springs, Texas 78620	PC	Toward renovating a second location to expand equine-assisted therapeutic programs for children and adults with disabilities	\$25,000
Rockport-Fulton Chamber Foundation, 319 Broadway, Rockport, Texas 78382	PC	Toward economic recovery in Aransas County after Hurricane Harvey	\$50,000
Rocky Mountain Institute, 2490 Junction Place, Suite 200, Boulder, Colorado 80301	PC	Toward establishing community-scale solar generating systems in Texas	\$100,000

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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
South-Central Partnership for Energy Efficiency as a Resource, 1201 Spyglass Dr, Suite 100, Austin, Texas 78746	PC	Toward providing technical assistance to governmental entities to achieve energy efficiencies in the built environment and to meet Clean Air Act requirements	\$100,000
Texas Campaign for the Environment Fund, 3303 Lee Parkway, Suite 402, Dallas, Texas 75219	PC	Toward continued support for a public education program to increase the recycling rates for multi-family buildings and businesses in Dallas	\$60,000
Texas Impact Education Fund, 200 East 30th Street, Austin, Texas 78705	PC	Toward providing disaster resilience information detailing the impacts and responses to Hurricane Harvey with recommendations for faith-based organizations and local communities	\$70,000
Texas Land Trust Council, P. O. Box 2677, Wimberley, Texas 78676	GOV	Toward establishing a fund for conservation easement projects by land trusts	\$100,000
Texas Property Assessed Clean Energy Authority, P. O. Box 200368, Austin, Texas 78720-0368	PC	Toward continued support to incentivize and finance energy and conservation building improvements	\$95,000
Texas Tribune, 919 Congress Avenue, Sixth Floor, Austin, Texas 78701	PC	Toward support for ongoing nonpartisan news coverage and public awareness of mental health, water and education issues in Texas	\$150,000
United Ways of Texas, 1910 E. Martin Luther King Jr. Blvd., Austin, Texas 78702	PC	Toward a multi-year collaborative effort to elevate public awareness of the role and impact of the nonprofit sector	\$100,000
Westcave Outdoor Discovery Center, 603 West 13th Street, Suite 2D, Austin, Texas 78701	PC	Toward adding staff to expand and secure sustainable operating revenue	\$65,000
Subtotal for Civic/Public Affairs/Environment			\$3,949,500
Education			
Catholic Charities, Diocese of Fort Worth, P. O. Box 15610, Fort Worth, Texas 76119	PC	Toward expansion of a program assisting low-income students to complete community college	\$200,000
Arlington Independent School District, 1203 W. Pioneer Parkway, Arlington, Texas 76013-6246	GOV	Toward a digital database and tracking system to improve the deployment and retention of effective school leaders and teachers	\$30,000
Austin Community College, 5930 Middle Fiskville Road, Suite 501, Austin, Texas 78752	GOV	In honor of speaker Dr. Richard M. Rhodes	\$500
Big Brothers Big Sisters Lone Star, 450 E. John Carpenter Freeway, Suite 300, Irving, Texas 75062	PC	Toward continued support of a mentoring program using technology to increase student rates of postsecondary success	\$75,000

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Bryan Adams High School, 2101 Millmar, Dallas, Texas 75228	GOV	In honor of speaker Dan Micciche	\$500
Catch the Next, 7600 Chevy Chase Drive, Suite #300, Austin, Texas 78752	PC	Toward expanding programs to increase Latino and first generation postsecondary persistence and completion	\$75,000
Commemorative Air Force, P. O. Box 764769, Dallas, Texas 75376	PC	Toward building the National Aviation Education Center to provide educational programs to North Texas students	\$100,000
Commit2Dallas, 3800 Maple Avenue, Suite 800, Dallas, Texas 75219	PC	Toward continued support for a collaborative effort to improve educational outcomes in Dallas County	\$200,000
Commit2Dallas, 3800 Maple Avenue, Suite 800, Dallas, Texas 75219	PC	In honor of speaker Todd Williams	\$500
Communities Foundation of Texas for Dollars for College, 5500 Caruth Haven Lane, Dallas, Texas 75225	PC	Toward a pilot program to increase college access for low-income families and students	\$50,000
Communities Foundation of Texas for Educate Texas, 5500 Caruth Haven Lane, Dallas, Texas 75225	PC	Toward continued support of a long-range plan to improve high school and college graduation rates	\$500,000
Communities Foundation of Texas for Texas Education Grantmakers Advocacy Consortium at Educate Texas, 5500	PC	Toward support to increase public awareness and advocacy for Texas public education	\$70,000
The Concilio, 400 S. Zang Blvd., Suite 300, Dallas, Texas 75208	PC	Toward piloting a parent education program using technology to increase vocabulary for very young children	\$50,000
Dallas Foundation, 3963 Maple Ave., Suite 390, Dallas, Texas 75219	PC	Chantable gift in lieu of honorarium, for Bachman Lake Together Family Center	\$500
Dallas Foundation for The Early Matters Fund, Reagan Place at Old Parkland 3963 Maple Avenue, Suite 390, Dallas, Texas	PC	Toward continuing support for the Dallas ISD's Early Childhood Education Pre-K Plan	\$150,000
Education Opens Doors, 2804 Swiss Avenue, Dallas, Texas 75204	PC	Toward continued support to increase postsecondary preparedness amongst middle school students	\$50,000

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First United Methodist Church of Dallas, 1928 Ross Avenue, Dallas, Texas 75201		Toward connecting volunteers from church congregations with neighborhood public schools to support students	\$37,500
Generation Citizen, 3710 Cedar Street, #118, Austin, Texas 78705	PC	Toward expanding civic education in underserved classrooms in Texas	\$80,000
Grantmakers for Education, 851 SW 6th Avenue, Suite 350, Portland, Oregon 97204	PC	Membership for 2018	\$500
The Holdsworth Center, 200 East Basse Road, Suite 201, San Antonio, Texas 78209	PC	Toward support for the 2018 conference on education and the economy	\$5,000
Its A Sensory World, 13617 Neutron Road, Farmers Branch, Texas 75244	PC	Toward adding a Director of Development for a school program for children with Autism and other developmental disorders	\$100,000
Kipp Dallas-Fort Worth, 3200 South Lancaster, Suite 230-A, Dallas, Texas 75216	PC	In honor of Dian Boyd's 22 years of service to The Meadows Foundation	\$22,000
Longview Independent School District, 1301 East Young, Longview, Texas 75602	GOV	Toward support to increase college access and completion in rural regions	\$100,000
Marfa Education Foundation, P O. Box 660, Marfa, Texas 79843	PC	Toward establishing a reading initiative for grades Pre-K through six in Marfa Public Schools	\$25,000
Military Child Education Coalition, 909 Mountain Lion Circle, Harker Heights, Texas 76548	PC	Toward developing a model to identify and support students of military families through public school districts	\$65,000
Pharr-San Juan-Alamo ISD, 601 E Kelly, Pharr, Texas 78577	GOV	Toward creating a new teacher pipeline model in the Rio Grande Valley	\$216,500
RELAY Graduate School of Education, C/O External Affairs 25 Broadway, 3rd Floor, New York, New York 10004	PC	Toward continuing to expand a program to prepare highly effective public school teachers in Dallas and Fort Worth	\$100,000
Teach for America - San Antonio, 700 N St. Mary's Street, Suite 200, San Antonio, Texas 78205	PC	In honor of speaker Laura Saldivar Luna	\$500
Teach for America, 600 N Pearl Street, Suite S-2300, Dallas, Texas 75201	PC	Toward expanding the impact of Teach For America alumni across Texas	\$350,000
Teach Plus, 2500 Ellise Ave, Austin, Texas 78757	PC	Toward expanding efforts to involve North Texas teachers in advocating for effective education policy at the state and local level	\$75,000
Teaching Trust, 1349 Empire Central Drive, Suite 400, Dallas, Texas 75247	PC	In honor of speaker Patrick Haugh	\$500

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Texas 4-H Youth Development Foundation, 1470 William D Fitch, Suite 118, College Station, Texas 77845	PC	Toward a program to expand water education and leadership skills to high school students	\$15,000
Texas A&M Foundation, 401 George Bush Drive 1234 TAMU, College Station, Texas 77843	PC	Toward developing a campaign and research study to increase the number of postsecondary degrees obtained through reverse credit transfers	\$125,000
Texas Community College Education Initiative, 1304 San Antonio Street, Suite 201, Austin, Texas 78701	PC	Toward support for the Texas Pathways project to improve post-secondary completion rates	\$100,000
Thomas J. Rusk Middle School, 2929 Inwood Road, Dallas, Texas 75235	GOV	In honor of speaker Mr. Juan Cordoba	\$500
United to Learn, 1600 Viceroy Drive, Suite 150, Dallas, Texas 75235	PC	Toward expanding public and private school partnerships to increase student academic achievement for low-income students in Dallas	\$50,000
United Way of Metropolitan Dallas, 1800 N. Lamar, Dallas, Texas 75202	PC	Toward support for a program to promote healthier lifestyles environments and increased	\$75,000
The University of Texas at Austin for The Charles A Dana Center, 3925 West Braker Lane, Suite 3.801, Austin, Texas	GOV	Toward continuing support to redesign developmental mathematics education in Texas	\$175,000
University of North Texas at Dallas, 7300 University Hills Blvd , Dallas, Texas 75241	PC	Toward continued support for a bilingual teacher preparation program at UNT Dallas	\$150,000
University of Texas Health Science Center at Houston, 7000 Fannin Street, Suite 1200, Houston, Texas 77030	GOV	Toward continued support to design and scale high-quality digital early childhood intervention	\$100,000
Urban Teachers, 1825 Market Center Boulevard, Suite 320, Dallas, Texas 75207	PC	Toward continued support for the start-up of an educator preparation residency program to prepare highly effective teachers in the Dallas area	\$150,000
Urban Teachers, 1825 Market Center Boulevard, Suite 320, Dallas, Texas 75207	PC	In honor of speaker Emily Nolen	\$500
Subtotal for Education			\$3,670,500

Health

Faith & Philanthropy Institute, 2080 N. Hwy. 360, Suite 342, Grand Prairie, Texas 75052	PC	Toward a mental health first aid training program targeted at African-American communities where youth are experiencing a mental health crisis in the aftermath of Hurricane Harvey	\$50,000
Austin Community Foundation for the Texas Mental Health Collaborative Fund, 4315 Guadalupe Street, Suite 300, Austin, Texas 78751	PC	Toward a philanthropic fund to support high-impact mental health projects in Texas	\$25,000
Ballinger Memorial Hospital District Health Foundation, P O Box 617 608 Avenue B, Ballinger, Texas 76821	PC	Toward purchasing two new replacement ambulances to continue providing emergency care	\$25,000

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Center for Public Policy Priorities, 7020 Easy Wind Drive, Suite 200, Austin, Texas 78752-2361	PC	Toward continuing research and policy development related to changes in health care affecting low-to moderate-income Texans	\$50,000
Children's Advocacy Centers of Texas, 1501 West Anderson Lane, Building B-1, Austin, Texas 78757	SO 1	Toward expanding capacity and programming to meet current and future needs of the 71 Children's Advocacy Centers in Texas	\$100,000
Children's Bereavement Center of South Texas, 205 W. Olmos Drive, San Antonio, Texas 78212	PC	Toward the start-up of a center in the Rio Grande Valley that provides youth-focused grief counseling	\$50,000
Children's Medical Center Foundation of Texas, 2777 Stemmons Freeway, Suite 700, Dallas, Texas 75207	PC	Toward continued support of an integrated and comprehensive healthcare clinic to serve the physical and mental health needs of children in foster care	\$250,000
Community Partners of Dallas, 7950 Elmbrook Drive, Dallas, Texas 75247	PC	Toward renovating a new facility to establish a permanent home, expand programs and co-locate with CPS services	\$200,000
Corpus Christi Hope House, 658 Robinson Street, Corpus Christi, Texas 78404	PC	Toward purchasing a facility in which to provide services to homeless, abused and pregnant women and their children	\$50,000
Odessa Rape Crisis Center, 910-B South Grant, Odessa, Texas 79761	PC	Toward constructing a new shelter to expand services to victims of domestic violence and/or sexual assault	\$100,000
Dallas 24 Hour Club, 4636 Ross Ave, Dallas, Texas 75204	PC	Toward additional staff to expand transitional housing for individuals recovering from substance abuse and mental illness	\$150,000
East Texas Baptist University, One Tiger Drive, Marshall, Texas 75670	PC	Toward renovating an historic building to expand the School of Nursing	\$50,000
Heart of Texas Community Health Center, 1600 Providence Drive, Waco, Texas 76707	PC	Toward increasing mental health services for low-income individuals in Waco	\$100,000
First3Years, 15851 Dallas Parkway, #106, Addison, Texas 75001	PC	Toward expanding intensive case management and child-parent psychotherapy to reunify infants and toddlers in foster care with parents or family members	\$100,000
Grant Halliburton Foundation, 6390 LBJ Freeway, Suite 106, Dallas, Texas 75240	PC	Toward launching a navigation assistance center to help individuals find appropriate mental health care	\$75,000

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Healing Hands Ministries, P. O. Box 741524, Dallas, Texas 75374-1524	PC	Toward adding clinical OB/GYN and pediatric services	\$100,000
Heart House, P. O. Box 823162, Dallas, Texas 75382	PC	Toward expanding socio-emotional educational programs for refugee and underprivileged children in a low-income area of Dallas	\$50,000
The Immunization Partnership, P. O. Box 5168, Katy, Texas 77491-5168	PC	Toward support for statewide advocacy and education initiatives to improve immunization rates in Texas	\$75,000
Mental Health America of Greater Dallas, 624 N. Good Latimer Expressway, Suite 200, Dallas, Texas 75204	PC	Toward emergency funding to stabilize operations	\$47,000
MHMR of Tarrant County, 1319 Summit Avenue, Office #327, Fort Worth, Texas 76102	GOV	Toward bridge funding for mental health and other services for refugees in Tarrant County	\$25,000
Greenlights for Nonprofit Success, 8303 N. MoPac Expressway, A201, Austin, Texas 78759	PC	Toward staffing and supporting a county-wide collaborative to transform the child welfare system in Central Texas and improve the lives of children in foster care	\$150,000
NAMI Texas, P. O. Box 300817, Austin, Texas 78703	PC	Toward continued support to build organizational capacity among NAMI affiliates to reduce the stigma of mental illness and improve services to individuals with mental illness and their families	\$50,000
Open Arms Rape Crisis Center & LGBT Services, 36 W. Bearegard, Suite B-100, San Angelo, Texas 76903	PC	Toward purchasing a new building to expand services to victims of sexual assault/abuse	\$50,000
Parkland Foundation for Parkland Health & Hospital System, 1341 W. Mockingbird Lane, Suite 1100E, Dallas, Texas 75247	PC	In honor of speaker David Krause	\$500
Parkland Foundation, 1341 W. Mockingbird Lane, Suite 1100E, Dallas, Texas 75247	PC	In honor of speaker Celeste Johnson, Vice President of Nursing, Behavioral Health	\$500
Presbyterian Communities and Services Foundation, 12467 Ment, Dallas, Texas 75251	PC	Toward start-up of the T. Boone Pickens Hospice and Palliative Care Center	\$100,000

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National Society to Prevent Blindness, 3610 Fairmount Street, Dallas, Texas 75219	PC	Toward a clinic-based pilot project to streamline the delivery of vision screening services to uninsured and low-income populations	\$30,000
Promise House, 224 West Page Ave., Dallas, Texas 75208	PC	Toward implementing a trauma-informed, organizational framework to promote recovery for homeless youth	\$50,000
Ranch Hands Rescue, 9477 Fort Worth Drive, Denton, Texas 76226	PC	Toward reducing debt and enhancing earned revenue to provide animal-assisted counseling to more individuals with intensive mental health needs	\$75,000
RecoveryWerks, 618 Comal Ave B1, New Braunfels, Texas 78130	PC	Toward hiring two Peer Recovery Specialists to provide substance use disorder recovery support and services to teens and families	\$50,000
The Refuge for DMST, 500 E St John's Avenue, Suite 2 680, Austin, Texas 78752	PC	Toward therapeutic residential services for girls who are survivors of sex trafficking	\$50,000
Denton Assistance Center, 306 N. Loop 288, Denton, Texas 76209	PC	Toward constructing a multipurpose facility to co-locate nonprofit agencies to serve low-income and at-risk residents of Denton County	\$100,000
The Seton Fund for the Seton Healthcare Network, 1500 Red River Ave, Suite 12030, Austin, Texas 78701	PC	Toward constructing the new Dell Seton Medical Center to serve as a teaching hospital for the Dell Medical School at UT Austin	\$100,000
Sight Savers America, 337 Business Circle, Pelham, Alabama 35124	PC	Toward expanding programs serving children with low vision in Dallas-Fort Worth and the Rio Grande Valley	\$25,000
South Texas Rural Health Services, P. O. Box 599, Cotulla, Texas 78014	PC	Toward constructing a new primary care medical facility in Camzo Springs to provide health care in the underserved rural area	\$50,000
Texans Care For Children, 1106 Clayton Lane, Ste 111W, Austin, Texas 78723	PC	Toward advocacy efforts related to child and youth mental health and familial substance use for the 2019 Texas Legislative Session	\$75,000
Texas A&M University System for Texas A&M International University, 5201 University Boulevard KL-261, Laredo, Texas 78041-1920	PC	Toward continued support for a coordinated and integrated healthcare delivery network in three underserved counties in rural South Texas	\$150,000
Texas Appleseed, 1609 Shoal Creek Blvd., Suite 201, Austin, Texas 78701	PC	Toward advocating for equitable allocations of Harvey disaster recovery funding and to strengthen services for young people experiencing homelessness	\$100,000
Texas CASA, 1501 W Anderson Lane, Suite B-2, Austin, Texas 78757	PC	Toward developing a training program to ensure all CASA staff and volunteers provide trauma informed services to children in foster care	\$75,000

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Texas Center for Child and Family Studies, 409 West 13th Street, Austin, Texas 78701	SO 1	Toward a comprehensive assessment of Texas foster care rates with recommendations for executive and legislative leadership	\$100,000
TexProtects, 1341 W Mockingbird Ln , Suite 560W, Dallas, Texas 75247	PC	Toward continuing support and capacity building for policies and practices that prevent child abuse	\$100,000
University of Texas at Austin - Dell Medical School, 1602 Trinity Street, Austin, Texas 78701	GOV	Toward wrap-around services for a mood disorder clinic for teens and young adults	\$144,000
University of Texas Rio Grande Valley - School of Medicine, Institutional Advancement 1201 W University Drive, Edinburg, Texas 78539-2999	GOV	Toward start-up of a new medical school in the Rio Grande Valley	\$250,000
Mental Health Resources of Texas, 4604 S Lamar Blvd , Unit E-102, Austin, Texas 78745	PC	Toward using a national recovery-oriented curriculum to train mental health professionals across the state	\$0
Mental Health Resources of Texas, 4604 S Lamar Blvd , Unit E-102, Austin, Texas 78745	PC	Toward creating a Spanish-language version of the training programs for Certified Peer Specialists and Certified Family Partners	\$90,000
Subtotal for Health			\$3,637,000

Human Services

The Salvation Army - Texas Divisional Headquarters, 1221 River Bend Drive, Dallas, Texas 75247	PC	Toward constructing a social services and community center in Texas City	\$100,000
Aids Interfaith Network, 2600 N. Stemmons Freeway, Suite 151, Dallas, Texas 75207	PC	Toward relocating and renovating space to serve individuals living with HIV/AIDS	\$50,000
Advocates for Community Transformation, P. O. Box 225225, Dallas, Texas 75222-5225	PC	Toward expanding a legal advocacy program to reduce crime and blight in targeted southern Dallas neighborhoods	\$81,300
The Arc of Dallas, 1301 Custer Road, Suite 703, Plano, Texas 75075	PC	Toward emergency operating support	\$30,000
The Arc of Texas, 8001 Centre Park Drive, Suite 100, Austin, Texas 78754	PC	Toward hiring a Public Policy Specialist to expand advocacy efforts on behalf of individuals with intellectual and developmental disabilities involved with the criminal justice system	\$50,000

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BIND: Brain Injury Network of Dallas, 1416 Gables Court, Plano, Texas 75075	PC	Toward start-up costs for a work readiness program to transition individuals with acquired brain injuries from rehabilitation to the workforce	\$40,000
CASA for Kids of South Central Texas, 1500 South Day Street,	PC	To purchase and renovate a building to expand	\$165,000
Catholic Charities of the Rio Grande Valley, 700 N. Virgen de	PC	Toward emergency humanitarian care for	\$155,000
Center Against Sexual And Family Violence, 580 Giles Street, El Paso, Texas 79915	PC	Toward building a new emergency shelter to meet the increasing demands for safety and protection for survivors of sexual and family violence	\$100,000
Code RGV, 601 N. Main Street, Suite B, McAllen, Texas 78501	PC	Toward expanding access to technology classes to underserved communities in the Rio Grande Valley	\$37,800
Dallas County Health and Human Services, 2377 N Stemmons Freeway, Dallas, Texas 75207	GOV	Toward purchasing and installing air conditioning units for low-income shut-ins in Dallas during the heat crisis	\$25,000
Fort Bend Senior Citizens Meals On Wheels & Much Much More, P. O Box 1488, Rosenberg, Texas 77471-1488	PC	Toward support for increased costs serving seniors resulting from Hurricane Harvey	\$60,000
Foundation Communities, 3036 South First Street, Austin, Texas 78704	PC	In honor of speaker Walter Moreau	\$500
The Furniture Bank, 8220 Mosley Road, Houston, Texas 77075	PC	Toward increased operating costs associated with providing furniture to victims of Hurricane Harvey	\$50,000
Grapevine Relief and Community Exchange, P O Box 412, Grapevine, Texas 76099	PC	Toward constructing and renovating facilities to meet the growing need for safety net services for	\$50,000
Guide Dogs for the Blind, P. O Box 151200, San Rafael, California 94915-1200	PC	Toward providing guide dogs for blind and visually impaired military veterans	\$50,000
House of Amos, 31527 Lower Oxbow Trace, Fulshear, Texas 77441	PC	Toward expanding emergency food assistance and English language instruction for immigrant families	\$44,000
Human Rights Initiative of North Texas, 2801 Swiss Ave , Dallas, Texas 75204	PC	Toward continuing support for legal representation for unaccompanied immigrant	\$95,000

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Youth and Family Alliance, 3700 South 1st Street, Austin, Texas 78704	PC	Toward constructing an apartment complex to expand supportive and affordable housing for low-income youth and families	\$100,000
Meals on Wheels of Amarillo Texas, 219 W 7th Avenue, Amarillo, Texas 79101	PC	Toward constructing a new administrative office	\$25,000
Mosaic Family Services, 12225 Greenville Avenue, Suite 800, Dallas, Texas 75243	PC	Toward bridge support for legal services assisting refugees and immigrants in crisis	\$50,000
Mothers Milk Bank of North Texas, 7617 Benbrook Parkway, Fort Worth, Texas 76126	PC	Toward renovations to a new facility to expand capacity to increase donor milk supplies for at-risk infants	\$50,000
My Possibilities, 1631 Dorchester Drive, Plano, Texas 75075	PC	In honor of speaker Charmaine Solomon	\$500
Northwest Assistance Ministries, 15555 Kuykendahl Road, Houston, Texas 77090	PC	Toward emergency funding to assist families impacted by Hurricane Harvey flooding in Houston	\$100,000
NPower, 1402 N Cornth Street Suite 137, Dallas, Texas 75215	PC	Toward a web-developer training program to serve unemployed or underemployed military veterans in North Texas	\$72,000
Rolling Plains Management Corporation, P. O. Box 490 118 N. 1st, Crowell, Texas 79227	PC	Toward constructing a community services facility in Vernon to expand early childhood education programs	\$40,000
Ronald McDonald House of Houston, 1907 Holcombe Blvd, Houston, Texas 77030	PC	Toward renovating an existing facility to serve more families of seriously ill children	\$50,000
Safer Path Family Violence Shelter, P. O. Box 688, Pleasanton, Texas 78064	PC	Toward renovating a building to serve as a residential shelter for victims of abuse and family violence	\$75,000
Salvation Army - Corpus Christi, 521 Josephine Street, Corpus Christi, Texas 78401	PC	Toward constructing a new facility to expand shelter and supportive services for low-income and homeless individuals, veterans and families	\$100,000
Southeast Texas Emergency Relief Fund for Hardin County Strong, 3440 Eastex Freeway, Beaumont, Texas 77703	PC	Toward temporary housing for volunteers rebuilding homes after Hurricane Harvey	\$50,000
St Jude Inc, 13223 Glad Acres Drive, Dallas, Texas 75234	PC	Toward acquiring and renovating 104 units of affordable housing for elderly individuals who have experienced homelessness	\$100,000
Texas Network of Youth Services, P. O. Box 26855, Austin, Texas 78755	PC	Toward building capacity to expand training and advocacy services for agencies serving at-risk youth	\$50,000
Texas State Affordable Housing Corporation, 2200 E Martin Luther King, Jr Blvd., Austin, Texas 78702	PC	Toward repairing and rebuilding homes damaged by Hurricane Harvey	\$100,000
United Way of Northern Cameron County, P. O. Box 531227, Harlingen, Texas 78553-1227	PC	Toward renovating an historic building as office space and to expand outreach and services to the community	\$38,000
Valley Haven, 5501 W Business 83, Harlingen, Texas 78552	PC	Toward opening an emergency children's shelter serving the Rio Grande Valley	\$45,000

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Valley Initiative for Development and Advancement, 417 S. Ohio Ave, Mercedes, Texas 78570	PC	Toward assisting low-income, women in completing education and training for high- demand occupations	\$100,000
Waco Foundation for the Texas Rural Funders Collaborative, 1227 N Valley Mills Dnve, Suite 235, Waco, Texas 76710	PC	To support a consortium of Texas funders concerned with the needs of rural communities	\$75,000
Waco Foundation for the Texas Rural Funders Collaborative, 1227 N Valley Mills Dnve, Suite 235, Waco, Texas 76710	PC	To support a consortium of Texas funders concerned with the needs of rural communities	\$30,000
Subtotal for Human Services			\$2,434,100
Subtotal Grants Paid			\$18,179,440
Meadows Foundation Matching Grant Program			\$149,457
Grants in Kind			\$0
Partnership Schedules K-1, credit to contributions			\$842
Total Grants Paid During the Year			\$18,329,739

All grant recipients are governmental entities, IRC Section 501(c)(3) public charities or eligible 509(a)(3) Type I or Type II supporting organizations. Statements from Grantee's legal counsel are used to make this determination when an IRS Ruling Letter is not available.

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Recipient name and address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Arts and Culture			
Southern Methodist University, P O Box 750281, Dallas, Texas 75275-0281	PC	To sustain and build the Meadows School of the Arts and the Meadows Museum to standards of excellence	\$19,321,131
Subtotal for Arts and Culture			\$19,321,131
Health			
Bridge Steps, 1818 Corsicana, Dallas, Texas 75201	PC	Toward creating a therapy program for homeless individuals with intensive mental health needs	\$150,000
Heart of Texas Community Health Center, 1600 Providence Drive, Waco, Texas 76707	PC	Toward increasing mental health services for low-income individuals in Waco	\$50,000
The Meadows Mental Health Policy Institute for Texas, 2800 Swiss Avenue, Dallas, Texas 75204	PC	Toward continued support of a statewide mental health policy institute designed to improve the mental health system of Texas	\$8,500,000
MHMR Visions for MHMR of Tarrant County, 3840 Hulen Street, Fort Worth, Texas 76107	GOV	Toward connecting rural high-risk families to services that reduce the likelihood of abuse/neglect among young children	\$100,000
NAMI Austin, P.O. Box 302398, Austin, Texas 78703	PC	Toward expanding programs benefiting individuals with mental illness in rural communities in Central Texas	\$50,000
Proyecto Juan Diego, 3910 Paredes Line Road, Brownsville, Texas 78526	PC	Toward continued support to integrate services to strengthen low-income Hispanic families	\$40,000
Texas Children's Hospital, 1919 S. Braeswood, Suite 5214, Houston, Texas 77030	PC	Toward support for trauma-informed mental health programs for youth in the Houston area affected by Hurricane Harvey	\$250,000
Subtotal for Health			\$9,140,000
Human Services			
CASA of Central Texas, 1619 E Common St., Suite 301, New Braunfels, Texas 78130	PC	Toward constructing a new training and support center to expand advocacy services for abused and neglected children	\$75,000
Dallas Christian Women's Job Corps, 2918 Oates Drive, Dallas, Texas 75228	PC	Toward constructing a new facility to expand programs helping women gain self-sufficiency	\$50,000
Shared Housing Center, 402 N Good Latimer Expressway, Dallas, Texas 75204	PC	Toward completing transitional housing facilities for homeless women and children and veterans and their families	\$100,000
Subtotal for Human Services			\$225,000
Total Grants Approved for Future Payment			\$28,686,131

All grant recipients are governmental entities, IRC Section 501(c)(3) public charities or eligible 509(a)(3) Type I or Type II supporting organizations. Statements from Grantee's legal counsel are used to make this determination when an IRS Ruling Letter is not available.

Meadows Foundation, Inc.
Analysis of Other Revenue
Form 990-PF, Part XVI-A, Line 11
December 31, 2018
EIN 75-6015322

Statement 23

<u>Description</u>	<u>Business Code</u>	<u>Amount</u>	<u>Exclusion Code</u>	<u>Amount</u>	<u>Related or Exempt Function Income</u>
Value of Imputed Free Rent	(1)	-	15	3,191,316	-
Royalty Income		-	01	9,612	-
Other Partnership Income		(4,901,816)	01	4,901,816	-
Totals		<u>\$ (4,901,816)</u>		<u>\$ 8,102,798</u>	<u>\$ -</u>

(1) MFI provides facilities, utilities and other services to nonprofit organizations as tenants of the Wilson Historic District. Generally Accepted Accounting Principles (GAAP) require that imputed income be calculated and reported for the fair market value of rent provided to the tenants

Meadows Foundation, Inc.
Information Regarding Transfers
Form 990-PF, Part XVII, Line 1D
December 31, 2018
EIN 75-6015322

Statement 24

<u>Line no.</u>	<u>Amount Involved</u>	<u>Name of Noncharitable Organization</u>	<u>Description of Transfers and Sharing Arrangement</u>
1B(6)	1,699	Society for Human Resource Management	Membership Dues/Training
1B(6)	1,225	CFA Institute	Membership Dues/Training
1B(6)	1,125	Texas Air Conditioning Contractors Association	Membership Dues
1B(6)	1,020	American Institute of CPAs	Membership Dues
1B(6)	860	Texas Society of CPA's	Membership Dues/Training
	<u>5,929</u>	<u>Total</u>	

Meadows Foundation, Inc.
 Expenditure Responsibility
 Form 990-PF, Part VII-B, Question 5(a)(4)
 December 31, 2018
 EIN 75-6015322

Statement 25

Recipient name and address		Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received
Raise Your Hand For Texas Education Fund, Congress Avenue, Suite 100, Austin, Texas 78701	1005	Toward funding for an initiative to scale blended learning best practices across the state	\$200,000	\$200,000	Nov-17 Dec-17 Jan-18 Feb-18 Mar-18 Apr-18 May-18 Jun-18 Jul-18 Aug-18
(Grant reference number 2017110180 paid 12/14/2017)					

Note 1: To the knowledge of the Foundation, and based on the reports furnished by the grantee to date, no part of the funds have been used for any purposes other than those contemplated by the grant.

Note 2: The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.