**PUBLIC Disclosure Form 990**

Return of Organization Exempt From Income Tax

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

- Do not enter social security numbers on this form as it might be made public.

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

A. For the 2018 calendar year, or tax year beginning and ending 12/31/2017

B. Check if applicable:

- D Employer identification number

Name of organization: SIEERRA CLUB FOUNDATION

Address: 2101 WEBSTER STREET 1250

City or town, state or province, country, and ZIP or foreign postal code: OAKLAND, CA 94612

Name and address of principal officer: DAN CHU

Tax-exempt status: 501(c)(3) 501(c)(4)

J Website: WWW.SIEERRACLUBFOUNDATION.ORG

K Form of organization: Corporation

L Year of formation: 1960

M State of legal domicile: CA

Part I Summary

1. Briefly describe the organization's mission or most significant activities: EDUCATE AND EMPOWER PEOPLE TO PROTECT AND IMPROVE THE NATURAL AND HUMAN ENVIRONMENT.

2. Check this box [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3. Number of voting members of the governing body (Part VI, line 1a) 3 16

4. Number of independent voting members of the governing body (Part VI, line 1b) 4 16

5. Total number of individuals employed in calendar year 2018 (Part V, line 2a) 5 21

6. Total number of volunteers (estimate if necessary) 6 27

7a. Total unrelated business revenue from Part VIII, column (C), line 12

7b. Net unrelated business income from Form 990-T, line 38 7b 1,900

8. Contributions and grants (Part VIII, line 1h) 68,508,314 100,689,985

9. Program service revenue (Part VIII, line 2g) 0 0

10. Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,919,933 3,306,670

11. Other revenue (Part VIII, column (A), lines 5, 6, 8c, 9c, 10c, and 11e) 1,095,910 1,163,708

12. Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 71,524,157 105,160,363

13. Grants and similar amounts paid (Part IX, column (A), lines 1-3) 63,236,588 73,450,839

14. Benefits paid to or for members (Part IX, column (A), line 4) 0 0

15. Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,124,572 1,335,573

16a. Professional fundraising fees (Part IX, column (A), line 11e) 0 0

16b. Total fundraising expenses (Part IX, column (D), line 25) 9,388,357

17. Other expenses (Part IX, column (A), lines 11a-11d, 11f24a) 8,529,188 10,147,476

18. Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 72,890,348 84,933,888

19. Revenue less expenses, Subtract line 18 from line 12 -1,366,191 20,226,475

Part II Signature Block

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

Kevin McGahan, CFO

Signature of officer

Date

Preparer's name

MAGA E. KISRIEV

Preparer's signature

Date

Check [ ] self-employed

PTIN

201008919

Preparer's firm name

HOOD & STRONG LLP

Preparer's firm address

275 Battery St, Ste 900

San Francisco, CA 94111

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

Form 990 (2018)
Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

**Automatic 6-Month Extension of Time. Only submit original (no copies needed).**

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Enter filer’s identifying number**

<table>
<thead>
<tr>
<th>Type or print</th>
<th>Name of exempt organization or other filer, see instructions.</th>
<th>Employer identification number (EIN) or Social security number (SSN)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>SIERRA CLUB FOUNDATION</td>
<td>94-6069890</td>
</tr>
</tbody>
</table>

**Enter the Return Code for the return that this application is for (file a separate application for each return)**

<table>
<thead>
<tr>
<th>Application Is For</th>
<th>Return Code</th>
<th>Application Is For</th>
<th>Return Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990 or Form 990-EZ</td>
<td>01</td>
<td>Form 990-T (corporation)</td>
<td>07</td>
</tr>
<tr>
<td>Form 990-BL</td>
<td>02</td>
<td>Form 1041-A</td>
<td>08</td>
</tr>
<tr>
<td>Form 4720 (individual)</td>
<td>03</td>
<td>Form 4720 (other than individual)</td>
<td>09</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
<td>Form 5227</td>
<td>10</td>
</tr>
<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
<td>Form 5069</td>
<td>11</td>
</tr>
<tr>
<td>Form 990-T (trust other than above)</td>
<td>06</td>
<td>Form 8870</td>
<td>12</td>
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</tbody>
</table>

**AGANA MORENO**

- The books are in the care of ➤ 2101 WEBSTER STREET, NO. 1250 - OAKLAND, CA 94612 ➤
- Telephone No. ➤ (415) 995-1780 ➤
- Fax No. ➤
- If the organization does not have an office or place of business in the United States, check this box ➤
- If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) ➤ If this is for the whole group, check this box ➤
- If it is for part of the group, check this box ➤ and attach a list with the names and EINs of all members the extension is for.

1. I request an automatic 6-month extension of time until ➤ NOVEMBER 15, 2019 ➤, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
   - ➤ calendar year 2018 or ➤ tax year beginning ➤ , and ending ➤

2. If the tax year entered in line 1 is for less than 12 months, check reason: ➤ initial return ➤ Final return ➤
   - Change in accounting period

3a. If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a $ 0.

b. If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b $ 0.

c. Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c $ 0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.
1. Briefly describe the organization's mission:

SEE SCHEDULE O.

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  
   Yes [X] No
   If "Yes," describe these new services on Schedule O.

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services?  
   Yes [X] No
   If "Yes," describe these changes on Schedule O.

4. Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.  
   Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses and revenue, if any, for each program service reported.

   **BEYOND COAL - THE LONG-TERM GOAL OF THIS PROGRAM IS TO REVERSE THE SOCIAL, ECONOMIC, AND ENVIRONMENTAL DAMAGE CAUSED BY GLOBAL CLIMATE CHANGE BY WORKING TO ENSURE OUR ELECTRICITY IS CARBON-FREE BY NO LATER THAN 2030 AND TRANSITIONING TO 100 PERCENT CLEAN RENEWABLE ENERGY BY NO LATER THAN 2050. THE PROGRAM'S SPECIFIC GOALS - WORKING IN PARTNERSHIP WITH ALLIED ORGANIZATIONS - ARE TO RETIRE EXISTING COAL PLANTS, PREVENT CONSTRUCTION OF NEW COAL-FIRED POWER PLANTS, BLOCK EXPANSION OF THE U.S. GAS FLEET, STOP INFRASTRUCTURE PROJECTS DESIGNED TO FACILITATE AND INCREASE OVERSEAS EXPORTS OF COAL AND GAS, AND PROMOTE CLEAN ENERGY ALTERNATIVES SUCH AS WIND AND SOLAR WHILE ADVANCING EQUITY AND JUSTICE, AND ENSURING A JUST ECONOMIC TRANSITION FOR WORKERS AND IMPACTED COMMUNITIES.**

   **OUR WILD AMERICA - THE GOAL OF THIS PROGRAM IS TO PROTECT, CONSERVE, AND RESTORE PUBLIC AND PRIVATE LANDES TO RETAIN NATURAL SYSTEMS AND BENEFIT PRESENT AND FUTURE GENERATIONS, ESPECIALLY IN A CLIMATE-CHANGING WORLD. THE CAMPAIGN CONTINUES THE SIERRA CLUB'S LEGACY OF PROTECTING PUBLIC LANDS AND WILD PLACES; GETTING PEOPLE ACROSS ECONOMIC LINES, CULTURES, AND COMMUNITIES - INCLUDING MILITARY AND YOUTH - OUT IN NATURE; GIVING GRASSROOTS VOLUNTEERS THE KNOWLEDGE AND RESOURCES NEEDED TO PROTECT THE ENVIRONMENT NATIONALLY AND IN THEIR OWN COMMUNITIES; AND EXPANDING AND DIVERSIFYING THE ENVIRONMENTAL MOVEMENT. THE OUR WILD AMERICA CAMPAIGN IS ADVANCING THREE STRATEGIC INITIATIVES: (1) OPPOSING DIRTY FUELS EXTRACTION, PARTICULARLY ON PUBLIC LANDS, (2) PROTECTING LANDS, WATER, AND WILDLIFE, AND (3) GETTING PEOPLE OUTDOORS.**

   **CHAPTER AND GROUP EDUCATION PROJECT (CGEP) - THIS PROJECT SUPPORTS THE STATE AND LOCAL CHAPTERS AND GROUPS OF THE SIERRA CLUB IN THEIR WORK TO EDUCATE THE PUBLIC ABOUT THE THREATS TO THE ENVIRONMENT AND POTENTIAL SOLUTIONS AVAILABLE TO THEM. THE OVERARCHING GOALS OF THE CGEP ARE TO PROTECT THE NATURAL AND HUMAN ENVIRONMENT FOR THE BENEFIT OF THE GENERAL PUBLIC, TO ENFORCE LOCAL AND FEDERAL LAWS IN THE PUBLIC INTEREST, AND TO TRAIN AND PREPARE ACTIVISTS FOR PUBLIC ADVOCACY ON BEHALF OF ENVIRONMENTAL PROTECTION. IT IS A PROJECT THROUGH WHICH THE SIERRA CLUB FOUNDATION WORKS TO ACHIEVE ITS MISSION TO EDUCATE AND EMPOWER PEOPLE TO PROTECT AND IMPROVE THE NATURAL AND HUMAN ENVIRONMENT.**

4. Other program services (Describe in Schedule O.)

   - Expenses: $28,622,802, including grants of $28,296,496
   - Revenue: $0

   Total program service expenses: $73,777,145.

SEE SCHEDULE O FOR CONTINUATION(S)
<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
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**Part IV Checklist of Required Schedules (continued)**

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>22</td>
<td>Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>23</td>
<td>Did the organization answer &quot;Yes&quot; to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>24a</td>
<td>Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>b</td>
<td>Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</td>
<td></td>
<td></td>
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<tr>
<td>c</td>
<td>Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?</td>
<td></td>
<td></td>
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<tr>
<td>d</td>
<td>Did the organization act as an &quot;on behalf of&quot; issuer for bonds outstanding at any time during the year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25a</td>
<td>Section 501(c)(3), 501(c)(4), and 501(c)(30) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>b</td>
<td>Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>26</td>
<td>Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>27</td>
<td>Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons?</td>
<td></td>
<td>X</td>
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<tr>
<td>28</td>
<td>Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part V instructions for applicable filing thresholds, conditions, and exceptions):</td>
<td></td>
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</tr>
<tr>
<td>a</td>
<td>A current or former officer, director, trustee, or key employee?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>b</td>
<td>A family member of a current or former officer, director, trustee, or key employee?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>c</td>
<td>An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>29</td>
<td>Did the organization receive more than $25,000 in non-cash contributions?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>30</td>
<td>Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>31</td>
<td>Did the organization liquidate, terminate, or dissolve and cease operations?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>32</td>
<td>Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>33</td>
<td>Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>34</td>
<td>Was the organization related to any tax-exempt or taxable entity?</td>
<td></td>
<td>X</td>
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</tbody>
</table>

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Yes</th>
<th>No</th>
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<tbody>
<tr>
<td>1a</td>
<td>Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable</td>
<td>17</td>
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</tr>
<tr>
<td>1b</td>
<td>Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?</td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

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Note: All Form 990 filers are required to complete Schedule O.
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return [2a 21]

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? [2b X]

Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of $1,000 or more during the year? [3a X]

b If “Yes,” has it filed a Form 990-T for this year? If “No,” to line 3b, provide an explanation in Schedule O [3b X]

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? [4a X]

b If “Yes,” enter the name of the foreign country:


5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? [5a X]

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? [5b X]

c If “Yes” to line 5a or 5b, did the organization file Form 8886-T? [5c X]

6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? [6a X]

b If “Yes,” did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? [6b]

7 Organizations that may receive deductible contributions under section 170(c).

a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? [7a X]

b If “Yes,” did the organization notify the donor of the value of the goods or services provided? [7b]

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? [7c X]

d If “Yes,” indicate the number of Forms 8282 filed during the year [7d 3]

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [7e X]

f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? [7f X]

g If the organization received a contribution of qualitative intellectual property, did the organization file Form 8899 as required? [7g]

h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? [7h X]

8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? [8]

9 Sponsoring organizations maintaining donor advised funds.

a Did the sponsoring organization make any taxable distributions under section 4966? [9a]

b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? [9b]

10 Section 501(c)(7) organizations. Enter:

a Initiation fees and capital contributions included on Part VIII, line 12 [10a]

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities [10b]

11 Section 501(c)(12) organizations. Enter:

a Gross income from members or shareholders [11a]

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) [11b]

12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? [12a]

b If “Yes,” enter the amount of tax-exempt interest received or accrued during the year [12b]

13 Section 501(c)(29) qualified nonprofit health insurance issuers.

a Is the organization licensed to issue qualified health plans in more than one state? [13a]

Note. See the instructions for additional information the organization must report on Schedule O.

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans [13b]

c Enter the amount of reserves on hand [13c]

14a Did the organization receive any payments for indoor tanning services during the tax year? [14a X]

b If “Yes,” has it filed a Form 720 to report these payments? If “No,” provide an explanation in Schedule O [14b]

15 Is the organization 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? [15 X]

If “Yes,” see instructions and file Form 4720, Schedule N.

16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? [16 X]

If “Yes," complete Form 4720, Schedule O. [16]
Section A. Governing Body and Management

1a. Enter the number of voting members of the governing body at the end of the tax year

If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

b. Enter the number of voting members included in line 1a, above, who are independent

2. Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3. Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

4. Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5. Did the organization become aware during the year of a significant diversion of the organization’s assets?

6. Did the organization have members or stockholders?

7a. Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b. Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8. Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a. The governing body?

b. Each committee with authority to act on behalf of the governing body?

9. Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization’s mailing address? If “Yes,” provide the names and addresses in Schedule O.

Section B. Policies

10a. Did the organization have local chapters, branches, or affiliates?

b. If “Yes,” did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization’s exempt purposes?

11a. Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b. Describe in Schedule O the process, if any, used by the organization to review this Form 990.

12a. Did the organization have a written conflict of interest policy? If “No,” go to line 13

b. Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c. Did the organization regularly and consistently monitor and enforce compliance with the policy? If “Yes,” describe in Schedule O how this was done.

13. Did the organization have a written whistleblower policy?

14. Did the organization have a written document retention and destruction policy?

15. Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a. The organization’s CEO, Executive Director, or top management official?

b. Other officers or key employees of the organization?

If “Yes” to line 15a or 15b, describe the process in Schedule O (see instructions).

16a. Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b. If “Yes,” did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint ventures under applicable federal tax law, and take steps to safeguard the organization’s exempt status with respect to such arrangements?

Section C. Disclosure

17. List the states with which a copy of this Form 990 is required to be filed: AL, AK, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY

18. Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[X] Own website  [X] Another’s website  [X] Upon request  [ ] Other (explain in Schedule O)

19. Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20. State the name, address, and telephone number of the person who possesses the organization’s books and records

KEVIN MCGAHAN - (415) 995-1780
2101 WEBSTER STREET, NO. 1250, OAKLAND, CA 94612

SEE SCHEDULE O FOR FULL LIST OF STATES
### Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week</th>
<th>(C) Position</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>GAIL GREENWALD</td>
<td>2.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>VIC CHAIR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SHIRLEY WEESE-YOUNG</td>
<td>3.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>CO-CHAIR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ALLISON CHIN</td>
<td>3.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>CO-CHAIR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BILL WEIHL</td>
<td>2.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>SECRETARY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>FLAVIA DELA FUENTE</td>
<td>2.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>TREASURER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>STEVEN BERKENFELD</td>
<td>2.00</td>
<td>X X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>OFFICER AT LARGE</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GEETA AIYER</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DARREN ARONOFSKY</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DONNEL BAIRD</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>LOREN BLACKFORD</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MYKE BYBEE</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>LARRY KEEHAN</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOSEPH SANBERG</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR (THRU 11/15/18)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOEL SANDERS</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JESSICA SAROWITZ</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JILL SOFFER</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>STEPHANIE STUCKY</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>(18) MARC WEISS</td>
<td>2.00</td>
<td>X</td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>DIRECTOR (THRU 11/15/18)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(19) DAN CHU</td>
<td>40.00</td>
<td>X</td>
<td></td>
<td></td>
<td>248,168.</td>
</tr>
<tr>
<td>EXECUTIVE DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>(20) VIRGINIA QUICK</td>
<td>40.00</td>
<td>X</td>
<td></td>
<td></td>
<td>81,866.</td>
</tr>
<tr>
<td>CFO (THRU 6/13/18)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>(21) HENRY HOLMES</td>
<td>40.00</td>
<td>X</td>
<td></td>
<td></td>
<td>114,638.</td>
</tr>
<tr>
<td>GRANTS &amp; COMPLIANCE DIRECT</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>(22) SIMBA NDIMERA</td>
<td>40.00</td>
<td>X</td>
<td></td>
<td></td>
<td>98,889.</td>
</tr>
<tr>
<td>CHIEF FINANCIAL OFFICER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.</td>
</tr>
</tbody>
</table>

1b Sub-total: 543,561. 0. 97,737.

c Total from continuation sheets to Part VII, Section A: 0. 0. 0.

d Total (add lines 1b and 1c): 543,561. 0. 97,737.

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

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If “Yes,” complete Schedule J for such individual: Yes X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If “Yes,” complete Schedule J for such individual: Yes X

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If “Yes,” complete Schedule J for such person: Yes X

Section B. Independent Contractors

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

<table>
<thead>
<tr>
<th>(A) Name and business address</th>
<th>(B) Description of services</th>
<th>(C) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>COMMUNITY COUNSELING SERVICE CO LLC, P.O. BOX 824885, PHILADELPHIA, PA 19182-4885</td>
<td>CONSULTING FEES</td>
<td>422,684.</td>
</tr>
<tr>
<td>FUND EVALUATION GROUP</td>
<td>MANAGEMENT FEES</td>
<td>105,951.</td>
</tr>
<tr>
<td>KPMG LLP</td>
<td>AUDIT FEES</td>
<td>100,023.</td>
</tr>
</tbody>
</table>

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization: 3
<table>
<thead>
<tr>
<th>Contributions, Gifts, Grants and Other Similar Amounts</th>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512 - 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Federated campaigns</td>
<td>298,945</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b Membership dues</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1c Fundraising events</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1d Related organizations</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1e Government grants (contributions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1f All other contributions, gifts, grants, and similar amounts not included above</td>
<td>100,391,040.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1g Noncash contributions included in lines 1a-1f</td>
<td>2,822,311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1h Total, Add lines 1a-1f</td>
<td>100,689,985</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Program Service Revenue</th>
<th>Business Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td></td>
</tr>
<tr>
<td>2b</td>
<td></td>
</tr>
<tr>
<td>2c</td>
<td></td>
</tr>
<tr>
<td>2d</td>
<td></td>
</tr>
<tr>
<td>2e</td>
<td></td>
</tr>
<tr>
<td>2f All other program service revenue</td>
<td></td>
</tr>
<tr>
<td>2g Total, Add lines 2a-2f</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Investment Income (including dividends, interest and other similar amounts)</th>
<th>1,792,310</th>
<th>1,792,310</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income from investment of tax-exempt bond proceeds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Royalties</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(i) Real</th>
<th>(i) Personal</th>
</tr>
</thead>
<tbody>
<tr>
<td>6a Gross rents</td>
<td></td>
</tr>
<tr>
<td>6b Less: rental expenses</td>
<td></td>
</tr>
<tr>
<td>6c Rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>6d Net rental income or (loss)</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(i) Securities</th>
<th>(i) Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>7a Gross amount from sales of assets other than inventory</td>
<td></td>
</tr>
<tr>
<td>7b Less: cost or other basis and sales expenses</td>
<td></td>
</tr>
<tr>
<td>7c Gain or (loss)</td>
<td></td>
</tr>
<tr>
<td>7d Net gain or (loss)</td>
<td></td>
</tr>
</tbody>
</table>

| 8a Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18 |   |
| 8b Less: direct expenses                                                    |   |
| 8c Net income or (loss) from fundraising events                            |   |

| 9a Gross income from gaming activities. See Part IV, line 19                |   |
| 9b Less: direct expenses                                                    |   |
| 9c Net income or (loss) from gaming activities                             |   |

| 10a Gross sales of inventory, less returns and allowances                   |   |
| 10b Less: cost of goods sold                                                |   |
| 10c Net income or (loss) from sales of inventory                           |   |

<table>
<thead>
<tr>
<th>Miscellaneous Revenue</th>
<th>Business Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>11a COST SOFTWARE REIMBURSEMENT</td>
<td>900099</td>
</tr>
<tr>
<td>b MISCELLANEOUS INCOME</td>
<td>900099</td>
</tr>
<tr>
<td>c PARTNERSHIP K-1 INCOME</td>
<td>900099</td>
</tr>
<tr>
<td>d All other revenue</td>
<td></td>
</tr>
<tr>
<td>11e Total, Add lines 11a-11d</td>
<td></td>
</tr>
</tbody>
</table>

<p>| 12 Total revenue, See instructions                                           | 105,160,365. | 0 | -73. | 6,470,452. |</p>
<table>
<thead>
<tr>
<th>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</th>
<th>Total expenses</th>
<th>Program service expenses</th>
<th>Management and general expenses</th>
<th>Fundraising expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21</td>
<td>73,384,792</td>
<td>73,384,792</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Grants and other assistance to domestic individuals. See Part IV, line 22</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16</td>
<td>66,047</td>
<td>66,047</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Benefits paid to or for members</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Compensation of current officers, directors, trustees, and key employees</td>
<td>641,298</td>
<td>114,882</td>
<td>519,727</td>
<td>6,689</td>
</tr>
<tr>
<td>6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other salaries and wages</td>
<td>381,648</td>
<td>68,369</td>
<td>309,298</td>
<td>3,981</td>
</tr>
<tr>
<td>8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)</td>
<td>33,094</td>
<td>5,450</td>
<td>27,299</td>
<td>345</td>
</tr>
<tr>
<td>9 Other employee benefits</td>
<td>211,934</td>
<td>34,899</td>
<td>174,824</td>
<td>2,211</td>
</tr>
<tr>
<td>10 Payroll taxes</td>
<td>67,599</td>
<td>11,132</td>
<td>55,762</td>
<td>705</td>
</tr>
<tr>
<td>11 Fees for services (non-employees):</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Management</td>
<td>99,637</td>
<td>99,637</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Legal</td>
<td>70,753</td>
<td>27,183</td>
<td>43,570</td>
<td></td>
</tr>
<tr>
<td>c Accounting</td>
<td>100,023</td>
<td></td>
<td>100,023</td>
<td></td>
</tr>
<tr>
<td>d Lobbying</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Professional fundraising services. See Part IV, line 17</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Investment management fees</td>
<td>103,625</td>
<td>103,625</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)</td>
<td>14,085</td>
<td>14,085</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Advertising and promotion</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Office expenses</td>
<td>53,020</td>
<td>8,737</td>
<td>44,112</td>
<td>171</td>
</tr>
<tr>
<td>14 Information technology</td>
<td>1,331,760</td>
<td></td>
<td>1,331,760</td>
<td></td>
</tr>
<tr>
<td>15 Royalties</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Occupancy</td>
<td>93,791</td>
<td>19,419</td>
<td>73,897</td>
<td>475</td>
</tr>
<tr>
<td>17 Travel</td>
<td>36,555</td>
<td>7,983</td>
<td>28,572</td>
<td>195</td>
</tr>
<tr>
<td>18 Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Conferences, conventions, and meetings</td>
<td>41,695</td>
<td></td>
<td>41,695</td>
<td></td>
</tr>
<tr>
<td>20 Interest</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Depreciation, depletion, and amortization</td>
<td>19,899</td>
<td>4,120</td>
<td>15,679</td>
<td>101</td>
</tr>
<tr>
<td>23 Insurance</td>
<td>21,006</td>
<td>4,349</td>
<td>16,551</td>
<td>106</td>
</tr>
<tr>
<td>24 Other expenses, Itemize expenses not covered above. (List miscellaneous expenses in line 24a. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a FUNDRAISING REIMBURSEMENT</td>
<td>6,999,996</td>
<td></td>
<td>6,999,996</td>
<td></td>
</tr>
<tr>
<td>b OTHER/SOFTWARE LICENSE</td>
<td>1,137,463</td>
<td>19,783</td>
<td>76,058</td>
<td>1,041,622</td>
</tr>
<tr>
<td>c REGULATORY COMPLIANCE</td>
<td>22,168</td>
<td></td>
<td>22,168</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e All other expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Total functional expenses. Add lines 1 through 24e</td>
<td>84,933,888</td>
<td>73,777,145</td>
<td>1,768,386</td>
<td>9,388,357</td>
</tr>
</tbody>
</table>
### Part X - Balance Sheet

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Cash - non-interest-bearing</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>42,489,526.2</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>9,232,896.3</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td>6,775,551.4</td>
</tr>
<tr>
<td>5</td>
<td>Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L</td>
<td>5</td>
</tr>
<tr>
<td>6</td>
<td>Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees’ beneficiary organizations (see instr). Complete Part II of Sch L</td>
<td>6</td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td>0.7</td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td>8</td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>1,107,391.9</td>
</tr>
<tr>
<td>10a</td>
<td>Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D</td>
<td>10a</td>
</tr>
<tr>
<td>10b</td>
<td>Less: accumulated depreciation</td>
<td>10b</td>
</tr>
<tr>
<td>11</td>
<td>Investments - publicly traded securities</td>
<td>11</td>
</tr>
<tr>
<td>12</td>
<td>Investments - other securities. See Part IV, line 11</td>
<td>12</td>
</tr>
<tr>
<td>13</td>
<td>Investments - program-related. See Part IV, line 11</td>
<td>13</td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td>14</td>
</tr>
<tr>
<td>15</td>
<td>Other assets. See Part IV, line 11</td>
<td>15</td>
</tr>
<tr>
<td>16</td>
<td>Total assets. Add lines 1 through 15 (must equal line 34)</td>
<td>16</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>17</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td>18</td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td>19</td>
</tr>
<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
<td>20</td>
</tr>
<tr>
<td>21</td>
<td>Escrow or custodial account liability. Complete Part IV of Schedule D</td>
<td>21</td>
</tr>
<tr>
<td>22</td>
<td>Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L</td>
<td>22</td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td>23</td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td>24</td>
</tr>
<tr>
<td>25</td>
<td>Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D</td>
<td>25</td>
</tr>
<tr>
<td>26</td>
<td>Total liabilities. Add lines 17 through 25</td>
<td>26</td>
</tr>
<tr>
<td>27</td>
<td>Organizations that follow SFAS 117 (ASC 958), check here ☑ and complete lines 27 through 29, and lines 33 and 34.</td>
<td>27</td>
</tr>
<tr>
<td>28</td>
<td>Unrestricted net assets</td>
<td>28</td>
</tr>
<tr>
<td>29</td>
<td>Temporarily restricted net assets</td>
<td>29</td>
</tr>
<tr>
<td>30</td>
<td>Permanently restricted net assets</td>
<td>30</td>
</tr>
<tr>
<td>31</td>
<td>Capital stock or trust principal, or current funds</td>
<td>31</td>
</tr>
<tr>
<td>32</td>
<td>Paid-in or capital surplus, or land, building, or equipment fund</td>
<td>32</td>
</tr>
<tr>
<td>33</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td>33</td>
</tr>
<tr>
<td>34</td>
<td>Total net assets or fund balances</td>
<td>34</td>
</tr>
<tr>
<td>34</td>
<td>Total liabilities and net assets/fund balances</td>
<td>34</td>
</tr>
</tbody>
</table>
### Part XI | Reconciliation of Net Assets

- **1** Total revenue (must equal Part VIII, column (A), line 12) .................................................. 1 105,160,363.
- **2** Total expenses (must equal Part IX, column (A), line 25) .................................................. 2 84,933,886.
- **3** Revenue less expenses. Subtract line 2 from line 1 ................................................................. 3 20,226,475.
- **4** Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) .... 4 135,379,336.
- **5** Net unrealized gains (losses) on investments ............................................................................. 5 -6,672,742.
- **6** Donated services and use of facilities ......................................................................................... 6
- **7** Investment expenses ................................................................................................................... 7
- **8** Prior period adjustments ............................................................................................................. 8
- **9** Other changes in net assets or fund balances (explain in Schedule O) ................................... 9 -1,483,523.
- **10** Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) ................................................................. 10 147,449,546.

### Part XII | Financial Statements and Reporting

- **1** Accounting method used to prepare the Form 990:  
  - [ ] Cash  
  - [X] Accrual  
  - [ ] Other  

  If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.  

- **2a** Were the organization's financial statements compiled or reviewed by an independent accountant?  
  - [X] Yes  
  - [ ] No

  If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
  - [ ] Separate basis  
  - [ ] Consolidated basis  
  - [ ] Both consolidated and separate basis

- **2b** Were the organization's financial statements audited by an independent accountant?  
  - [X] Yes  
  - [ ] No

  If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
  - [X] Separate basis  
  - [ ] Consolidated basis  
  - [ ] Both consolidated and separate basis

- **2c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
  - [X] Yes  
  - [ ] No

- **3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?  
  - [X] Yes  
  - [ ] No

- **3b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.  
  - [ ] Yes  
  - [ ] No
**Public Charity Status and Public Support**

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

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

| 1 | A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). |
| 2 | A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ).) |
| 3 | A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). |
| 4 | A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital’s name, city, and state: |
| 5 | An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.) |
| 6 | A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). |
| 7 | An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) |
| 8 | A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.) |
| 9 | An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: |
| 10 | An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) |

**Additional Information**

- An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3).
- Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.

| a | Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B. |
| b | Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C. |
| c | Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E. |
| d | Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V. |
| e | Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization. |
| f | Enter the number of supported organizations. |

**Provide the following information about the supported organization(s).**

<table>
<thead>
<tr>
<th>(i) Name of supported organization</th>
<th>(ii) EIN</th>
<th>(iii) Type of organization (described on lines 1-10 above (see instructions))</th>
<th>(iv) Amount of monetary support (see instructions)</th>
<th>(v) Amount of other support (see instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ. 832021 10-11-18 Schedule A (Form 990 or 990-EZ) 2018
### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2014</th>
<th>(b) 2015</th>
<th>(c) 2016</th>
<th>(d) 2017</th>
<th>(e) 2018</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received. (Do not include any “unusual grants.”)</td>
<td>58370413.87863343.71884506.68508314.100689985</td>
<td>387316561</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Total, Add lines 1 through 3</td>
<td>58370413.87863343.71884506.68508314.100689985</td>
<td>387316561</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>69837381.69837381</td>
</tr>
<tr>
<td>6 Public support. Subtract line 5 from line 4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>317479180</td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2014</th>
<th>(b) 2015</th>
<th>(c) 2016</th>
<th>(d) 2017</th>
<th>(e) 2018</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4</td>
<td>58370413.87863343.71884506.68508314.100689985</td>
<td>387316561</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1003018.1153324.1033190.1236333.1792310.6218175.6218175</td>
</tr>
<tr>
<td>9 Net income from unrelated business activities, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3,681.5,685.-73.9,293.9,293</td>
</tr>
<tr>
<td>10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1234878.1444714.1090225.1163781.4933598.4933598</td>
</tr>
<tr>
<td>11 Total support. Add lines 7 through 10</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>398477627.398477627</td>
</tr>
<tr>
<td>12 Gross receipts from related activities, etc. (see instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>757,311.</td>
</tr>
<tr>
<td>13 First five years, if the Form 990 is for the organization's first, second, third, fourth or fifth tax year as a section 501(c)(3) organization, check this box and stop here</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

| Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) | 14 | 79.67% |
| Public support percentage from 2017 Schedule A, Part II, line 14 | 15 | 85.43% |

**16a** 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

**16b** 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

**17a** 10% facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

**17b** 10% facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

**18** Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions
### Section A. Public Support

**Calendar year (or fiscal year beginning in)**

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

### Section B. Total Support

**Calendar year (or fiscal year beginning in)**

<table>
<thead>
<tr>
<th>(a) 2014</th>
<th>(b) 2015</th>
<th>(c) 2016</th>
<th>(d) 2017</th>
<th>(e) 2018</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add lines 10a and 10b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total support. (Add lines 9, 10a, 11, and 12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

<table>
<thead>
<tr>
<th>(a) 2014</th>
<th>(b) 2015</th>
<th>(c) 2016</th>
<th>(d) 2017</th>
<th>(e) 2018</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>%</td>
</tr>
<tr>
<td>16 Public support percentage from 2017 Schedule A, Part III, line 15</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>%</td>
</tr>
</tbody>
</table>

### Section D. Computation of Investment Income Percentage

<table>
<thead>
<tr>
<th>(a) 2014</th>
<th>(b) 2015</th>
<th>(c) 2016</th>
<th>(d) 2017</th>
<th>(e) 2018</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>%</td>
</tr>
<tr>
<td>18 Investment income percentage from 2017 Schedule A, Part III, line 17</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>%</td>
</tr>
<tr>
<td>19a 33 1/3% support tests - 2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b 33 1/3% support tests - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Section A. All Supporting Organizations

1. Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.

2. Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).

3a. Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.

   b. Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.

   c. Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.

4a. Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.

   b. Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.

   c. Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(9) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.

5a. Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EINs of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).

   b. Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?

   c. Substitutions only. Was the substitution the result of an event beyond the organization's control?

6. Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.

7. Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).

8. Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).

9a. Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.

   b. Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.

   c. Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.

10a. Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.

   b. Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)
### Part IV: Supporting Organizations (continued)

11 Has the organization accepted a gift or contribution from any of the following persons?
   a. A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
   b. A family member of a person described in (a) above?
   c. A 35% controlled entity of a person described in (a) or (b) above? If “Yes,” to a, b, or c, provide details in Part VI.

### Section B: Type I Supporting Organizations

1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization’s directors or trustees at all times during the tax year? If “No,” describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization’s activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.

2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If “Yes,” explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

### Section C: Type II Supporting Organizations

1 Were a majority of the organization’s directors or trustees during the tax year also a majority of the directors or trustees of each of the organization’s supported organization(s)? If “No,” describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

### Section D: All Type III Supporting Organizations

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization’s tax year, (a) a written notice describing the type and amount of support provided during the prior tax year, (b) a copy of the Form 990 that was most recently filed as of the date of notification, and (c) copies of the organization’s governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization’s officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If “No,” explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).

3 By reason of the relationship described in (2), did the organization’s supported organizations have a significant voice in the organization’s investment policies and in directing the use of the organization’s income or assets at all times during the tax year? If “Yes,” describe in Part VI the role the organization’s supported organizations played in this regard.

### Section E: Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
   a. The organization satisfied the Activities Test. Complete line 2 below.
   b. The organization is the parent of each of its supported organizations. Complete line 3 below.
   c. The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).

2 Activities Test. Answer (a) and (b) below.
   a. Did substantially all of the organization’s activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If “Yes,” then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.
   b. Did the activities described in (a) constitute activities that, but for the organization’s involvement, one or more of the organization’s supported organization(s) would have been engaged in? If “Yes,” explain in Part VI the reasons for the organization’s position that its supported organization(s) would have engaged in these activities but for the organization’s involvement.

3 Parent of Supported Organizations. Answer (a) and (b) below.
   a. Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.
   b. Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If “Yes,” describe in Part VI the role played by the organization in this regard.
### Part V: Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

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

#### Section A - Adjusted Net Income

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

#### Section B - Minimum Asset Amount

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

#### Section C - Distributable Amount

<table>
<thead>
<tr>
<th></th>
<th>Current Year</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Adjusted net income for prior year (from Section A, line 8, Column A)</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Enter 85% of line 1</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Minimum asset amount for prior year (from Section B, line 8, Column A)</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Enter greater of line 2 or line 3</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Income tax imposed in prior year</td>
<td>5</td>
</tr>
<tr>
<td>6</td>
<td>Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)</td>
<td>6</td>
</tr>
</tbody>
</table>

Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).
**Schedule A (Form 990 or 990-EZ) 2018**
**SIERRA CLUB FOUNDATION**

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

**Section E - Distribution Allocations (see instructions)**

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

Schedule A (Form 990 or 990-EZ) 2018
### SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2015</td>
<td>$1,147,035</td>
</tr>
<tr>
<td>2016</td>
<td>$1,386,785</td>
</tr>
<tr>
<td>2017</td>
<td>$1,029,948</td>
</tr>
<tr>
<td>2018</td>
<td>$1,148,659</td>
</tr>
</tbody>
</table>

#### MISCELLANEOUS INCOME

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2015</td>
<td>$87,843</td>
</tr>
<tr>
<td>2016</td>
<td>$57,929</td>
</tr>
<tr>
<td>2017</td>
<td>$10,942</td>
</tr>
<tr>
<td>2018</td>
<td>$15,122</td>
</tr>
</tbody>
</table>

#### REFUNDED GRANTS

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2017</td>
<td>$49,335</td>
</tr>
<tr>
<td>2018</td>
<td>$0</td>
</tr>
</tbody>
</table>
Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

2018

Name of the organization
SIERRA CLUB FOUNDATION

Employer identification number
94-6069890

Organization type (check one):

Section:

Form 990 or 990-EZ
501(c)(3) (enter number) organization
4947(a)(1) nonexempt charitable trust not treated as a private foundation
527 political organization

Form 990-PF
501(c)(3) exempt private foundation
4947(a)(1) nonexempt charitable trust treated as a private foundation
501(c)(3) taxable private foundation

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

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor’s total contributions.

Special Rules

☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(v), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) $5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don’t complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling $5,000 or more during the year

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2018)
### Part I Contributors
(see instructions). Use duplicate copies of Part I if additional space is needed.

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Total contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td>$8,000,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td>$15,000,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
<tr>
<td>3</td>
<td></td>
<td>$23,200,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
<tr>
<td>4</td>
<td></td>
<td>$3,825,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
<tr>
<td>5</td>
<td></td>
<td>$2,550,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
<tr>
<td>6</td>
<td></td>
<td>$2,525,000.</td>
<td>Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)</td>
</tr>
</tbody>
</table>
### Part II Noncash Property

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Description of noncash property given</th>
<th>(c) FMV (or estimate) (See instructions.)</th>
<th>(d) Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>$</td>
<td></td>
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<tr>
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</tr>
</tbody>
</table>

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)
### Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this info, etc.)

Use duplicate copies of Part III if additional space is needed.

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
</tr>
</thead>
<tbody>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
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</tr>
</tbody>
</table>

52354 11-09-18

12241016 758661 81036

2018.04030 SIERRA CLUB FOUNDATION 81036_1
Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527
Complete if the organization is described below. Attach to Form 990 or 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
• Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
• Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
• Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
• Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
• Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then
• Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

SIERRA CLUB FOUNDATION

Employer Identification number
94-606980

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

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
Schedule C (Form 990 or 990-EZ) 2018
LHA
832041 11-06-18

12241016 758661 81036
2018.04030 SIERRA CLUB FOUNDATION 81036_1
Schedule C (Form 990 or 990-EZ) 2018 SIERRA CLUB FOUNDATION 94-6069890 Page 2

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

A Check [ ] if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member’s name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check [ ] if the filing organization checked box A and “limited control” provisions apply.

<table>
<thead>
<tr>
<th>Limits on Lobbying Expenditures</th>
<th>(a) Filing organization’s totals</th>
<th>(b) Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Total lobbying expenditures</td>
<td>80,387.</td>
<td></td>
</tr>
<tr>
<td>to influence public opinion</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(grass roots lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Total lobbying expenditures</td>
<td>256,904.</td>
<td></td>
</tr>
<tr>
<td>to influence a legislative</td>
<td></td>
<td></td>
</tr>
<tr>
<td>body (direct lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total lobbying expenditures</td>
<td>337,291.</td>
<td></td>
</tr>
<tr>
<td>(add lines 1a and 1b)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Other exempt purpose</td>
<td></td>
<td></td>
</tr>
<tr>
<td>expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Total exempt purpose</td>
<td>84,392,972.</td>
<td></td>
</tr>
<tr>
<td>expenditures (add lines 1c and 1d)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Lobbying nontaxable amount</td>
<td>84,730,263.</td>
<td></td>
</tr>
<tr>
<td>Enter the amount from the</td>
<td></td>
<td></td>
</tr>
<tr>
<td>following table in both</td>
<td></td>
<td></td>
</tr>
<tr>
<td>columns.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>If the amount on line 1e,</td>
<td>1,000,000.</td>
<td></td>
</tr>
<tr>
<td>column (a) or (b) is:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Not over $500,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>or over $500,000 but not over</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$1,000,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20% of the amount on line 1e.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Over $1,000,000 but not over</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$1,500,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$75,000 plus 15% of the excess</td>
<td></td>
<td></td>
</tr>
<tr>
<td>over $500,000.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Over $1,500,000 but not over</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$1,750,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$125,000 plus 10% of the excess</td>
<td></td>
<td></td>
</tr>
<tr>
<td>over $1,000,000.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Over $1,750,000.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Grassroots nontaxable amount</td>
<td>250,000.</td>
<td></td>
</tr>
<tr>
<td>(enter 25% of line 1f)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>h Subtract line 1g from line 1a.</td>
<td>0.</td>
<td></td>
</tr>
<tr>
<td>if zero or less, enter -0-.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>i Subtract line 1f from line</td>
<td>0.</td>
<td></td>
</tr>
<tr>
<td>1c. If zero or less, enter -0-.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>j If there is an amount other</td>
<td></td>
<td></td>
</tr>
<tr>
<td>than zero on either line 1h or</td>
<td></td>
<td></td>
</tr>
<tr>
<td>line 1i; did the organization</td>
<td></td>
<td></td>
</tr>
<tr>
<td>file Form 4720 reporting</td>
<td></td>
<td></td>
</tr>
<tr>
<td>section 501(h) tax for this</td>
<td></td>
<td></td>
</tr>
<tr>
<td>year? [ ] Yes [ ] No</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**4-Year Averaging Period Under Section 501(h)**

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

<table>
<thead>
<tr>
<th>Lobbying Expenditures During 4-Year Averaging Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Calendar year (or fiscal year beginning in)</td>
</tr>
<tr>
<td>-----------------------------------------------------</td>
</tr>
<tr>
<td>2a Lobbying nontaxable amount</td>
</tr>
<tr>
<td>b Lobbying ceiling amount</td>
</tr>
<tr>
<td>(150% of line 2a, column (e))</td>
</tr>
<tr>
<td>c Total lobbying expenditures</td>
</tr>
<tr>
<td>d Grassroots nontaxable amount</td>
</tr>
<tr>
<td>e Grassroots ceiling amount</td>
</tr>
<tr>
<td>(150% of line 2d, column (e))</td>
</tr>
<tr>
<td>f Grassroots lobbying expenditures</td>
</tr>
</tbody>
</table>

Schedule C (Form 990 or 990-EZ) 2018
Schedule C (Form 990 or 990-EZ) 2018  
SIERRA CLUB FOUNDATION  
94-6069890  
Page 3

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

For each "Yes," response on lines 1a through 1l below, provide in Part IV a detailed description of the lobbying activity.

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:</td>
<td>Yes</td>
</tr>
<tr>
<td>a</td>
<td>Volunteers?</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Paid staff or management (include compensation in expenses reported on lines 1c through 1l)?</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Media advertisements?</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Mailings to members, legislators, or the public?</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Publications, or published or broadcast statements?</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Grants to other organizations for lobbying purposes?</td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Direct contact with legislators, their staffs, government officials, or a legislative body?</td>
<td></td>
</tr>
<tr>
<td>h</td>
<td>Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?</td>
<td>Yes</td>
</tr>
<tr>
<td>i</td>
<td>Other activities?</td>
<td></td>
</tr>
<tr>
<td>j</td>
<td>Total. Add lines 1c through 1l</td>
<td></td>
</tr>
</tbody>
</table>

| 2a | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | Yes | No |
| 2b | If "Yes," enter the amount of any tax incurred under section 4912 |   |   |
| 2c | If "Yes," enter the amount of any tax incurred by organization managers under section 4912 |   |   |
| 2d | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | Yes | No |

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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Were substantially all (60% or more) dues received nondeductible by members?</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?</td>
<td>3</td>
</tr>
</tbody>
</table>

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

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dues, assessments and similar amounts from members</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 627(f) tax was paid).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Current year</td>
<td>2a</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Carryover from last year</td>
<td>2b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Total</td>
<td>2c</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Aggregate amount reported in section 6033(a)(1)(A) notices of nondeductible section 162(e) dues</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Taxable amount of lobbying and political expenditures (see instructions)</td>
<td>5</td>
<td></td>
</tr>
</tbody>
</table>

**Part IV**  
Supplemental Information

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

<table>
<thead>
<tr>
<th>(Form 990)</th>
<th>SCHEDULE D</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Form 990)</td>
<td></td>
</tr>
<tr>
<td>Department of the Treasury</td>
<td></td>
</tr>
<tr>
<td>Internal Revenue Service</td>
<td></td>
</tr>
<tr>
<td>OMB No. 1545-0047</td>
<td></td>
</tr>
</tbody>
</table>

2018

Open to Public Inspection

Name of the organization

SIERRA CLUB FOUNDATION

Employer identification number 94-6069890

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

<table>
<thead>
<tr>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Total number at end of year</td>
<td>9</td>
</tr>
<tr>
<td>2 Aggregate value of contributions (during year)</td>
<td>18,064</td>
</tr>
<tr>
<td>3 Aggregate value of grants from (during year)</td>
<td>51,566</td>
</tr>
<tr>
<td>4 Aggregate value at end of year</td>
<td>447,896</td>
</tr>
</tbody>
</table>

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? [X] Yes [ ] No

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? [X] Yes [ ] No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

[ ] Preservation of land for public use (e.g., recreation or education) [ ] Preservation of a historically important land area

[ ] Protection of natural habitat [ ] Preservation of a certified historic structure

[ ] Preservation of open space

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

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

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

4 Number of states where property subject to conservation easement is located [ ]

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? [X] Yes [ ] No

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year [ ]

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(5)(B)(i) and section 170(h)(6)(B)(i)? [X] Yes [ ] No

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

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

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

1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

| (i) Revenue included in Form 990, Part VIII, line 1 | $ |
| (ii) Assets included in Form 990, Part X | $ |

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

| a Revenue included on Form 990, Part VIII, line 1 | $ |
| b Assets included in Form 990, Part X | $ |
Schedule D (Form 990) 2018
SIERRA CLUB FOUNDATION 94-6069896 Page 2

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
   a Public exhibition
   b Scholarly research
   c Preservation for future generations
   d Loan or exchange programs
   e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?
   Yes  No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
   Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c</td>
<td></td>
</tr>
<tr>
<td>1d</td>
<td></td>
</tr>
<tr>
<td>1e</td>
<td></td>
</tr>
<tr>
<td>1f</td>
<td></td>
</tr>
</tbody>
</table>

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
   Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII.

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

1a Beginning of year balance

1b Contributions

1c Net investment earnings, gains, and losses

1d Grants or scholarships

1e Other expenditures for facilities and programs

1f Administrative expenses

1g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

   a Board designated or quasi-endowment ➤ 4.72 %
   b Permanent endowment ➤ 83.34 %
   c Temporarily restricted endowment ➤ 11.94 %

   The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
   (i) unrelated organizations
   (ii) related organizations

   If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

   Yes  No

3b

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Land</td>
<td>67,421</td>
<td>67,421</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Buildings</td>
<td>52,039</td>
<td>26,611</td>
<td>25,428</td>
<td></td>
</tr>
<tr>
<td>c Leasehold improvements</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Equipment</td>
<td>28,483</td>
<td>18,919</td>
<td>9,564</td>
<td></td>
</tr>
<tr>
<td>e Other</td>
<td>74,095</td>
<td>51,369</td>
<td>22,726</td>
<td></td>
</tr>
</tbody>
</table>

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (b), line 10c.)

➤ 125,139

Schedule D (Form 990) 2018

12241016 758661 81036

29

2018.04030 SIERRA CLUB FOUNDATION 81036_1
**Part VII**  Investments - Other Securities.

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

<table>
<thead>
<tr>
<th>(a) Description of security or category (including name of security)</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Financial derivatives</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) Other</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A) INTERNATIONAL EQUITY</td>
<td>9,601,952.</td>
<td>END-OF-YEAR MARKET VALUE</td>
</tr>
<tr>
<td>(B) HEDGE FUNDS</td>
<td>3,490,168.</td>
<td>END-OF-YEAR MARKET VALUE</td>
</tr>
<tr>
<td>(C) LIMITED PARTNERSHIPS</td>
<td>11,234,882.</td>
<td>END-OF-YEAR MARKET VALUE</td>
</tr>
<tr>
<td>(D)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(E)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(F)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(G)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(H)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ➩ 24,327,002.

**Part VIII**  Investments - Program Related.

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

<table>
<thead>
<tr>
<th>(a) Description of investment</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ➩

**Part IX**  Other Assets.

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

<table>
<thead>
<tr>
<th>(a) Description</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) SPLIT-INTEREST AGREEMENT</td>
<td>13,728,394.</td>
</tr>
<tr>
<td>(2)</td>
<td></td>
</tr>
<tr>
<td>(3)</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
</tr>
</tbody>
</table>

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ➩ 13,728,394.

**Part X**  Other Liabilities.

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

1. (a) Description of liability | (b) Book value |
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Federal income taxes</td>
<td></td>
</tr>
<tr>
<td>(2) SPLIT-INTEREST AGREEMENT</td>
<td>14,038,736.</td>
</tr>
<tr>
<td>(3)</td>
<td></td>
</tr>
<tr>
<td>(4)</td>
<td></td>
</tr>
<tr>
<td>(5)</td>
<td></td>
</tr>
<tr>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>(7)</td>
<td></td>
</tr>
<tr>
<td>(8)</td>
<td></td>
</tr>
<tr>
<td>(9)</td>
<td></td>
</tr>
</tbody>
</table>

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ➩ 14,038,736.

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

Schedule D (Form 990) 2018
Schedule D (Form 990) 2018  
SIERRA CLUB FOUNDATION  
94-6069890  
Page 4

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

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

1  Total revenue, gains, and other support per audited financial statements .......................... 1 97,004,098.

2  Amounts included on line 1 but not on Form 990, Part VIII, line 12:
   a  Net unrealized gains (losses) on investments .................................................. 2a  -6,672,742.
   b  Donated services and use of facilities .............................................................. 2b  
   c  Recoveries of prior year grants ........................................................................... 2c  
   d  Other (Describe in Part XIII.) .............................................................................. 2d  -1,483,523.
   e  Add lines 2a through 2d ....................................................................................... 2e  -8,156,265.

3  Subtract line 2e from line 1 ..................................................................................... 3  105,160,363.

4  Amounts included on Form 990, Part VIII, line 12 but not on line 1:
   a  Investment expenses not included on Form 990, Part VIII. line 7b .................. 4a  
   b  Other (Describe in Part XIII.) .............................................................................. 4b  
   c  Add lines 4a and 4b ............................................................................................. 4c  0.

5  Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) .............. 5  105,160,363.

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

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

1  Total expenses and losses per audited financial statement ...................................... 1  84,933,888.

2  Amounts included on line 1 but not on Form 990, Part IX, line 25:
   a  Donated services and use of facilities .................................................................... 2a  
   b  Prior year adjustments ......................................................................................... 2b  
   c  Other losses .......................................................................................................... 2c  
   d  Other (Describe in Part XIII.) .............................................................................. 2d  
   e  Add lines 2a through 2d ....................................................................................... 2e  0.

3  Subtract line 2e from line 1 ..................................................................................... 3  84,933,888.

4  Amounts included on Form 990, Part IX, line 25 but not on line 1:
   a  Investment expenses not included on Form 990. Part VIII, line 7b .................. 4a  
   b  Other (Describe in Part XIII.) .............................................................................. 4b  
   c  Add lines 4a and 4b ............................................................................................. 4c  0.

5  Total expenses. Add lines 3 and 4c. (This must equal Form 990. Part I, line 18) .............. 5  84,933,888.

Part XIII
Supplemental Information.

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

PART V, LINE 4:

THE FOUNDATION'S ENDOWMENT CONSISTS OF APPROXIMATELY 58 INDIVIDUAL FUNDS

ESTABLISHED FOR A VARIETY OF PURPOSES. THE FOUNDATION HAS ADOPTED

INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO

PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS

ENDOWMENT WHILE SEEKING TO MAINTAIN THE PURCHASING POWER OF ENDOWMENT

ASSETS.

PART X, LINE 2:

THE FOUNDATION IS SUBJECT TO INCOME TAXES IN THE UNITED STATES AND

CALIFORNIA ON UNRELATED BUSINESS INCOME. THE FOUNDATION HAS IDENTIFIED AND

EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF
LIMITATIONS REMAINS OPEN AND DETERMINED THERE IS NO MATERIAL UNRECOGNIZED
BENEFIT OR LIABILITY TO BE RECORDED. THE FOUNDATION’S FEDERAL RETURNS ARE
CURRENTLY OPEN UNDER THE STATUTE OF LIMITATIONS FOR THE YEAR ENDED
DECEMBER 31, 2015 AND SUBSEQUENT YEARS AND CALIFORNIA RETURNS ARE OPEN FOR
THE YEAR ENDED DECEMBER 31, 2014 AND SUBSEQUENT YEARS. THE FOUNDATION DOES
NOT ANTICIPATE THAT THERE WILL BE ANY MATERIAL CHANGES IN THE UNRECOGNIZED
TAX POSITIONS OVER THE NEXT 12 MONTHS. THERE HAVE BEEN NO RELATED TAX
PENALTIES OR INTEREST CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF
ACTIVITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS  -1,483,523.
**SIERRA CLUB FOUNDATION**  
**Employer identification number**  
94-6069890

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

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

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

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

<table>
<thead>
<tr>
<th>(a) Region</th>
<th>(b) Number of offices in the region</th>
<th>(c) Number of employees, agents, and independent contractors in the region</th>
<th>(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)</th>
<th>(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region</th>
<th>(f) Total expenditures for and investments in the region</th>
</tr>
</thead>
</table>
| **EUROPE (INCLUDING ICELAND & GREENLAND)**  
**- ALBANIA, ANDORRA,**  
**- AUSTRIA, BELGIUM** | 0 | 0 | **GRANTMAKING** | | $66,047. |
| **** | **** | **** | **** | **** | **** |
| **3a Subtotal** | **0** | **0** | **GRANTMAKING** | | **$66,047.** |
| **3b Total from continuation sheets to Part I** | **0** | **0** | **GRANTMAKING** | | **$0.** |
| **c Totals (add lines 3a and 3b)** | **0** | **0** | **GRANTMAKING** | | **$66,047.** |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.
<table>
<thead>
<tr>
<th>Name of organization</th>
<th>IRS code section and EIN (if applicable)</th>
<th>Region</th>
<th>Purpose of grant</th>
<th>Amount of cash grant</th>
<th>Manner of cash disbursement</th>
<th>Amount of noncash assistance</th>
<th>Description of noncash assistance</th>
<th>Method of valuation (book, FMV, appraisal, other)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>EUROPE (INCLUDING ICELAND &amp; GREENLAND)</td>
<td>COMMUNITY TIGER CONSERVATION &amp; FOREST RIGHTS IMPLEMENTATION</td>
<td>65,047</td>
<td>WIRE</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

3 Enter total number of other organizations or entities

1

0
<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Region</th>
<th>(c) Number of recipients</th>
<th>(d) Amount of cash grant</th>
<th>(e) Manner of cash disbursement</th>
<th>(f) Amount of noncash assistance</th>
<th>(g) Description of noncash assistance</th>
<th>(h) Method of valuation (book, FMV, appraisal, other)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
1. Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)  
   ✔ No

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

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

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

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

6. Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, don’t file with Form 990)  
   ✔ No
PART I, LINE 2:

THE SIERRA CLUB FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN INTERNATIONAL GRANTMAKING. THE SIERRA CLUB FOUNDATION CONDUCTS PRE-GRANT INQUIRY TO OBTAIN RELEVANT DOCUMENTATION FOR ORGANIZATIONAL DUE DILIGENCE, INCLUDING COMPLIANCE WITH U.S. GOVERNMENT ANTI-TERRORISM POLICIES EXECUTIVE ORDER 13224, THE USA PATRIOT ACT, TREASURY DEPARTMENT ANTI-TERRORIST FINANCING GUIDELINES. ALL GRANTEES ENTER INTO A WRITTEN GRANT AGREEMENT SPELLING OUT THE PURPOSE, TERMS AND CONDITIONS OF THE GRANT, INCLUDING PROHIBITION ON THE USE OF FUNDS FOR LOBBYING, POLITICAL ACTIVITY, OR OTHER NON-CHARITABLE PURPOSES. THE SIERRA CLUB FOUNDATION Requires periodic narrative and financial reports from the grantee on the use of funds.
## SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations, Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

Attach to Form 990.

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

**Name of the organization**

**SIERRA CLUB FOUNDATION**

**Employer identification number**

94-6069890

### Part I - General Information on Grants and Assistance

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

2. Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

### Part II - Grants and Other Assistance to Domestic Organizations and Domestic Governments

Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC section (if applicable)</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of noncash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>SIERRA CLUB&lt;br&gt;2101 WEBSTER STREET, STE 1300&lt;br&gt;OAKLAND, CA 94612</td>
<td>94-1153307</td>
<td>501(C)(4)</td>
<td>71,836,530</td>
<td>0</td>
<td></td>
<td></td>
<td>ENVIRONMENTAL EDUCATION</td>
</tr>
<tr>
<td>MOVEMENT STRATEGY CENTER&lt;br&gt;436 14TH ST, FL 5&lt;br&gt;OAKLAND, CA 94612-2708</td>
<td>20-1037643</td>
<td>501(C)(3)</td>
<td>320,800</td>
<td>0</td>
<td></td>
<td></td>
<td>FOR 100% CLEAN RENEWABLE ENERGY</td>
</tr>
<tr>
<td>SEVENTH GENERATION FUND FOR&lt;br&gt;INDIGENOUS PEOPLES - PO BOX 4569 -&lt;br&gt;ARCATA, CA 95518-4569</td>
<td>68-0027247</td>
<td>501(C)(3)</td>
<td>250,000</td>
<td>0</td>
<td></td>
<td></td>
<td>STANDING ROCK RENEWABLE ENERGY</td>
</tr>
<tr>
<td>ROCKSPERL PHILANTHROPY ADVISORS&lt;br&gt;6 WEST 45TH STREET, 10TH FLOOR&lt;br&gt;NEW YORK, NY 10036</td>
<td>13-3615533</td>
<td>501(C)(3)</td>
<td>250,000</td>
<td>0</td>
<td></td>
<td></td>
<td>FOR THE AIIM CATALYTIC FUND</td>
</tr>
<tr>
<td>ROCKY MOUNTAIN INSTITUTE&lt;br&gt;2490 JUNCTION PL, STE 200&lt;br&gt;BOULDER, CO 80301-2167</td>
<td>74-2244146</td>
<td>501(C)(3)</td>
<td>130,000</td>
<td>0</td>
<td></td>
<td></td>
<td>FOR CLEAN ENERGY FOR ALL CAMPAIGN</td>
</tr>
<tr>
<td>MINNESOTA CENTER FOR ENVIRONMENTAL ADVOCACY - 1919 UNIVERSITY AVE W,&lt;br&gt;STE 515 - SAINT PAUL, MN 55104</td>
<td>23-7412105</td>
<td>501(C)(3)</td>
<td>70,000</td>
<td>0</td>
<td></td>
<td></td>
<td>TO PROVIDE LEGAL COUNSEL FOR THE SIERRA CLUB'S BEYOND COAL CAMPAIGN AND CLEAN ENERGY INITIATIVES</td>
</tr>
</tbody>
</table>

2. Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3. Enter total number of other organizations listed in the line 1 table

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

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2018)
<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>VERNON ENERGY INVESTMENT</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO INCREASE AWARENESS OF ELECTRIC SCHOOL BUS TECHNOLOGY AND CONNECT SCHOOLS TO VOLKSWAGEN</td>
<td></td>
</tr>
<tr>
<td>CORPORATION - 128 LAKESIDE AVE, STE 401 - BURLINGTON, VA 05401-5907</td>
<td>03-03044418</td>
<td>501(C)(3)</td>
<td>50,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AS YOU SAW</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO STOP SUPPORTING BIG OIL'S PLANNED DEVELOPMENT OF THE ARCTIC NATIONAL WILDLIFE REFUGE</td>
<td></td>
</tr>
<tr>
<td>1611 TELEGRAPH AVE, STE 1450</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OAKLAND, CA 94612-2101</td>
<td>94-3169008</td>
<td>501(C)(3)</td>
<td>50,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GRASSROOTS INTERNATIONAL</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR RENEWABLE ENERGY IN INDIGENOUS COMMUNITIES</td>
<td></td>
</tr>
<tr>
<td>179 BOYLSTON ST, STE 4 JAMAICA FLAIN, MA 02130-4545</td>
<td>04-2791159</td>
<td>501(C)(3)</td>
<td>50,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ENVIRONMENT HEALTH COALITION</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO PLAN AND LAUNCH A CALIFORNIA GAS PLANT RETIREMENT JOINT CAMPAIGN</td>
<td></td>
</tr>
<tr>
<td>2727 HOOVER AVE, STE 202 NATIONAL CITY, CA 91950-6604</td>
<td>95-3798792</td>
<td>501(C)(3)</td>
<td>45,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>UNIVERSITY OF CA BERKELEY FOUNDATION - 1995 UNIVERSITY AVE, STE 401 - BERKELEY, CA 94704-1058</td>
<td>94-6050626</td>
<td>501(C)(3)</td>
<td>36,000.</td>
<td>0.</td>
<td></td>
<td>FOR PRESERVATION AT BANCROFT LIBRARY</td>
<td></td>
</tr>
<tr>
<td>SCHOLASTIC INC</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>OUTDOORS ALLIANCE FOR KIDS</td>
<td></td>
</tr>
<tr>
<td>557 BROADWAY NEW YORK, NY 10012</td>
<td>13-3385513</td>
<td></td>
<td>35,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ALASKA WILDERNESS LEAGUE</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR UNITED ARCTIC REFUGE CAMPAIGN</td>
<td></td>
</tr>
<tr>
<td>122 C ST NW, STE 240 WASHINGTON, DC 20001</td>
<td>52-1814742</td>
<td>501(C)(3)</td>
<td>30,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EMERALD CITIES COLLABORATIVE</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR DEVELOPMENT OF THE ENERGY DEMOCRACY SCORECARD</td>
<td></td>
</tr>
<tr>
<td>1140 CONNECTICUT AVE NW, STE 900B WASHINGTON, DC 20036-4034</td>
<td>27-0920269</td>
<td>501(C)(3)</td>
<td>25,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NATIVE MOVEMENT</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR NATIVE MOVEMENT: ARCTIC REFUGE WILDLIFE</td>
<td></td>
</tr>
<tr>
<td>PO BOX 83467 FAIRBANKS, AK, 99708-3467</td>
<td>68-0535413</td>
<td>501(C)(3)</td>
<td>15,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule I (Form 990)
<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTHWEST ENVIRONMENTAL CENTER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR NEW MEXICO BORDER WILDLIFE MONITORING PROJECT</td>
<td></td>
</tr>
<tr>
<td>275 N MAIN ST, LAS CRUCES, NM 88001-1274</td>
<td>85-0403860</td>
<td>501(C)(3)</td>
<td>12,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CONSERVATION CONGRESS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR GRIZZLY BEAR PROGRAM</td>
<td></td>
</tr>
<tr>
<td>2132 NORD AVE, UNIT 3, CHICO, CA 95926</td>
<td>20-0244175</td>
<td>501(C)(3)</td>
<td>11,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CONFLUENCE PHILANTHROPY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>FOR THE CLIMATE SOLUTIONS COLLABORATIVE'S RISKSHIFT INITIATIVE</td>
<td></td>
</tr>
<tr>
<td>436 14TH ST, STE 900, OAKLAND, CA 94612-2725</td>
<td>27-3018135</td>
<td>501(C)(3)</td>
<td>10,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CHEAPEAKE CLIMATE ACTION NETWORK</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO SUPPORT A CARBON PRICING EDUCATIONAL CAMPAIGN</td>
<td></td>
</tr>
<tr>
<td>6310 CARROLL AVE, STE 220, TAKOMA PARK, MD 20912-4499</td>
<td>11-3644283</td>
<td>501(C)(3)</td>
<td>8,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OUR CLIMATE EDUCATION FUND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO SUPPORT CARBON PRICING EDUCATIONAL PROJECTS</td>
<td></td>
</tr>
<tr>
<td>333 S 2ND AVE, PORTLAND, OR 97214-1025</td>
<td>26-3059927</td>
<td>501(C)(3)</td>
<td>8,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CLIMATE XCHANGE EDUCATION AND RESEARCH INC - 131 CAMBRIDGE ST - BOSTON, MA 02114-2702</td>
<td>47-3976138</td>
<td>501(C)(3)</td>
<td>6,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TH THE CLIMATE REALITY PROJECT</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO SUPPORT CLIMATE REALITY PROJECT PRESENTERS EDUCATION ON CARBON PRICING</td>
<td></td>
</tr>
<tr>
<td>750 9TH ST NW, STE 520, WASHINGTON, DC 20001-4540</td>
<td>87-0745629</td>
<td>501(C)(3)</td>
<td>6,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SUNRISE MOVEMENT EDUCATION FUND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TO MAKE CLIMATE CHANGE AN URGENT PRIORITY IN EVERY CORNER OF THE US</td>
<td></td>
</tr>
<tr>
<td>50 F ST NW, STE 800, WASHINGTON, DC 20001-1547</td>
<td>46-4773036</td>
<td>501(C)(3)</td>
<td>50,000.</td>
<td>0.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Number of recipients</th>
<th>(c) Amount of cash grant</th>
<th>(d) Amount of non-cash assistance</th>
<th>(e) Method of valuation (book, FMV, appraisal, other)</th>
<th>(f) Description of noncash assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

### Part IV

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

PART I, LINE 2:

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT WHICH STATES

FUNDS MAY BE SPENT ONLY IN ACCORDANCE WITH THE BUDGET AND PURPOSES AS

STATED IN THE APPROVED PROJECT PROPOSAL, THAT NO PORTION OF THE GRANT FUNDS

SHALL BE USED TO CARRY ON PROPAGANDA, OR OTHERWISE ATTEMPT TO INFLUENCE

LEGISLATION OR THE OUTCOME OF ANY PUBLIC ELECTION, OR FOR ANY

NON-CHARITABLE, NON-EDUCATIONAL PURPOSES; THAT THE ACTIVITIES SUPPORTED BY

THE GRANT ARE CARRIED OUT FOR PUBLIC BENEFIT AND ANY WORK PRODUCTS

ASSOCIATED WITH THE GRANT SHOULD BE MADE AVAILABLE TO THE GENERAL PUBLIC
UPON REQUESTS; AND THE FOUNDATION EXAMINES THE GRANTEE'S PROGRESS BY REQUIRING FINANCIAL AND NARRATIVE REPORTS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: VERMONT ENERGY INVESTMENT CORPORATION

(H) PURPOSE OF GRANT OR ASSISTANCE: TO INCREASE AWARENESS OF ELECTRIC SCHOOL BUS TECHNOLOGY AND CONNECT SCHOOLS TO VOLKSWAGEN SETTLEMENT FUNDS TO SUPPORT DEPLOYMENT OF THIS TECHNOLOGY
### SCHEDULE J
(Form 990)

#### Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

Attach to Form 990.

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

Name of the organization: SIERRA CLUB FOUNDATION

| Employer Identification number | 94-5059890 |

#### Part I: Questions Regarding Compensation

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ First-class or charter travel</td>
<td>☐ Housing allowance or residence for personal use</td>
</tr>
<tr>
<td>☐ Travel for companions</td>
<td>☐ Payments for business use of personal residence</td>
</tr>
<tr>
<td>☐ Tax indemnification and gross-up payments</td>
<td>☐ Health or social club dues or initiation fees</td>
</tr>
<tr>
<td>☐ Discretionary spending account</td>
<td>☐ Personal services (such as maid, chauffeur, chef)</td>
</tr>
</tbody>
</table>

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

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

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

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

| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

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

a. Receive a severance payment or change-of-control payment? ☒

b. Participate in, or receive payment from, a supplemental nonqualified retirement plan? ☒

c. Participate in, or receive payment from, an equity-based compensation arrangement? ☒

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

a. The organization? ☒

b. Any related organization? ☒

If "Yes" on line 5a or 5b, describe in Part III.

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

a. The organization? ☒

b. Any related organization? ☒

If "Yes" on line 6a or 6b, describe in Part III.

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.
<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>(C) Retirement and other deferred compensation</th>
<th>(D) Nontaxable benefits</th>
<th>(E) Total of columns (B)(C)(D)</th>
<th>(F) Compensation in column (B) reported as deferred on prior Form 990</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Dan Chu</td>
<td>(i) 233,168. (ii) 15,000. (iii) 0. (iv) 14,235. (v) 24,878. (vi) 287,281. (vii) 0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Noncash Contributions**

**Part I: Types of Property**

<table>
<thead>
<tr>
<th>(a) Check if applicable</th>
<th>(b) Number of contributions or items contributed</th>
<th>(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g</th>
<th>(d) Method of determining noncash contribution amounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Art - Works of art</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Art - Historical treasures</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Art - Fractional interests</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Books and publications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Clothing and household goods</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Cars and other vehicles</td>
<td>X 962</td>
<td>824,555.FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td>7 Boats and planes</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Intellectual property</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Securities - Publicly traded</td>
<td>X 192</td>
<td>1,658,115.FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td>10 Securities - Closely held stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Securities - Partnership, LLC, or trust interests</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Securities - Miscellaneous</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Qualified conservation contribution - Historic structures</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 Qualified conservation contribution - Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 Real estate - Residential</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Real estate - Commercial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17 Real estate - Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Collectibles</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Food inventory</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Drugs and medical supplies</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Taxidermy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Historical artifacts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Scientific specimens</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Archeological artifacts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Other (SOFTWARE LICE)</td>
<td>X 1</td>
<td>339,641.FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td>26 Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>28 Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement</td>
<td>29 3</td>
<td>Yes No</td>
<td></td>
</tr>
</tbody>
</table>

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? 

<table>
<thead>
<tr>
<th>30a</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>30a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? 

| 31  | X   |

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 

| 32a | X   |

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. 

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

Schedule M (Form 990) 2018
SCHEDULE M, PART I, COLUMN (B):

THE NUMBER OF CONTRIBUTIONS REPRESENTS THE NUMBER OF CONTRIBUTORS, NOT THE NUMBER OF ITEMS CONTRIBUTED.

SCHEDULE M, LINE 32B:

THE ORGANIZATION USES A THIRD PARTY TO MANAGE THEIR VEHICLE DONATION PROGRAM. CARS, SAN DIEGO, CA MANAGES ALL ASPECTS OF THE PROGRAM, INCLUDING TAX REPORTING AND DEPOSITS NET PROCEEDS DIRECTLY TO THE FOUNDATION'S BANK ACCOUNT.
FORM 990, PART I, LINE 6:

VOLUNTEERS INCLUDE BOARD MEMBERS AND PROPERTY MANAGEMENT VOLUNTEERS IN MT. SHASTA FOR HORSE CAMP. ESTIMATED BASED ON THE BOARD ROSTERS AND HORSE CAMP COMMITTEE MEMBERS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE SIERRA CLUB FOUNDATION PROMOTES EFFORTS TO EDUCATE AND EMPOWER PEOPLE TO PROTECT AND IMPROVE THE NATURAL AND HUMAN ENVIRONMENT.

GOALS:

- SOLVE THE CLIMATE CRISIS PRIMARILY THROUGH A SUCCESSFUL TRANSITION TO A RESOURCE-EFFICIENT CLEAN ENERGY ECONOMY THAT BETTER SERVES PEOPLE AND NATURE;

- SECURE PROTECTIONS FOR PUBLIC LANDS AND WATERS, PROMOTE HEALTHY ECOSYSTEMS AND COMMUNITIES, AND FIGHT FOR CLEAN AIR AND WATER;

- EXPAND OPPORTUNITIES FOR MORE PEOPLE TO EXPLORE, ENJOY, AND PROTECT THE PLANET BY SUPPORTING PROGRAMS AND POLICIES THAT REACH ACROSS ECONOMIC, CULTURAL, AND COMMUNITY LINES TO GET PEOPLE OUTDOORS; AND

- BUILD A DIVERSE, INCLUSIVE ENVIRONMENTAL MOVEMENT THAT REFLECTS AND REPRESENTS TODAY'S AMERICAN PUBLIC, AND PRIORITIZES IMPORTANT CONNECTIONS BETWEEN ENVIRONMENTAL HEALTH AND SOCIAL JUSTICE.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

TO EXPLORE, ENJOY, AND PROTECT THE NATURAL WORLD.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE SIERRA CLUB FOUNDATION PROVIDES A BROAD RANGE OF ADDITIONAL GRANTS
TO SUPPORT CHARITABLE, EDUCATION, SCIENTIFIC, LITERARY AND LEGAL
ENDEAVORS THAT FURTHER ITS CHARITABLE MISSION.
EXPENSES $ 28,622,802. INCLUDING GRANTS OF $ 28,296,496. REVENUE $ 0.

FORM 990, PART VI, SECTION B, LINE 11B:
THE FINAL FORM 990 WAS REVIEWED BY SENIOR STAFF AND AUDIT COMMITTEE WITH
THE PAID PREPARERS BY A CONFERENCE CALL AND ALL QUESTIONS WERE ADDRESSED
PRIOR TO BEING TRANSMITTED TO THE FULL BOARD BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C:
BOARD MEMBERS ARE FURNISHED ANNUALLY WITH A CONFLICT OF INTEREST
QUESTIONNAIRE FOR THE PURPOSE OF IDENTIFYING AND REVIEWING TRANSACTIONS OR
RELATIONSHIPS THAT HAVE THE POTENTIAL TO LEAD TO CONFLICT OF INTERESTS.

FORM 990, PART VI, SECTION B, LINE 15:
IN ACCORDANCE WITH ORGANIZATION POLICY, THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS REVIEWS THE COMPENSATION OF THE EXECUTIVE DIRECTOR AND
CHIEF FINANCIAL OFFICER BASED ON JOB DUTIES, PERFORMANCE AND SALARY SURVEY
INFORMATION FROM OTHER COMPARABLE NONPROFIT ORGANIZATIONS AND RECOMMENDS
APPROVAL BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, NV
OH, OK, OR, PA, RI, SC, TN, UT, VA, WV, WA, WI

FORM 990, PART VI, SECTION C, LINE 19:
THE FOUNDATION'S FORM 990 AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE
PUBLIC THROUGH THE ORGANIZATION'S WEBSITE AND UPON REQUEST FOR THE SAME.
PERIOD OF TIME AS SET FORTH IN SEC. 6104(D). THE FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG. THE FOUNDATION MAKES AVAILABLE COPIES OF ITS ORGANIZING DOCUMENTS AND CONFLICT OF INTEREST POLICIES TO MEMBERS OF THE PUBLIC WHO REQUEST COPIES.

FORM 990, PART VI, SECTION B, LINE 16:
THE SIERRA CLUB FOUNDATION HAS INVESTMENTS IN SEVERAL INVESTMENT PARTNERSHIPS THROUGH PRIVATE EQUITY FUNDS. THE PRIMARY PURPOSE OF THE ORGANIZATION'S INVESTMENT IN THE PARTNERSHIPS IS THE PRODUCTION OF INCOME OR APPRECIATION OF PROPERTY.

FORM 990, PART IX, LINE 24A, FUNDRAISING REIMBURSEMENT:
IN ACCORDANCE WITH A COST SHARING AGREEMENT BETWEEN THE FOUNDATION AND THE SIERRA CLUB, THE FOUNDATION AGREED TO REIMBURSE THE SIERRA CLUB FOR FUNDRAISING SALARIES AND OTHER FUNDRAISING EXPENSES INCURRED ON BEHALF OF THE FOUNDATION; THE REIMBURSED AMOUNTS ARE REFLECTED AS "FUNDRAISING REIMBURSEMENT" ON THE STATEMENT OF FUNCTIONAL EXPENSES, FORM 990, PART IX.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS -1,483,523.
## Related Organizations and Unrelated Partnerships

- Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- Attach to Form 990.
- Go to www.irs.gov/Form990 for instructions and the latest information.

### Part I: Identification of Disregarded Entities

<table>
<thead>
<tr>
<th>Name, address, and EIN (if applicable) of disregarded entity</th>
<th>Primary activity</th>
<th>Legal domicile (state or foreign country)</th>
<th>Total income</th>
<th>End-of-year assets</th>
<th>Direct controlling entity</th>
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### Part II: Identification of Related Tax-Exempt Organizations

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

<table>
<thead>
<tr>
<th>Name, address, and EIN of related organization</th>
<th>Primary activity</th>
<th>Legal domicile (state or foreign country)</th>
<th>Exempt Code section</th>
<th>Public charity status (if section 501(c)(3))</th>
<th>Direct controlling entity</th>
<th>Section 4958(f)(13) controlled entity?</th>
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</table>

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

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)</th>
<th>(e) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Disproportionate allocations?</th>
<th>(f) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)</th>
<th>(l) Percentage ownership</th>
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### Part IV
Identification of Related Organizations Taxable as a Corporation or Trust.
Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Direct controlling entity</th>
<th>(e) Type of entity (C corp, S corp, or trust)</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Percentage ownership</th>
<th>(l) Subchapter S (512(b)(3) controlling entity?)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CHARITABLE REMAINDER TRUSTS (29)</td>
<td></td>
<td></td>
<td>THE SIERRA CLUB FOUNDATION</td>
<td>TRUST</td>
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<tr>
<td>2101 WEBSTER STREET, SUITE 1250</td>
<td>INVESTMENT</td>
<td>CA</td>
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<td>CHARITABLE LEAD TRUSTS (3)</td>
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<td>THE SIERRA CLUB FOUNDATION</td>
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<td>POOLED INCOME FUNDS (2)</td>
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<td>THE SIERRA CLUB FOUNDATION</td>
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<td>GIFT ANNUITY FUNDS (1)</td>
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<td>TRUST</td>
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Part V
Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

1. During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
   a. Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity
   b. Gift, grant, or capital contribution to related organization(s)
   c. Gift, grant, or capital contribution from related organization(s)
   d. Loans or loan guarantees to or for related organization(s)
   e. Loans or loan guarantees by related organization(s)
   f. Dividends from related organization(s)
   g. Sale of assets to related organization(s)
   h. Purchase of assets from related organization(s)
   i. Exchange of assets with related organization(s)
   j. Lease of facilities, equipment, or other assets to related organization(s)
   k. Lease of facilities, equipment, or other assets from related organization(s)
   l. Performance of services or membership or fundraising solicitations for related organization(s)
   m. Performance of services or membership or fundraising solicitations by related organization(s)
   n. Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
   o. Sharing of paid employees with related organization(s)
   p. Reimbursement paid to related organization(s) for expenses
   q. Reimbursement paid by related organization(s) for expenses
   r. Other transfer of cash or property to related organization(s)
   s. Other transfer of cash or property from related organization(s)

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

<table>
<thead>
<tr>
<th>(a) Name of related organization</th>
<th>(b) Transaction type (a-s)</th>
<th>(c) Amount involved</th>
<th>(d) Method of determining amount involved</th>
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Schedule R (Form 990) 2018
### Part VI  Unrelated Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of entity</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)</th>
<th>(e) Yes No</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Yes No</th>
<th>(i) General or managing partner?</th>
<th>(j) Yes No</th>
<th>(k) Percentage ownership</th>
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Schedule R (Form 990) 2018