

Form **990**
(Rev. January 2020)
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2019

Open to Public Inspection

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

A For the **2019** calendar year, or tax year beginning **JUL 1, 2019** and ending **JUN 30, 2020**

B Check if applicable: Address change Name change Initial return Final return/terminated Amended return Application pending	C Name of organization HEADWATERS FOUNDATION FOR JUSTICE		D Employer identification number 36-3359386	
	Doing business as			
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number	
	2801 21ST AVENUE SOUTH	132-B	612-879-0602	
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55407		G Gross receipts \$ 12,297,365.		H(a) Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No
F Name and address of principal officer: MARIA DE LA CRUZ SAME AS C ABOVE		H(b) Are all subordinates included? Yes No		If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527		H(c) Group exemption number ▶		
J Website: ▶ WWW.HEADWATERSFOUNDATION.ORG		L Year of formation: 1984		M State of legal domicile: MN
K Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶				

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: HEADWATERS FOUNDATION'S MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	12
	6 Total number of volunteers (estimate if necessary)	6	55
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 39	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,590,315.	6,924,265.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	340,000.	90,000.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	254,692.	1,109,099.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,267.	444,803.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,212,274.	8,568,167.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	1,303,889.	3,831,999.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,175,764.	864,967.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 346,909.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	697,293.	529,812.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,176,946.	5,226,778.
19 Revenue less expenses. Subtract line 18 from line 12	35,328.	3,341,389.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	7,821,371.	10,629,920.
	22 Net assets or fund balances. Subtract line 21 from line 20	390,828.	753,950.
		7,430,543.	9,875,970.

Part II Signature Block

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

Sign Here	Signature of officer		Date		
	MARIA DE LA CRUZ, EXECUTIVE DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	DEIRDRE HODGSON	DEIRDRE HODGSON	01/05/21	<input type="checkbox"/>	P01484710
Preparer Use Only	Firm's name ▶	Firm's EIN ▶			
	CLIFTONLARSONALLEN LLP	41-0746749			
	Firm's address ▶	Phone no.			
	220 S 6TH STREET, SUITE 300 MINNEAPOLIS, MN 55402	612-376-4500			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: HEADWATERS FOUNDATION FOR JUSTICE (THE FOUNDATION) IS A COMMUNITY FOUNDATION WHOSE MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [] 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.

4a (Code:) (Expenses \$ 2,094,070. including grants of \$ 1,779,999.) (Revenue \$ 0.) GRANTMAKING AND DONOR ADVISED FUNDS: THIS PROGRAM ENABLES INDIVIDUAL DONORS TO ADVANCE THEIR PHILANTHROPIC GOALS AND DIRECT RESOURCES TO SOCIAL CHANGE GROUPS LOCALLY AND NATIONALLY. HEADWATERS STAFF EDUCATES DONORS ABOUT SOCIAL INJUSTICE ISSUES, CONNECTS THEM TO ORGANIZATIONS THAT MATCH THEIR INTEREST, AND PROVIDES GRANTMAKING ASSISTANCE. IN FISCAL YEAR 2020, HEADWATERS ALLOCATED \$2,495,768.84 IN 111 DONOR ADVISED GRANTS (INCLUDES GRANTS OF \$782,500 GRANTED TO HFJ BY OTHER ORGANIZATIONS).

4b (Code:) (Expenses \$ 1,144,633. including grants of \$ 1,132,500.) (Revenue \$ 0.) RAPID RESPONSE GRANTMAKING: COMMUNITIES FIRST FUND AND THE TRANSFORMATION FUND. THE LOCAL CORONAVIRUS PUBLIC HEALTH CRISIS CALLED ATTENTION TO HOW SYSTEMS AND INSTITUTIONS KEPT LETTING OUR COMMUNITIES FALL THROUGH THE CRACKS. HFJ'S GRANTEE PARTNERS (THE MAJORITY OF WHICH ARE BIPOC-LED) HAD BEEN TELLING US ABOUT HOW THEIR COMMUNITIES WERE ABSORBING MORE SOCIAL, POLITICAL, AND ECONOMIC CONSEQUENCES THAN THEY DID BEFORE THE OUTBREAK. OUR RESPONSE WAS TO GET TO WORK FUNDRAISING AND ESTABLISH THE COMMUNITIES FIRST FUND ON MARCH 15, 2020. THEN, ON MAY 31, HEADWATERS RESPONDED TO THE MURDER OF GEORGE FLOYD BY SETTING UP THE TRANSFORMATION FUND. WE WANTED TO MOVE MONEY QUICKLY TO FRONTLINE ORGANIZATIONS AS THEY KEPT FIGHTING AGAINST AN ONGOING CULTURE OF

4c (Code:) (Expenses \$ 137,806. including grants of \$ 105,000.) (Revenue \$ 90,000.) BLACK SEED FELLOWSHIP: THE BLACK SEED FELLOWSHIP IS AN INNOVATIVE STRATEGY FOR BUILDING LONG-TERM POLITICAL POWER AND INFRASTRUCTURE IN MINNESOTA BY INVESTING DEEPLY IN WOMEN AND FEMME ORGANIZERS FROM DIVERSE BACKGROUNDS. FELLOWS WILL DEVELOP A SERIES OF ORGANIZED RETREATS TO PROVIDE HEALING AND RECONCILIATION SESSIONS; VISIONING SESSIONS TO BUILD ORGANIZING UNITY AND POLITICAL ALIGNMENT; AND A WORK-INTO-ACTION SESSION TO PLAN AND EXECUTE A COLLABORATIVE CAMPAIGN. DURING THE RETREAT AND COACHING SESSIONS, FELLOWS BEGAN A PROCESS OF ORGANIZATIONAL EXPLORATION AND DEVELOPMENT THAT INCORPORATES SUPPORT FROM ORGANIZERS AND PARTNERING ORGANIZERS WHO ACT AS VALIDATORS FOR THE FELLOWS' LEADERSHIP IN THE ENDEAVOR. IN FISCAL YEAR 2020, AWARDED \$105,000 IN FIVE GRANTS.

4d Other program services (Describe on Schedule O.) (Expenses \$ 1,098,503. including grants of \$ 814,500.) (Revenue \$ 0.)

4e Total program service expenses 4,475,012.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, bond issues, and transactions.

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 with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

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

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

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (11), 1b (11), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

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

Section C. Disclosure

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

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID NICHOLSON FORMER EXECUTIVE DIRECTOR	40.00			X			256,410.	0.	5,206.	
(2) MARIA DE LA CRUZ PRESIDENT	41.00			X			110,361.	0.	31,740.	
(3) JULIE REMMELTS CHIEF OPERATING OFFICER	41.00			X			94,872.	0.	17,520.	
(4) AVI VISWANATHAN CO-CHAIR	1.00	X		X			0.	0.	0.	
(5) ERICA MAUTER CO-CHAIR	1.00	X		X			0.	0.	0.	
(6) EARTHA BELL TREASURER	1.00	X		X			0.	0.	0.	
(7) DAMEUN STRANGE FORMER SECRETARY	1.00	X		X			0.	0.	0.	
(8) MUNEEER KARCHER-RAMOS SECRETARY	1.00	X		X			0.	0.	0.	
(9) EBONY ADEDAYO BOARD MEMBER	1.00	X					0.	0.	0.	
(10) ELIZABETH COCO BOARD MEMBER	1.00	X					0.	0.	0.	
(11) CAMILLE CYPRIAN BOARD MEMBER	1.00	X					0.	0.	0.	
(12) ALYSSA HAWKINS BOARD MEMBER	1.00	X					0.	0.	0.	
(13) ARLETA LITTLE BOARD MEMBER	1.00	X					0.	0.	0.	
(14) PA CHUA VANG BOARD MEMBERS	1.00	X					0.	0.	0.	
(15) JANIECE WATTS BOARD MEMBER	1.00	X					0.	0.	0.	
(16) FATIMA MOORE FORMER BOARD MEMBER	1.00	X					0.	0.	0.	
(17) TROUNG CHINH DUONG FORMER BOARD MEMBER	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Subtotal							461,643.	0.	54,466.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							461,643.	0.	54,466.	

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 **3**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ALL IN ONE ACCOUNTING, INC 1585 THOMAS CENTER DRIVE, EAGAN, MN 55122	OUTSOURCED ACCOUNTING	114,509.

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 **1**

Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	-108.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	170,500.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,753,873.				
	g	Noncash contributions included in lines 1a-1f	1g	\$ 108.				
	h	Total. Add lines 1a-1f			6,924,265.			
Program Service Revenue	2 a	BLACK SEED FELLOWSHIP	Business Code	900099	90,000.	90,000.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			90,000.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			63,642.		63,642.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real					
			(ii) Personal					
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
				4,774,655.				
	b	Less: cost or other basis and sales expenses		3,729,198.				
	c	Gain or (loss)		1,045,457.				
d	Net gain or (loss)			1,045,457.		1,045,457.		
8 a	Gross income from fundraising events (not including \$ -108. of contributions reported on line 1c). See Part IV, line 18							
		8a	108.					
b	Less: direct expenses		0.					
c	Net income or (loss) from fundraising events			108.		108.		
9 a	Gross income from gaming activities. See Part IV, line 19							
		9a						
b	Less: direct expenses							
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances							
		10a						
b	Less: cost of goods sold							
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a	ADMINISTRATIVE REVENUE	Business Code	900099	444,695.		444,695.	
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d			444,695.			
12	Total revenue. See instructions			8,568,167.	90,000.	0.	1,553,902.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	3,827,899.	3,827,899.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	4,100.	4,100.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	311,363.	149,454.	71,614.	90,295.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	445,959.	214,084.	100,303.	131,572.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	11,586.	5,562.	2,584.	3,440.
9 Other employee benefits	38,346.	18,409.	8,551.	11,386.
10 Payroll taxes	57,713.	27,704.	13,087.	16,922.
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting	127,867.		127,867.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	62,686.	55,205.	6,831.	650.
12 Advertising and promotion				
13 Office expenses	46,570.	14,730.	15,494.	16,346.
14 Information technology	100,101.	46,122.	19,276.	34,703.
15 Royalties				
16 Occupancy	79,324.	46,234.	12,782.	20,308.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	68,893.	45,199.	11,905.	11,789.
20 Interest	240.		240.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	767.		767.	
23 Insurance	6,396.	3,080.	1,935.	1,381.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	21,318.	1,660.	11,542.	8,116.
b MEMBERSHIPS	11,285.	11,205.	79.	1.
c BAD DEBT	4,365.	4,365.		
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	5,226,778.	4,475,012.	404,857.	346,909.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	419,034.	1	3,711,306.
	2 Savings and temporary cash investments	1,698,614.	2	1,244,804.
	3 Pledges and grants receivable, net	687,612.	3	500,861.
	4 Accounts receivable, net	22,200.	4	0.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	85,886.	9	248,362.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 19,733.		
	b Less: accumulated depreciation	10b 19,400.		
		1,100.	10c	333.
	11 Investments - publicly traded securities	3,342,154.	11	3,366,283.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	510,000.	13	510,000.
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	1,054,771.	15	1,047,971.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	7,821,371.	16	10,629,920.	
Liabilities	17 Accounts payable and accrued expenses	251,284.	17	38,982.
	18 Grants payable	130,000.	18	553,500.
	19 Deferred revenue	9,544.	19	4,190.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	157,278.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	390,828.	26	753,950.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	1,997,056.	27	2,639,221.
	28 Net assets with donor restrictions	5,433,487.	28	7,236,749.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	7,430,543.	32	9,875,970.
33 Total liabilities and net assets/fund balances	7,821,371.	33	10,629,920.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,568,167.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,226,778.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,341,389.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	7,430,543.
5	Net unrealized gains (losses) on investments	5	-928,182.
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 on Schedule O)	9	32,220.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	9,875,970.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash 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?
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
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 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?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2019)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,079,498.	2,137,063.	3,166,245.	2,488,718.	6,924,265.	15,795,789.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,079,498.	2,137,063.	3,166,245.	2,488,718.	6,924,265.	15,795,789.
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)						6,492,453.
6 Public support. Subtract line 5 from line 4.						9,303,336.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4	1,079,498.	2,137,063.	3,166,245.	2,488,718.	6,924,265.	15,795,789.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	50,604.	58,406.	72,519.	70,564.	63,642.	315,735.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	7,037.	176.	884.	96,268.	444,695.	549,060.
11 Total support. Add lines 7 through 10						16,660,584.
12 Gross receipts from related activities, etc. (see instructions)					12	147,353.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	55.84 %
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	76.21 %
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

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

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2019

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2019 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2019, 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 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2020. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

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

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

MISCELLANEOUS REVENUE

2015 AMOUNT: \$ 7,037.

2016 AMOUNT: \$ 176.

2017 AMOUNT: \$ 884.

2018 AMOUNT: \$ 96,268.

2019 AMOUNT: \$ 444,695.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

Organization type (check one):

Filers of:

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)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
---	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	 <hr/> <hr/> <hr/>	\$ 1,674,389.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
2	 <hr/> <hr/> <hr/>	\$ 1,669,799.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
3	 <hr/> <hr/> <hr/>	\$ 908,016.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
4	 <hr/> <hr/> <hr/>	\$ 768,000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
5	 <hr/> <hr/> <hr/>	\$ 218,374.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
6	 <hr/> <hr/> <hr/>	\$ 210,000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/>	\$ 206,580.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ 170,500.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
---	--

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

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

Name of organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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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 ▶ \$ 0.
- 3 Volunteer hours for political campaign activities 0.

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 ▶ \$ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ 0.
- 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) 2019**

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grassroots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														

Yes No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) Total
2a Lobbying nontaxable amount	231,484.			0.	231,484.
b Lobbying ceiling amount (150% of line 2a, column(e))					347,226.
c Total lobbying expenditures					
d Grassroots nontaxable amount	57,871.			0.	57,871.
e Grassroots ceiling amount (150% of line 2d, column (e))					86,807.
f Grassroots lobbying expenditures					

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE Employer identification number 36-3359386

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 with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

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

Form with multiple questions (1-9) regarding conservation easements, including purpose, monitoring, and reporting requirements. Includes a table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, and 2d.

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.

Form with questions 1a, 1b, and 2 regarding the reporting of art and historical treasures. Includes sub-questions (i) and (ii) for revenue and assets.

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 make 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 program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,928,758.	4,927,603.	4,460,372.	4,172,535.	4,535,522.
b Contributions					
c Net investment earnings, gains, and losses	172,738.	195,745.	400,628.	482,512.	-175,953.
d Grants or scholarships					
e Other expenditures for facilities and programs	184,548.	194,590.	189,802.	194,675.	187,034.
f Administrative expenses					
g End of year balance	4,916,948.	4,928,758.	4,927,603.	4,460,372.	4,172,535.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment .00 %
 - b Permanent endowment 93.15 %
 - c Term endowment 6.85 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|-----|----|
| (i) Unrelated organizations | X | |
| (ii) Related organizations | | X |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		19,733.	19,400.	333.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				333.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) INTEREST IN THE NET ASSETS OF THE MINNEAPOLIS FOUNDATION	1,047,971.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,047,971.

Part X Other Liabilities.

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

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

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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ...

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

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

1	Total revenue, gains, and other support per audited financial statements	1	7,672,205.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	-928,182.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	32,220.
e	Add lines 2a through 2d	2e	-895,962.
3	Subtract line 2e from line 1	3	8,568,167.
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	8,568,167.

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

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

1	Total expenses and losses per audited financial statements	1	5,226,778.
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	5,226,778.
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	5,226,778.

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 MAINTAINS THE ENDOWMENT TO SUPPORT GENERAL OPERATIONS AND FUND GRANTMAKING FOR THE BENEFIT OF INDIGENOUS LEAD GROUPS IN MINNESOTA AND WISCONSIN.

PART X, LINE 2:

THE FOUNDATION IS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND MINNESOTA STATUTE 290.05. IT IS CLASSIFIED AS A FOUNDATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1) OF THE IRC AND CONTRIBUTIONS BY DONORS ARE TAX DEDUCTIBLE.

THE FOUNDATION FOLLOWS ACCOUNTING STANDARDS FOR UNCERTAIN TAX POSITIONS

Part XIII Supplemental Information (continued)

AND FILES AS A TAX-EXEMPT ORGANIZATION. DURING 2020 AND 2019, THE
FOUNDATION HAS NOT RECOGNIZED ANY LIABILITY FOR UNCERTAIN TAX POSITIONS.
THE FOUNDATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY
FEDERAL AND STATE AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION

FUND 32,220.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization **HEADWATERS FOUNDATION FOR JUSTICE** Employer identification number **36-3359386**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
MOVEMENT VOTER PROJECT PO BOX 749 NORTHAMPTON, MA 01061	51-0198509	501C3	400,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
INQUILINXS UNIDXS POR JUSTICIA 3715 CHICAGO AVE. MINNEAPOLIS, MN 55407	47-4987940	501C3	305,000.	0.	N/A	N/A	FOR BUILDINGS PURCHASE
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA - 3715 CHICAGO AVE - MINNEAPOLIS, MN 55407	38-3828696	501C3	225,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
CENTER FOR THIRD WORLD ORGANIZING 900 ALICE ST #300 OAKLAND, CA 94607	52-1211059	501C3	200,000.	0.	N/A	N/A	BLACK LAND AND POWER
BLACK VISIONS COLLECTIVE 705 RAYMOND AVE SUITE 100 ST. PAUL, MN 55114	41-1635130	501C3	115,000.	0.	N/A	N/A	BLVC WILL BE THE MAIN CONVENERS OF THE BLACK SEED PROJECT PROVIDING LOGISTICAL AND
AFRICAN CAREER AND EDUCATION RESOURCE, INC - 6800 78TH AVENUE N SUITE 101 - BROOKLYN PARK, MN 55445	47-1207676	501C3	110,000.	0.	N/A	N/A	ACER WILL DEVELOP A COHORT OF LOW WEALTH TENANT LEADERS TO TAKE A DEEP DIVE INTO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 91.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**
SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2019)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MIGIZI COMMUNICATIONS 3017 27TH AVENUE S. MINNEAPOLIS, MN 55406	41-1379114	501C3	100,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
VOICES FOR RACIAL JUSTICE 2525 E FRANKLIN AVENUE, SUITE 301 MINNEAPOLIS, MN 55406	41-1750116	501C3	85,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
COUNCIL ON AMERICAN ISLAMIC RELATIONS -CAIR-MINNESOTA, INC. - 2511 EAST FRANKLIN AVENUE, SUITE 100 - MINNEAPOLIS, MN 55406	45-0553731	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
RELEASEMN8 1114 139TH ST E ROSEMOUNT, MN 55068	81-0874603	501C3	65,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
REVIVING THE ISLAMIC SISTERHOOD FOR EMPOWERMENT - 1007 WEST BROADWAY AVE N - MINNEAPOLIS, MN 55411	81-1236990	501C3	65,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
OUTFRONT MINNESOTA COMMUNITY SERVICES - 310 E. 38TH STREET SUITE 209 - MINNEAPOLIS, MN 55409	36-3550489	501C3	60,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ASIAN AMERICAN ORGANIZING PROJECT 713 MINNEHAHA AVENUE E, SUITE 313 ST. PAUL, MN 55106	38-3777419	501C3	50,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
SOUTHERNERS ON NEW GROUND PO BOX 11250 ATLANTA, GA 30310	61-1274170	501C3	50,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
FAMILY TREE, INC 1619 DAYTON AVE, #205 ST. PAUL, MN 55104	23-7133742	501C3	45,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AYADA LEADS 615 1ST AVE, NE #500 MINNEAPOLIS, MN 55413	47-4294816	501C3	30,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ST. PAUL YOUTH SERVICES 2100 WILSON AVE ST. PAUL, MN 55119	41-1316444	501C3	30,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AMERICAN INDIAN COMMUNITY HOUSING ORGANIZATION - 202 W 2ND ST - DULUTH, MN 55802	41-1782394	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
APPETITE FOR CHANGE 1200 WEST BROADWAY #250 MINNEAPOLIS, MN 55411	27-5112040	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BDOE LEARNING CENTER 3216 E 29TH ST MINNEAPOLIS, MN 55406	27-3168843	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BIODYNAMIC COHORT 1619 DAYTON AVE, STE #205 ST. PAUL, MN 55104	23-7133742	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BLACK TABLE ARTS 3840 12TH AVE S MINNEAPOLIS, MN 55407	65-1264407	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BUILDING DIGNITY AND RESPECT STANDARDS COUNCIL - 2730 E 31ST ST - MINNEAPOLIS, MN 55406	83-2526232	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DAKOTA WICOHAN 230 WEST SECOND STREET, PO BOX 2 MORTON, MN 56270	42-1552956	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DREAM OF WILD HEALTH 1308 E. FRANKLIN AVENUE MINNEAPOLIS, MN 55404	41-1632662	501C3	25,000.	0.	N/A	N/A	DREAM OF WILD HEALTH IS ONE OF THE LONGEST CONTINUALLY OPERATING NATIVE AMERICAN
FREE BLACK DIRT 1500 E LAKE ST MINNEAPOLIS, MN 55407	41-1251313	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
GOOD FOOD PURCHASING POLICY TWIN CITIES - 821 E. 35TH ST. - MINNEAPOLIS, MN 55407	41-1466054	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HISPANIC OUTREACH PROGRAM OF GOODHUE - 628 W 5TH ST - RED WING, MN 55066	26-4467878	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HOPE COMMUNITY 611 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	41-1292817	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
LAO ASSISTANCE CENTER OF MN 503 IRVING AVE N, SUITE 100 MINNEAPOLIS, MN 55405	36-3255880	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
NAVIGATE MN 1515 EAST LAKE STREET, SUITE 202 MINNEAPOLIS, MN 55407	45-3808452	501C3	25,000.	0.	N/A	N/A	NAVIGATE MN/UNIDOS MN IS SEEKING FUNDS FOR OUR 2020 YOUTH ACTION SUMMER CAMP (YASC). THIS CAMP IS
PENUMBRA THEATRE 270 NORTH KENT STREET SAINT PAUL, MN 55102	41-1563764	501C3	25,000.	0.	N/A	N/A	IN 2019 PENUMBRA LAUNCHED OUR NEW COMMISSIONING PLATFORM, THE ASHE LAB, AN INTERDISCIPLINARY
SOMALI AMERICAN WOMEN ACTION CENTER - 2910 PILLSBURY AVE S #432 - MINNEAPOLIS, MN 55408	82-0743165	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUTH SUDANESE FOUNDATION 1132 28TH AVE SUITE 6 MOORHEAD, MN 56560	83-4476088	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
TAKEACTION MN 705 RAYMOND AVE STE. 100 ST. PAUL, MN 55114	41-1635130	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
THE SEAD PROJECT 1007 WEST BROADWAY AVENUE MINNEAPOLIS, MN 55411	47-4088420	501C3	25,000.	0.	N/A	N/A	THE SEAD PROJECT IS GROWING SOCIAL EMPOWERMENT ECOSYSTEMS WITHIN THE SOUTHEAST
WHITE EARTH LAND RECOVERY PROJECT 607 MAIN AVENUE CALLAWAY, MN 56521	41-1673625	501C3	25,000.	0.	N/A	N/A	THE MISSION OF THE WHITE EARTH LAND RECOVERY PROJECT IS TO FACILITATE THE RECOVERY OF THE
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE - 116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003	13-2992977	501C3	20,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
URBAN HOMEWORKS, INC 2015 EMERSON AVE N MINNEAPOLIS, MN 55411	41-1821520	501C3	20,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
PEOPLE'S MOVEMENT CENTER 736 E 41ST ST ST. PAUL, MN 55407	41-1854164	501C3	15,014.	0.	N/A	N/A	DOCUMENTATION PROJECT
AWOOD CENTER 2511 E FRANKLIN AVE MINNEAPOLIS, MN 55406	83-1170235	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BODY WISDOM 2273 TELEGRAPH AVENUE OAKLAND, CA 94612	94-3153475	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CITY OF LAKES COMMUNITY LAND TRUST 1930 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	06-1665031	501C3	15,000.	0.	N/A	N/A	IN FEBRUARY 2019, THE CITY OF LAKES COMMUNITY LAND TRUST (CLCLT) BOARD OF DIRECTORS ENDORSED THE
COMMUNITY STABILIZATION PROJECT 501 DALE STREET NORTH, SUITE 203 SAINT PAUL, MN 55103	41-1729493	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DEFEND GLENDALE AND PUBLIC HOUSING COALITION - P.O. BOX 14616 - MINNEAPOLIS, MN 55414	75-3210606	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DIVISION OF INDIAN WORK 1001 EAST LAKE STREET MINNEAPOLIS, MN 55407	81-5265328	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
GREATER MINNESOTA WORKER CENTER 2719 W DIVISION ST STE 122 SAINT CLOUD, MN 56301	46-3874287	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
GROUNDSWELL PO BOX 71642 OAKLAND, CA 94612	47-4003615	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HNUB TSHIAB: HMONG WOMEN ACHIEVING TOGETHER - PO BOX 17391 - SAINT PAUL, MN 55117	20-8964738	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
INDIGENOUS ROOTS 788 E 7TH STREET SAINT PAUL, MN 55106	47-4492457	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
LANDMARK CONSERVANCY 500 MAIN ST E, STE 300 MENOMONIE, WI 54751	39-1872550	501C3	15,000.	0.	N/A	N/A	CLIMATE RESILIENT LANDSCAPE PROTECTIONEAU CLAIRE RIVER FOCUS AREA

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LEADERS OF COLOR COLLECTIVE 1132 28TH AVE SOUTH STE 6 MOORHEAD, MN 56560	83-4476088	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
MANIDOO OGITIGAAN 102 FIRST STREET WEST #110 BEMIDJI, MN 56601	82-4771865	501C3	15,000.	0.	N/A	N/A	I AM WRITING THIS GRANT WITH ONLY A FEW HOURS NOTICE. WITHIN THE PAST WEEK, WE HAVE BEEN
MIDWEST MIXED 2525 E FRANKLIN AVE MINNEAPOLIS, MN 55406	41-1750116	501C3	15,000.	0.	N/A	N/A	WITHIN, BETWEEN AND BEYOND IS AN EXHIBITION AND ONLINE GATHERING SPACE THAT WILL FEATURE
NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE - 1414 FRANKLIN AVENUE - MINNEAPOLIS, MN 55404	41-2117257	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
NATIVE GOVERNANCE CENTER 60 PLATO BLVD E STE 400 SAINT PAUL, MN 55107	47-4901644	501C3	15,000.	0.	N/A	N/A	NATIVE GOVERNANCE CENTER CONTINUES TO SEE THE NEED FOR EDUCATIONAL RESOURCES AND TRAINING WHEN IT
PUEBLOS DE LUCHA Y ESPERANZA 3805 E 40TH ST, SUITE 102 MINNEAPOLIS, MN 55406	27-1350278	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
RESTAURANT OPPORTUNITIES CENTER OF MINNESOTA (ROC-MN) - 2645 PLEASANT AVENUE - MINNEAPOLIS, MN 55408	01-0939141	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
THE NATURE CONSERVANCY W RIVER PKWY #200 MINNEAPOLIS, MN 55415	53-0242652	501C3	15,000.	0.	N/A	N/A	RESTORING THE HEALTH OF MINNESOTAS NORTHERN FORESTS
TOXIC TATERS COALITION PO BOX 25 CALLAWAY, MN 56521	94-2949686	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITE CLOUD PO BOX 851 SAINT CLOUD, MN 56302	47-5178839	501C3	15,000.	0.	N/A	N/A	CHANGE HAS COME TO CENTRAL MN. WHAT USED TO BE A VASTLY MAJORITY WHITE AND CHRISTIAN AREA
WEST SIDE CITIZENS ORGANIZATION 209 WEST PAGE STREET SAINT PAUL, MN 55107	23-7447142	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
YOUNG DANCE 655 FAIRVIEW AVE. N. ST. PAUL, MN 55104	41-1686416	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
IMMIGRANT DEVELOPMENT CENTER 810 4TH AVE. S. SUITE 100 WEST FARGO, MN 58078	20-3368647	501C3	12,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
APIA MN FILM COLLECTIVE 7715 STAFFORD TRAIL SAVAGE, MN 55378	41-1690483	501C3	11,500.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ALL PARKS ALLIANCE FOR CHANGE 2380 WYCLIFF ST STE 200 ST. PAUL, MN 55114	41-1386600	501C3	10,000.	0.	N/A	N/A	PARKS OFFER LOW HOUSING COSTS (AVERAGE LOT RENT IS \$417) AND ACCESS TO LOW-INCOME HOME OWNERSHIP
AMAZE PO BOX 17417 MINNEAPOLIS, MN 55417	41-1972162	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BLACK LGBTQ+ MIGRANT PROJECT PO BOX 70976 OAKLAND, CA 94612	05-0544006	501C3	10,000.	0.	N/A	N/A	BLMP HAS A MINNEAPOLIS CHAPTER THAT IS LED BY OLUCHI OMEOGA, OUR NATIONAL ORGANIZER BASED
BREAST CANCER ACTION 275 5TH ST # 307 SAN FRANCISCO, CA 94105	94-3138992	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHANGE INC 381 EAST ROBIE STREET SAINT PAUL, MN 55107	41-0906127	501C3	10,000.	0.	N/A	N/A	GAP IS REQUESTING \$10,000 TO SUPPORT OUR INDIGENOUS YOUTH CEREMONIAL MENTORING SOCIETY IN
CLOSEKNIT 3748 BRYANT AVE. S MINNEAPOLIS, MN 55409	41-1916337	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
EXPOSED BRICK THEATRE 586 EUSTIS STREET ST PAUL, MN 55104	20-1944288	501C3	10,000.	0.	N/A	N/A	FOUNDED IN 2004, EXPOSED BRICK THEATRE IS DEDICATED TO TELLING UNTOLD STORIES, CENTERING
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE WEST ST. PAUL, MN 55114	41-1830619	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
NEW ARAB AMERICAN THEATER WORKS 3459 NE TYLER STREET MINNEAPOLIS, MN 55418	81-2799048	501C3	10,000.	0.	N/A	N/A	WE ARE REQUESTING FUNDS TO SUPPORT CREATIVE DIALOGUES AROUND THE ISSUES OF ISLAMOPHOBIA
NIIBI CENTER 607 MAIN AVE CALLAWAY, MN 56521	81-4593567	501C3	10,000.	0.	N/A	N/A	THE NIIBI CENTER SEEKS A \$10,000 GRANT FROM THE HEADWATERS FOUNDATION TO SUPPORT THE DESIGN AND
ST. DAVID'S CENTER FOR CHILD AND FAMILY DEVELOPMENT - 3395 PLYMOUTH ROAD - MINNETONKA, MN 55305	41-1429208	501C3	10,000.	0.	N/A	N/A	ST. DAVIDS CENTER SEEKS FUNDING TO SUPPORT A NEW PHASE OF THE QUALITY PARENTING INITIATIVE
THE BRIDGE FOR YOUTH 1111 WEST 22ND STREET MINNEAPOLIS, MN 55405	41-0983062	501C3	10,000.	0.	N/A	N/A	THIS PROJECT WILL TEST AND IMPLEMENT STATEWIDE EXPANSION OF THE BRIDGES INNOVATIVE TEXT4HELP
THIRD WAVE FOUNDATION PO BOX 1159 BROOKLYN, NY 11238	13-3670260	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UPSTREAM ARTS, INC. 3501 CHICAGO AVE S MINNEAPOLIS, MN 55407	20-4451219	501C3	10,000.	0.	N/A	N/A	COMPLEX, EVERYDAY STORIES ABOUT INDIVIDUALS WITH DISABILITIES ARE MISSING FROM MAINSTREAM
WELL BEING DEVELOPMENT PO BOX 714 ELY, MN 55731	27-2987032	501C3	10,000.	0.	N/A	N/A	THIS PROJECT, NAMED THE NLC MENTAL HEALTH LUNCH EXCHANGE, PROPOSES CREATING A MONTHLY
WOMEN'S ENVIRONMENTAL INSTITUTE 15715 RIVER RD NORTH BRANCH, MN 55056	20-0312344	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
NOKOMIS EAST NEIGHBORHOOD ASSOCIATION (NENA) - 4313 E. 54TH STREET - MINNEAPOLIS, MN 55417	41-1824990	501C3	9,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
EAST SIDE FREEDOM LIBRARY 835 6TH ST E SAINT PAUL, MN 55106	46-3794535	501C3	7,500.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
GREATER MINNEAPOLIS CRISIS NURSERY 4544 4TH AVENUE SOUTH MINNEAPOLIS, MN 55419	41-1379021	501C3	7,500.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ANANYA DANCE THEATRE P.O. BOX 2427 MINNEAPOLIS, MN 55402	20-4261878	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
CHINOOK FUND 1031 33RD ST STE 237 DENVER, CO 80205	84-1076325	501C3	5,000.	0.	N/A	N/A	FUNDRAISED BY CHRIS NEWTON FOR THE GIVING PROJECT
MAIN STREET PROJECT 105 4TH STREET EAST, SUITE 213 NORTHFIELD, MN 55057	20-1788275	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL NETWORK OF ABORTION FUNDS P.O. BOX 22457 PHILADELPHIA, PA 19110	04-3236982	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
POSTPARTUM SUPPORT INTERNATIONAL 6706 SW 54TH AVENUE PORTLAND, OR 97219	77-0196208	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
TIWAHE FOUNDATION 2801 21ST AVE S MINNEAPOLIS, MN 55407	26-4377588	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
GRANT STIPENDS	17	4,100.	0.	N/A	N/A

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:

WITH AN INITIAL APPLICATION, GROUPS MUST SUPPLY A COPY OF THE DETERMINATION LETTER, A LIST OF BOARD MEMBERS, BUDGET AND FINANCIAL INFORMATION, AND A WRITTEN NARRATIVE PROPOSAL ABOUT THE PROJECT. IF AN AWARD IS MADE, GROUPS MUST SIGN A GRANT AGREEMENT INDICATING THE TERMS OF THE GRANT AND REPORTING REQUIREMENTS. GROUPS MUST ALSO PROVIDE EVIDENCE OF CURRENT REGISTRATION WITH THE MINNESOTA ATTORNEY GENERAL'S CHARITY DIVISION. IF FUNDS ARE DISTRIBUTED TO A FISCAL AGENT, A LETTER IS REQUIRED FROM THAT ORGANIZATION INDICATING THE ORGANIZATION'S WILLINGNESS TO SERVE IN THAT CAPACITY.

Part IV Supplemental Information

ORGANIZATIONS RECEIVING FUNDING ARE REQUIRED TO SUBMIT A FINAL REPORT ONE

YEAR AFTER FUNDS WERE RECEIVED. ORGANIZATIONS THAT WERE FUNDED IN THE

PREVIOUS YEAR ARE REQUIRED TO SUBMIT A SIX-MONTH PROGRESS REPORT WITH THEIR

CURRENT APPLICATION. ORGANIZATIONS THAT WERE FUNDED PREVIOUSLY MUST HAVE

ALL PROGRESS REPORTS SUBMITTED BEFORE ANY ADDITIONAL DOLLARS ARE GRANTED.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: BLACK VISIONS COLLECTIVE

(H) PURPOSE OF GRANT OR ASSISTANCE: BLVC WILL BE THE MAIN CONVENERS OF

THE BLACK SEED PROJECT PROVIDING LOGISTICAL AND ADMINISTRATIVE SUPPORT,

AS WELL, AS HELPING TO LEAD PROGRAM/STRATEGY DEVELOPMENT AND

IMPLEMENTATION.

NAME OF ORGANIZATION OR GOVERNMENT:

AFRICAN CAREER AND EDUCATION RESOURCE, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: ACER WILL DEVELOP A COHORT OF LOW

WEALTH TENANT LEADERS TO TAKE A DEEP DIVE INTO UNDERSTANDING THE HISTORY

OF SYSTEMIC HOUSING INJUSTICE ISSUES AND TENANTS RIGHTS. ACER STAFF WILL

HELP TENANTS DEVELOP A CLEAR UNDERSTANDING OF SYSTEMIC OPPRESSION IN

HOUSI

NAME OF ORGANIZATION OR GOVERNMENT: DREAM OF WILD HEALTH

(H) PURPOSE OF GRANT OR ASSISTANCE: DREAM OF WILD HEALTH IS ONE OF THE

LONGEST CONTINUALLY OPERATING NATIVE AMERICAN ORGANIZATIONS IN THE TWIN

CITIES. ORIGINALLY FOUNDED IN 1998 AS PETA WAKAN TIPI, A GARDEN PROGRAM

TO RECOVER AND PRESERVE THE RELATIONSHIP BETWEEN NATIVE PEOPLE AND THE

LAND,

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: NAVIGATE MN

(H) PURPOSE OF GRANT OR ASSISTANCE: NAVIGATE MN/UNIDOS MN IS SEEKING

FUNDS FOR OUR 2020 YOUTH ACTION SUMMER CAMP (YASC). THIS CAMP IS AN

OVERNIGHT CAMP CENTERED IN HONORING THE INHERENT LEADERSHIP AND DIGNITY

OF OUR YOUTH, AGES 13-18, THROUGH RECLAIMING THEIR IDENTITY, SELF-WORTH,

AND POWER

NAME OF ORGANIZATION OR GOVERNMENT: PENUMBRA THEATRE

(H) PURPOSE OF GRANT OR ASSISTANCE: IN 2019 PENUMBRA LAUNCHED OUR NEW

COMMISSIONING PLATFORM, THE ASHE LAB, AN INTERDISCIPLINARY RESIDENCY

NURTURING BLACK ARTISTS TO CREATE BEAUTIFUL, RADICAL, LIFE-GIVING ART

THAT ANSWERS OUR COMMUNITIES MOST PRESSING NEEDS. WITH CONTINUED SUPPORT

FROM HEAD

NAME OF ORGANIZATION OR GOVERNMENT: THE SEAD PROJECT

(H) PURPOSE OF GRANT OR ASSISTANCE: THE SEAD PROJECT IS GROWING SOCIAL

EMPOWERMENT ECOSYSTEMS WITHIN THE SOUTHEAST ASIAN DIASPORA, THROUGH

LANGUAGE, STORYTELLING, AND CREATIVE COMMUNITY BUILDING. OUR MISSION THE

SOUTHEAST ASIAN DIASPORA PROJECT (SEAD) IS A COMMUNITY ORGANIZATION ON A

MISSI

NAME OF ORGANIZATION OR GOVERNMENT: WHITE EARTH LAND RECOVERY PROJECT

(H) PURPOSE OF GRANT OR ASSISTANCE: THE MISSION OF THE WHITE EARTH LAND

RECOVERY PROJECT IS TO FACILITATE THE RECOVERY OF THE ORIGINAL LAND BASE

OF THE WHITE EARTH INDIAN RESERVATION WHILE PRESERVING AND RESTORING

TRADITIONAL PRACTICES OF SOUND LAND STEWARDSHIP, LANGUAGE FLUENCY,

COMMUNITY

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: CITY OF LAKES COMMUNITY LAND TRUST

(H) PURPOSE OF GRANT OR ASSISTANCE: IN FEBRUARY 2019, THE CITY OF LAKES

COMMUNITY LAND TRUST (CLCLT) BOARD OF DIRECTORS ENDORSED THE

RECOMMENDATION OF 20+ ECONOMIC DEVELOPMENT STAKEHOLDERS TO INITIATE A

COMMERCIAL LAND TRUST INITIATIVE (CLTI) PILOT IN MINNEAPOLIS, WHICH

INCLUDED THE INTENTI

NAME OF ORGANIZATION OR GOVERNMENT: MANIDOO OGITIGAAN

(H) PURPOSE OF GRANT OR ASSISTANCE: I AM WRITING THIS GRANT WITH ONLY A

FEW HOURS NOTICE. WITHIN THE PAST WEEK, WE HAVE BEEN WORKING HARD TO

ENSURE THAT PEOPLE HAVE FOOD AND SUPPLIES, BECAUSE THE SHELVES ARE MOSTLY

BARE IN AND AROUND OUR TOWN AND RESERVATION. ORIGINALLY, WE HAD AN

ENTIRELY

NAME OF ORGANIZATION OR GOVERNMENT: MIDWEST MIXED

(H) PURPOSE OF GRANT OR ASSISTANCE: WITHIN, BETWEEN AND BEYOND IS AN

EXHIBITION AND ONLINE GATHERING SPACE THAT WILL FEATURE VIDEO INTERVIEWS

AND PAINTED PORTRAITS OF 16 COMMUNITY MEMBERS WHO IDENTIFY AS MIXED. THE

GOAL OF THE EXHIBIT IS TO CREATE A MULTI-LAYERED VISUAL AND PARTICIPATORY

EX

NAME OF ORGANIZATION OR GOVERNMENT: NATIVE GOVERNANCE CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: NATIVE GOVERNANCE CENTER CONTINUES

TO SEE THE NEED FOR EDUCATIONAL RESOURCES AND TRAINING WHEN IT COMES TO

STRENGTHENING TRIBAL GOVERNANCE. THROUGHOUT NGCS NATIVE NATIONS LISTENING

TOUR (WHERE WE ARE ASKING TRIBAL LEADERS FROM ALL 23 NATIVE NATIONS WITHI

NAME OF ORGANIZATION OR GOVERNMENT: UNITE CLOUD

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: CHANGE HAS COME TO CENTRAL MN. WHAT USED TO BE A VASTLY MAJORITY WHITE AND CHRISTIAN AREA IS NOW DIVERSE IN THE AREAS OF RACE, RELIGION, AND ETHNICITY. WITH THESE CHANGES HAVE COME FEAR AND ANGER, DUE TO RUMORS AND A LACK OF NEIGHBORLY RELATIONSHIPS AND U

NAME OF ORGANIZATION OR GOVERNMENT: ALL PARKS ALLIANCE FOR CHANGE

(H) PURPOSE OF GRANT OR ASSISTANCE: PARKS OFFER LOW HOUSING COSTS (AVERAGE LOT RENT IS \$417) AND ACCESS TO LOW-INCOME HOME OWNERSHIP (EXISTING HOMES AVERAGE \$28,900 AND NEW HOMES AVERAGE \$74,200). BY COMPARISON, THE AVERAGE SALE PRICES FOR SITE-BUILT HOMES IS \$183,300 AND A 2-BEDROOM APART

NAME OF ORGANIZATION OR GOVERNMENT: BLACK LGBTQ+ MIGRANT PROJECT

(H) PURPOSE OF GRANT OR ASSISTANCE: BLMP HAS A MINNEAPOLIS CHAPTER THAT IS LED BY OLUCHI OMEGA, OUR NATIONAL ORGANIZER BASED IN MINNEAPOLIS, AS WELL AS AN ACTIVE MEMBER OF BLACK VISIONS COLLECTIVE, NEKESSA OPOTI, MUSTAFA JUMALE, HANI ALI, MISKI NOOR, AND OTHER COMMUNITY MEMBERS BASED IN MI

NAME OF ORGANIZATION OR GOVERNMENT: CHANGE INC

(H) PURPOSE OF GRANT OR ASSISTANCE: GAP IS REQUESTING \$10,000 TO SUPPORT OUR INDIGENOUS YOUTH CEREMONIAL MENTORING SOCIETY IN LAUNCHING A PROJECT TO INCREASE AWARENESS OF THE DOCTRINE OF DISCOVERY, AS WELL AS ENGAGE VARIOUS COMMUNITIES TO CREATE NEW STRATEGIES THAT WILL LEAD TO FORMAL REPUD

NAME OF ORGANIZATION OR GOVERNMENT: EXPOSED BRICK THEATRE

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: FOUNDED IN 2004, EXPOSED BRICK THEATRE IS DEDICATED TO TELLING UNTOLD STORIES, CENTERING BIPOC NARRATIVES AND CREATING ART AT THE INTERSECTION OF IDENTITIES. WE BELIEVE THAT WHEN SILENCED AND OMITTED NARRATIVES ARE AMPLIFIED IN THE ARTS, CULTURES SHIFT T

NAME OF ORGANIZATION OR GOVERNMENT: NEW ARAB AMERICAN THEATER WORKS

(H) PURPOSE OF GRANT OR ASSISTANCE: WE ARE REQUESTING FUNDS TO SUPPORT CREATIVE DIALOGUES AROUND THE ISSUES OF ISLAMOPHOBIA AND ANTI ARAB RACISM. THE DIALOGUES WILL TAKE PLACE IN THE FORM OF A PLAY AND THE COMMUNITY CONVERSATIONS AFTER. THE PLAY CALLED ZAFIRA AND THE RESISTANCE TELLS THE FU

NAME OF ORGANIZATION OR GOVERNMENT: NIIBI CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: THE NIIBI CENTER SEEKS A \$10,000 GRANT FROM THE HEADWATERS FOUNDATION TO SUPPORT THE DESIGN AND LAUNCH OF WOMENS WATER WALKER PROGRAMMING. THIS PROJECT UTILIZES A CULTURAL REVITALIZATION STRATEGY TO DESIGN AN APPROACH THAT WILL ENSURE SUCCESSFUL TRANSMIS

NAME OF ORGANIZATION OR GOVERNMENT:

ST. DAVID'S CENTER FOR CHILD AND FAMILY DEVELOPMENT

(H) PURPOSE OF GRANT OR ASSISTANCE: ST. DAVIDS CENTER SEEKS FUNDING TO SUPPORT A NEW PHASE OF THE QUALITY PARENTING INITIATIVE MINNESOTA (QPI-MN), AN INNOVATIVE, COLLABORATIVE, NATIONALLY PROVEN APPROACH TO FOSTER CARE SYSTEM REFORM. IN OCTOBER 2017, IN PARTNERSHIP WITH THE YOUTH LAW CENTE

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: THE BRIDGE FOR YOUTH

(H) PURPOSE OF GRANT OR ASSISTANCE: THIS PROJECT WILL TEST AND IMPLEMENT

STATEWIDE EXPANSION OF THE BRIDGES INNOVATIVE TEXT4HELP (T4H) TEXT

HOTLINE FOR YOUTH IN CRISIS. THE BRIDGE BEGAN INVESTING IN TECHNOLOGY

EIGHT YEARS AGO AS PART OF A LONG-RANGE PLAN TO INCREASE DIRECT ACCESS TO

SERVI

NAME OF ORGANIZATION OR GOVERNMENT: UPSTREAM ARTS, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMPLEX, EVERYDAY STORIES ABOUT

INDIVIDUALS WITH DISABILITIES ARE MISSING FROM MAINSTREAM DISCOURSE.

INSTEAD, HERO- AND PITY-BASED NARRATIVES PERPETUATE STEREOTYPES,

REINFORCE REDUCTIVE LABELS, KEEPING DIVISIONS IN PLACE AND STUNTING

SOCIAL CHANGE, PO

NAME OF ORGANIZATION OR GOVERNMENT: WELL BEING DEVELOPMENT

(H) PURPOSE OF GRANT OR ASSISTANCE: THIS PROJECT, NAMED THE NLC MENTAL

HEALTH LUNCH EXCHANGE, PROPOSES CREATING A MONTHLY EXCHANGE BETWEEN

COMMUNITY MEMBERS LIVING WITH MENTAL ILLNESS AND THE SERVICE PROVIDERS

WHO OFFER THE VITAL HEALTH, SAFETY, EDUCATION, AND OTHER SERVICES ON

WHICH ALL RE

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2019

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
 HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number
 36-3359386

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2019

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DAVID NICHOLSON FORMER EXECUTIVE DIRECTOR	(i)	256,410.	0.	0.	0.	5,206.	261,616.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 4A:

DAVID NICHOLSON \$159,071

DAVID NICHOLSON RECEIVED 36 WEEKS OF PAY AT HIS FINAL SALARY RATE, UP TO 6

MONTHS OF COBRA, UP TO 6 MONTHS OF PLACEMENT SERVICES, AND BENEFITS AS

OUTLINED IN OUR PERSONNEL POLICIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2019

Open to Public
Inspection

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

FORM 990, PART III, LINE 1

THROUGH GRANTMAKING AND CAPACITY BUILDING SUPPORT TO GRASSROOTS

ORGANIZATIONS, OUR GOAL IS TO FOSTER JUST AND SUSTAINABLE COMMUNITIES

THAT EMBRACE SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL EQUITY. TO

ACHIEVE THIS GOAL, ALL OF HEADWATERS' PROGRAMS ARE DESIGNED TO ADVANCE

TWO OBJECTIVES: CHANGING SYSTEMS OF POWER, AND INCREASING THE POWER OF

DISENFRANCHISED COMMUNITIES. OUR COMMUNITY-LED GRANTMAKING PROCESS IS

THE TOUCHSTONE OF OUR FOUNDATION.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

HEADWATERS FOUNDATION FOR JUSTICE LAUNCHED TWO RAPID RESPONSE FUNDS.

THE LOCAL CORONAVIRUS PUBLIC HEALTH CRISIS CALLED ATTENTION TO HOW

SYSTEMS AND INSTITUTIONS KEPT LETTING OUR COMMUNITIES FALL THROUGH THE

CRACKS. HFJ'S GRANTEE PARTNERS (THE MAJORITY OF WHICH ARE BIPOC-LED)

HAD BEEN TELLING US ABOUT HOW THEIR COMMUNITIES WERE ABSORBING MORE

SOCIAL, POLITICAL, AND ECONOMIC CONSEQUENCES THAN THEY DID BEFORE THE

OUTBREAK. OUR RESPONSE WAS TO GET TO WORK FUNDRAISING AND ESTABLISH THE

COMMUNITIES FIRST FUND ON MARCH 15, 2020. THEN, ON MAY 31, HEADWATERS

RESPONDED TO THE MURDER OF GEORGE FLOYD BY SETTING UP THE

TRANSFORMATION FUND. WE WANTED TO MOVE MONEY QUICKLY TO FRONTLINE

ORGANIZATIONS AS THEY KEPT FIGHTING AGAINST AN ONGOING CULTURE OF

INSTITUTIONAL VIOLENCE AND WHITE SUPREMACY. WE ALSO WANTED TO SUPPORT

THE LONG-TERM MOVEMENT WORK FOR REAL CHANGE REQUIRED FOR OUR COLLECTIVE

LIBERATION. THESE TWO-RAPID RESPONSE GRANTMAKING INITIATIVES HELPED

HEADWATERS TUNE INTO THE COMMUNITY'S REAL-TIME NEEDS AND GET GRANT

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

Schedule O (Form 990 or 990-EZ) (2019)

932211 09-06-19

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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DOLLARS TO WHERE THEY COULD BE MOST HELPFUL. IN FISCAL YEAR 2020,
\$1,132,500 IN 63 GRANTS.

FORM 990, PART III, LINE 4A

DESCRIPTION OF PROGRAM SERVICES

GRANTMAKING - THIS PROGRAM INCLUDES THE PROCESS OF GRANTEE OUTREACH,
PROPOSAL REVIEW, GRANT TRACKING, RECORD KEEPING, GRANTS EVALUATION, AND
INTERNAL GRANTS MANAGEMENT.

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

INSTITUTIONAL VIOLENCE AND WHITE SUPREMACY. WE ALSO WANTED TO SUPPORT
THE LONG-TERM MOVEMENT WORK FOR REAL CHANGE REQUIRED FOR OUR COLLECTIVE
LIBERATION. THESE TWO-RAPID RESPONSE GRANTMAKING INITIATIVES HELPED
HEADWATERS TUNE INTO THE COMMUNITY'S REAL-TIME NEEDS AND GET GRANT
DOLLARS TO WHERE THEY COULD BE MOST HELPFUL. IN FISCAL YEAR 2020,
AWARDED \$1,132,500 IN 63 GRANTS.

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

COMMUNITY INNOVATION GRANTS PROGRAM:
COMMUNITY INNOVATION GRANTS PROGRAM IS A PARTNERSHIP WITH THE BUSH
FOUNDATION. GRANTS SUPPORT COMMUNITIES TO USE PROBLEM SOLVING PROCESSES
THAT LEAD TO MORE EFFECTIVE, EQUITABLE, AND SUSTAINABLE SOLUTIONS. THIS
GRANT ALLOWS NONPROFIT ORGANIZATIONS TO INCREASE COLLECTIVE
UNDERSTANDING OF AN ISSUE, GENERATE IDEAS, AND/OR TEST AND IMPLEMENT
SOLUTIONS. IN FISCAL YEAR 2020, AWARDED \$563,500 IN 47 GRANTS.

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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EXPENSES \$ 640,970. INCLUDING GRANTS OF \$ 563,500. REVENUE \$ 0.

GIVING PROJECT:

GIVING PROJECT GRANTS SUPPORT ORGANIZATIONS THAT ARE LED BY AND FOR BLACK PEOPLE, INDIGENOUS PEOPLE, AND PEOPLE OF COLOR (BIPOC) THAT ALSO USE A COMMUNITY ORGANIZING APPROACH TO ADDRESS ROOT CAUSES OF INJUSTICE. HEADWATERS HAS BEEN OFFERING GIVING PROJECT GRANTS SINCE 2015. DURING FISCAL YEAR 2020, GIVING PROJECT GRANTS WERE MANAGED BY A CROSS-CLASS, MULTIRACIAL COHORT OF COMMUNITY MEMBERS. THE GIVING PROJECT COHORT RAISED FUNDS FROM THEIR NETWORKS AND LED THE GRANTMAKING PROCESS; THEY AWARDED \$211,000 IN 18 GRANTS.

EXPENSES \$ 379,231. INCLUDING GRANTS OF \$ 211,000. REVENUE \$ 0.

FUND OF THE SACRED CIRCLE:

THE FUND OF THE SACRED CIRCLE IS DIRECTED TOWARD NATIVE-LED GRASSROOTS GROUPS OR PROJECTS IN MINNESOTA AND WISCONSIN THAT ADDRESS ISSUES OF INJUSTICE. THE FUND REAFFIRMS THE SELF-DETERMINATION OF NATIVE PEOPLE TO DEFINE AND ADDRESS THE NEEDS OF THEIR COMMUNITIES IN CULTURALLY APPROPRIATE WAYS. IN FISCAL YEAR 2020, THE FUND OF THE SACRED CIRCLE AWARDED \$40,000 IN FOUR GRANTS.

EXPENSES \$ 78,302. INCLUDING GRANTS OF \$ 40,000. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE IS COMPRISED OF THE BOARD OFFICERS AND UP TO TWO AT-LARGE MEMBERS FROM THE BOARD OF DIRECTORS. THE COMMITTEE MAY ACT ON BEHALF OF THE BOARD IF A FULL BOARD MEETING CANNOT REASONABLY BE CONVENED.

FORM 990, PART VI, SECTION A, LINE 4:

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THE FOUNDATION MADE CHANGES TO THE BYLAWS IN FISCAL YEAR 2020. THESE CHANGES INCLUDE REMOVING THE ARTICLE REGARDING MEMBERSHIP, AS THE FOUNDATION IS NOT A MEMBER ORGANIZATION. THE BOARD COMPOSITION WAS UPDATED TO CLEARLY DEFINE THE TERMS AND ROLES OF BOARD MEMBERS AND SET A MINIMUM AMOUNT OF BOARD MEMBERS. A LEAVE OF ABSENCE POLICY WAS ADDED TO THE BYLAWS.

FORM 990, PART VI, SECTION B, LINE 11B:
THE FINANCE COMMITTEE REVIEWS THE PREPARED FORM 990 AND THEN FORWARDS TO THE FULL BOARD FOR THEIR CONSIDERATION AND APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C:
AS NEW BOARD AND KEY STAFF MEMBERS JOIN THE ORGANIZATION, THEY COMPLETE THE CONFLICT OF INTEREST FORM. AT THE START OF THE NEW FISCAL YEAR, ALL BOARD MEMBERS AND KEY STAFF MEMBERS COMPLETE THE CONFLICT OF INTEREST FORMS. A SUMMARY OF THE CONFLICTS IS GIVEN TO THE BOARD CO-CHAIRS.

ANY CONTRACTS OR PAYMENTS MADE TO/WITH DIRECTORS MUST BE APPROVED BY THE BOARD. IF ANY CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST ARISES AFTER THE ANNUAL FORM IS FILLED OUT, THE INTERESTED DIRECTOR OR ANY DIRECTOR WITH KNOWLEDGE OF SUCH CONFLICT SHALL CALL IT TO THE ATTENTION OF THE BOARD PRIOR TO BOARD ACTION ON A DECISION INVOLVING THE CONFLICT OF INTEREST. WHEN THERE IS DOUBT AS TO WHETHER A CONFLICT OF INTEREST EXISTS, THE MATTER SHALL BE RESOLVED BY A VOTE OF THE BOARD, EXCLUDING THE PERSON WHO IS THE SUBJECT OF THE POSSIBLE CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST DOES EXIST, THE BOARD MAY STILL AUTHORIZE, APPROVE, OR RATIFY A CONTRACT OR TRANSACTION IN GOOD FAITH BY THE AFFIRMATIVE VOTE OF A MAJORITY OF DIRECTORS; WITH THE CONFLICTED BOARD MEMBER ABSTAINING FROM THE VOTE. THE DIRECTOR WHO HAS A CONFLICT SHALL NOT PARTICIPATE IN THE BOARD'S

DISCUSSION OF THE MATTER EXCEPT TO DISCLOSE MATERIAL FACTS AND TO RESPOND

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TO QUESTIONS. SUCH PERSON SHALL NOT ATTEMPT TO EXERT HIS OR HER PERSONAL INFLUENCE WITH RESPECT TO THE MATTER, EITHER AT OR OUTSIDE THE MEETING. THE DIRECTOR HAVING SUCH A CONFLICT SHALL NOT PARTICIPATE IN THE FINAL DELIBERATION OR DECISION REGARDING THE MATTER UNDER CONSIDERATION AND SHALL RETIRE FROM THE ROOM IN WHICH THE BOARD IS MEETING AFTER PROVIDING THE BOARD WITH ANY AND ALL RELEVANT INFORMATION. ANY DIRECTOR DISCLOSING A CONFLICT OF INTEREST MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OR A COMMITTEE THEREOF. THE MINUTES OF THE MEETING OF THE BOARD OR COMMITTEE SHALL REFLECT THAT THE CONFLICT OF INTEREST WAS DISCLOSED AND THAT THE INTERESTED DIRECTOR WAS NOT PRESENT DURING THE FINAL DISCUSSION OR VOTE AND DID NOT VOTE ON THE MATTER.

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

IN REVIEWING THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE EXECUTIVE COMMITTEE OF THE HEADWATERS BOARD OF DIRECTORS UTILIZES THE FOLLOWING PROCESS:

1. IMPARTIAL DECISION MAKERS - THE COMPENSATION ARRANGEMENT MUST BE APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE EXECUTIVE COMMITTEE COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT.

2. COMPARABILITY DATA - WHEN THE EXECUTIVE COMMITTEE IS CONSIDERING COMPENSATION OF THE EXECUTIVE DIRECTOR, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR VALUE OF THE COMPENSATION IN QUESTION. THIS DATA MAY INCLUDE THE FOLLOWING:

- EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS;
- WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS;

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- DOCUMENTED TELEPHONE CALLS AND EMAILS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS AND;

- INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS.

- USE OF SALARY SURVEYS NONPROFIT AND FOUNDATION WORLD.

BOARD PROCESS AND FINAL DECISIONS ARE DOCUMENTED THROUGH BOARD MINUTES AS OF FISCAL YEAR 2020.

THE HEADWATERS BOARD OF DIRECTORS, IN CONDUCTING ITS PERIODIC ANALYSIS OF EXECUTIVE DIRECTOR COMPENSATION, AND IN CONVERSATION WITH DAVID NICHOLSON AS OUTGOING EXECUTIVE DIRECTOR, MADE THE DECISION TO OFFER TWO PIECES OF COMPENSATION FOR HIM AS HE PARTED WITH THE ORGANIZATION. THE FIRST WAS A SEVERANCE PACKAGE, DEVELOPED ACCORDING TO BEST PRACTICES AND INDUSTRY STANDARDS. THE SECOND, UPON REVIEWING DAVID'S SALARY HISTORY ALONGSIDE THE CURRENT FINANCIAL AND PROGRAMMATIC STATE OF THE ORGANIZATION, PROMPTED A CONVERSATION ABOUT THE HISTORIC AND SYSTEMATIC PAY DISPARITIES THAT PEOPLE OF COLOR EXPERIENCE. DAVID TOOK ON THE EXECUTIVE DIRECTOR ROLE AT A TIME WHEN THE ORGANIZATION WAS LESS FINANCIALLY STABLE, AND ACCEPTED A SALARY RATE THAT WAS BELOW WHAT WOULD HAVE BEEN FAIR COMPENSATION FOR HIS EXPERIENCE. THIS HAPPENS OFTEN TO PEOPLE OF COLOR, AND IF NOT CORRECTED FOR, IT PUTS THEM AT AN ONGOING STRUCTURAL DISADVANTAGE, AS RAISES ARE OFTEN BASED ON A PERCENTAGE OF SALARY. IF YOU START LOW, YOU'LL NEVER CATCH UP. WHILE HIS SALARY OVER HIS TENURE WAS ADJUSTED PER HIS STRONG PERFORMANCE AND AVAILABLE FUNDS, IT WAS NOT ENOUGH TO MAKE UP FOR THE PAY GAP THAT WAS ESTABLISHED THE DAY HE STARTED. GIVEN THESE CIRCUMSTANCES, THE HEADWATERS FOUNDATION BOARD OF DIRECTORS CHOSE TO DRAW UPON RESERVES TO PAY DAVID REPARATIONS FOR THIS PAY DISPARITY, IN KEEPING WITH OUR VALUES AS AN

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ORGANIZATION.

STAFF SALARIES ARE DETERMINED BY PERFORMANCE EVALUATION, YEARS OF EXPERIENCE, EDUCATION, AND ENSURING ALL POSITIONS ARE PAID AT LEAST WITHIN 50-75% COMPARED TO OTHER NONPROFIT ORGANIZATIONS BASED ON BUDGET, ASSETS, LOCATION, AND FOCUS AREA. THE DIRECT SUPERVISOR REVIEWS PERFORMANCE AND RECOMMENDS COMPENSATION BASED ON THE SALARY RANGES OF THE ORGANIZATIONS AND THE EXECUTIVE DIRECTOR APPROVES ALL SALARIES. THE OPERATIONS DIRECTOR CONDUCTS SALARY RESEARCH ANNUALLY TO DETERMINE SALARY RANGES FOR THE ORGANIZATION. THIS IS DOCUMENTED IN THE PERSONNEL FILE WITH THE REQUEST MEMO AND THE SIGNED SALARY AUTHORIZATION APPROVED BY THE EXECUTIVE DIRECTOR. THIS IS CONDUCTED ANNUALLY FOR ALL STAFF AND WAS LAST COMPLETED IN FISCAL YEAR 2020.

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

THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE ON THE WEBSITE, FOR PERSONAL INSPECTION IN THE OFFICE, OR MAILED UPON REQUEST.

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

CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION	32,220.
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FORM 990, PART XII, LINE 2C

THE PROCESS FOR OVERSIGHT AND SELECTION OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR.