

Form **990**

# Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

# 2020

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the **2020** calendar year, or tax year beginning **JUL 1, 2020** and ending **JUN 30, 2021**

<b>B</b> Check if applicable:  Address change Name change Initial return Final return/terminated Amended return Application pending	<b>C</b> Name of organization <b>HEADWATERS FOUNDATION FOR JUSTICE</b>		<b>D</b> Employer identification number <b>36-3359386</b>	
	Doing business as		<b>E</b> Telephone number <b>6128790602</b>	
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite		
	<b>2801 21ST AVENUE SOUTH</b>		<b>132-B</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55407</b>		<b>G</b> Gross receipts \$ <b>17,233,881.</b>		
<b>F</b> Name and address of principal officer: <b>MARIA DE LA CRUZ</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for subordinates? ..... Yes <input checked="" type="checkbox"/> No		
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c) ( ) (insert no.) 4947(a)(1) or 527		<b>H(b)</b> Are all subordinates included? Yes No		
<b>J</b> Website: <b>WWW.HEADWATERSFOUNDATION.ORG</b>		If "No," attach a list. See instructions		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶		<b>L</b> Year of formation: <b>1984</b>		<b>M</b> State of legal domicile: <b>MN</b>
<b>Part I</b>		<b>Summary</b>		

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>HEADWATERS FOUNDATION'S MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>13</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>13</b>
	<b>5</b> Total number of individuals employed in calendar year 2020 (Part V, line 2a)	<b>5</b>	<b>20</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>62</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> 6,924,265.	<b>Current Year</b> 13,311,485.
	<b>9</b> Program service revenue (Part VIII, line 2g)	90,000.	0.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,109,099.	239,956.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	444,803.	313,491.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,568,167.	13,864,932.
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,831,999.
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		864,967.	1,229,439.
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>485,203.</b>			
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		529,812.	657,281.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		5,226,778.	5,774,182.
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	3,341,389.	8,090,750.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> 10,629,920.	<b>End of Year</b> 20,127,206.
	<b>21</b> Total liabilities (Part X, line 26)	753,950.	1,050,822.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	9,875,970.	19,076,384.

## 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.

<b>Sign Here</b>	Signature of officer		Date		
	MARIA DE LA CRUZ, EXECUTIVE DIRECTOR Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	DEIRDRE HODGSON	DEIRDRE HODGSON	11/01/21	<input type="checkbox"/>	P01484710
<b>Preparer Use Only</b>	Firm's name ▶	Firm's EIN ▶		Phone no.	
	CLIFTONLARSONALLEN LLP	41-0746749		612-376-4500	
Firm's address ▶					
220 S 6TH STREET, SUITE 300					
MINNEAPOLIS, MN 55402					

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? [ ] Yes [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. 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 \$ 2,670,999. including grants of \$ 2,571,843. ) (Revenue \$ 1,103,496. ) RAPID RESPONSE GRANTMAKING THROUGH COMMUNITIES FIRST FUND AND THE TRANSFORMATION FUND: IN THE SPRING OF 2020, THE LOCAL CORONAVIRUS PUBLIC HEALTH CRISIS CALLED SYSTEMIC AND INSTITUTIONAL INEQUITIES INTO DEEPER ATTENTION. HEADWATERS' GRANTEE PARTNERS, THE MAJORITY OF WHICH ARE BIPOC-LED - TOLD US ABOUT HOW THEIR COMMUNITIES WERE ABSORBING MORE SOCIAL, POLITICAL, AND ECONOMIC CONSEQUENCES THAN THEY DID BEFORE THE OUTBREAK. OUR RESPONSE WAS TO FUNDRAISE AND ESTABLISH THE COMMUNITIES FIRST FUND ON MARCH 15, 2020. ON MAY 31, HEADWATERS RESPONDED TO ANOTHER LOCAL CRISIS: THE MURDER OF GEORGE FLOYD. WE SET UP THE TRANSFORMATION FUND (TTF) TO MOVE MONEY QUICKLY TO FRONTLINE ORGANIZATIONS AS THEY KEPT FIGHTING AGAINST AN ONGOING CULTURE OF INSTITUTIONAL VIOLENCE AND WHITE SUPREMACY. WE ALSO WANTED TTF TO

4b (Code: ) (Expenses \$ 969,222. including grants of \$ 877,750. ) (Revenue \$ 982,747. ) DONOR ADVISED FUNDS THIS PROGRAM ENABLES INDIVIDUAL DONORS TO ADVANCE THEIR PHILANTHROPIC GOALS AND DIRECT RESOURCES TO SOCIAL CHANGE GROUPS LOCALLY AND NATIONALLY. DEVELOPMENT STAFF EDUCATES DONORS ABOUT SOCIAL INJUSTICE ISSUES, CONNECTS THEM TO ORGANIZATIONS THAT MATCH THEIR INTERESTS, AND PROVIDES GRANTMAKING ASSISTANCE. IN FISCAL YEAR 2021, HEADWATERS ALLOCATED \$1,013,279 IN 89 DONOR ADVISED GRANTS. (INCLUDES GRANTS OF \$135,529 TO HEADWATERS).

4c (Code: ) (Expenses \$ 574,823. including grants of \$ 287,869. ) (Revenue \$ 260,127. ) THE GIVING PROJECT GRANT PROGRAM: SINCE 2015, THIS PROGRAM INVESTS IN 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. DURING FISCAL YEAR 2021, A CROSS-CLASS, MULTIRACIAL COHORT OF COMMUNITY MEMBERS MANAGED THE GIVING PROJECT GRANTMAKING PROCESS. THE 16-MEMBER COHORT RAISED MONEY FROM THEIR NETWORKS AND LED THE GRANTMAKING PROCESS; THEY AWARDED \$287,869 IN 23 GENERAL OPERATING GRANTS.

4d Other program services (Describe on Schedule O.) (Expenses \$ 532,753. including grants of \$ 150,000. ) (Revenue \$ 725,000. )

4e Total program service expenses 4,747,797.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and schedules.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows 22-38 covering various organizational requirements.

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 number, Yes, No. Rows 1a, 1b, 1c regarding Form 1096 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, 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 Enter the number of voting members... 13; 1b Enter the number of voting members included... 13; 2 Did any officer, director, trustee, or key employee have a family relationship... X; 3 Did the organization delegate control over management duties... X; 4 Did the organization make any significant changes to its governing documents... X; 5 Did the organization become aware during the year of a significant diversion of the organization's assets... X; 6 Did the organization have members or stockholders... X; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... X; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... X; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? X; b Each committee with authority to act on behalf of the governing body? X; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O... X

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 Did the organization have local chapters, branches, or affiliates? X; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? X; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13... X; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? X; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done... X; 13 Did the organization have a written whistleblower policy? X; 14 Did the organization have a written document retention and destruction policy? X; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official... X; b Other officers or key employees of the organization... X; If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? X; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed 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. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] Other (explain on Schedule O)
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
MARIA DE LA CRUZ - 612-400-6265
2801 21ST AVE S STE 132B, MINNEAPOLIS, MN 55407

**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) MARIA DE LA CRUZ PRESIDENT	41.00			X			130,186.	0.	28,893.	
(2) JULIE REMMELTS CHIEF OPERATING OFFICER	41.00			X			112,200.	0.	15,876.	
(3) AVI VISWANATHAN CO-CHAIR	1.00	X		X			0.	0.	0.	
(4) ELIZABETH COCO CO-CHAIR	1.00	X		X			0.	0.	0.	
(5) ARLETA LITTLE TREASURER	1.00	X		X			0.	0.	0.	
(6) MUNEEER KARCHER-RAMOS SECRETARY	1.00	X		X			0.	0.	0.	
(7) EBONY ADEDAYO BOARD MEMBER	1.00	X					0.	0.	0.	
(8) BILAL ALKATOUT BOARD MEMBER	1.00	X					0.	0.	0.	
(9) CAMILLE CYPRIAN BOARD MEMBER	1.00	X					0.	0.	0.	
(10) BILE DAAD BOARD MEMBER	1.00	X					0.	0.	0.	
(11) FILIBERTO NOLASCO GOMEZ BOARD MEMBER	1.00	X					0.	0.	0.	
(12) ALYSSA HAWKINS BOARD MEMBER	1.00	X					0.	0.	0.	
(13) PA CHUA VANG BOARD MEMBER	1.00	X					0.	0.	0.	
(14) JANIECE WATTS BOARD MEMBER	1.00	X					0.	0.	0.	
(15) ASALESOL YOUNG BOARD MEMBER	1.00	X					0.	0.	0.	





**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	<b>1 a</b>	Federated campaigns .....	<b>1a</b>					
	<b>b</b>	Membership dues .....	<b>1b</b>					
	<b>c</b>	Fundraising events .....	<b>1c</b>					
	<b>d</b>	Related organizations .....	<b>1d</b>					
	<b>e</b>	Government grants (contributions) .....	<b>1e</b>					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above ...	<b>1f</b>	13,311,485.				
	<b>g</b>	Noncash contributions included in lines 1a-1f	<b>1g</b>	\$				
	<b>h</b>	<b>Total.</b> Add lines 1a-1f .....			13,311,485.			
Program Service Revenue	<b>2 a</b>	_____	<b>Business Code</b>					
	<b>b</b>	_____						
	<b>c</b>	_____						
	<b>d</b>	_____						
	<b>e</b>	_____						
	<b>f</b>	All other program service revenue .....						
	<b>g</b>	<b>Total.</b> Add lines 2a-2f .....						
Other Revenue	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) .....		46,374.			46,374.	
	<b>4</b>	Income from investment of tax-exempt bond proceeds .....						
	<b>5</b>	Royalties .....						
	<b>6 a</b>	Gross rents .....	(i) Real	(ii) Personal				
			<b>6a</b>					
			<b>6b</b>					
	<b>c</b>	Rental income or (loss) .....	<b>6c</b>					
	<b>d</b>	Net rental income or (loss) .....						
	<b>7 a</b>	Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other				
			<b>7a</b>	3,562,531.				
			<b>7b</b>	3,368,949.				
	<b>c</b>	Gain or (loss) .....	<b>7c</b>	193,582.				
	<b>d</b>	Net gain or (loss) .....			193,582.		193,582.	
	<b>8 a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>8a</b>					
<b>8b</b>								
<b>c</b>	Net income or (loss) from fundraising events .....							
<b>9 a</b>	Gross income from gaming activities. See Part IV, line 19 .....	<b>9a</b>						
		<b>9b</b>						
<b>c</b>	Net income or (loss) from gaming activities .....							
<b>10 a</b>	Gross sales of inventory, less returns and allowances .....	<b>10a</b>						
		<b>10b</b>						
		<b>10c</b>						
<b>c</b>	Net income or (loss) from sales of inventory .....							
Miscellaneous Revenue	<b>11 a</b>	ADMINISTRATIVE REVENUE	<b>Business Code</b>	900099	313,491.		313,491.	
	<b>b</b>	_____						
	<b>c</b>	_____						
	<b>d</b>	All other revenue .....						
	<b>e</b>	<b>Total.</b> Add lines 11a-11d .....			313,491.			
<b>12</b>	<b>Total revenue.</b> See instructions .....			13,864,932.	0.	0.	553,447.	

**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
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	3,887,462.	3,887,462.		
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 .....				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....				
<b>4</b> Benefits paid to or for members .....				
<b>5</b> Compensation of current officers, directors, trustees, and key employees .....	319,465.	162,927.	67,088.	89,450.
<b>6</b> Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
<b>7</b> Other salaries and wages .....	711,246.	364,902.	147,946.	198,398.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	43,137.	22,096.	8,996.	12,045.
<b>9</b> Other employee benefits .....	80,166.	41,181.	16,641.	22,344.
<b>10</b> Payroll taxes .....	75,425.	38,634.	15,730.	21,061.
<b>11</b> Fees for services (nonemployees):				
<b>a</b> Management .....				
<b>b</b> Legal .....				
<b>c</b> Accounting .....	112,523.		112,523.	
<b>d</b> Lobbying .....				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees .....				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	70,229.	41,464.	20,015.	8,750.
<b>12</b> Advertising and promotion .....				
<b>13</b> Office expenses .....	135,712.	54,728.	61,515.	19,469.
<b>14</b> Information technology .....	115,959.	26,770.	18,323.	70,866.
<b>15</b> Royalties .....				
<b>16</b> Occupancy .....	111,041.	56,256.	23,568.	31,217.
<b>17</b> Travel .....				
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
<b>19</b> Conferences, conventions, and meetings .....	18,234.	13,544.	3,385.	1,305.
<b>20</b> Interest .....	6,126.		6,126.	
<b>21</b> Payments to affiliates .....				
<b>22</b> Depreciation, depletion, and amortization .....	14,728.		14,728.	
<b>23</b> Insurance .....	6,439.	2,496.	2,572.	1,371.
<b>24</b> 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.)				
<b>a</b> MEMBERSHIPS	33,590.	33,442.	0.	148.
<b>b</b> MISCELLANEOUS	30,766.	79.	21,908.	8,779.
<b>c</b> BAD DEBT	1,934.	1,816.	118.	
<b>d</b> _____				
<b>e</b> All other expenses _____				
<b>25</b> Total functional expenses. Add lines 1 through 24e	5,774,182.	4,747,797.	541,182.	485,203.
<b>26</b> 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) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	3,711,306.	<b>1</b>	3,808,312.
	<b>2</b> Savings and temporary cash investments .....	1,244,804.	<b>2</b>	1,201,440.
	<b>3</b> Pledges and grants receivable, net .....	500,861.	<b>3</b>	8,885,243.
	<b>4</b> Accounts receivable, net .....		<b>4</b>	88,652.
	<b>5</b> 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 .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	248,362.	<b>9</b>	88,178.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 206,685.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 29,148.	333.	<b>10c</b> 177,537.
	<b>11</b> Investments - publicly traded securities .....	3,366,283.	<b>11</b>	4,071,087.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....	510,000.	<b>13</b>	510,000.
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	1,047,971.	<b>15</b>	1,296,757.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) .....	10,629,920.	<b>16</b>	20,127,206.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	38,982.	<b>17</b>	73,033.
	<b>18</b> Grants payable .....	553,500.	<b>18</b>	850,000.
	<b>19</b> Deferred revenue .....	4,190.	<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> 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 .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....	157,278.	<b>24</b>	127,789.
	<b>25</b> 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 .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	753,950.	<b>26</b>	1,050,822.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions .....	2,639,221.	<b>27</b>	2,939,556.
	<b>28</b> Net assets with donor restrictions .....	7,236,749.	<b>28</b>	16,136,828.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds .....		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>31</b>	
	<b>32</b> Total net assets or fund balances .....	9,875,970.	<b>32</b>	19,076,384.
<b>33</b> Total liabilities and net assets/fund balances .....	10,629,920.	<b>33</b>	20,127,206.	

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**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	13,864,932.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	5,774,182.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	8,090,750.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	9,875,970.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	820,472.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O)	<b>9</b>	289,192.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	19,076,384.

**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
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

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**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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	2,137,063.	3,166,245.	2,488,718.	6,924,265.	13,311,485.	28,027,776.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	2,137,063.	3,166,245.	2,488,718.	6,924,265.	13,311,485.	28,027,776.
<b>5</b> 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) .....						16,078,009.
<b>6 Public support.</b> Subtract line 5 from line 4.						11,949,767.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>7</b> Amounts from line 4 .....	2,137,063.	3,166,245.	2,488,718.	6,924,265.	13,311,485.	28,027,776.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....	58,406.	72,519.	70,564.	63,642.	46,374.	311,505.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	176.	884.	96,268.	444,695.	313,491.	855,514.
<b>11 Total support.</b> Add lines 7 through 10						29,194,795.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	147,353.
<b>13 First 5 years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2020 (line 6, column (f), divided by line 11, column (f)) .....	<b>14</b>	40.93 %
<b>15</b> Public support percentage from 2019 Schedule A, Part II, line 14 .....	<b>15</b>	55.84 %
<b>16a 33 1/3% support test - 2020.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2019.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2020.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2019.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First 5 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**

<b>15</b> Public support percentage for 2020 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2019 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2020 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2019 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2020.** 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 - 2019.** 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> 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>		
<b>2</b> 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>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
<b>b</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>		
<b>c</b> 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>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
<b>b</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>		
<b>c</b> 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>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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>b</b> <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c</b> <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> 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>		
<b>7</b> 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>		
<b>8</b> 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>		
<b>9a</b> 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>b</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>		
<b>c</b> 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>		
<b>10a</b> 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 line 10b below.</i>		
<b>b</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
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in line 11a above?		
<b>c</b> A 35% controlled entity of a person described in line 11a or 11b above? <i>If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.</i>		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, 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 officers, 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>		
<b>2</b> 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
<b>1</b> 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
<b>1</b> 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?		
<b>2</b> 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>		
<b>3</b> By reason of the relationship described in line 2, above, 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**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
<b>2</b> Activities Test. Answer lines 2a and 2b below.		
<b>a</b> 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>	Yes	No
<b>b</b> Did the activities described in line 2a, above, 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>		
<b>3</b> Parent of Supported Organizations. Answer lines 3a and 3b below.		
<b>a</b> 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>If "Yes" or "No" provide details in Part VI.</i>		
<b>b</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	<b>Adjusted Net Income</b> (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	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> 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 0.015 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 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 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	<b>Distributable Amount.</b> 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) 2020

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

<b>Section D - Distributions</b>		<b>Current Year</b>
<b>1</b>	Amounts paid to supported organizations to accomplish exempt purposes	<b>1</b>
<b>2</b>	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	<b>2</b>
<b>3</b>	Administrative expenses paid to accomplish exempt purposes of supported organizations	<b>3</b>
<b>4</b>	Amounts paid to acquire exempt-use assets	<b>4</b>
<b>5</b>	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i> )	<b>5</b>
<b>6</b>	Other distributions ( <i>describe in Part VI</i> ). See instructions.	<b>6</b>
<b>7</b>	<b>Total annual distributions.</b> Add lines 1 through 6.	<b>7</b>
<b>8</b>	Distributions to attentive supported organizations to which the organization is responsive ( <i>provide details in Part VI</i> ). See instructions.	<b>8</b>
<b>9</b>	Distributable amount for 2020 from Section C, line 6	<b>9</b>
<b>10</b>	Line 8 amount divided by line 9 amount	<b>10</b>

<b>Section E - Distribution Allocations</b> (see instructions)	<b>(i) Excess Distributions</b>	<b>(ii) Underdistributions Pre-2020</b>	<b>(iii) Distributable Amount for 2020</b>
<b>1</b> Distributable amount for 2020 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2020 (reasonable cause required - <i>explain in Part VI</i> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2020			
<b>a</b> From 2015			
<b>b</b> From 2016			
<b>c</b> From 2017			
<b>d</b> From 2018			
<b>e</b> From 2019			
<b>f</b> <b>Total</b> of lines 3a through 3e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2020 distributable amount			
<b>i</b> Carryover from 2015 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
<b>4</b> Distributions for 2020 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2020 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from line 4.			
<b>5</b> Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
<b>6</b> Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
<b>7</b> <b>Excess distributions carryover to 2021.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2016			
<b>b</b> Excess from 2017			
<b>c</b> Excess from 2018			
<b>d</b> Excess from 2019			
<b>e</b> Excess from 2020			

Schedule A (Form 990 or 990-EZ) 2020

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

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

MISCELLANEOUS REVENUE

2016 AMOUNT: \$ 176.

2017 AMOUNT: \$ 884.

2018 AMOUNT: \$ 96,268.

2019 AMOUNT: \$ 444,695.

2020 AMOUNT: \$ 313,491.

**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

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 (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

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

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

Name of organization  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/>	\$ 404,000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
2	 <hr/> <hr/> <hr/>	\$ 625,000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
3	 <hr/> <hr/> <hr/>	\$ 400,150.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
4	 <hr/> <hr/> <hr/>	\$ 5,076,375.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
5	 <hr/> <hr/> <hr/>	\$ 5,074,785.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
6	 <hr/> <hr/> <hr/>	\$ 300,750.	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
---	--

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization  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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	



**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](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2020**

**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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	13	
2 Aggregate value of contributions to (during year)	982,747.	
3 Aggregate value of grants from (during year)	866,542.	
4 Aggregate value at end of year	693,550.	
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

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

Preservation of land for public use (for example, recreation or education)  Preservation of a historically important land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

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

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2020

**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	4,916,948.	4,928,758.	4,927,603.	4,460,372.	4,172,535.
b Contributions					
c Net investment earnings, gains, and losses	1,237,537.	172,738.	195,745.	400,628.	482,512.
d Grants or scholarships					
e Other expenditures for facilities and programs	276,641.	184,548.	194,590.	189,802.	194,675.
f Administrative expenses					
g End of year balance	5,877,844.	4,916,948.	4,928,758.	4,927,603.	4,460,372.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  .0000 %
  - b Permanent endowment  78.3910 %
  - c Term endowment  21.6090 %
- 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"/> | 3b  |    |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		191,932.	14,395.	177,537.
d Equipment		14,753.	14,753.	0.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				177,537.

**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)		
<b>Total.</b> (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)		
<b>Total.</b> (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	1,296,757.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,296,757.

**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)	
<b>Total.</b> (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.

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	14,974,596.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	820,472.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	289,192.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	1,109,664.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	13,864,932.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	13,864,932.

**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.

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	5,774,182.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	5,774,182.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	5,774,182.

**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 2021 AND 2020, 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	289,192.
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**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](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

**2020**

**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.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section (if applicable)	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of noncash assistance	<b>(h)</b> Purpose of grant or assistance
AFRICAN CAREER AND EDUCATION RESOURCE, INC - 6800 78TH AVENUE N SUITE 101 - BROOKLYN PARK, MN 55445	47-1207676	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AL MAA'UUN 1729 LYNDAL AVE MINNEAPOLIS, MN 55411	27-1893708	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ALLIANCE FOR METROPOLITAN STABILITY - 2525 E FRANKLIN AVENUE, SUITE 200 - MINNEAPOLIS, MN 55406	41-1977419	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AMAZE 1380 ENERGY LANE ST. PAUL, MN 55108	41-1972162	501C3	8,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AMERICAN INDIAN COMMUNITY HOUSING ORGANIZATION - 202 WEST 2ND STREET - DULUTH, MN 55802	41-1782394	501C3	90,000.	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

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 85.

**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.

Schedule I (Form 990) 2020

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
ASIAN AMERICAN ORGANIZING PROJECT 713 MINNEHAHA AVENUE E, SUITE 313 ST. PAUL, MN 55106	38-3777419	501C3	115,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ASIAN MINNESOTAN ALLIANCE FOR JUSTICE - 941 LAFOND AVENUE, SUITE 205 - ST. PAUL, MN 55104	38-3777419	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ASSOCIATION FOR BLACK ECONOMIC POWER - 227 COLFAX AVE N - MINNEAPOLIS, MN 55405	81-5486146	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE - 116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003	13-2992977	501C3	30,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AWOOD CENTER 2511 E FRANKLIN AVE MINNEAPOLIS, MN 55406	83-1170235	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
AYADA LEADS 615 1ST AVE NE, SUITE 500 MINNEAPOLIS, MN 55413	47-4294816	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BDOTE LEARNING CENTER 3216 E 29TH ST MINNEAPOLIS, MN 55406	27-3168843	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BLACK IMMIGRANT COLLECTIVE 2100 STEVENS AVE. S MINNEAPOLIS, MN 55404	38-3777419	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BLACK TABLE ARTS 2100 STEVENS AVE. S MINNEAPOLIS, MN 55404	38-3777420	501C3	105,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
BLACK VISIONS COLLECTIVE 705 RAYMOND AVE SUITE 100 ST. PAUL, MN 55114	41-1635130	501C3	100,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BODY WISDOM 2273 TELEGRAPH AVENUE OAKLAND, CA 94612	94-3153475	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BREAST CANCER ACTION 548 MARKET ST PMB 17179 SAN FRANCISCO, CA 94104	94-3138992	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
BUILDING DIGNITY AND RESPECT STANDARDS COUNCIL - 2730 E 31ST ST - MINNEAPOLIS, MN 55406	83-2526232	501C3	45,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
CENTRAL AREA NEIGHBORHOOD DEVELOPMENT ORGANIZATION - 3715 CHICAGO AVE - MINNEAPOLIS, MN 55407	20-1794339	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA - 3715 CHICAGO AVE - MINNEAPOLIS, MN 55407	38-3828696	501C3	55,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
COMMUNITY MEMBERS FOR ENVIRONMENTAL JUSTICE - 2007 N EMERSON AVE - MINNEAPOLIS, MN 55411	41-1851915	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
COOPERATION JACKSON PO BOX 1932 JACKSON, MS 39215	47-1153202	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
COOPERATIVE COMMUNITY OF NEW WEST JACKSON - 1908 GRENADA STREET - JACKSON, MS 39209	64-0564343	501C3	50,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
CORPORATE ACCOUNTABILITY 10 MILK STREET, SUITE 610 BOSTON, MA 02108	41-1322686	501C3	20,000.	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	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DAKHOTA IAPI OKHODAKICHIYE PO BOX 548 OSSEO, MN 55369	46-3946313	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DAKOTA WICOHAN 230 WEST SECOND STREET, PO BOX 2 MORTON, MN 56270	42-1552956	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
DREAM OF WILD HEALTH 1308 E. FRANKLIN AVENUE MINNEAPOLIS, MN 55404	41-1632662	501C3	105,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
EAST SIDE FREEDOM LIBRARY 1105 GREENBRIER STREET SAINT PAUL, MN 55106	46-3794535	501C3	7,500.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
EDUCATION FOR LIBERATION MINNESOTA GREAT RIVER SCHOOL ST PAUL, MN 55108	34-1975307	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
FAMILY TREE, INC 1619 DAYTON AVE, #205 ST. PAUL, MN 55104	23-7133742	501C3	200,000.	0.	N/A	N/A	INTEGRATIVE HEALTH SPACE
FROGTOWN NEIGHBORHOOD ASSOCIATION 501 NORTH DALE STREET ST. PAUL, MN 55103	41-0963444	501C3	90,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
GOOD FOOD PURCHASING POLICY TWIN CITIES - 821 E. 35TH ST. - MINNEAPOLIS, MN 55407	41-1466054	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
GRASSROOTS INDIGENOUS MULTIMEDIA 4120 45TH AVE. S MINNEAPOLIS, MN 55406	41-1962329	501C3	15,000.	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
HARRISON NEIGHBORHOOD ASSOCIATION 503 IRVING AVENUE NORTH MINNEAPOLIS, MN 55405	41-1490425	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HMONG AMERICAN FARMERS ASSOCIATION 149 THOMPSON AVENUE EAST, SUITE 210 WEST SAINT PAUL, MN 55118	46-0928003	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HONOR THE EARTH PO BOX 63 CALLAWAY, MN 56521	45-4714238	501C3	40,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
HOUSING EQUITY NOW ST. PAUL C/O TAKE ACTION - 332 MINNESOTA ST 1650 W - ST. PAUL, MN 55101	20-3338691	501C4	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
INQUILINXS UNIDXS POR JUSTICIA 3715 CHICAGO AVE S MINNEAPOLIS, MN 55407	47-4987940	501C3	115,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE WEST ST. PAUL, MN 55114	41-1830619	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
JOYCE PRESCHOOL 3400 PARK AVENUE MINNEAPOLIS, MN 55407	81-0594016	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
JUXTAPOSITION ARTS 2007 EMERSON AVE N MINNEAPOLIS, MN 55411	41-1851915	501C3	60,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
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
MAKOCE IKIKUPI PO BOX 21 GRANITE FALLS, MN 56241	47-4008717	501C3	15,000.	0.	N/A	N/A	DAKOTA LAND RECOVERY PROJECT
MANIDOO OGITIGAAN 102 FIRST STREET WEST # 110 BEMIDJI, MN 56601	82-4771865	501C3	24,500.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
MIDWEST FARMERS OF COLOR COLLECTIVE - 2161 UNIVERSITY AVE W, SUITE 100 - ST. PAUL, MN 55114	41-1466054	501C3	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
MIGIZI COMMUNICATIONS 3017 27TH AVENUE S. MINNEAPOLIS, MN 55406	41-1379114	501C3	110,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
MINNESOTA YOUTH COLLECTIVE 2161 UNIVERSITY AVE W, SUITE 100 ST. PAUL, MN 55114	82-3554493	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE - 1414 FRANKLIN AVENUE - MINNEAPOLIS, MN 55401	41-2117257	501C3	40,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
NATIVE GOVERNANCE CENTER 1730 NEW BRIGHTON BLVD MINNEAPOLIS, MN 55413	47-4901644	501C3	105,000.	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	GENERAL OPERATING SUPPORT
NIIBI CENTER 607 MAIN AVE CALLAWAY, MN 56521	81-4593567	501C3	105,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
OUTFRONT MINNESOTA COMMUNITY SERVICES - 310 E. 38TH STREET - MINNEAPOLIS, MN 55409	36-3550489	501C3	55,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
PEOPLE'S FUND C/O FAMILY TREE CLINIC ST. PAUL, MN 55104	23-7133742	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
POWDERHORN PARK NEIGHBORHOOD ASSOCIATION - 821 EAST 35TH STREET - MINNEAPOLIS, MN 55407	41-1409426	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
PREVENTION HEALTH CARE AGENCY D/B/A ISUROON - 1600 EAST LAKE STREET SUITE 1 - MINNEAPOLIS, MN 55407	42-1651737	501C3	30,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
PUBLIC FUNCTIONARY 1500 JACKSON STREET NE, STUDIO 400 MINNEAPOLIS, MN 55413	41-1890854	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
REDEEMER CENTER FOR LIFE 1800 GLENWOOD AVE MINNEAPOLIS, MN 55405	41-1912560	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
RELATIONSHIPS EVOLVING POSSIBILITIES ( REP) - 3010 E. LAKE STREET - MINNEAPOLIS, MN 55406	23-7133742	501C3	40,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
RELEASEMN8 550 RICE ST SAINT PAUL, MN 55103	81-0874603	501C3	115,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
RESOURCE GENERATION 1216 BROADWAY, 2ND FLOOR NEW YORK, NY 10001	27-1847561	501C3	20,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
RESTAURANT OPPORTUNITIES CENTER OF MINNESOTA (ROC-MN) - 1624 HARMON PL., #224 - MINNEAPOLIS, MN 55403	01-0939141	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
SOLIDAIRE NETWORK, INC. 1330 BROADWAY AVE, 3RD FLOOR OAKLAND, CA 94612	84-2130536	501C3	20,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
SOUTHSIDE HARM REDUCTION SERVICES 2214 11TH AVE S MINNEAPOLIS, MN 55404	82-4602523	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	10,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
TENDING THE SOIL 3715 CHICAGO AVE MINNEAPOLIS, MN 55407	38-3828696	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
THE FIELDS RETREAT AND LEARNING CENTER - 13537 47TH ST NW - ANNANDALE, MN 55302	27-1709046	501C3	20,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
THE SEAD PROJECT 1007 W. BROADWAY AVE MINNEAPOLIS, MN 55411	47-4088420	501C3	90,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
THE SHALOM CENTER 6711 LINCOLN DRIVE PHILADELPHIA, PA 19119	23-2424621	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
T'RUAH 266 W. 37TH STREET SUITE 803 NEW YORK, NY 10018	45-0464545	501C3	5,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
TRUARTSPEAKS 2285 UNIVERSITY AVENUE W 465 SAINT PAUL, MN 55114	65-1264407	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
TWIN CITIES INCARCERATED WORKERS ORGANIZING COMMITTEE - 1350 THOMPSON AVE, #316 - SOUTH ST. PAUL, MN 55075	47-5179896	501C3	75,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
UNICORN RIOT P.O. BOX 7472 MINNEAPOLIS, MN 55407	47-3482047	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
UPTAKE INSTITUTE 1041 GRAND AVENUE-STE 354 SAINT PAUL, MN 55105	26-3781377	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
VOICES FOR RACIAL JUSTICE 2525 E FRANKLIN AVENUE, SUITE 301 MINNEAPOLIS, MN 55406	41-1750116	501C3	30,000.	0.	N/A	N/A	BRIDGES PROGRAM
WEST BROADWAY BUSINESS & AREA COALITION - 1011 WEST BROADWAY AVE N, SUITE 202 - MINNEAPOLIS, MN 55411	41-1985423	501C3	100,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (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
WEST SIDE CITIZENS ORGANIZATION 209 WEST PAGE STREET SAINT PAUL, MN 55107	23-7447142	501C3	90,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
WHITE EARTH LAND RECOVERY PROJECT 607 MAIN AVENUE CALLAWAY, MN 56521	41-1673625	501C3	15,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
WOMEN FOR POLITICAL CHANGE 2380 WYCLIFF ST. #B103 SAINT PAUL, MN 55114	83-1526970	501C3	25,000.	0.	N/A	N/A	GENERAL OPERATING SUPPORT
WOMEN'S ENVIRONMENTAL INSTITUTE P.O. BOX 128 NORTH BRANCH, MN 55056	20-0312344	501C3	10,000.	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

**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.

Multiple horizontal lines for supplemental information.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2020**

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](http://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
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2020

**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) MARIA DE LA CRUZ PRESIDENT	(i)	130,186.	0.	0.	0.	28,893.	159,079.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							



**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

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 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

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 2021,

OUR RAPID RESPONSE GRANTMAKING PROGRAMS AWARDED \$2,575,000 IN 52

GRANTS.

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

THE FUND OF THE SACRED CIRCLE: ACCORDING TO NATIVE AMERICANS IN

PHILANTHROPY, FOUNDATIONS INVEST LESS THAN HALF OF ONE PERCENT OF GRANT

DOLLARS IN NATIVE COMMUNITIES. HEADWATERS WORKS TO ADDRESS THIS

IMBALANCE THROUGH THE FUND OF THE SACRED CIRCLE PROGRAM (FSC). GRANTS

SUPPORT MINNESOTA- AND WISCONSIN-BASED NATIVE AMERICAN ORGANIZATIONS

THAT ADDRESS SYSTEMIC INJUSTICES. GENERAL OPERATING GRANTS OF \$5,000 TO

\$10,000 SUPPORT WORK THAT FOCUSES ON LANGUAGE AND CULTURAL

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

Schedule O (Form 990 or 990-EZ) 2020

032211 11-20-20

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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REVITALIZATION; LAND AND ENVIRONMENTAL RESTORATION; SOVEREIGNTY AND

TREATY RIGHTS; AND SELF-DETERMINATION AND CIVIL RIGHTS. IN FISCAL YEAR

2021, FSC PROGRAM AWARDED \$150,000 TO TEN ORGANIZATIONS.

EXPENSES \$ 176,104. INCLUDING GRANTS OF \$ 150,000. REVENUE \$ 0.

THE COMMUNITY INNOVATION GRANTS PROGRAM (CIG): THIS IS A LONGTIME

PARTNERSHIP WITH THE BUSH FOUNDATION. GRANTS SUPPORT COMMUNITIES TO USE

PROBLEM SOLVING PROCESSES THAT LEAD TO MORE EFFECTIVE, EQUITABLE, AND

SUSTAINABLE SOLUTIONS. THIS PROJECT-SPECIFIC GRANT ALLOWS ORGANIZATIONS

TO INCREASE COLLECTIVE UNDERSTANDING OF AN ISSUE, GENERATE IDEAS,

AND/OR TEST AND IMPLEMENT SOLUTIONS. IN FISCAL YEAR 2021 CIG PROGRAM

STAFF DID NOT AWARD GRANTS DUE TO A BUSH FOUNDATION TIMELINE SHIFT AND

WILL INSTEAD ANNOUNCE GRANTEEES DURING FISCAL YEAR 2022.

EXPENSES \$ 119,944. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

BLACK SEED FELLOWSHIP: THE BLACK SEED FELLOWSHIP IS A NEW STRATEGY FOR

BUILDING LONG-TERM POLITICAL POWER AND INFRASTRUCTURE IN MINNESOTA. IT

IS OUR FIRST INITIATIVE COMING OUT OF OUR BLACK MOVEMENT ECOSYSTEM

PROGRAM (BME). BY INVESTING DEEPLY IN WOMEN AND FEMME ORGANIZERS FROM

DIVERSE BACKGROUNDS, HEADWATERS HELPS FELLOWS DEVELOP A SERIES OF

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 2021 RETREAT AND COACHING PLANNING 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 2021, BME

PROGRAM STAFF DID NOT AWARD GRANTS AND WERE INSTEAD FOCUSED ON

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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IMPLEMENTATION AND FELLOW RECRUITMENT.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 725,000.

OTHER PROGRAMS- HEADWATERS HAS ADDITIONAL PROGRAMMING THAT INCLUDES

SUPPORT BEYOND THE DOLLARS, NATIVE STRATEGIES, AND GENERAL PROGRAMMATIC

WORK TO SUPPORT THE MISSION AND VALUES OF ADVANCING EQUITY, DEMANDING

INCLUSION, TRANSFORMING POWER, AND TRUSTING THE COMMUNITY.

EXPENSES \$ 236,705. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

THE EXECUTIVE COMMITTEE WILL CONSIST OF AT LEAST THE CHAIR AND VICE CHAIR,

OR CO-CHAIRS, SECRETARY, TREASURER, AND ADDITIONAL DIRECTORS APPOINTED BY

THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE SHALL ACT ONLY DURING THE

INTERVALS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS AND SHALL, AT ALL

TIMES, BE SUBJECT TO THE CONTROL AND DIRECTION OF THE BOARD OF DIRECTORS.

DURING SUCH INTERVALS AND SUBJECT TO SUCH CONTROL AND DIRECTION, THE

EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE ALL AUTHORITY AND POWERS OF

THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION,

SUBJECT TO SUCH LIMITATIONS AS THE BOARD OF DIRECTORS MAY IMPOSE. THE

EXECUTIVE COMMITTEE SHALL KEEP REGULAR MINUTES OF ITS PROCEEDINGS AND

REPORT THE SAME TO THE BOARD OF DIRECTORS.

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

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



Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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FORM 990, PART VI, SECTION B, LINE 15:

CHANGES TO THE PRESIDENT'S SALARY SHALL BE MADE BY THE EXECUTIVE COMMITTEE.

IN REVIEWING THE COMPENSATION OF THE PRESIDENT, 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 PRESIDENT, 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.

-DOCUMENTED TELEPHONE CALLS AND EMAILS ABOUT SIMILAR POSITIONS AT BOTH

NON-PROFIT AND FOR-PROFIT ORGANIZATIONS.

-INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR

ORGANIZATIONS

-USE OF SALARY SURVEYS NON-PROFIT AND FOUNDATION WORLD.

EXECUTIVE COMMITTEE PRESENTS FINAL DECISIONS AND ARE DOCUMENTED THROUGH

BOARD AND COMMITTEE MINUTES. THIS IS CONDUCTED ANNUALLY AND LAST OCCURRED

IN FISCAL YEAR 2021.

STAFF SALARIES ARE DETERMINED BY PERFORMANCE EVALUATION, YEARS OF

EXPERIENCE, EDUCATION, SUPERVISOR DUTIES, 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

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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ORGANIZATION AND THE PRESIDENT APPROVES ALL SALARIES. THE VP OF OPERATIONS AND FINANCE CONDUCTS SALARY RESEARCH ANNUALLY TO DETERMINE SALARY RANGES FOR THE ORGANIZATION. SALARIES ARE DOCUMENTED IN THE APPROPRIATE PERSONNEL FILE WITH THE REQUEST MEMO AND THE SIGNED SALARY AUTHORIZATION APPROVED BY THE PRESIDENT. THIS IS CONDUCTED ANNUALLY FOR ALL STAFF AND WAS LAST COMPLETED IN FISCAL YEAR 2021.

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 289,192.