

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

Department of the Treasury
Internal Revenue Service

File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.

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

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

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

Part I - Identification

Type or Print	Name of exempt organization, employer, or other filer, see instructions. NORTHWEST AREA FOUNDATION	Taxpayer identification number (TIN) 41-0719221
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 60 PLATO BOULEVARD EAST, 400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST. PAUL, MN 55107	

Enter the Return Code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08		

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
 Plan Number _____
 Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **THE ORGANIZATION**
60 PLATO BOULEVARD EAST, 400 - ST PAUL, MN 55107

Telephone No. **(651) 224-9635** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **24**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 calendar year 20 **23** or
 tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 990-PF

Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

For calendar year 2023 or tax year beginning , and ending

Name of foundation: NORTHWEST AREA FOUNDATION
A Employer identification number: 41-0719221
B Telephone number: (651) 224-9635
C If exemption application is pending, check here ...
D 1. Foreign organizations, check here ...
2. Foreign organizations meeting the 85% test, check here and attach computation ...
E If private foundation status was terminated under section 507(b)(1)(A), check here ...
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: [X] Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 528,546,911.
J Accounting method: [X] Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,766,617.	9,433,822.	9,433,822.
	3 Accounts receivable <u>63.</u>			
	Less: allowance for doubtful accounts		63.	63.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	33,566.	123,449.	123,449.
	10a Investments - U.S. and state government obligations STMT 8	0.	8,311,656.	8,311,656.
	b Investments - corporate stock STMT 9	297,687,360.	331,737,131.	331,737,131.
	c Investments - corporate bonds STMT 10	94,845,967.	91,154,425.	91,154,425.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	73,509,586.	73,368,366.	73,368,366.	
14 Land, buildings, and equipment: basis <u>2,142,111.</u>				
Less: accumulated depreciation STMT 12 <u>166,133.</u>	199,964.	1,975,978.	1,975,978.	
15 Other assets (describe STATEMENT 13)	12,089,083.	12,442,021.	12,442,021.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	484,132,143.	528,546,911.	528,546,911.	
Liabilities	17 Accounts payable and accrued expenses	463,796.	545,176.	
	18 Grants payable	7,545,000.	5,230,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 14)	1,533,778.	3,438,626.	
23 Total liabilities (add lines 17 through 22)	9,542,574.	9,213,802.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	464,265,275.	509,008,815.	
	25 Net assets with donor restrictions	10,324,294.	10,324,294.	
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances	474,589,569.	519,333,109.		
30 Total liabilities and net assets/fund balances	484,132,143.	528,546,911.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	474,589,569.
2 Enter amount from Part I, line 27a	2	-10,093,906.
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	54,837,446.
4 Add lines 1, 2, and 3	4	519,333,109.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	519,333,109.

Part IV Capital Gains and Losses for Tax on Investment Income **SEE ATTACHED STATEMENTS**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 236,789,744.		226,617,053.	10,509,951.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			10,509,951.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	10,509,951.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	N/A

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	505,128.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3 Add lines 1 and 2	3	505,128.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	505,128.
6 Credits/Payments:		
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	1,066,081.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	1,066,081.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	560,953.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 560,953. Refunded	11	0.

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <u>MN</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>WWW.NWAF.ORG</u>		
14 The books are in care of <u>THE ORGANIZATION</u> Telephone no. <u>(651) 224-9635</u> Located at <u>60 PLATO BOULEVARD EAST, 400, ST PAUL, MN</u> ZIP+4 <u>55107</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)	X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2023?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2023 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		1,046,146	136,736.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KARLA MILLER - 60 PLATO BLVD E, #400, ST. PAUL, MN 55107	PROGRAM DIRECTOR 40.00	208,447.	58,098.	0.
KAREN APPELBAUM - 60 PLATO BLVD E, #400, ST. PAUL, MN 55107	DIRECTOR OF OPERATIONS 40.00	174,757.	53,378.	0.
PAUL BACHLEITNER - 60 PLATO BLVD E, #400, ST. PAUL, MN 55107	COMMUNICATIONS DIRECTOR 40.00	177,746.	41,958.	0.
MATT STOWELL - 60 PLATO BLVD E, #400, ST. PAUL, MN 55107	CONTROLLER 40.00	158,209.	45,964.	0.
CHRISTIANNE LIND - 60 PLATO BLVD E, #400, ST. PAUL, MN 55107	PROGRAM OFFICER 40.00	145,906.	21,794.	0.
Total number of other employees paid over \$50,000				14

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEPC, LLC 255 STATE STREET, BOSTON, MA 02109	INVESTMENT CONSULTING	452,769.
LOCUS ARCHITECTURE LTD 4453 NICOLLET AVENUE, MINNEAPOLIS, MN 55419	CONSULTING SERVICES	133,196.
CLIFTONLARSONALLEN LLP - 220 SOUTH SIXTH ST, STE 300, MINNEAPOLIS, MN 55402	AUDIT AND TAX SERVICES	100,935.
DESNICK & NELSON INC, DBA EVOLOGY 36 SHERIDAN AVE S, MINNEAPOLIS, MN 55405	CONSULTING SERVICES	99,148.
FAEGRE DRINKER BIDDLE & REATH, LLP NW 6139, MINNEAPOLIS, MN 55485	LEGAL SERVICES	93,317.
Total number of others receiving over \$50,000 for professional services		2

Part VIII-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	2,820,409.
2	
3	
4	

Part VIII-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 AKIPTAN - ACCESS TO FINANCING FOR NATIVE AMERICANS IN AGRICULTURE	1,000,000.
2 BUILD WEALTH MN - ACCESS TO AFFORDABLE FIRST MORTGAGES FOR HOUSEHOLDS WITHIN UNDERSERVED COMMUNITIES OF COLOR	600,000.
3 FOUR BANDS COMMUNITY FUND - ACCESS TO FINANCING FOR NATIVE AMERICANS AFRICAN DEVELOPMENT CENTER - ACCESS TO FINANCING FOR AFRICAN IMMIGRANT ENTREPRENEURS ACROSS MINNESOTA AFRICAN ECONOMIC DEVELOPMENT SOLUTIONS - ACCESS TO FINANCING FOR AFRICAN IMMIGRANT BUSINESSES	1,250,000.
Total. Add lines 1 through 3	2,850,000.

Form 990-PF (2023)

Part IX		Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	489,138,268.
b	Average of monthly cash balances	1b	-5,363.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	489,132,905.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	489,132,905.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	7,336,994.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	481,795,911.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	24,089,796.

Part X		Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here <input type="checkbox"/> and do not complete this part.)	
1	Minimum investment return from Part IX, line 6	1	24,089,796.
2a	Tax on investment income for 2023 from Part V, line 5	2a	505,128.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	219,337.
c	Add lines 2a and 2b	2c	724,465.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,365,331.
4	Recoveries of amounts treated as qualifying distributions	4	2,014,441.
5	Add lines 3 and 4	5	25,379,772.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	25,379,772.

Part XI		Qualifying Distributions (see instructions)	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	23,100,215.
b	Program-related investments - total from Part VIII-B	1b	2,850,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,389,406.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	27,339,621.

Form 990-PF (2023)

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				25,379,772.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018	277,326.			
b From 2019	4,397,880.			
c From 2020	4,826,939.			
d From 2021				
e From 2022				
f Total of lines 3a through e	9,502,145.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 27,339,621.				
a Applied to 2022, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				25,379,772.
e Remaining amount distributed out of corpus	1,959,849.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,461,994.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	277,326.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	11,184,668.			
10 Analysis of line 9:				
a Excess from 2019	4,397,880.			
b Excess from 2020	4,826,939.			
c Excess from 2021				
d Excess from 2022				
e Excess from 2023	1,959,849.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling

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

Table with 5 columns: (a) 2023, (b) 2022, (c) 2021, (d) 2020, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XIV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
247 BLAC 1215 AMELIA DRIVE, #3 CEDAR FALLS, IA 50613	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
AFFILIATED TRIBES OF NORTHWEST INDIANS - ECONOMIC DEVELOPMENT CORP 9836 EAST BURNSIDE STREET PORTLAND, OR 97216	N/A	PC	SPONSORSHIP	175,000.
AFRICAN ECONOMIC DEVELOPMENT SOLUTIONS 1821 UNIVERSITY AVENUE WEST, SUITE S-145 ST. PAUL, MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
AKIPTAN 408 SOUTH MAIN STREET, SUITE E EAGLE BUTTE, SD 57625	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
APANO COMMUNITIES UNITED FUND 8188 SE DIVISION STREET PORTLAND, OR 97206	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
Total	SEE CONTINUATION SHEET(S)			3a 17,292,497.
b Approved for future payment				
AKIPTAN 408 SOUTH MAIN STREET, SUITE E EAGLE BUTTE, SD 57625	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
APANO COMMUNITIES UNITED FUND 8188 SE DIVISION STREET PORTLAND, OR 97206	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
AWOOD CENTER 1730 NEW BRIGHTON BLVD, SUITE 104 - 120 MINNEAPOLIS, MN 55413	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
Total	SEE CONTINUATION SHEET(S)			3b 4,280,000.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a PRI INTEREST					276,019.
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	8,417,535.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,172,691.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		18,590,226.	276,019.
13 Total. Add line 12, columns (b), (d), and (e)					18,866,245.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1	PROGRAM-RELATED INVESTMENTS CONSIST OF DEBT AND EQUITY POSITIONS IN ORGANIZATIONS THAT CONDUCT ACTIVITIES THAT FULFILL THE CHARITABLE PURPOSES OF THE FOUNDATION.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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

Paid Preparer Use Only: Print/Type preparer's name: KIMBERLY ANDERSON; Preparer's signature: KIMBERLY ANDERSON; Date: 11/12/24; Firm's name: CLIFTONLARSONALLEN LLP; Firm's address: 8215 GREENWAY BOULEVARD, SUITE 600 MIDDLETON, WI 53562; Firm's EIN: 41-0746749; Phone no.: 608-662-8600

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [] No

NORTHWEST AREA FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a XPONANCE			
b MONEY MARKET			
c GLOBAL FIXED INCOME			
d TIPS			
e DIVERSIFYING STRATEGIES			
f DEVELOPED INTERNATIONAL EQUITY			
g LARGE AND MID CAP EQUITY			
h GLOBAL EQUITY			
i CREDIT			
j EMERGING MARKET EQUITY			
k FULLER AND THALER			
l PARAMETRIC			
m PRIVATE EQUITY			
n PRIVATE REAL ASSETS			
o GLOBAL CREDIT			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,723,317.		16,688,311.	35,006.
b 57,328,854.		57,328,854.	0.
c 4,000,005.		4,630,086.	-630,081.
d 2,534.		2,755.	-221.
e 22,984,684.		20,833,845.	2,150,839.
f 2,349,212.		1,785,846.	563,366.
g 69,008,175.		62,128,513.	6,879,662.
h 21,001,184.		20,789,025.	212,159.
i 7,539,073.		6,918,425.	620,648.
j 190,183.		115,851.	74,332.
k 13,057,506.		13,203,395.	-145,889.
l 8,984,886.		8,028,655.	956,231.
m 6,219,972.		5,149,417.	1,070,555.
n 6,864,185.		8,471,925.	-1,607,740.
o 535,974.		542,150.	-6,176.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			35,006.
b			0.
c			-630,081.
d			-221.
e			2,150,839.
f			563,366.
g			6,879,662.
h			212,159.
i			620,648.
j			74,332.
k			-145,889.
l			956,231.
m			1,070,555.
n			-1,607,740.
o			-6,176.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

NORTHWEST AREA FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
	CAPITAL GAINS FROM PARTNERSHIP K-1'S			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			337,260.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			337,260.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	10,509,951.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
APPETITE FOR CHANGE INC. 2520 NORTH 2ND STREET MINNEAPOLIS, MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
ASIAN AMERICAN-PACIFIC ISLANDERS IN PHILANTHROPY 300 FRANK H. OGAWA PLAZA, SUITE 256 OAKLAND, CA 94612	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
ASSOCIATION OF BLACK FOUNDATION EXECUTIVES INC. 55 EXCHANGE PLACE, 4TH FLOOR NEW YORK, NY 10005	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
AWOOD CENTER 1730 NEW BRIGHTON BOULEVARD, SUITE 104 - 120 MINNEAPOLIS, MN 55413	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
BLACK HILLS COMMUNITY LOAN FUND, INC. 1764 CENTRE STREET, SUITE 1 RAPID CITY, SD 57703	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
BOARDSOURCE 750 9TH STREET, NW, SUITE 650 WASHINGTON, DC 20001-4793	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
BUILD WEALTH MN INC. 2100 PLYMOUTH AVENUE NORTH, SUITE 104 MINNEAPOLIS, MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	500,000.
BYRD BARR PLACE 722 18TH AVENUE SEATTLE, WA 98122	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
CAPACES LEADERSHIP INSTITUTE 356 YOUNG STREET WOODBURN, OR 97071	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
CENTER FOR AMERICAN INDIAN RESEARCH AND NATIVE STUDIES PO BOX 448 MARTIN, SD 57551	N/A	PC	FISCAL SPONSOR FOR UNCEDED FILM'S EDUCATIONAL OUTREACH SUPPORT	50,000.
Total from continuation sheets				16,642,497.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR ECONOMIC INCLUSION 1015 NORTH 4TH AVENUE, SUITE 202 MINNEAPOLIS, MN 55405	N/A	PC	SPONSORSHIP	10,000.
CENTER FOR WORKER JUSTICE OF EASTERN IOWA 1556 SOUTH 1ST AVENUE, SUITE C IOWA CITY, IA 52240	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
CENTRO LATINO OF IOWA 300 WEST BROADWAY, SUITE 40 COUNCIL BLUFFS, IA 51503	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
CHEYENNE RIVER YOUTH PROJECT PO BOX 410, EAST LINCOLN STREET EAGLE BUTTE, SD 57625	N/A	PC	YOUTH WORKFORCE TRAINING PROGRAM	250,000.
COMMON COUNSEL FOUNDATION 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	N/A	SO	GENERAL OPERATING SUPPORT	250,000.
COMMUNITY LENDINGWORKS 212 MAIN STREET SPRINGFIELD, OR 97477	N/A	SO	GENERAL OPERATING SUPPORT	100,000.
COUNCIL ON FOUNDATIONS INC. 1255 23RD STREET, NW, SUITE 200 WASHINGTON, DC 20037	N/A	PC	GENERAL OPERATING SUPPORT	19,000.
CULTURAL WELLNESS CENTER 2025 PORTLAND AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	170,000.
DREAM OF WILD HEALTH 1308 EAST FRANKLIN AVENUE, SUITE 203 MINNEAPOLIS, MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
ECOTRUST 721 NW 9TH AVENUE, SUITE 200 PORTLAND, OR 97209	N/A	PC	GREEN WORKFORCE ACADEMY	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EMPOWERMT 2300 REGENT STREET, #101 MISSOULA, MT 59801	N/A	PC	2023 EMPLOYEE DISCRETIONARY GRANT	2,500.
ESHARA PO BOX 3968 ST. PAUL, MN 55101	N/A	PC	ESHARA COLLABORATIVE CAPACITY BUILDING	175,000.
FAST BLACKFEET PO BOX 2460 BROWNING, MT 59417	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
FATHERS RISE TOGETHER 201 E 1ST ST STE 3-4 DULUTH, MN 55802	N/A	PC	SPONSORSHIP	1,000.
FIRST CHILDREN'S FINANCE 111 THIRD AVENUE SOUTH, SUITE 220 MINNEAPOLIS, MN 55401	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
FIRST NATIONS DEVELOPMENT INSTITUTE 2432 MAIN STREET, 2ND FLOOR LONGMONT, CO 80501	N/A	PC	CHANGING NATIVE FOOD ECONOMIES: 2022-2024	250,000.
FIRST PEOPLES FUND 706 WEST BOULEVARD RAPID CITY, SD 57701	N/A	PC	GENERAL OPERATING SUPPORT	300,000.
FOUNDATION FINANCIAL OFFICERS GROUP 19 MANTUA ROAD MOUNT ROYAL, NJ 08061	N/A	PC	2023 VICE PRESIDENT DISCRETIONARY GRANT	3,000.
FOUR BANDS COMMUNITY FUND INC. PO BOX 932 EAGLE BUTTE, SD 57625	N/A	PC	GENERAL OPERATING SUPPORT	165,000.
FRIENDS OF BARBARA SCHNEIDER FOUNDATION 2419 NICOLLET AVE S MINNEAPOLIS, MN 55404	N/A	PC	MNI KI WAKAN (WATER IS SACRED): WORLD INDIGENOUS PEOPLES DECADE OF WATER	60,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRONT AND CENTERED 1501 EAST MADISON STREET, SUITE 250 SEATTLE, WA 98122	N/A	PC	FISCAL SPONSOR FOR PEOPLE'S ECONOMY LAB	175,000.
FUNDERS FOR LESBIAN AND GAY ISSUES 45 WEST 36TH STREET, 8TH FLOOR NEW YORK, NY 10018	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
FUNDERS FOR LESBIAN AND GAY ISSUES 45 WEST 36TH STREET, 8TH FLOOR NEW YORK, NY 10018	N/A	PC	SPONSORSHIP	5,000.
FUNDERS TOGETHER TO END HOMELESSNESS INC. 89 SOUTH STREET, SUITE 603 BOSTON, MA 02111	N/A	PC	FISCAL SPONSOR FOR WORKFORCE MATTER'S WORKFORCE GRANTMAKING IN NATIVE NATIONS AND COMMUNITIES (WGNNC)	260,000.
GLOBAL TO LOCAL HEALTH INITIATIVE 2800 SOUTH 192ND STREET, SUITE 104 SEATAC, WA 98188	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473	N/A	PC	GENERAL OPERATING SUPPORT	7,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1310 L STREET NW, SUITE 650 WASHINGTON, DC 20005	N/A	PC	GENERAL OPERATING SUPPORT	8,500.
GRANTMAKERS OF OREGON AND S W WASHINGTON 921 SW WASHINGTON STREET, SUITE 316 PORTLAND, OR 97205	N/A	PC	GENERAL OPERATING SUPPORT	3,620.
HE SAPA OTIPI - INCORPORATED 2218 JACKSON BOULEVARD, SUITE 8 RAPID CITY, SD 57702	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
HISPANICS IN PHILANTHROPY 414 13TH STREET, SUITE 200 OAKLAND, CA 94612	N/A	PC	SPONSORSHIP	10,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HISPANICS IN PHILANTHROPY 414 13TH STREET, SUITE 200 OAKLAND, CA 94612	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
HOPA MOUNTAIN INC. 234 EAST BABCOCK STREET, SUITE E BOZEMAN, MT 59715	N/A	PC	STRENGTHENING THE CIRCLE: A NATIVE NONPROFIT LEADERSHIP PROGRAM	50,000.
HUMAN FAMILY INC 417 MAIN AVENUE, SUITE 401 FARGO, ND 58104	N/A	PC	FISCAL SPONSOR FOR THE INDIGENOUS ASSOCIATION'S INDIGENOUS YOUTH COMMUNITY LEADERSHIP	50,000.
IDAHO BLACK COMMUNITY ALLIANCE INC. 8377 WEST MORNIN MIST COURT BOISE, ID 83709	N/A	PC	SPONSORSHIP	50,000.
IDAHO COALITION AGAINST SEXUAL AND DOMESTIC VIOLENCE INC. 1402 WEST GROVE STREET BOISE, ID 83702	N/A	PC	FISCAL SPONSOR FOR BLACK LIBERATION COLLECTIVE	175,000.
IMMIGRANT DEVELOPMENT CENTER 810 4TH AVENUE SOUTH, SUITE 100 MOORHEAD, MN 56560	N/A	PC	GENERAL OPERATING SUPPORT - RENEWAL SUPPORT FOR INTERNATIONAL MARKET PLAZA	125,000.
INDEPENDENT SECTOR 1602 L STREET NORTHWEST, SUITE 900 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	12,500.
INDIGENOUS MEDIA FREEDOM ALLIANCE 835 BIA ROUTE 20 HALLIDAY, ND 58636-0055	N/A	PC	2023 EMPLOYEE DISCRETIONARY GRANT	6,000.
INQUILINKS UNIDXS POR JUSTICIA-UNITED RENTERS FOR JUSTICE 3715 CHICAGO AVENUE MINNEAPOLIS, MN 55407	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
INTERIM COMMUNITY DEVELOPMENT ASSOCIATION 310 MAYNARD AVENUE SOUTH SEATTLE, WA 98104	N/A	PC	OUTREACH, SURVEYING AND ADVOCACY AMONG IMMIGRANT AND REFUGEE RESIDENTS IN IMMIGRANT AND REFUGEE	50,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IOWA COUNCIL OF FOUNDATIONS 6919 VISTA DRIVE WEST DES MOINES, IA 50266-9309	N/A	PC	GENERAL OPERATING SUPPORT	450.
JANNUS, INC. 1607 WEST JEFFERSON STREET BOISE, ID 83702-5111	N/A	PC	GENERAL OPERATING SUPPORT	3,000.
LAKOTA FUND PO BOX 340 KYLE, SD 57752	N/A	PC	FISCAL SPONSOR FOR SOUTH DAKOTA NATIVE HOMEOWNERSHIP COALITION: CREATING A CLEAR PATH TO	75,000.
LAKOTA FUND PO BOX 340 KYLE, SD 57752	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
LAKOTA YOUTH DEVELOPMENT PO BOX 277 HERRICK, SD 57538-0277	N/A	PC	BLOOMING HONEY LODGE	50,000.
LATINO COMMUNITY FUND OF WASHINGTON STATE PO BOX 30669 SEATTLE, WA 98520	N/A	PC	FISCAL SPONSOR FOR FIRELANDS WORKERS UNITED / TRABAJADORES UNIDOS	60,000.
LATINO ECONOMIC DEVELOPMENT CENTER 804 MARGARET STREET ST. PAUL, MN 55106	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
LAVENDER RIGHTS PROJECT 911 EAST PIKE STREET, #314 SEATTLE, WA 98122	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
LEECH LAKE FINANCIAL SERVICES 113 SPRUCE AVENUE NORTH CASS LAKE, MN 56633	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
LOWER PHALEN CREEK PROJECT 332 MINNESOTA STREET, SUITE W1520 ST. PAUL, MN 55101	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LUMMI COMMUNITY DEVELOPMENT FINANCIAL INSTITUTION PO BOX 1947 FERNDAL, WA 98248	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
MAHCHIWMINAHNAHTIK CHIPPEWA AND CREE LANGUAGE REVITALIZATION PO BOX 174 BOX ELDER, MT 59521	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
MAKOCE AGRICULTURE DEVELOPMENT PO BOX 163 PORCUPINE, SD 57772	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
MAZASKA OWECASO OTIPI FINANCIAL INC. PO BOX 1996 PINE RIDGE, SD 57770	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
MINNESOTA COUNCIL ON FOUNDATIONS 800 WASHINGTON AVENUE NORTH, SUITE 703 MINNEAPOLIS, MN 55401-1167	N/A	PC	GENERAL OPERATING SUPPORT	25,475.
MINNESOTA MUSEUM OF AMERICAN ART 350 ROBERT STREET NORTH ST. PAUL, MN 55101	N/A	PC	GENERAL OPERATING SUPPORT	25,000.
MISSION INVESTORS EXCHANGE 105 W 86TH STREET 358 NEW YORK, NY 10024	N/A	PC	GENERAL OPERATING SUPPORT	15,000.
MN8 550 RICE STREET, 2ND FLOOR ST. PAUL, MN 55103	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
MNI SOTA FUND 1300 LAGOON AVE., 4TH FLOOR MINNEAPOLIS, MN 55408	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
MNI WICONI HEALTH CLINIC 3904 LILLIAN COURT SE MANDAN, ND 58554	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTANA HUMAN RIGHTS NETWORK PO BOX 1509 HELENA, MT 59624	N/A	PC	2023 EMPLOYEE DISCRETIONARY GRANT	2,500.
MONTANA TWO SPIRIT SOCIETY PO BOX 7514 MISSOULA, MT 59807	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
NACDC FINANCIAL SERVICES INC. PO BOX 3029 BROWNING, MT 59417	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1900 L STREET NW, SUITE 825 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	7,500.
NATIONAL CONGRESS OF AMERICAN INDIANS FUND 1516 P STREET NORTHWEST WASHINGTON, DC 20005	N/A	PC	NCAI SUSTAINABLE PROSPERITY INITIATIVE: TRIBAL NATIONS SECURING OUR FUTURES	125,000.
NATIVE AMERICAN COMMUNITY BOARD PO BOX 572 LAKE ANDES, SD 57356	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
NATIVE AMERICAN DEVELOPMENT CENTER 2403 E. THAYER AVENUE BISMARCK, ND 58501	N/A	PC	NATIVE AMERICAN FINANCE EQUITY PROJECT IN NORTH DAKOTA	125,000.
NATIVE AMERICAN YOUTH AND FAMILY CENTER 5135 NE COLUMBIA BOULEVARD PORTLAND, OR 97218	N/A	PC	GENERAL OPERATING SUPPORT	350,000.
NATIVE AMERICANS IN PHILANTHROPY 1000 ALAMEDA STREET, SUITE 116 LOS ANGELES, CA 90012	N/A	PC	GENERAL OPERATING SUPPORT	7,500.
NATIVE CDFI NETWORK INC. 122 C STREET NW WASHINGTON, DC, DC 20001	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIVE WAYS FEDERATION, INC. 101 FIFTH STREET EAST, SUITE 2400 ST. PAUL, MN 55101	N/A	PC	SUPPORT FOR NATIVE WAYS STRATEGIC PLANNING AND IN PERSON COMMUNITY ENGAGEMENT	50,000.
NATIVE360 LOAN FUND INC. 211 WEST 3RD STREET GRAND ISLAND, NE 68801	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
NDN FUND 408 KNOLLWOOD DRIVE RAPID CITY, SD 57701	N/A	PC	NDN FUND GENERAL OPERATING GRANT FOR LENDING AND INVESTING	250,000.
NEIGHBORHOOD DEVELOPMENT CENTER, INC. 663 UNIVERSITY AVENUE WEST, SUITE 200 ST. PAUL, MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94610	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	N/A	PC	FISCAL SPONSOR FOR AAPI CIVIC ENGAGEMENT FUND	750,000.
NEXUS COMMUNITY PARTNERS 2314 UNIVERSITY AVENUE WEST, SUITE 18 ST. PAUL, MN 55114	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
NIMIIPUU COMMUNITY DEVELOPMENT FUND 99 AGENCY ROAD LAPWAI, ID 83540	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
NIMIIPUU PROTECTING THE ENVIRONMENT 1820 NW ARCADIA DRIVE PULLMAN, WA 99163	N/A	PC	2023 EMPLOYEE DISCRETIONARY GRANT	3,000.
NIMIIPUU PROTECTING THE ENVIRONMENT 1820 NW ARCADIA DRIVE PULLMAN, WA 99163	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NIXYAWII COMMUNITY FINANCIAL SERVICES 46440 KUSI ROAD, #A-3 PENDLETON, OR 97801	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
NONPROFIT INFORMATION NETWORKING ASSOCIATION 88 BROAD STREET, 1ST FLOOR, SUITE 101 BOSTON, MA 02110	N/A	PC	NONPROFIT QUARTERLY ECONOMIC JUSTICE INITIATIVE	50,000.
NORTHSIDE ECONOMIC OPPORTUNITY NETWORK 1007 WEST BROADWAY AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
NORTHWEST INDIAN COMMUNITY DEVELOPMENT CENTER 1819 BEMIDJI AVENUE NORTH BEMIDJI, MN 56601	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
NWAFF BOARD-DIRECTED GRANTS PROGRAM 60 PLATO BOULEVARD EAST, SUITE 400 ST. PAUL, MN 55107	N/A	PC	NWAFF BOARD-DIRECTED GRANTS PROGRAM	1,000.
NWAFF EMPLOYEE MATCHING GRANT PROGRAM 60 PLATO BOULEVARD EAST, SUITE 400 ST. PAUL, MN 55107	N/A	PC	NWAFF EMPLOYEE MATCHING GRANT PROGRAM	9,997.
NWAFF EMPLOYEE RECOGNITION GRANT PROGRAM 60 PLATO BOULEVARD EAST, SUITE 400 ST. PAUL, MN 55107	N/A	PC	NWAFF EMPLOYEE RECOGNITION GRANT PROGRAM	100.
NWAFF EMPLOYEE VOLUNTEER MATCHING PROGRAM 60 PLATO BOULEVARD EAST, SUITE 400 ST. PAUL, MN 55107	N/A	PC	NWAFF EMPLOYEE VOLUNTEER MATCHING PROGRAM	3,750.
ONE IOWA PO BOX 1419 DES MOINES, IA 50305	N/A	PC	2023 EMPLOYEE DISCRETIONARY GRANT	5,000.
ONEAMERICA 1225 SOUTH WELLER STREET, SUITE 430 SEATTLE, WA 98144	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ONEVILLAGE PARTNERS PO BOX 26055 MINNEAPOLIS, MN 55426	N/A	PC	2023 VICE PRESIDENTIAL GRANT	2,000.
OPPORTUNITY LINK PO BOX 80 HAVRE, MT 59501	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
OWEESTA CORPORATION 2432 MAIN STREET, 1ST FLOOR LONGMONT, CO 80501	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
PEAK GRANTMAKING, INC. 1701 PENNSYLVANIA AVENUE NW, SUITE 200 WASHINGTON, DC 20006	N/A	PC	GENERAL OPERATING SUPPORT	2,250.
PHILANTHROFUND FOUNDATION PO BOX 3640 MINNEAPOLIS, MN 55403	N/A	PC	PRISM GRANT FUNDS AND ALLIANCE COHORT	400,000.
PHILANTHROFUND FOUNDATION PO BOX 3640 MINNEAPOLIS, MN 55403	N/A	PC	SUPPORTING TRANS YOUTH	25,000.
PHILANTHROPY NORTHWEST 600 UNIVERSITY STREET, SUITE 1725 SEATTLE, WA 98101	N/A	GOV	GENERAL OPERATING SUPPORT	24,905.
PHILANTHROPY NORTHWEST 600 UNIVERSITY STREET, SUITE 1725 SEATTLE, WA 98101	N/A	GOV	PHILANTHROPY NORTHWEST - CATALYST PARTNER	2,500.
PLENTY DOORS COMMUNITY DEVELOPMENT CORPORATION 22 EAST MAKAWASHA AVENUE CROW AGENCY, MT 59022	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
PRIDE FOUNDATION 2014 E MADISON STREET, SUITE 300 SEATTLE, WA 98122	N/A	PC	SUPPORTING BIPOC LGBTQ+ AND RURAL LGBTQ+ ORGANIZATIONS IN THE NORTHWEST	400,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RENEWING THE COUNTRYSIDE II 312 CENTER STREET EAST HAMMOND, MN 55991	N/A	PC	INNOVATIVE STRATEGIES FOR FARMLAND ACCESS FOR UNDERSERVED FARMERS	50,000.
RONDO COMMUNITY LAND TRUST 1041 SELBY AVENUE ST. PAUL, MN 55104	N/A	PC	SHIFTING THE PARADIGM OF COMMUNITY DEVELOPMENT THROUGH A REPARATIVE FRAMEWORK	250,000.
RURAL COMMUNITY DEVELOPMENT RESOURCES 24 SOUTH 3RD AVENUE YAKIMA, WA 98902	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
RURAL ORGANIZING PROJECT PO BOX 664 COTTAGE GROVE, OR 97424	N/A	GOV	GENERAL OPERATING SUPPORT	100,000.
SHARING OUR ROOTS 4905 315TH STREET WEST NORTHFIELD, MN 55057	N/A	PC	LAND JUSTICE FOR EMERGING AND IMMIGRANT FARMERS IN RURAL MINNESOTA	100,000.
SOCIAL JUSTICE FUND NORTHWEST 1904 THIRD AVENUE, SUITE 806 SEATTLE, WA 98101	N/A	PC	RESOURCING & RESTORING MOVEMENT WORK	250,000.
SOUTH DAKOTA EDUCATION EQUITY COALITION 201 MAIN STREET, SUITE 204 RAPID CITY, SD 57701	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
SOUTH DAKOTA VOICES FOR PEACE PO BOX 600 SIOUX FALLS, SD 57101	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
SUSTAINABLE AGRICULTURE AND FOOD SYSTEMS FUNDERS 133 EAST DE LA GUERRA, #306 SANTA BARBARA, CA 93101	N/A	PC	2023 MEMBERSHIP DUES	2,500.
TAALA FUND PO BOX 702 TAHOLAH, WA 98587	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TACOMA URBAN LEAGUE 2550 SOUTH YAKIMA AVENUE, SUITE A TACOMA, WA 98405	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
TANKA FUND 287 WATER TOWER ROAD KYLE, SD 57752	N/A	PC	DEVELOPING INNOVATIVE APPROACHES TO IMPROVING THE LAND, LIVES, AND ECONOMIES OF NATIVE AMERICA	125,000.
THE DIRECTORS COUNCIL PO BOX 264 DES MOINES, IA 50301	N/A	PC	GENERAL OPERATING SUPPORT	275,000.
THE LATINO COMMUNITY ASSOCIATION 2680 NE TWIN KNOLLS DRIVE, SUITE 110 BEND, OR 97701	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
THE SAINT PAUL AND MINNESOTA FOUNDATION 101 FIFTH STREET EAST, SUITE 2400 ST. PAUL, MN 55101	N/A	PC	COLLEGEBOUND SAINT PAUL: WEALTH JUSTICE	100,000.
THE SEATTLE FOUNDATION 1200 FIFTH AVENUE, SUITE 1300 SEATTLE, WA 98101-3151	N/A	PC	PEEF PRACTICE PARTNER	7,950.
THUNDER VALLEY COMMUNITY DEVELOPMENT CORPORATION 290 EMPOWERMENT DRIVE PORCUPINE, SD 57772	N/A	PC	FOSTERING HEALING THROUGH LAKOTA LIFEWAYS TO PROMOTE A REIMAGINED REGENERATIVE ECONOMY	350,000.
UJAMAA PLACE 1821 UNIVERSITY AVENUE, SUITE N187 ST. PAUL, MN 55104	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
UNION GOSPEL MISSION ASSOCIATION OF ST. PAUL 376 WESTERN AVENUE NORTH ST. PAUL, MN 55103	N/A	PC	2023 VICE PRESIDENT GRANT	5,000.
UNITED VISION FOR IDAHO 1912 WEST JEFFERSON BOISE, ID 83702	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITING RESILIENCE 1329 EGLIN STREET, BOX 271 RAPID CITY, SD 57701	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
VENN FOUNDATION 1900 BOHLAND AVENUE ST. PAUL, MN 55116	N/A	PC	2023 VICE PRESIDENT GRANT	2,500.
VENTURES 2100 24TH AVE SOUTH, SUITE 380 SEATTLE, WA 98144	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
WARM SPRINGS COMMUNITY ACTION TEAM PO BOX 1419 WARM SPRINGS, OR 97761	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
WESTERN NATIVE VOICE 80 25TH STREET WEST BILLINGS, MT 59102	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
WHITE EARTH INVESTMENT INITIATIVE PO BOX 38 OGEMA, MN 56569-0038	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
WHITESWAN ENVIRONMENTAL WE 2348 LUMMI VIEW DRIVE BELLINGHAM, WA 98226	N/A	PC	GENERAL OPERATING SUPPORT	175,000.
WORKING PARTNERSHIPS INCORPORATED 312 CENTRAL AVENUE SE, SUITE 524 MINNEAPOLIS, MN 55414	N/A	PC	MN WORKERS CONFLUENCE FUND	225,000.
YELLOW BIRD LIFE WAYS CENTER PO BOX 1138 LAME DEER, MT 59043	N/A	PC	GENERAL OPERATING SUPPORT	250,000.
YWCA USA 1400 EYE STREET NW, SUITE 325 WASHINGTON, DC 20005	N/A	PC	2023 VICE PRESIDENT GRANT	10,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLACK HILLS COMMUNITY LOAN FUND, INC. 1764 CENTRE STREET, SUITE 1 RAPID CITY, SD 57703	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
BUILD WEALTH MN INC. 2100 PLYMOUTH AVENUE NORTH, SUITE 104 MINNEAPOLIS, MN 55411	N/A	PC	GENERAL OPERATING SUPPORT	400,000.
CAPACES LEADERSHIP INSTITUTE 356 YOUNG STREET WOODBURN, OR 97071	N/A	PC	GENERAL OPERATING SUPPORT	300,000.
CULTURAL WELLNESS CENTER 2025 PORTLAND AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PC	GENERAL OPERATING SUPPORT	330,000.
ESHARA PO BOX 3968 SAINT PAUL, MN 55101	N/A	PC	ESHARA COLLABORATIVE CAPACITY BUILDING	75,000.
FAST BLACKFEET PO BOX 2460 BROWNING, MT 59417	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
HE SAPA OTIPI - INCORPORATED 2218 JACKSON BOULEVARD, SUITE 8 RAPID CITY, SD 57702	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
HOPA MOUNTAIN INC. 234 EAST BABCOCK STREET, SUITE E BOZEMAN, MT 59715	N/A	PC	STRENGTHENING THE CIRCLE: A NATIVE NONPROFIT LEADERSHIP PROGRAM	100,000.
INQUILINXS UNIDXS POR JUSTICIA-UNITED RENTERS FOR JUSTICE 3715 CHICAGO AVENUE MINNEAPOLIS, MN 55407	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
INTERIM COMMUNITY DEVELOPMENT ASSOCIATION 310 MAYNARD AVENUE SOUTH SEATTLE, WA 98104	N/A	PC	OUTREACH, SURVEYING AND ADVOCACY AMONG IMMIGRANT AND REFUGEE RESIDENTS IN IMMIGRANT AND REFUGEE	50,000.
Total from continuation sheets				4,005,000.

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKOTA FUND PO BOX 340 KYLE, SD 57752	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
LAVENDER RIGHTS PROJECT 911 EAST PIKE STREET, #314 SEATTLE, WA 98122	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
LOWER PHALEN CREEK PROJECT 332 MINNESOTA STREET, SUITE W1520 SAINT PAUL, MN 55101	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
MAHCHIWMINAHNAHTIK CHIPPEWA AND CREE LANGUAGE REVITALIZATION PO BOX 174 BOX ELDER, MT 59521	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
MAKOCE AGRICULTURE DEVELOPMENT PO BOX 163 PORCUPINE, SD 57772	N/A	PC	GENERAL OPERATING SUPPORT	125,000.
MAZASKA OWECASO OTIPI FINANCIAL INC. PO BOX 1996 PINE RIDGE, SD 57770	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
MN8 550 RICE STREET, 2ND FLOOR SAINT PAUL, MN 55103	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
NACDC FINANCIAL SERVICES INC. PO BOX 3029 BROWNING, MT 59417	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
NATIVE AMERICAN COMMUNITY BOARD PO BOX 572 LAKE ANDES, SD 57356	N/A	PC	GENERAL OPERATING SUPPORT	75,000.
NATIVE AMERICAN YOUTH AND FAMILY CENTER 5135 NE COLUMBIA BOULEVARD PORTLAND, OR 97218	N/A	PC	GENERAL OPERATING SUPPORT	700,000.
Total from continuation sheets				

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HUMAN FAMILY INC

FISCAL SPONSOR FOR THE INDIGENOUS ASSOCIATION'S INDIGENOUS YOUTH
COMMUNITY LEADERSHIP PROGRAM

NAME OF RECIPIENT - INTERIM COMMUNITY DEVELOPMENT ASSOCIATION

OUTREACH, SURVEYING AND ADVOCACY AMONG IMMIGRANT AND REFUGEE RESIDENTS
IN IMMIGRANT AND REFUGEE COMMUNITIES

NAME OF RECIPIENT - LAKOTA FUND

FISCAL SPONSOR FOR SOUTH DAKOTA NATIVE HOMEOWNERSHIP COALITION:
CREATING A CLEAR PATH TO HOMEOWNERSHIP

Part XIV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - INTERIM COMMUNITY DEVELOPMENT ASSOCIATION

OUTREACH, SURVEYING AND ADVOCACY AMONG IMMIGRANT AND REFUGEE RESIDENTS
IN IMMIGRANT AND REFUGEE COMMUNITIES

Multiple horizontal lines for text entry.

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-PF

2023

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name NORTHWEST AREA FOUNDATION	Employer identification number 41-0719221
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	505,128.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	505,128.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	505,128.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/23	06/15/23	09/15/23	12/15/23
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10				
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	666,081.		200,000.	200,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		666,081.	666,081.	866,081.
13 Add lines 11 and 12	13		666,081.	866,081.	1,066,081.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	666,081.	666,081.	866,081.	1,066,081.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	666,081.	666,081.	866,081.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions 19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38 \$			0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1-3), calculations for each period (4-6), and final tax calculations (7-19).

Part II ^{**} **Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20	Annualization periods (see instructions)	20			
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21			
22	Annualization amounts (see instructions)	22	6.000000	3.000000	1.714290
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a			
23b	Extraordinary items (see instructions)	23b			
23c	Add lines 23a and 23b	23c			
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return	24			
25	Enter any alternative minimum tax (trusts only) for each payment period. See instructions	25			
26	Enter any other taxes for each payment period. See instr.	26			
27	Total tax. Add lines 24 through 26	27			
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28			
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29			
30	Applicable percentage	30	25%	50%	75%
31	Multiply line 29 by line 30	31			

Part III **Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	0.	0.	0.
33	Add the amounts in all preceding columns of line 38. See instructions	33			
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34			
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	126,282.	126,282.	126,282.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36		126,282.	252,564.
37	Add lines 35 and 36	37	126,282.	252,564.	378,846.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	0.	0.	0.

**** ANNUALIZED INCOME INSTALLMENT METHOD USING OPTION 1**

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST/DIVIDENDS FROM PARTNERSHIPS	0.	0.	0.	5,799,182.	
INTEREST/DIVIDENDS ON SECURITIES	8,417,535.	0.	8,417,535.	8,417,535.	
TO PART I, LINE 4	8,417,535.	0.	8,417,535.	14,216,717.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - PARTNERSHIPS		0.	17,469,384.	
PRI INTEREST		276,019.	170,491.	
TOTAL TO FORM 990-PF, PART I, LINE 11		276,019.	17,639,875.	

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES		82,134.	27,619.		53,561.
TO FM 990-PF, PG 1, LN 16A		82,134.	27,619.		53,561.

FORM 990-PF		ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES		97,155.	31,063.		66,092.
TO FORM 990-PF, PG 1, LN 16B		97,155.	31,063.		66,092.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	491,096.	0.		533,624.
INVESTMENT & AGENT FEES	5,227,575.	993,260.		0.
TO FORM 990-PF, PG 1, LN 16C	5,718,671.	993,260.		533,624.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - PARTNERSHIPS	0.	359,582.		0.
EXCISE TAX	1,477,447.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,477,447.	359,582.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER CONTRACTED SERVICES MARKETING & ADVERTISING SERVICES	255,921.	39,591.		286,761.
COMMUNICATION SERVICES	52,820.	0.		55,405.
POSTAGE/DELIVERY SERVICES	23,229.	0.		21,574.
REPAIR & MAINTENANCE	1,257.	7.		1,331.
GENERAL SUPPLIES & MATERIALS	28,400.	0.		16,446.
SUBSCRIPTIONS & PUBLICATIONS	12,561.	0.		12,266.
TECHNOLOGY EQUIPMENT	8,048.	0.		8,097.
MEMBERSHIP DUES	22,698.	0.		35,866.
INSURANCE	10,336.	0.		10,815.
OTHER EXPENSES - PARTNERSHIPS	65,934.	0.		66,294.
CREDIT LOSS EXPENSE	0.	4,304,031.		0.
TO FORM 990-PF, PG 1, LN 23	176,250.	0.		0.
	657,454.	4,343,629.		514,855.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK U.S. TREASURY INFLATION PROTECTED	X		8,311,656.	8,311,656.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,311,656.	8,311,656.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,311,656.	8,311,656.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1 800 FLOWERS.COM INC	114,267.	114,267.
3D SYS CORP	94,615.	94,615.
5TH 3RD BANCORP	29,522.	29,522.
AARONS CO INC	86,376.	86,376.
ABBOTT LAB	57,567.	57,567.
ACACIA RESH CORP	81,418.	81,418.
ACCENTURE PLC CLS A	205,984.	205,984.
ACHIEVE WORKFORCE FUND I, LP	4,574,938.	4,574,938.
ADAGE CAPITAL PARTNERS	49,736,728.	49,736,728.
ADAMS STREET 2007 DIRECT FUND, LP	616,801.	616,801.
ADAMS STREET 2009 DIRECT FUND, LP	399,608.	399,608.
ADAMS STREET PARTNERSHIP 2003 NON-U.S. FUND, LP	190,405.	190,405.
ADAMS STREET PARTNERSHIP 2003 U.S. FUND, LP	125,166.	125,166.
ADAMS STREET PARTNERSHIP 2005 NON-U.S. FUND, LP	107,197.	107,197.
ADAMS STREET PARTNERSHIP 2009 NON-U.S. EMERGING MARKETS FUND, LP	1,007,012.	1,007,012.
ADOBE INC	127,076.	127,076.
ADVANCED MICRO DEVICES INC	53,657.	53,657.
AERSALE CORP	75,218.	75,218.
AFLAC INC	20,625.	20,625.
AGILENT TECHNOLOGIES INC	17,101.	17,101.
AIR PROD & CHEM INC	81,319.	81,319.
ALPHABET INC CL A	393,227.	393,227.
ALPHABET INC CL C	264,667.	264,667.
AMAZON COM INC	529,663.	529,663.
AMER ELEC PWR CO INC	14,538.	14,538.
AMERICAN EXPRESS CO	120,085.	120,085.
AMERICAN INTERNATIONAL GROUP INC	65,040.	65,040.
AMERICAN TOWER CORP	44,255.	44,255.
AMGEN INC	48,675.	48,675.
ANALOG DEVICES INC	16,679.	16,679.
AON PLC	26,774.	26,774.
APPLE INC	1,164,614.	1,164,614.
APPLIED DIGITAL CORPORATION	144,168.	144,168.
APPLIED MATERIALS INC	145,539.	145,539.

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APTIV PLC	24,673.	24,673.
ASPEN AEROGELS INC	170,424.	170,424.
AUTODESK INC	23,131.	23,131.
AUTOMATIC DATA PROCESSING INC	65,232.	65,232.
AUTOZONE INC	23,270.	23,270.
AVALONBAY CMNTYS REIT	174,676.	174,676.
AVERY DENNISON CORP	18,194.	18,194.
AXIOM INTERNATIONAL SMALL CAP EQUITY FUND	12,269,778.	12,269,778.
B RILEY FINL INC	78,397.	78,397.
BABCOCK & WILCOX ENTERPRISES INC	24,382.	24,382.
BAKER HUGHES CO	17,945.	17,945.
BALL CORP	22,375.	22,375.
BALLY'S CORPORATION	115,702.	115,702.
BANK NEW YORK MELLON CORP COM STK	115,447.	115,447.
BANK OF AMERICA CORP	69,630.	69,630.
BAXTER INTL INC	25,400.	25,400.
BERKSHIRE HATHAWAY INC CL B	228,976.	228,976.
BEST BUY INC	18,709.	18,709.
BEYOND INC	119,067.	119,067.
BIOGEN INC	63,916.	63,916.
BLACKROCK INC	145,312.	145,312.
BLACKROCK LONG TERM PRIVATE CAPITAL SCSP	31,671,083.	31,671,083.
BOOKING HLDGS INC	17,736.	17,736.
BORG WARNER INC	28,572.	28,572.
BOSTON SCIENTIFIC CORP	23,586.	23,586.
BRC INC CL A	74,052.	74,052.
BRIGHTCOVE INC	31,352.	31,352.
BRISTOL MYERS SQUIBB CO	18,061.	18,061.
BROADCOM INC	39,069.	39,069.
CADENCE DESIGN SYS INC	17,432.	17,432.
CALAVO GROWERS INC	87,642.	87,642.
CAMPBELL SOUP CO	16,773.	16,773.
CANTALOUPE INC	138,567.	138,567.
CARDINAL HLTH INC	61,790.	61,790.
CARMAX INC	15,501.	15,501.
CARRIER GLOBAL CORP	20,510.	20,510.
CARROLS RESTAURANT GROUP INC	105,356.	105,356.
CBRE GROUP INC CL A	96,069.	96,069.
CDW CORP	79,107.	79,107.
CENCORA INC	45,800.	45,800.
CHIPOTLE MEXICAN GRILL INC	18,296.	18,296.
CHURCH & DWIGHT INC	14,751.	14,751.
CINTAS CORP	18,682.	18,682.
CISCO SYSTEMS INC	198,089.	198,089.
CME GROUP INC	17,480.	17,480.
COMCAST CORP NEW-CL A	16,312.	16,312.
COMMONFUND CAPITAL SECONDARY PARTNERS 2015, LP	2,887,576.	2,887,576.
COMMONFUND CAPITAL SECONDARY PARTNERS II LP	5,438,544.	5,438,544.
COMTECH TELECOMMUNICATIONS CORP	71,402.	71,402.
CONOCOPHILLIPS	95,410.	95,410.
CONS EDISON INC	99,885.	99,885.
COOPER COS EXCHANGE COOPER	21,571.	21,571.
CROWN CASTLE INC	87,890.	87,890.
CUMMINS INC	5,750.	5,750.
CVS HEALTH CORP	73,828.	73,828.
DANAHER CORP	95,775.	95,775.
DEERE & CO	43,986.	43,986.
DENTSPLY SIRONA INC	14,200.	14,200.

DEXCOM INC	1,117.	1,117.
DIGITAL RLTY TR INC	19,918.	19,918.
DOLLAR GEN CORP	13,731.	13,731.
DOLLAR TREE INC	20,597.	20,597.
DONNELLEY FINL SOLUTIONS INC	97,297.	97,297.
EATON CORP PLC	94,161.	94,161.
EBAY INC	80,043.	80,043.
ECOLAB INC	17,455.	17,455.
EDWARDS LIFESCIENCES CORP	30,576.	30,576.
ELECTR ARTS	106,712.	106,712.
ELEVANCE HEALTH INC	39,611.	39,611.
ELI LILLY & CO	48,965.	48,965.
EQTY RESDNTL EFF 5/15/02	15,107.	15,107.
EQUINIX INC	26,578.	26,578.
ESSEX PPTY TR REIT	17,356.	17,356.
EVEREST GROUP LTD	21,922.	21,922.
EVERSOURCE ENERGY	178,433.	178,433.
EXTRA SPACE STORAGE INC	16,193.	16,193.
EXXON MOBIL CORP	30,494.	30,494.
FARMLAND PARTNERS INC	86,237.	86,237.
FARO TECHNOLOGIES INC	116,705.	116,705.
FIDELITY 500 INDEX-INST PREM	24,569,840.	24,569,840.
FIDELITY SMALL CAP INDEX	7,719,489.	7,719,489.
FIRST SOLAR INC	37,729.	37,729.
FORD MTR CO DEL	14,933.	14,933.
FOX CORP CL A	13,826.	13,826.
FOX CORP CL B	13,853.	13,853.
FRKLN RES INC	17,755.	17,755.
GALLAGHER ARTHUR J & CO	16,191.	16,191.
GAMBLING.COM GROUP LIMITED	59,963.	59,963.
GANNETT CO INC	85,100.	85,100.
GCM GROSVENOR ADVANCE FEEDER FUND, L.P. AND CLAYTON, DUBILIER AND RICE FUND	5,386,085.	5,386,085.
GENERAL DYNAMICS CORP	18,177.	18,177.
GENERAL MILLS INC	13,549.	13,549.
GENUINE PARTS CO	12,881.	12,881.
G-III APPAREL GROUP LTD	128,105.	128,105.
GILEAD SCIENCES INC	96,888.	96,888.
GLOBAL EMERGING MARKETS DISCOVERY FUND	24,972,748.	24,972,748.
GQG PARTNERS GLOBAL EQUITY FUND, LLC	31,165,503.	31,165,503.
GRAINGER W W INC	80,383.	80,383.
GRANITE EQUITY LLC	11,902,931.	11,902,931.
GROUPON INC	83,460.	83,460.
GROWGENERATION CORP	75,581.	75,581.
HALLIBURTON CO	1,482.	1,482.
HARTFORD FINL SVCS GROUP INC	35,689.	35,689.
HASBRO INC	129,029.	129,029.
HEALTHPEAK OP LLC	39,343.	39,343.
HELIX ENERGY SOLUTIONS GROUP INC	131,892.	131,892.
HENRY SCHEIN INC	15,899.	15,899.
HESS CORP	11,100.	11,100.
HEWLETT PACKARD ENTERPRISE CO	48,291.	48,291.
HIBBETT INC	100,828.	100,828.
HILTON WORLDWIDE HLDGS INC	19,119.	19,119.
HOLLEY INC	58,878.	58,878.
HOLOGIC INC	13,218.	13,218.
HOME DEPOT INC	179,513.	179,513.
HOST HOTELS & RESORTS INC REIT	17,095.	17,095.

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HP INC	116,659.	116,659.
HUNT J B TRANS SVCS INC	17,178.	17,178.
HUNTINGTON BANCSHARES INC	59,123.	59,123.
IDEXX LABS INC	21,092.	21,092.
INGERSOLL RAND INC	59,552.	59,552.
INTEL CORP	50,099.	50,099.
INTERNATIONAL BUSINESS MACHS CORP	98,294.	98,294.
INTERPUBLIC GROUP COMPANIES INC	23,958.	23,958.
INTUIT	21,876.	21,876.
INTUITIVE SURGICAL INC	26,989.	26,989.
IRON MTN INC	17,845.	17,845.
JOB DIG	400,561.	400,561.
JOHNSON & JOHNSON	121,003.	121,003.
JOHNSON CTLS INTL PLC	15,390.	15,390.
JPMORGAN CHASE & CO	115,668.	115,668.
JUNIPER NETWORKS INC	18,985.	18,985.
KALEIDOSCOPE PRISM OFFSHORE FUND, LTD	10,772,272.	10,772,272.
KEYSIGHT TECHNOLOGIES INC	50,432.	50,432.
KIMCO REALTY CORPORATION	16,387.	16,387.
KINDER MORGAN INC	90,811.	90,811.
KLA CORPORATION	18,602.	18,602.
L3HARRIS TECHNOLOGIES INC	48,232.	48,232.
LAM RESH CORP	60,311.	60,311.
LEIDOS HLDGS INC	140,171.	140,171.
LIMONEIRA CO	132,445.	132,445.
LINDE PLC	169,623.	169,623.
LIVEONE INC	56,066.	56,066.
LIVEPERSON INC	72,768.	72,768.
LKQ CORP COM LKQ CORP	13,047.	13,047.
LOCKHEED MARTIN CORP	906.	906.
LOWES COS INC	15,356.	15,356.
LULULEMON ATHLETICA INC	74,137.	74,137.
M & T BK CORP	7,402.	7,402.
MARATHON PETE CORP	35,458.	35,458.
MARKETAXESS HLDGS INC	10,250.	10,250.
MASTERCARD INC CL A	159,088.	159,088.
MATADOR RES CO	223,460.	223,460.
MC DONALDS CORP	136,395.	136,395.
MCKESSON CORP	18,982.	18,982.
MEDTRONIC PLC	23,396.	23,396.
MERCK & CO INC	146,959.	146,959.
META PLATFORMS INC	288,477.	288,477.
METLIFE INC	16,797.	16,797.
METTLER-TOLEDO INTL INC	18,194.	18,194.
MFO BAILLIE GIFFORD ALPHA EQUITY FD CL 2	32,431,346.	32,431,346.
MICRON TECH INC	21,420.	21,420.
MICROSOFT CORP	1,321,405.	1,321,405.
MOLSON COORS BEVERAGE CO	14,874.	14,874.
MONDELEZ INTL INC	14,124.	14,124.
MOODYS CORP	71,863.	71,863.
MOTOROLA SOLUTIONS INC	35,379.	35,379.
MPOWERED CAPITAL ACCESS FUND I, L.P.	1,449,700.	1,449,700.
MSCI INC	17,535.	17,535.
MULTI-ALTERNATIVE OPPORTUNITIES FUND (B) LP	4,046,511.	4,046,511.
NASDAQ INC	177,327.	177,327.
NERDY INC CL A	88,220.	88,220.
NETAPP INC	18,514.	18,514.
NETFLIX INC	86,665.	86,665.

NETGEAR INC	88,938.	88,938.
NEWMONT CORPORATION	15,025.	15,025.
NEWARK RES INC	167,394.	167,394.
NEWS CORP CL A	19,468.	19,468.
NEWS CORP CL B	20,293.	20,293.
NEXTERA ENERGY INC	12,087.	12,087.
NIKE INC CL B	112,044.	112,044.
NLIGHT INC	86,400.	86,400.
NOODLES & CO CL A	84,735.	84,735.
NORDIC AMERICAN TANKERS LIMITED	95,445.	95,445.
NORTHERN INSTL FDS TREAS PORTFOLIO	51,266.	51,266.
NORTHROP GRUMMAN CORP	15,917.	15,917.
NVIDIA CORP	592,778.	592,778.
O REILLY AUTOMOTIVE INC	24,702.	24,702.
OMNIAB INC	111,739.	111,739.
ONEOK INC	25,279.	25,279.
ONESPAN INC	76,712.	76,712.
OPORTUN FINL CORP	47,311.	47,311.
ORACLE CORP	109,647.	109,647.
OTIS WORLDWIDE CORP	16,641.	16,641.
OVERSEAS SHIPHOLDING GROUP INC	244,739.	244,739.
PALO ALTO NETWORKS INC	19,167.	19,167.
PARAMETRIC PIOS COLLATERAL	4,206,478.	4,206,478.
PARAMOUNT GLOBAL OM	7,188.	7,188.
PAYPAL HLDGS INC	80,693.	80,693.
PEPSICO INC	239,305.	239,305.
PETIQ INC CL A	108,033.	108,033.
PFIZER INC	124,977.	124,977.
PHILIP MORRIS INTL	26,719.	26,719.
PIONEER NAT RES CO MERGER EXXON MOBIL	15,966.	15,966.
PLAYAGS INC	117,599.	117,599.
PNC FINANCIAL SERVICES GROUP	19,047.	19,047.
PORCH GROUP INC	145,160.	145,160.
PRA GROUP INC	86,198.	86,198.
PRINCIPAL FINL GROUP INC	109,194.	109,194.
PROCTER & GAMBLE	117,672.	117,672.
PROGRESSIVE CORP	23,892.	23,892.
PROLOGIS INC	28,926.	28,926.
PUB STORAGE	22,570.	22,570.
QUALCOMM INC	79,980.	79,980.
QUANTERIX CORP	176,616.	176,616.
RALPH LAUREN CORP CL A	30,282.	30,282.
RANPAK HLDGS CORP CL A	98,358.	98,358.
RED ROBIN GOURMET BURGERS INC	123,204.	123,204.
REGENCY CTRS CORP	17,621.	17,621.
REGENERON PHARMACEUTICALS INC	46,549.	46,549.
REGIONS FINL CORP	44,768.	44,768.
REORG/GROUPON 01-26-2024	2,225.	2,225.
ROBERT HALF INC	30,948.	30,948.
ROCKWELL AUTOMATION	27,012.	27,012.
ROSS STORES INC	35,289.	35,289.
ROYAL CARIBBEAN GROUP	14,891.	14,891.
RTX CORPORATION	17,922.	17,922.
S&P GLOBAL INC	78,853.	78,853.
SALESFORCE INC	67,627.	67,627.
SANDRIDGE ENERGY INC SANDRIDGE ENERGY	91,521.	91,521.
SBA COMMUNICATIONS CORP CL A	56,319.	56,319.
SCHLUMBERGER LTD	41,528.	41,528.

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SECOND ALPHA PARTNERS IV, LP	8,016,623.	8,016,623.
SELECTQUOTE INC	59,307.	59,307.
SEMPRA	23,914.	23,914.
SERVICENOW INC	19,075.	19,075.
SILCHESTER INTERNATIONAL VALUE EQUITY TRUST	27,871,815.	27,871,815.
SIMON PROPERTY GROUP INC	18,401.	18,401.
SOUTH DAKOTA EQUITY PARTNERS	2,428,077.	2,428,077.
SPOK HLDGS INC	153,949.	153,949.
STARBUCKS CORP	4,512.	4,512.
STONE ARCH CAPITAL III	2,416,902.	2,416,902.
SYSCO CORP	35,029.	35,029.
TAPESTRY INC	12,920.	12,920.
TARGET CORP	139,999.	139,999.
TESLA INC	243,262.	243,262.
TEXAS INSTRUMENTS INC	94,094.	94,094.
THE CIGNA GROUP	47,014.	47,014.
THE REALREAL INC	72,159.	72,159.
THERMO FISHER SCIENTIFIC INC	257,964.	257,964.
TJX COS INC	34,897.	34,897.
T-MOBILE US INC	17,476.	17,476.
TOWNSQUARE MEDIA INC CL A	100,320.	100,320.
TRACTOR SUPPLY CO	25,589.	25,589.
TRANE TECHNOLOGIES PLC	25,366.	25,366.
TRAVELERS COS INC	16,192.	16,192.
TRIMBLE INC	16,545.	16,545.
TRIUMPH GROUP INC	129,821.	129,821.
TRUEBLUE INC	99,710.	99,710.
TRUECAR INC	104,748.	104,748.
TRUIST FINL CORP	18,940.	18,940.
TURTLE BEACH CORP	88,531.	88,531.
UNION PAC CORP	126,003.	126,003.
UNITED PARCEL SVC INC CL B	55,817.	55,817.
UNITED RENTALS INC	24,084.	24,084.
UNITEDHEALTH GROUP INC	327,991.	327,991.
V F CORP	15,078.	15,078.
VENTAS INC REIT	17,145.	17,145.
VERA BRADLEY INC	110,110.	110,110.
VERALTO CORP	11,352.	11,352.
VERIZON COMMUNICATIONS	17,455.	17,455.
VERTEX PHARMACEUTICALS INC	18,310.	18,310.
VISA INC CL A	337,153.	337,153.
VITESSE ENERGY INC	116,455.	116,455.
WALGREENS BOOTS ALLIANCE INC	19,452.	19,452.
WALMART INC	73,622.	73,622.
WALT DISNEY CO	164,779.	164,779.
WASTE MGMT INC	51,043.	51,043.
WATERS CORP	18,437.	18,437.
WELLTOWER INC REIT	28,313.	28,313.
WILLIAMS CO INC	166,696.	166,696.
WILLIS TOWERS WATSON PLC	16,160.	16,160.
XYLEM INC	63,927.	63,927.
YUM BRANDS INC	14,765.	14,765.
ZEBRA TECHNOLOGIES CORP CL A	22,140.	22,140.
ZIMVIE INC	135,255.	135,255.
ZOETIS INC CL A	29,803.	29,803.

TOTAL TO FORM 990-PF, PART II, LINE 10B

331,737,131.

331,737,131.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AG DLI II, LP	2,186,680.	2,186,680.
AG DLI III, LP	2,802,119.	2,802,119.
AG DLI IV LP	6,044,788.	6,044,788.
AG DLI, LP	154,726.	154,726.
CASTLELAKE IV LP	6,523,931.	6,523,931.
CASTLELAKE V LP	8,396,474.	8,396,474.
FIDELITY INTERMEDIATE TREASURY BOND INDEX FUND	20,237,811.	20,237,811.
HCAP PARTNERS III, LP	27,613.	27,613.
HCAP PARTNERS IV, LP	3,485,058.	3,485,058.
HCAP PARTNERS V LP	2,659,592.	2,659,592.
KAYNE CREDIT OPPORTUNITIES FUND (QP) LP	579,906.	579,906.
KLCP OFFSHORE FUND III LP	3,954,848.	3,954,848.
LOOMIS SAYLES NHIT CREDIT ASSET TRUST CLASS B	20,236,903.	20,236,903.
MRP VALUE OFFSHORE FUND I LP	7,053,501.	7,053,501.
ZETLAND SPECIAL SITUATIONS FEEDER FUND I LP	6,810,475.	6,810,475.
TOTAL TO FORM 990-PF, PART II, LINE 10C	91,154,425.	91,154,425.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE FUND II LP	FMV	730,851.	730,851.
BLACKROCK EUROPEAN HEDGE FUND LIMITED	FMV	10,771,897.	10,771,897.
BOW RIVER REAL ESTATE FUND III TE FEEDER LP	FMV	1,883,369.	1,883,369.
CASTLELAKE AVIATION III STABLE YIELD LP	FMV	7,910,890.	7,910,890.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS IX	FMV	14,550,216.	14,550,216.
CRSEF II FEEDER, S.C.SP.	FMV	1,034,173.	1,034,173.
DALFEN LAST MILE INDUSTRIAL FUND V, LP	FMV	2,577,742.	2,577,742.
KALEIDOSCOPE FRACTAL FUND LP - CLASS A	FMV	8,391,564.	8,391,564.
LES BORDES, LP	FMV	3,092,819.	3,092,819.
MARINER ATLANTIC MULTI-STRATEGY LTD CL T SER 1	FMV	9,345,751.	9,345,751.
ROUNDSHIELD 1 CO-INVEST 1 LP	FMV	1,761,957.	1,761,957.
RS FEEDER (USD) III, LP	FMV	3,326,277.	3,326,277.
RS FEEDER (USD) IV, LP	FMV	4,573,358.	4,573,358.
RS FEEDER FUND II LP	FMV	3,417,502.	3,417,502.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,368,366.	73,368,366.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	1,551,436.	58,046.	1,493,390.
COMPUTER HARDWARE AND SOFTWARE	255,164.	66,398.	188,766.
FURNITURE AND EQUIPMENT	295,355.	41,689.	253,666.
MINERAL RIGHTS	40,156.	0.	40,156.
TOTAL TO FM 990-PF, PART II, LN 14	2,142,111.	166,133.	1,975,978.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	11,024,249.	10,928,893.	10,928,893.
ACCRUED INVESTMENT INCOME	30,419.	67,084.	67,084.
SECURITIES SETTLEMENT RECEIVABLE	146,612.	46,988.	46,988.
OPERATING LEASE RIGHT OF USE ASSET, NET	171,722.	903,336.	903,336.
FEDERAL EXCISE TAX RECEIVABLE	716,081.	495,720.	495,720.
TO FORM 990-PF, PART II, LINE 15	12,089,083.	12,442,021.	12,442,021.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAXES PAYABLE	1,338,558.	2,029,510.	
OPERATING LEASE LIABILITY	195,220.	1,388,467.	
SECURITIES SETTLEMENT PAYABLE	0.	20,649.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,533,778.	3,438,626.	

FORM 990-PF

PART VII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA ALVAREZ SCHRAG C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	16,150.	0.	0.
LYNDA BOURQUE MOSS C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 0.10	1,450.	0.	0.
ELISABETH BUCK C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	21,700.	0.	0.
CHERIE BUCKNER-WEBB C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 0.10	1,725.	0.	0.
JUEL BURNETTE C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	18,800.	0.	0.
DUANE CARTER C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	30,300.	0.	0.
WAYNE DUCHENEAUX C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	16,400.	0.	0.
JOE ELTOBGI C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	18,200.	0.	0.

NORTHWEST AREA FOUNDATION

41-0719221

LIBBY HLAVKA C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	21,425.	0.	0.
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JOYCE LEE C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	24,400.	0.	0.
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SALOME MWANGI C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	14,950.	0.	0.
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MICHELLE OSBORNE C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	22,025.	0.	0.
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GEORGINA SLADE C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	18,800.	0.	0.
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LARRY SNYDER C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 0.10	850.	0.	0.
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MARIA VALANDRA C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	18,200.	0.	0.
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JENNIFER WILLIAMS C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	DIRECTOR 3.00	17,600.	0.	0.
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ANGELA GORDER C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	NON-DIRECTOR COMMITTEE MEMBER 1.00	0.	0.	0.
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REBECCA KLEVAN C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	NON-DIRECTOR COMMITTEE MEMBER 1.00	2,400.	0.	0.
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NORTHWEST AREA FOUNDATION

41-0719221

MELISSA PELLAND C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	NON-DIRECTOR COMMITTEE MEMBER 1.00	0.	0.	0.
KASHI YOSHIKAWA C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	NON-DIRECTOR COMMITTEE MEMBER 1.00	2,400.	0.	0.
KEVIN WALKER C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	PRESIDENT/SECRETARY 40.00	528,750.	76,675.	0.
RAMYA RAUF C/O NORTHWEST AREA FOUNDATION; 60 PLATO BLVD E, #400 ST. PAUL, MN 55107	VP-FINANCE & ADMIN/CFO 40.00	249,621.	60,061.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		<u>1,046,146.</u>	<u>136,736.</u>	<u>0.</u>

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY ONE

ESTABLISHED IN 1934, THE NORTHWEST AREA FOUNDATION SUPPORTS ORGANIZATIONS THAT WORK WITH COMMUNITIES TO ADVANCE JUSTICE IN ITS REGION OF EIGHT STATES AND 76 NATIVE NATIONS. GRANTEE ORGANIZATIONS ADVANCE LONG-OVERDUE CHANGE IN DEEP CONNECTION WITH THE LAND THEY INHABIT AND COMMUNITIES THEY SERVE - NATIVE AMERICANS, COMMUNITIES OF COLOR, IMMIGRANTS, REFUGEES, AND PEOPLE IN RURAL AREAS.

THE FOUNDATION PROVIDES FUNDING TO GRANTEE ORGANIZATIONS, BUT ALSO CONNECTIONS TO OTHER FUNDERS, INFORMATION, AND FELLOW LEADERS. THE FOUNDATION FOLLOWS THE LEAD OF GRANTEE ORGANIZATIONS TO CHANGE POLICIES, PRACTICES, AND BELIEFS AND HEAL FROM INJUSTICE SO THAT COMMUNITIES CAN THRIVE ON THEIR OWN TERMS.

TO FORM 990-PF, PART VIII-A, LINE 1	<u>EXPENSES</u>
	<u>2,820,409.</u>

**RESTATED BYLAWS OF
NORTHWEST AREA FOUNDATION**

ARTICLE 1

Membership

SECTION 1.1 Voting members. This corporation shall have a member with voting rights which shall be the charitable trust created by Louis W. Hill pursuant to a Deed of Trust dated December 27, 1934 (the "Trust") acting through its duly appointed and acting Trustees. The member is referred to hereafter in these Bylaws as "the Trustees."

SECTION 1.2 Capital stock. Membership in this corporation shall be evidenced by common stock issued by this corporation. Each share of common stock issued by this corporation shall be evidenced by a certificate in form substantially as follows:

Incorporated Under the Laws of the State of Minnesota

Number

Shares

NORTHWEST AREA FOUNDATION

This certifies that the Trustees of the charitable trust created by Louis W. Hill on December 27, 1934 are the owners of 10 shares of the Capital Stock of

NORTHWEST AREA FOUNDATION,

transferable only on the books of the Corporation by the holder thereof in person or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation this 18 day of November, A.D., 2022

Secretary

President

No Par Value

Each stock certificate shall be signed by the President or Vice President and by the Secretary.

Unless otherwise specifically directed by a majority vote of the Board of Directors, no stock shall be transferred upon the books of the corporation excepting upon the surrender of the Certificate therefor, endorsed by the record holder thereof or by its duly authorized agent.

SECTION 1.3 Interest in property. The Trustees shall not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 1.4. Trustee selection process. The Deed of Trust described in Section 1.1 of these Bylaws provides that the Trustees shall be appointed by the Court having jurisdiction of the administration of the Trust and shall serve for three-year staggered terms. The Trustees shall from time to time petition the Court to request the Court's appointment of persons who will be nominated in accordance with the following procedure:

- a. The Board of Directors will have the responsibility of recommending to the Trustees a slate of trustee candidates who meet one or more of the following criteria: current members of the Board of Directors or of the Trustees; past members of the Board of Directors or of the Trustees; or members of the Hill family. The Trustees may accept or reject any candidate recommended in a slate or may add additional candidates to the slate provided those candidates meet at least one of these criteria.
- b. The final decision as to the slate of trustee candidates to be submitted to the Court will be made by the Trustees.
- c. Persons who have attained the age of seventy (70) years shall not be included in any slate of candidates submitted to the Court.
- d. No person who has served as a trustee for three consecutive three-year terms shall be included in a slate of candidates submitted to the court, unless such person's reappointment as a trustee would take effect at least one year after the expiration of his or her immediately preceding term.

SECTION 1.5. Chair. The Trustees shall elect a Chair of the Trustees to serve for a term of one (1) year and until his or her respective successor is chosen and has qualified. A person who has served as the Chair of the Trustees for three (3) or more consecutive one (1) year terms shall not be eligible for re-election to that office except after an interval of at least one (1) year from the expiration of his or her immediately preceding term.

ARTICLE 2

Meetings of the Trustees

SECTION 2.1 Annual meeting. The annual meeting of the Trustees of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time in each year as may be designated from time to time by the Trustees in consultation with the Chair of the Board of Directors and the President.

SECTION 2.2 Special meetings. Special meetings of the Trustees of this corporation may be called at any time (a) by the Chair of the Trustees, (b) by two or more Trustees, (c) by the President, (d) by the Chair or the Vice Chair of the Board of Directors, or by the Board of Directors. Anyone entitled to call a special meeting of the Trustees may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 2.3 Notice. Written notice of each meeting of the Trustees, stating the time and place thereof, shall be provided by mail or electronic communication not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each trustee of the Trust at his or her last known address or electronic mail address. Any trustee of the Trust may vote by proxy and may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the trustee objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the trustee does not participate in the consideration of the item at that meeting. When any meeting of the Trustees is adjourned to another time and place, notice

of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 2.4 Voting. At all meetings of the Trustees, each trustee of the Trust shall be entitled to cast one vote, in person or by proxy, on any question coming before the meeting. The Trustees of the Trust present and entitled to vote at any meeting, although less than a majority of all of the Trustees, may adjourn the meeting from time to time. The vote of a majority of all of the Trustees of the Trust shall be sufficient to transact any business.

SECTION 2.5 Written action. Any action that may be taken at a meeting of the Trustees may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by a majority of all of the Trustees of the Trust, provided, however, that all of the Trustees of the Trust are notified immediately of the effective date of any such written action that is duly taken.

ARTICLE 3

Directors

SECTION 3.1. Number and method of election. The Board of Directors shall consist of no fewer than eight (8) nor more than sixteen (16) members. The members of the Board of Directors shall be elected by the Trustees of this corporation. In electing members of the Board of Directors, the Trustees shall select persons designated in a slate of candidates recommended by the Board of Directors. Upon receipt of a slate of candidates presented by the Board of Directors, the Trustees may accept or reject any candidate.

The selection criteria to be applied by the Board of Directors developing slates of candidates for submission to the Trustees shall be designed to produce a Board of Directors that is diverse and representative of the public interest served by this corporation. All candidates' legal domicile¹ must be in the geographic region served by the Foundation. Other selection criteria shall include, but not be limited to, the

¹: A legal domicile is a person's fixed and permanent home location, and the place where a person returns, even after periods of residing elsewhere. A person has one domicile.

following:

- (a) gender;
- (b) racial and ethnic diversity;
- (c) age;
- (d) representation of the Hill family; and
- (e) the diverse skills appropriate to the governance of this corporation.

SECTION 3.2 Terms. Each director of this corporation shall be elected to serve for a term of three (3) years, and, except as otherwise provided in this Section 3.2, no director who has served as such for three (3) consecutive three (3) year terms shall be eligible for re-election except after an interval of at least one (1) year from the expiration of his or her immediately preceding term. A director who relocates out of the geographic region served by this corporation may complete the term in which this change occurs but shall not be eligible for re-election while the director's legal domicile is outside the region. A director who is serving as Chair at the conclusion of the third year of his or her third consecutive three (3) year term as a director shall serve for one (1) additional year as a director, and thereafter shall not be eligible for re-election except after an interval of at least one (1) year from the expiration of the one-year term.

The members of the Board of Directors shall be divided into classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the members of the Board of Directors shall expire each year. A director shall hold office for the term for which he or she was elected, or until the director's prior death, resignation or removal. If necessary to maintain the minimum of eight (8) directors, the Board of Directors may extend the term of one or more directors until the requisite number of successor directors have been elected and have qualified. Any director may at any time be removed with or without cause by the Trustees of this corporation.

Any vacancy occurring because of the death, resignation or removal of a director may be filled by action of the Trustees for the unexpired term of such director, or may be allowed to remain vacant. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by action of the Trustees. The process for electing directors described in Section 3.1 of these Bylaws shall be applicable to the filling of vacancies.

ARTICLE 4

Meetings of the Board of Directors

SECTION 4.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 4.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Chair or Vice Chair, (c) by the Board of Directors, or (d) upon the written request of five (5) or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. A director may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not

participate in the meeting.

SECTION 4.4 Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, this corporation's Articles of Incorporation, or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For the purpose of determining whether a director has met his or her fiduciary responsibilities as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 4.5 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 4.6 Written action. As provided in this corporation's Articles of Incorporation, any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting at which all of the directors were present. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE 5

Officers

SECTION 5.1 Tenure of office. The officers of this corporation shall be a Chair, a Vice Chair, a President, a Secretary, a Treasurer and such other officers, including one or more Vice Presidents, as the Board of Directors may from time to time designate.

Officers shall be elected by the Board of Directors to serve for a term of one (1) year and until their respective successors are chosen and have qualified. A person who has served as the Chair for three (3) or more consecutive one (1) year terms shall not be eligible for re-election to that office except after an interval of at least one (1) year from the expiration of his or her immediately preceding term. A person who has served three (3) or more consecutive terms as Vice Chair shall not be eligible for re-election to that office except after an interval of at least one (1) year from the expiration of his or her immediately preceding term. Any officer may at any time be removed from office by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of (a) Chair and Vice Chair, and (b) President and Vice President. The Chair and each Vice Chair shall be a director of this corporation. Neither the President nor any Vice President shall be a director, and no other employee of this corporation shall be a director. Other officers may, but need not be, directors of this corporation.

SECTION 5.2 Chair. The Chair shall preside at meetings of the Board of Directors and perform such other duties and exercise such other powers as may be imposed or conferred upon him or her by these Bylaws or by action of the Board of Directors. The Board Chair shall not simultaneously serve as a Trustee.

SECTION 5.3 Vice Chair. The Vice Chair shall, in case of the absence or disability of the Chair, have all of the powers and discharge all of the duties of the Chair.

SECTION 5.4 President. The President shall be the chief executive officer of this corporation. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation, subject to such limitations as the Board of Directors may establish from time to time.

SECTION 5.5 Vice Presidents. The Board of Directors may appoint any employee of this corporation as a Vice President, having such duties as may be prescribed from time to time by the Board of Directors or the President.

SECTION 5.6 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings and other records pertaining to the operation of the Board of Directors. He or she shall have and may exercise any and all other powers and duties

pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.7 Treasurer. The Treasurer shall provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.8 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 6

Committees

SECTION 6.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. No person who has served as the chairperson of a committee for three (3) or more consecutive years shall be re-elected or reappointed as the chairperson of that committee, except after an interval of at least one (1) year after the expiration of his or her immediately preceding term as such chairperson.

SECTION 6.2 Executive Committee. The Board of Directors may designate an Executive Committee, which shall be composed of the Chair, the Vice Chair, the chairs of all standing committees of the Board of Directors, and such other directors as may be appointed by the Chair from time to time. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at

all times be subject to the control and direction of the Board of Directors.

SECTION 6.3 Meetings and voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five days' notice by mail or by electronic communication, or two days' oral notice by telephone or in person, to each member of the committee. A committee member may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all members of the committee.

ARTICLE 7

Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as --

- (a) a trustee of the Trust, or a director, officer, employee or member of a committee of this corporation or,

- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a trustee, director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a trustee, director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE 8

Miscellaneous

SECTION 8.1 Remote communications. A trustee of the Trust, director or committee member may participate in a meeting by conference telephone or, if authorized by the Trustees, Board of Directors, or committee chair, any other means of remote communication through which such person, other persons so participating, and all persons physically present at the meeting may communicate with each other on a substantially simultaneous basis during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by conference telephone or any other authorized means of remote communication through which such persons may communicate with each other on a substantially simultaneous basis during the conference is a meeting of the members, Board

of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 8.2 Amendments. Except as otherwise provided in this Section 8.2, these Bylaws may be amended by the affirmative vote of a majority of all of the members of the Board of Directors of this corporation and shall not be subject to amendment by action of the Trustees. Notwithstanding the previous sentence, the following provisions may be amended only upon the affirmative vote of a majority of the Trustees of the member acting alone: Sections 1.1, 1.4, 1.5, and Article 2; and the following provisions may be amended only upon the affirmative vote of a majority of the Trustees and a majority of the members of the Board of Directors of this corporation: Article 3, Article 4, and this Section 8.2 (Amendments).

SECTION 8.3 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 8.4 Execution of instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the Chair, the Vice Chair, the President, or a Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 8.5 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 8.6 Compliance. The business and affairs of this corporation, including the business and affairs of the Trustees, shall at all times be administered and conducted in compliance with the Articles of Incorporation, these Bylaws, the Board Handbook, applicable provisions of the Minnesota Nonprofit Corporation Act, the Trust, final court orders issued in a proceeding to which the Trust is a party, and other applicable state and federal laws.

* * *

The undersigned, President of Northwest Area Foundation, hereby certifies that the foregoing Bylaws are the Bylaws of Northwest Area Foundation beginning on November 18, 2022, have not been amended or repealed since that date, and are the Bylaws as of the date set forth below.

Dated: November 18, 2022



Kevin F. Walker
President
Northwest Area Foundation