

July 26, 2016

Caroline Dotolo

+1 617 526 6723 (t)
+1 617 526 5000 (f)
caroline.dotolo@wilmerhale.com

By Federal Express

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Amy R. Segal

+1 617 526 5515 (t)
+1 617 526 5000 (f)
amy.segal@wilmerhale.com

Re: Application for Recognition of Climate Leadership Council, Inc.
Employer Identification No. 81-3115310

Dear Sir or Madam:

Enclosed for filing are the following documents:

- A. Form 1023 Checklist for the Application for Recognition of Exemption for Climate Leadership Council, Inc.;
- B. Form 2848, Power of Attorney and Declaration of Representative authorizing Amy R. Segal and the undersigned, both of Wilmer Cutler Pickering Hale and Dorr LLP, to represent Climate Leadership Council, Inc. with regard to this Application;
- C. Form 1023, Application for Recognition of Exemption, on behalf of Climate Leadership Council, Inc., including related Attachments;
- D. Certificate of Incorporation and Bylaws of Climate Leadership Council, Inc. (Attachments 1 and 2, respectively);
- E. Conflict of Interest Policy of Climate Leadership Council, Inc. (Attachment 7); and
- F. Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation.

Also enclosed, please find the User Fee in the form of a check payable to the United States Treasury in the amount of \$850.

Please acknowledge receipt of these documents by stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed, stamped envelope.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

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Thank you for your assistance with respect to this filing. If you have any questions, please contact Ms. Segal or myself.

Sincerely,

A handwritten signature in cursive script that reads "Caroline Dotolo".

Caroline Dotolo.

Enclosures

EDWARD A HALSTEAD (TED)
CATHRYN D HALSTEAD
621 NE 9TH AVE
BOYNTON BEACH FL. 33435-3209

266

15-120/540 DC
838

July 18, 2016
Date

Pay U.S. Treasury Department
to the order of Eight hundred fifty

\$ 850.00
Dollars



Bank of America

ACH R/T 054001204

Memo Climate Leadership Council
EIN 81-3115310

Ed Halstead

⑆054001204⑆ 001918626164110266

Form 1023 Checklist

(Revised December 2013)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) P. 1, Art. III, Par. 2
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law P. 4, Art. XI, Par. C
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date / /

▶ Information about Form 2848 and its instructions is at www.irs.gov/form2848.

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address Climate Leadership Council, Inc. c/o Martin Kaplan 179 E. 70th Street New York, New York 10021	Taxpayer identification number(s) <p style="text-align: center;">81-3115310</p> Daytime telephone number <p style="text-align: center;">(202) 607-3010</p> Plan number (if applicable)
--	--

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____
Amy Segal, Esq. Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street, Boston, Massachusetts 02109 Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	<p style="text-align: center;">None</p> <p style="text-align: center;">P01471321</p> <p style="text-align: center;">(617) 526-5515</p> <p style="text-align: center;">(617) 526-5000</p> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Caroline Dotolo Esq. Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street, Boston, Massachusetts 02109 Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p> <p style="text-align: center;">(617) 526-6723</p> <p style="text-align: center;">(617) 526-5000</p> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address _____ _____ _____ (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address _____ _____ _____ (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 Acts authorized (you are required to complete this line 3). With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Application for Recognition of Exemption under Section 501(c)(3)	1023	Not Applicable

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Use Not Recorded on CAF**

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

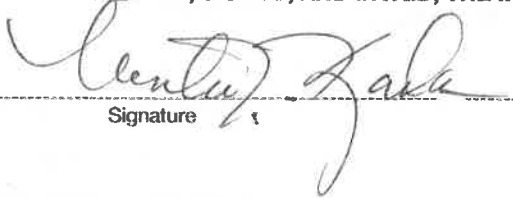
Authorize disclosure to third parties; Substitute or add representative(s); Sign a return; _____

Other acts authorized: _____

b Specific acts not authorized. My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.
▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

 7/20/16 Treasurer and Secretary
Signature Date Title (if applicable)

Martin Kaplan Climate Leadership Council, Inc.
Print Name Print name of taxpayer from line 1 if other than individual


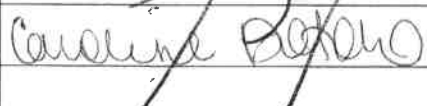
Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—licensed to practice as a certified public accountant is active in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k Student Attorney or CPA—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation-- Insert above letter (a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	MA, DC, NY	557621(MA), 429547(DC), 2408391(NY)		7/22/16
a	MA	684916(MA)		7/22/16.

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

(00)

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

▶ (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Climate Leadership Council, Inc.		c/o Martin Kaplan	
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
179 E. 70th Street		81-3115310	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
New York, New York 10021		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 617-526-5515	
a Name: Amy Segal		c Fax: (optional) 617-526-5000	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Amy Segal, Wilmer Cutler Pickering Hale and Dorr LLP, 60 State St., Boston, MA 02109			
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: www.clcouncil.org			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		06 / 23 / 2016	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No** See Attachment 1
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No** See Attachment 2

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article III, Paragraph 2**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 4, Article XI, Paragraph C**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Part IV Narrative Description of Your Activities

See Attachment 3

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some or this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation. **See Attachment 4**

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Ted Halstead	President, CEO & Director	c/o Martin Kaplan, 179 E. 70th St New York, New York 10021	None
Martin Kaplan	Treasurer, Secretary & Director	c/o Martin Kaplan, 179 E. 70th St New York, New York 10021	None

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
- b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
- c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. **See Attachment 5**

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use. **See Attachment 6**

- a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
- b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
- c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
See Attachment 7
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
See Attachment 8
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
See Attachment 8
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain. Yes No
- 2a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
See Attachment 9
- b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**
See Attachment 10
- | | |
|---|--|
| <input checked="" type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input checked="" type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. See Attachment 10
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**
-
- 5** Are you affiliated with a governmental unit? If "Yes," explain. **Yes** **No**
- 6a** Do you or will you engage in economic development? If "Yes," describe your program. **Yes** **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
-
- 7a** Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**
- b** Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
-
- 8** Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**
-
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
-
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**
See Attachment 11

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No **See Attachment 12**
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. Yes No **See Attachment 13**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. Yes No **See Attachment 14**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. Yes No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. Yes No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. Yes No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. Yes No **See Attachment 15**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. Yes No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|---|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.) **See Attachment 16**

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From <u>06/23/16</u> To <u>12/31/16</u>	(b) From <u>1/1/17</u> To <u>12/31/17</u>	(c) From <u>1/1/18</u> To <u>12/31/18</u>	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	\$20,000	\$500,000	\$1,000,000		\$1,520,000
	2 Membership fees received					
	3 Gross investment income	0	\$10,000	\$20,000		\$30,000
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8 Total of lines 1 through 7	\$20,000	\$510,000	\$1,020,000		\$1,550,000
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	10 Total of lines 8 and 9	\$20,000	\$510,000	\$1,020,000		\$1,550,000
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants					
	13 Total Revenue Add lines 10 through 12	\$20,000	\$510,000	\$1,020,000		\$1,550,000
Expenses	14 Fundraising expenses	\$1,000	\$20,000	\$50,000		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages		\$50,000	\$50,000		
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees	\$4,000	\$8,000	\$8,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	\$10,000	\$300,000	\$500,000		
	24 Total Expenses Add lines 14 through 23	\$15,000	\$378,000	\$608,000		

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: **12/2016**

Assets		Year End: 12/2016 (Whole dollars)
1	Cash	1 0
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach an itemized list)	4
5	Corporate stocks (attach an itemized list)	5
6	Loans receivable (attach an itemized list)	6
7	Other investments (attach an itemized list)	7
8	Depreciable and depletable assets (attach an itemized list)	8
9	Land	9
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc. payable	13
14	Mortgages and notes payable (attach an itemized list)	14
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16
Fund Balances or Net Assets		
17	Total fund balances or net assets	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18 0
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
 The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
(Signature of Officer, Director, Trustee, or other authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

For IRS Use Only

.....
IRS Director, Exempt Organizations

.....
(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

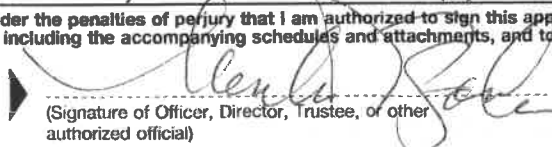
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here



Martin Kaplan

(Type or print name of signer)

7/20/16

(Date)

Treasurer, Secretary & Director

(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 1 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part II, Question 1

Certificate of Incorporation is attached.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CLIMATE LEADERSHIP COUNCIL, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2016, AT 4:18 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6077656 8100
SR# 20164663061

Authentication: 202564873
Date: 06-27-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION OF
CLIMATE LEADERSHIP COUNCIL, INC.

(A NON-STOCK CORPORATION)

I, the undersigned natural person of the age of twenty one (21) years or more, acting as incorporator of a non-stock corporation, adopt the following Certificate of Incorporation for such corporation pursuant to the Delaware General Corporation Law.

ARTICLE I

NAME

The name of the Corporation is Climate Leadership Council, Inc. (hereinafter the "Corporation").

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES

The Corporation shall be a non-profit corporation.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (hereinafter the "Code"), including promoting new solutions to climate change by convening global opinion leaders, conducting policy research, and educating the general public.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members.

ARTICLE V

STOCK

The Corporation shall have no capital stock.

ARTICLE VI

DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The manner of election or appointment of Directors shall be as provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than one (1) Director.

ARTICLE VII

BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws.

ARTICLE VIII

LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

C. no substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office;

D. pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times: (1) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941; (2) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942; (3) the Corporation shall not retain any excess business holdings as defined in Code Section 4943; (4) the Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and (5) the Corporation shall not make any taxable expenditures as defined in Code Section 4945.

ARTICLE IX

LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, except to the extent that such indemnification would result in an excise tax under Chapter 42 of the Code.

ARTICLE XI
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

- A. pay or make provision for the payment of all the Corporation's liabilities;
- B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and
- C. dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, religious or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office in the State of Delaware is to be located at: 901 N. Market St., Suite 705, in the City of Wilmington, County of New Castle,

Delaware 19801. The name of its registered agent at such address is Delaware Corporate Services Inc.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator is:

Name

Address

Ted Halstead

179 E. 70th Street, New York, New York 10021

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter I of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set my hand this 23rd day of June, 2016.

/s/ Ted Halstead

Ted Halstead, Incorporator

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 2 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part II, Question 5

Bylaws are attached.

BYLAWS OF
CLIMATE LEADERSHIP COUNCIL, INC.

(a Delaware Nonstock Corporation)

ARTICLE I.

Offices; Seal

1. Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors or by the officers pursuant to authority from the Board.

2. Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors shall prescribe.

ARTICLE II.

Directors

1. Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation by law, the Certificate of Incorporation, and these Bylaws.

2. Number. The number of directors constituting the entire Board shall be established from time to time by the Board of Directors, but in no event shall the number of directors be less than one (1), and no reduction in the number of directors shall have the effect of shortening the term of any director in office at the time such amendment becomes effective.

3. Qualifications. Directors need not be residents of the State of Delaware. A director may succeed himself or herself in office.

4. Election. Directors shall be elected at the regular annual meeting of the Board of Directors, or as soon thereafter as practicable, by a majority vote of directors then in office.

5. Tenure. A director shall serve from the date of his or her election until the close of the next regular annual meeting of the Board of Directors, or until his or her successor is elected and qualified. A director may serve for any number of terms, consecutive or otherwise. The term of office of any individual director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.

6. Resignation. Any director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

7. Removal. Any director may be removed from office, with or without cause, at a meeting of the Board of Directors called for the purpose of removing such director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such director. Such director may be removed from the Board by the majority vote of the other directors then in office.

8. Vacancies. Any vacancy in the Board of Directors existing between annual meetings of the Board, including a vacancy created by an increase in the number of directors, shall be filled by majority vote of the directors then in office. A director so elected shall serve until the close of the next regular annual meeting of the Board of Directors or until his or her successor is elected and qualified.

9. Chairperson. The Board of Directors shall appoint from among its members a Chairperson, who shall preside at meetings of the Board of Directors and shall have such powers and perform such duties as shall be defined by the Board of Directors.

10. Compensation and Reimbursement. The compensation, if any, of members of the Board of Directors shall be fixed from time to time by the Board of Directors. Members of the Advisory Committees of the Board of Directors, as specified in Article IV below, shall receive no compensation for their services, but, by resolution of the Board of Directors, members of the Board of Directors and Advisory Committees thereof may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

ARTICLE III.

Meetings of Directors

1. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special at any place either within or without the State of Delaware.

2. Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given to each director at least ten (10) days prior to the date of the meeting unless the Board, by resolution, otherwise provides.

3. Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors. Notice of such a meeting shall be given to each director at least ten (10) days prior to the date of the meeting unless the Board, by resolution, otherwise provides.

4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any one (1) director. Notice of such a meeting shall be given to each director at least ten (10) days prior to the date of the meeting.

5. Quorum; Vote. At all meetings of the Board of Directors, the presence of one-third (1/3) of the number of directors fixed in these Bylaws shall constitute a quorum for the transaction of business except when the Board of Directors consists of one (1) director in which case one (1) director shall constitute a quorum. The affirmative vote of a majority of the votes cast by the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the affirmative vote of a greater number of directors is specifically required by law, the Certificate of Incorporation, or these Bylaws. If a quorum is found to exist at a meeting, it shall be deemed to exist until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

6. Adjournment. Whether or not a quorum is present, a majority of directors present at a meeting of the Board of Directors may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

7. Action By Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all of the members of the Board of Directors or of such committee, as the case may be, consent to the action in writing or by electronic transmission. Such consents (which may be in one instrument or several instruments) shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last director signs the consents.

8. Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

ARTICLE IV.

Committees

1. Committees of the Board. The Board of Directors may, by resolution passed by a majority of all directors in office, establish such committees, including an Executive Committee, as it deems necessary or proper. Each committee must be composed of at least one (1) member of the Board of Directors. The Board of Directors may designate any director(s) as an alternate member(s) of any committee to replace any absent or disqualified member(s) at any meeting of such committee. The Board of Directors may make such provisions for appointment of the chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

However, the Board of Directors shall not delegate to any committee the power or authority to (1) amend, adopt, or repeal the Certificate of Incorporation or the Bylaws; (2) adopt or approve a plan of merger or consolidation; (3) authorize the voluntary dissolution of the Corporation; (4) elect, appoint, or remove any director or officer; or (5) amend or repeal any resolution of the Board of Directors which by its terms is not amendable or repealable. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Directors.

2. Advisory Committees. Other committees not having and exercising the authority of the Board of Directors may be constituted and members thereof appointed by a resolution adopted by a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

3. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of these Bylaws.

ARTICLE V.

Notice

1. Form; Delivery. Whenever, under the provisions of law, the Certificate of Incorporation, or the Bylaws, notice is required or permitted to be given to any director or other person, such notice may be given in writing, by mail, addressed to such person at his or her post office address as it appears on the current records of the Corporation. Such notice shall be deemed to be given at the time it is deposited, with postage prepaid thereon, in the United States mail. Notice may also be communicated orally in person or by telephone; or given by telegraph, teletype, other form of wire or wireless communication, electronic communication, or private carrier, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws.

2. Waiver. Whenever any notice is required or permitted to be given under the provisions of law, the Certificate of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, shall be conclusively deemed to have waived notice of such meeting, unless he or she objects at the beginning of the meeting or promptly upon his or her arrival to the lack of such notice and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI.

Officers

1. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine are necessary or desirable. Any two or more offices may be held by the same person.
2. Election. The officers shall be elected by the Board of Directors.
3. Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected and qualified or until his or her death, incapacity, resignation, or removal from office with or without cause by the Board of Directors.
4. Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
5. Compensation. The compensation of officers shall be fixed from time to time by the Board of Directors.
6. Powers and Duties. Except as otherwise provided by the Board of Directors, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors or (in the case of officers other than the President) by the President, and that are not inconsistent with law, the Certificate of Incorporation, or these Bylaws.

ARTICLE VII.

Fiscal Administration: Books and Records

1. Documents. All disbursements of monies or incurrence of debts on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.
2. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Directors.
3. Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors, Committees, and members, (b) the original or a copy of the Certificate of Incorporation and Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE VIII.

Insurance and Indemnification

1. Insurance. The Corporation may, to the fullest extent required or permitted by applicable law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

2. Right to Indemnification. The Corporation shall, to the fullest extent required or permitted by applicable law, indemnify any person who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against the obligation to pay expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such proceeding if:

(a) he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation;

(b) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

(c) indemnification is authorized pursuant to the terms of these Bylaws.

In the case of a proceeding brought by or in the right of the Corporation, indemnification shall be limited to reasonable expenses (including attorneys' fees) incurred in connection with the proceeding; except that the Corporation shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Corporation, unless, and only to the extent that, the Court of Chancery or the court in which such proceeding is brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

3. Authorization of Indemnification. The Corporation shall not indemnify any individual unless and until a determination has been made that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in section 2 of this Article, and indemnification is authorized for the specific proceeding for which indemnification is sought. The determination that indemnification is permissible shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that an individual did not meet the standard of conduct set forth in section 2 of this Article. Authorization that indemnification should be made for the specific proceeding for which it is sought shall also be made in the manner prescribed by subsections (a) and (b) of this section, except that, if the determination that indemnification is permissible is made by special legal counsel under subsection (b), the authorization and evaluation of the reasonableness of expenses shall be made by those persons entitled under subsection (b) to select the counsel.

4. Advancement of Expenses. The Corporation shall pay for or reimburse the expenses (including attorneys' fees) incurred by a director, officer, employee, or agent in defending any proceeding in advance of final disposition of such proceeding if he or she furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance to the extent it is ultimately determined that he or she is not entitled to be indemnified by the Corporation under this Article.

5. Mandatory Indemnification. The Corporation shall indemnify any director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in defense of a proceeding referred to in section 2 of this Article, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

6. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which a director, officer, employee, or agent may be entitled under law, the Certificate of Incorporation, these Bylaws, a resolution of directors, or an agreement providing for such indemnification or advancement.

7. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.

ARTICLE IX.

Accounting Period

The annual accounting period of the Corporation shall be the calendar year.

ARTICLE X.

Amendments

1. Bylaws. These Bylaws may be amended by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

2. Certificate of Incorporation. The Certificate of Incorporation may be amended by the directors if the Board of Directors adopts a resolution setting forth the proposed amendment and declaring its advisability, and at a subsequent meeting of the Board, held, on notice stating the purpose thereof, not earlier than fifteen (15) and not later than sixty (60) days after adoption of the resolution, a majority of all directors in office votes in favor of such amendment.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 3 -- Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part IV, Narrative Description of Activities

Climate Leadership Council, Inc. (the "Organization") is dedicated to finding and promoting new solutions to climate change in order to improve the climate for future generations.

Despite mounting risks of climate change and growing international calls for action, leading nations have yet to settle on a winning or coherent strategy capable of reducing greenhouse gas emissions at the necessary scale or speed. Leading economists and policy experts agree that carbon taxes are the most effective means to lower emissions, but advocates have yet to find a successful policy and political formula to advance these.

The Organization believes that the best way to reduce the risks of climate change is through a gradually rising carbon tax whose proceeds are returned directly to the citizens of the taxing country on an equal basis through climate dividends. The Organization intends to establish a multi-faceted program to develop, position and promote this combination of carbon taxes and climate dividends by convening global opinion leaders, conducting policy research and educating the general public. The Organization intends to raise funds from private foundations, high net worth individuals, and other potential donors. It is the hope of the Organization to expand its program throughout the United States and abroad (including in China, Europe and India), and with respect to this expansion, the Organization will ensure it is compliant with all applicable rules and regulations.

The Organization intends to use its funds primarily to (i) build opinion leader consensus regarding climate dividends across the policy spectrum by involving a wide range of prominent business, civic, academic and environmental leaders, (ii) undertake extensive policy research on the economic, legal, environmental, distributional, sectorial and international aspects of climate change issues, (iii) actively engage and educate the public on climate change, with a particular emphasis on the combination of carbon taxes and climate dividends and (iv) advocate and conduct legislative outreach in the area of climate change (as permitted under Sections 501(c)(3) and 501(h) of the Internal Revenue Code of 1986, as amended (the "Code")). With respect to each of these activities, the Organization plans to, among other things, publish articles and other publications, attend and hold conferences, and give speeches. In the future, the Organization may also partner with other Section 501(c)(3) tax-exempt organizations that share the Organization goal of advancing carbon taxes and climate dividends.

As a newly incorporated entity, the Organization has not yet engaged in any fundraising activities. The Organization will comply with all applicable regulations and registration requirements before fundraising. The Organization's response to Part VIII, Question 4a (Attachment 10) provides additional detail about the Organization's proposed specific fundraising activities. The Organization expects to conduct its fundraising activities, as described in Attachment 10, in a manner that will allow it to meet the one-third public support test necessary to qualify as a publicly supported organization, or in the alternative, in a manner that will allow it to meet the facts and circumstances test necessary to qualify as a publicly supported organization.

The Organization's planned activities will further its charitable, scientific and educational purposes as such term is used in Section 501(c)(3) of the Code because the Organization is designed to promote new solutions to climate change. The term "charitable" as used in Section 501(c)(3) of the Code includes the "advancement of education or science" and "promotion of social welfare" by organizations designed for the advancement of education or science. Treas. Reg. § 1.501(c)(3)-1(d)(2). The Organization aims to advance education and science by promoting new solutions to climate change by convening global opinion leaders, conducting policy research and educating the general public. The term "scientific" as used in Section 501(c)(3) of the Code includes carrying on "scientific research in the public interest." Treas. Reg. § 1.501(c)(3)-1(d)(5). The Organization will support research regarding climate change, with a particular emphasis on carbon taxes and climate dividends. This scientific research will be carried out for the purpose of discovering a more effective way to reduce greenhouse gas emissions. *See* Treas. Reg. § 1.501(c)(3)-1(d)(5)(iii)(c). The term "educational" as used in Section 501(c)(3) of the Code includes instructing "the public on subjects useful to the individual and beneficial to the community." Treas. Reg. § 1.501(c)(3)-1(d)(3). The Organization's education of the public about the many benefits of carbon taxes and climate dividends as means to promote climate change falls squarely within the meaning of "education," as well as furthering other charitable purposes within the meaning of Section 501(c)(3) of the Code.

As of this date, the Organization has conducted activities attendant to its organization, including incorporating, appointing directors and certain officers, adopting Bylaws, and preparing this exemption application.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 4 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part V, Question 1a

The Organization does not currently anticipate compensating its directors and officers. Should the Organization obtain sufficient funding, the Organization would expect to compensate Mr. Halstead, in his capacity as President and CEO. While the exact amount will be dependent on funding, the Organization currently projects an annual salary of \$50,000. Although the Organization does not anticipate doing so for the first several years, if at all, the Organization might provide compensation to its directors and other officers in the future, if it obtains sufficient funding, in which case it will follow all applicable rules and regulations relating to reasonable compensation.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 5 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part V, Question 3a

Ted Halstead: President, CEO and Director

40 hours per week

Qualifications: Mr. Halstead is the founder of the Organization. Mr. Halstead has extensive experience in non-profit leadership and climate policy. Previously, he founded New America, a leading centrist think tank based in Washington, D.C., where he served as founding President and CEO from 1999 to 2007, and continues to serve on the Board of Directors.

As President, CEO and a Director, Mr. Halstead has the powers and duties stated in the Organization's Bylaws and all duties that are usually incident to those offices. Mr. Halstead's duties will include general supervision and control of the operations of the Organization. He will preside at all meetings of the Board of Directors, and at each annual meeting of the Board of Directors. For each year, Mr. Halstead will submit a report of the operations of the Organization and a statement of its affairs. He will report matters to the Organization which he believes should be brought to its notice.

Martin Kaplan: Treasurer, Secretary and Director

4 hours per week

Qualifications: Mr. Kaplan is an attorney licensed to practice in Massachusetts and New York who spent his career practicing at Wilmer Cutler Pickering Hale and Dorr LLP from 1964 until his retirement in 2009. Mr. Kaplan has extensive experience in the foundation and non-profit field, and has served on several public and private corporate boards as well as foundation and other non-profit organizations. From 1992 to 1996, Mr. Kaplan was the Chair of the Massachusetts Board of Education.

As Treasurer, Mr. Kaplan has the powers and duties stated in the Organization's Bylaws and all duties that are usually incident to such office. Mr. Kaplan's duties will include maintaining general supervision over the financial affairs of the Organization. He will prepare a yearly report on the financial status of the Organization to be delivered at the annual meeting of the Board of Directors. As Treasurer, Mr. Kaplan will also prepare or oversee all filings required by the State of Delaware, the Internal Revenue Service, and other federal and state agencies.

As Secretary, Mr. Kaplan has the powers and duties stated in the Organization's Bylaws and all duties that are usually incident to such office. Mr. Kaplan's duties will include preparing and maintaining the minutes and records of all meetings of the Board of Directors.

Climate Leadership Council, Inc.
EIN: 81-3115310

Please note that the Organization intends to expand its Board of Directors within the first eighteen months of operations.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 6 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part V, Question 4

The Organization does not currently anticipate compensating its directors and officers. If the Organization establishes compensation for its directors or officers in the future, it intends to use the recommended practices listed in Lines 4a through 4f to ensure that such compensation is reasonable and intends to follow all other applicable rules and regulations.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 7 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part V, Question 5a

Conflict of Interest Policy is attached.

Conflict of Interest Policy

of

Climate Leadership Council, Inc.

(as adopted by the Board of Directors on June 23, 2016)

Article I Purpose

The purpose of this conflict of interest policy of Climate Leadership Council, Inc., a Delaware Not-for-Profit corporation (the "Organization"), is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. **Interested Person**

Any director, principal officer, or member of a committee with powers delegated by the Board of Directors of the Organization (the "Board"), who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or committee thereof decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for the Organization's own benefit, and whether the transaction or arrangement is fair and reasonable to the Organization and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. **Violations of the Conflicts of Interest Policy**

- a. If the Board or committee has reasonable cause to believe an officer or director has failed to disclose actual or possible conflicts of interest, it shall inform the officer or director of the basis for such belief and afford the officer or director an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the officer or director's response and after making further investigation as warranted by the circumstances, the Board or committee determines the officer or director has failed to disclose an actual or possible conflict of interest, the Board or committee shall take appropriate disciplinary and corrective action.

**Article IV
Records of Proceedings**

The minutes of the Board and all committees with Board delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**Article V
Compensation**

1. A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI
Annual Statements**

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflict of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- b. whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 8 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VI, Question 1a

The Organization does not intend to provide goods, services or funds to individuals, except for services rendered by or to the Organization, such as consulting or research services.

Part VI, Question 1b

The Organization is newly created and does not yet have any program that provides goods, services or funds to organizations.

As explained in Attachment 3, the Organization intends to provide support and use funds to promote new solutions to climate change, with a particular emphasis on solutions involving carbon taxes and climate dividends. The Organization could also provide these funds to certain other 501(c)(3) tax-exempt organizations that share the Organization's goal of advancing carbon taxes and climate dividends.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 9 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 2a

The Organization may engage in activities to influence legislation. The Organization would do so in the field of climate change and environmental policy. It will do so only according to the rules and regulations of Section 501(h) of the Code. As requested, Form 5768 is attached to this exemption application.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 10 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 4a

As of this date, the Organization has not yet conducted any fundraising activities. As described in Attachment 3, the Organization intends to raise funds mainly from, but not limited to, individuals, corporations, and other corporate and private foundations. The Organization will use the funds for its charitable and educational program described elsewhere in this exemption application. The Organization intends to raise funds through personal solicitations to individuals, corporations, and other corporate and private foundations, and by other means as may be developed from time to time.

The Organization expects to conduct all of its fundraising activities in a manner that will allow it to meet the one-third public support test necessary to qualify as a publicly supported organization, or in the alternative, in a manner that will allow it to meet the 10 percent facts and circumstances test necessary to qualify as a publicly supported organization.

Part VIII, Question 4d

It is anticipated that fundraising will be conducted in Massachusetts, New York and Washington D.C. In the future, the Organization may conduct fundraising in other jurisdictions. In each jurisdiction, the Organization will only raise funds on its own behalf and not for any other organizations, and will ensure it is in compliance with all applicable rules and regulations.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 11 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 10

The Organization expects to produce, among other things, scholarly work and educational articles in the field of climate change, economic policy, social policy and environmental policy. It may also support other organizations or individuals in producing this type or other types of work. While the Organization may develop rights in certain work it produces, the Organization intends that all such work will be available in the public domain, without charge, to be used for scientific and educational purposes.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 12 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 11

The Organization does not expect to receive the types of contributions enumerated in Question 11. However, if the Organization does receive a contribution of the type enumerated in Question 11, the Organization will comply with all applicable rules and requirements.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 13 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 12

Initially, the Organization will operate only in the United States. The Organization would like to expand its program to other countries, including but not limited to China, Europe and India. Within each country, the Organization hopes to raise funds to promote new solutions to climate change, similar to its domestic (U.S.) program, and will thereby further the Organization's exempt purposes on a global scale.

If the Organization expands its program to other countries, the Organization will comply with all applicable regulations and requirements governing U.S. tax-exempt organizations conducting activities outside the United States. This would include due diligence investigation of potential partners or grantees as well as reporting and substantiation requirements to ensure funds are not diverted away from the Organization's intended purpose.

The Organization has not made any distributions to foreign organizations or identified any foreign organizations to distribute to; however, as explained in Attachment 15, if the Organization ever makes any distributions to foreign organizations, it will comply with all U.S. and foreign regulations and requirements governing such distributions and will take all reasonable steps to comply with guidelines issued by the U.S. Treasury Department and the U.S. State Department intended to combat terrorism, including, but not limited to, the Office of Foreign Assets Control ("OFAC") List of Specially Designated Nationals and Blocked Persons, and with all U.S. statutes, executive orders and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities or individuals. If the Organization commences an international program, it will acquire from OFAC all required licenses and registrations.

Although the Organization currently has no plans to make expenditures or grants outside of the United States, in the future, should the Organization make such foreign expenditures or grants, it will develop formal accountability procedures to ensure that funds are not diverted to support terrorism or other non-charitable activities. Such procedures could include regular written reports and accountings, documentation such as receipts and photographs, regular site visits by the Organization's representatives or agents and/or engaging accountants to audit grantees.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 14 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 13

As explained in Attachment 3, the Organization intends to establish a multi-faceted program to develop, position and promote the combination of carbon taxes and climate dividends as a means to reduce greenhouse gas emissions. To that end, the Organization may distribute funds to, among others, certain institutions and entities conducting educational, scientific and research activities. If it does so, these distributions will further the Organization's exempt purpose of promoting new solutions to climate change by convening global leaders, conducting policy research and educating the general public.

The Organization has not yet entered into any contracts with the organizations that it may distribute funds to or otherwise support, or developed a procedure to select such organizations or oversee any distributions it may make to such organizations. If the Organization distributes funds or provides other services to organizations, it will ensure that the resources are used to further its exempt purposes and will keep detailed records, and require that such organizations keep detailed records, with respect to said resources.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 15 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part VIII, Question 14

The Organization does not presently intend to make grants, loans, or other distributions to any foreign organizations. Once the Organization expands its program in other countries, the Organization might make distributions to certain institutions and entities conducting educational, scientific and research activities. No such plans are in effect, and the Organization has not yet determined which organizations, if any, it would support.

If the Organization ever makes any distributions to foreign organizations, it will comply with all U.S. and foreign regulations and requirements governing such distributions and ensure that all distributions will further its exempt purposes. The Organization will also take all reasonable steps to comply with guidelines issued by the U.S. Treasury Department and the U.S. State Department intended to combat terrorism, including, but not limited to, the OFAC List of Specially Designated Nationals and Blocked Persons, and with all U.S. statutes, executive orders and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities or individuals. As explained in Attachment 13, the Organization will comply with all applicable regulations and requirements governing grants to foreign organizations and conducting activities outside the United States.

Climate Leadership Council, Inc.
EIN: 81-3115310

Attachment 16 – Form 1023

Climate Leadership Council, Inc.
c/o Martin Kaplan
179 E. 70th Street
New York, New York 10021

EIN: 81-3115310

Part IX, Financial Data

Line 23: Any expense not otherwise classified, such as program services

Expenses	Amount paid		
	2016	2017	2018
Various. These amounts represent estimates of various program expenses that the Organization would incur in carrying out its charitable purpose, including, but not limited to, educational materials, research and research presentations, website development and travel.	\$10,000	\$300,000	\$500,000

**Election/Revocation of Election by an Eligible
 Section 501(c)(3) Organization To Make
 Expenditures To Influence Legislation**
 (Under Section 501(h) of the Internal Revenue Code)

► Information about Form 5768 and its instructions is at www.irs.gov/form5768.

For IRS
 Use Only ►

Name of organization Climate Leadership Council, Inc.	Employer identification number 81-3115310
Number and street (or P.O. box no., if mail is not delivered to street address) c/o Martin Kaplan, 179 E. 70th Street	Room/suite
City, town or post office, and state New York, New York	ZIP + 4 10021

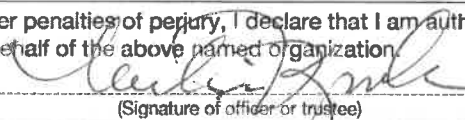
1 Election— As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending December 31, 2016 and all subsequent tax years until revoked.
 (Month, day, and year)

Note: This election must be signed and postmarked within the first taxable year to which it applies.

2 Revocation— As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending _____ and all subsequent tax years (until a new election is made).
 (Month, day, and year)

Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.

Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ► election revocation on behalf of the above named organization.

 **Martin Kaplan, Treasurer and Secretary** 2/20/16
 (Signature of officer or trustee) (Type or print name and title) (Date)

General Instructions

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible section 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Part II-A of Schedule C (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item 1 or 2, as applicable, and sign and date the form in the spaces provided.

Eligible organizations. A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(ii) (relating to educational institutions),
2. Section 170(b)(1)(A)(iii) (relating to hospitals and medical research organizations),
3. Section 170(b)(1)(A)(iv) (relating to organizations supporting government schools),
4. Section 170(b)(1)(A)(vi) (relating to organizations publicly supported by charitable contributions),
5. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.), or
6. Section 509(a)(3) (relating to organizations supporting certain types of public charities other than those section 509(a)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

Disqualified organizations. The following types of organizations are not permitted to make the election:

- a. Section 170(b)(1)(A)(i) organizations (relating to churches),

- b. An integrated auxiliary of a church or of a convention or association of churches, or
- c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

Affiliated organizations. Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires it to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

Note. A private foundation (including a private operating foundation) is not an eligible organization.

Where to file. Mail Form 5768 to:
 Department of the Treasury
 Internal Revenue Service Center
 Ogden, UT 84201-0027

July 26, 2016

Caroline Dotolo

+1 617 526 6723 (t)
+1 617 526 5000 (f)
caroline.dotolo@wilmerhale.com

By Federal Express

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

COPY

Amy R. Segal

+1 617 526 5515 (t)
+1 617 526 5000 (f)
amy.segal@wilmerhale.com

Re: Application for Recognition of Climate Leadership Council, Inc.
Employer Identification No. 81-3115310

Dear Sir or Madam:

Enclosed for filing are the following documents:

- A. Form 1023 Checklist for the Application for Recognition of Exemption for Climate Leadership Council, Inc.;
- B. Form 2848, Power of Attorney and Declaration of Representative authorizing Amy R. Segal and the undersigned, both of Wilmer Cutler Pickering Hale and Dorr LLP, to represent Climate Leadership Council, Inc. with regard to this Application;
- C. Form 1023, Application for Recognition of Exemption, on behalf of Climate Leadership Council, Inc., including related Attachments;
- D. Certificate of Incorporation and Bylaws of Climate Leadership Council, Inc. (Attachments 1 and 2, respectively);
- E. Conflict of Interest Policy of Climate Leadership Council, Inc. (Attachment 7); and
- F. Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation.

Also enclosed, please find the User Fee in the form of a check payable to the United States Treasury in the amount of \$850.

Please acknowledge receipt of these documents by stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed, stamped envelope.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

July 26, 2016
Page 2

Thank you for your assistance with respect to this filing. If you have any questions, please contact Ms. Segal or myself.

Sincerely,

A handwritten signature in cursive script that reads "Caroline Dotolo". The signature is written in black ink and is positioned above the printed name.

Caroline Dotolo.

Enclosures



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60 State Street
Boston MA 02109-9987

Attn: Caroline Doto1o

