



HENRY FOUNDATION

2009 - 2013 ANNUAL REPORT

Focusing Resources to Change Lives

FOUNDING DONORS



Jim and Paula Henry of Midland, Texas, established The Henry Foundation on August 9, 2006, to serve as a vehicle for carrying out their philanthropic interests and charitable endeavors.

PERSONAL BACKGROUND

James Cruce Henry (Jim) was born in Andagoya, Colombia, on September 23, 1934. His father, a mining engineer, graduated from the University of Kentucky and worked in Colombia for the South American Gold and Platinum Company. His mother, born on Staten Island, New York, grew up in the Panama Canal Zone where her father was a pilot throughout the area. In 1939, at age 5, Jim's family moved back to the United States, living in Marion, Kentucky.

While Jim's father worked for the Navy during World War II, the family moved to Evansville, Indiana. When the war ended in 1945, they moved to Oklahoma City where his father started his own farming equipment business. Jim graduated from Classen High School in 1952. Working summers and part-time during the school year, he paid for his own education at the University of Oklahoma, earning both a Bachelor's and Master's Degree in Petroleum Engineering by 1958. While at OU, Jim was president of Pi Epsilon Tau, a national honorary Petroleum Engineering Society. He was elected to the Student Senate and was listed as one of 16 "Campus Personalities."

Jim briefly began his career with Humble Oil & Refining Company in McCamey, Texas, in 1958 before serving as a Lieutenant in the Air Force for the remainder of 1958 and 1959. Upon rejoining Humble, he worked in Monahans, Houston, Midland, and Andrews, Texas. Jim changed employment to Skelly Oil Company in 1964 and transferred to Tulsa, Oklahoma. Returning to Midland in 1969, he began working as Chief Engineer for Solar Oil Company. When Solar closed down, Jim formed H & L Consultants with Bob Landenberger, Chief Geologist, on November 1 of that year. In 1971, they renamed their company Henry & Landenberger, Inc. Jim bought out Mr. Landenberger in 1977 and founded Henry Petroleum LP, turning over company operations to Dennis Johnson in 1986. Jim did this so he would have more time for community involvement in charitable activities while remaining as CEO. When the company was sold to Concho Resources in 2008, Dennis formed Summit Petroleum and Jim started Henry Resources LLC, where he continues as Chairman. The company was sold again in 2010 to Linn Energy of Houston, Texas, retaining its name as Henry Resources LLC.

Paula Annette Hargrove Henry was born on July 26, 1943 in Brownfield, Texas, and raised in Carlsbad, New Mexico. The oldest of seven children, she moved to Midland immediately after graduating from high school in 1961. She was employed with Phillips Petroleum before marrying Jim on January 11, 1964 in Midland, Texas. The couple moved to Tulsa, Oklahoma, for the first years of their marriage and after returning to Midland, raised their three children: daughters, Jamie and Beverly, and son, David in the community. They have eleven grandchildren: 6 girls and 5 boys.

Paula earned an Associate's Degree from Midland College, graduating Summa Cum Laude. She earned her Bachelor's Degree in History from the University of Texas of the Permian Basin, and a Master's Degree in History from Texas Tech University, also graduating Summa Cum Laude both times. She taught history courses at Midland College for nine years, one year at UTPB and one year at Texas Tech. Paula served on the Laura Bush Women's Initiative for the George W. Bush Presidential Library and was elected to serve on the Board of Governors for the Midland Hospital Foundation in 2012. Through the years, Paula has actively supported other nonprofit groups and civic organizations in the community.

THE HENRY FOUNDATION

FOUNDERS: James C. and Paula A. Henry

BOARD OF DIRECTORS:

James C. Henry

Paula A. Henry

Terry R. Creech

OFFICERS:

James C. Henry, President/Chairman

Paula A. Henry, Vice President

Ronnie D. Scott, Vice President

Terry R. Creech, Secretary/Treasurer

STAFF:

Lael J. Cordes-Pitts, Executive Director

Dinah Doggett, Administrative Assistant

CERTIFIED PUBLIC ACCOUNTANT:

Janet L. Bender, CPA



THE HENRY FOUNDATION

VISION: Improving the quality of life for citizens of Midland, Texas through giving which will have a lasting effect.

PURPOSE: “To support charitable, benevolent, religious, eleemosynary (defined as generous assistance to the poor), literary, patriotic, civic and scientific and educational purposes and support other qualified organizations or entities engaged in such purposes.” (*Articles of Incorporation, August 9, 2006*)

CORE VALUES:

- Share Christian charity with excellence, i.e., to “live it,” focusing on problem solving and self-help for others.
- Teach family giving for the second generation and beyond.
- Encourage Company giving of time and financial resources through employee involvement and investment back into the community.
- Improve community life, i.e., to be visionary and inspire quality, to think “outside the box,” and promote opportunities for all people in communities (primarily Midland) where the Henrys have been connected during their lifetimes.

OBJECTIVES:

- 1) To make Midland a better place by supporting quality of life for all community residents,
- 2) To identify key projects to address community focus and direction,
- 3) To collaborate (partner and invest) with other non-profit organizations in order to address issues within the community which impede quality of life for all community residents, and
- 4) To invite other foundations and community groups to join in thoughtful giving which addresses root causes and “builds fences” rather than “band-aids” issues for the community.

FOUNDATION GIVING (SINCE INCEPTION)

2009 Grants:

Casa de Amigos of Midland, Inc..... \$5,000

Mission: *To improve the quality of life throughout the community by helping people help themselves.*

Grant Purpose: Operating Support

2010 Grants:

Buckner International \$5,000

Mission: *A multi-service agency dedicated to the restoration and healing of individuals and the family.*

Grant Purpose: Operating Support

Butman Methodist Camp & Retreat Center...\$250

Mission: *To provide a special place where the present and future Body of Christ can experience the glory of God and be equipped to enjoy Him forever.*

Grant Purpose: Operating Support

Church on Wheels, Inc. \$500

Mission: *To carry the Gospel of the Lord to whomever is in need through feeding the hungry and other missions with consideration of the Lord's direction as given us in His Word.*

Grant Purpose: Operating Support

Community & Senior Services of Midland, Inc. \$500

Mission: *To improve the quality of life of Midlanders by providing an array of services to help them maintain health, dignity, and independence as they grow older.*

Grant Purpose: Operating Support

Girl Scouts of the Desert Southwest..... \$1,000

Mission: *To inspire girls with the highest ideals of character, conduct, patriotism and service that they may become happy and resourceful citizens.*

Grant Purpose: Operating Support

Hospice of Midland, Inc..... \$500

Mission: *To provide physical, emotional and spiritual support to terminally ill patients, family, friends and other involved persons, during and after the terminal illness; and to educate members of the Midland community on all issues relating to death, dying, loss, grief and bereavement.*

Grant Purpose: Operating Support

Kaleidoscope Ministries \$5,000

Mission: *To mentor at-risk children living in generational poverty, introduce them to the Gospel, and encourage them to be all God created them to be while meeting their educational and physical needs.*

Grant Purpose: Operating Support

MD Anderson Cancer Center \$1,000

Mission: *To eliminate cancer in Texas, the nation, and the world through outstanding programs that integrate patient care, research and prevention, and through education for undergraduate and graduate students, trainees, professionals, employees and the public.*

Grant Purpose: Operating Support

Midland Community Theatre, Inc..... \$4,700

Mission: *To bring quality theatre arts and educational opportunities to Midland and the Permian Basin for the benefit of the audience and volunteers.*

Grant Purpose: Operating Support

Midland Need to Read, Inc \$500

Mission: *To improve literacy and enhance the productivity of Midland County adults.*

Grant Purpose: Operating Support

Midland Tennis Center, Inc \$405,000

Mission: *To give everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.*

Grant Purpose: Land Donation (In-Kind)

Mission Messiah \$1,000

Mission: *Faith-based residency program for women and their children. Through the application of solid Bible teaching, Scripture memorization, and constant attention by staff and volunteers, lives are changed and made new.*

Grant Purpose: Operating Support

Rock the Desert 2002, Inc. \$1,000

Mission: *To organize an annual outdoor Christian music rock concert for the purpose of reaching teenagers with the life-changing love and truth of Jesus Christ.*

Grant Purpose: Operating Support

Safe Place of the Permian Basin..... \$1,000

Mission: *To break the cycle of family violence by empowering individuals to make safe and healthy choices through awareness, counseling, advocacy and shelter, while promoting hope, healing and dignity.*

Grant Purpose: Operating Support

Samaritan Counseling Center of West Texas, Inc. \$1,000

Mission: *To provide faith-based, professional counseling services, promote healing and wholeness, and complement the ministry of our religious community.*

Grant Purpose: Operating Support

2010 Grants (continued):

Sibley Environmental Learning Center Foundation, Inc.\$250

Mission: To increase awareness of the natural and historical environment of the southern Llano Estacado through a broad range of interpretive programs and personal experience.

Grant Purpose: Operating Support

Teen Challenge of the Permian Basin, Inc. .. \$5,000

Mission: Evangelize people who have life-controlling problems and initiate the discipleship process to the point where the student can function as a Christian in society applying spiritually motivated biblical principles to relationships in the family, local church, chosen vocation, and the community. Teen Challenge endeavors to help people become mentally sound, emotionally balanced, socially adjusted, physically well, and spiritually alive.

Grant Purpose: Operating Support

YMCA of the Rockies \$5,000

Mission: To put Christian principles into practice through programs, staff and facilities in an environment that builds healthy spirit, mind and body for all.

Grant Purpose: Annual Campaign

YMCA of the Rockies\$15,000

Mission: To put Christian principles into practice through programs, staff and facilities in an environment that builds healthy spirit, mind and body for all.

Grant Purpose: Hyde Chapel AV Equipment

2011 Grants:

Midland Fair Havens, Inc\$30,000

Mission: To equip single mothers and their children for self-sufficient living by addressing their educational, vocational, spiritual, and emotional needs in residential and non-residential settings.

Grant Purpose: Operating Support

Midland Humane Coalition, Inc.\$20,000

Mission: To partner with the citizens of Midland to end euthanasia of adoptable animals in Midland and in the Permian Basin.

Grant Purpose: Operating Support

2012 Grants:

United Way of Midland..... \$4,800

Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of these organizations.

Grant Purpose: Campaign Support

2013 Grants:

Agape Christian Services..... \$7,500

Mission: To empower individuals, families, churches and communities by promoting wellness through Christian counseling, education, consultation and mediation.

Grant Purpose: Operating Support

Aphasia Center of West Texas, Inc.\$25,000

Mission: To repair communication and hope for individuals and families coping with aphasia through adaptive communication techniques, education and public awareness.

Grant Purpose: Operating and Program Support

Boys and Girls Club of Midland, Inc\$20,000

Mission: To enhance the quality of life for young people, as participating members of a richly diverse society, with a special concern for the disadvantaged youth, helping to develop the qualities they need to become responsible citizens and leaders.

Grant Purpose: Program Support (Summer & After School)

Buckner Foundation \$125,000

Mission: To transform the lives of vulnerable children and build strong families.

Grant Purpose: Family Place Capital Initiative

Buffalo Trail Council, BSA\$50,000

Mission: To prepare young people to make ethical and moral choices over their lifetimes by instilling in them the values of the Scout Oath and Scout Law.

Grant Purpose: Pool Repair at Camp near Fort Davis

Bynum School\$20,000

Mission: To provide educational services for children and young adults with various disabilities.

Grant Purpose: General Operating Support

Casa de Amigos of Midland, Texas, Inc.....\$40,000

Mission: To improve the quality of life throughout the community by helping people help themselves.

Grant Purpose: Operating Support

Centers for Children and Families, Inc\$15,000

Mission: To improve quality of life and strengthen the communities we serve through counseling, educational and supportive services.

Grant Purpose: Counseling Programs

Communities in Schools of the Permian Basin.....\$15,000

Mission: To help young people of the Permian Basin stay in school, successfully learn and prepare for life by coordinating the connection of community resources in the school setting.

Grant Purpose: Operating Support

Community and Senior Services of Midland, Inc.\$25,000

Mission: To improve the quality of life of Midland County residents by providing an array of services to help them maintain health, independence and dignity as they grow older.

Grant Purpose: Support for the Meals on Wheels Program

Community Children's Ministry\$40,000

Mission: To provide compassionate, affordable health care to the children of Midland County families experiencing income challenges.

Grant Purpose: General Operating Support (Rx/Staff)

2013 Grants (continued):

Family Promise of Midland, Texas, Inc.\$15,000

Mission: To end homelessness one family at a time.

Grant Purpose: Operating Support

Friends of Midland Soccer (Pledged) \$50,000

Mission: To provide a venue for the youth of Midland to enjoy the game of soccer that allows for consolidation of all games to one location.

Grant Purpose: Beal Park Soccer Complex

George W. Bush Childhood Home, Inc.....\$15,000

Mission: To preserve, protect and restore for historical and interpretive purposes the home of two presidents.

Grant Purpose: Operating Support

Greater Ideal Family Life Center.....\$50,000

Mission: To socially develop the southeast neighborhood of Midland by providing physical, educational, and spiritual resources that will help resident improve their quality of life.

Grant Purpose: Playground Area (Chain Link Fence and Equipment)

High Sky Children's Ranch\$25,000

Mission: Dedicated to healing abused children and promoting family wholeness.

Grant Purpose: Kinship Care Program

Hispanic Cultural Center of Midland \$7,500

Mission: To preserve the Hispanic culture through the education of the arts for our youth.

Grant Purpose: Ballet Folklorico Program

MARC, Inc.....\$40,000

Mission: To identify and meet the community needs of persons with developmental disabilities including integration in all aspects of community life-socially and in the workplace and to provide housing, vocational training and rehabilitative services.

Grant Purpose: Operating Support

Manor Park, Inc.....\$47,350

Mission: To offer a full range of retirement living, social and recreational activities, and nursing care.

Grant Purpose: Handicap Accessible Van Purchase

Midland Children's Rehabilitation Center.....\$50,000

Mission: To care and treat children diagnosed as having neurological or orthopedically handicapping conditions through physical therapy, occupational therapy, speech therapy, aquatic therapy, and hippotherapy.

Grant Purpose: Operating Support

Midland ISD Educational Foundation .. \$500,000*

Mission: To generate and distribute resources to students and Midland Independent School District employees to enrich, maintain and expand opportunities for pursuing excellence in education.

Grant Purpose: Rent/Utilities Assistance for Support Services Staff

Midland Memorial Foundation\$50,000

Mission: To help promote and maintain excellence in the delivery of health care in Midland.

Grant Purpose: Scholarships for Medical Training

Midland Need to Read, Inc\$10,000

Mission: To improve literacy and enhance the productivity of Midland County adults.

Grant Purpose: Operating Support

Midland Odessa Symphony and Chorale, Inc.\$15,000

Mission: To enhance the quality of life in the Permian Basin by providing outstanding symphonic, choral & chamber music performances and music education programs.

Grant Purpose: Youth Outreach Performances

Midland Shared Spaces\$500,000+

Mission: To provide affordable workspace and back office services and to foster collaborations that better serve the nonprofits and people of Midland County.

Grant Purpose: Building Purchase/Renovation

Midland Tennis Center, Inc\$50,000

Mission: To give everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.

Grant Purpose: General Operating Funds/Programs

Mission Health Care, Inc\$35,000

Mission: To prevent premature or unnecessarily prolonged placement in residential institutions for eligible clients whose primary residence is in Midland, Ector and Martin counties of West Texas.

Grant Purpose: Program Support

Nonprofit Management Center of the Permian Basin\$50,000

Mission: To provide consulting, training and information to support the effectiveness of nonprofit organizations; offers leadership development, strategic planning, fundraising, volunteer recruitment and retention, public relations & other capacity building challenges for area nonprofit organization.

Grant Purpose: Program Support (Generations Training, National Executive Leadership Certification and Consultant Services)

Palmer Drug Abuse Program Midland, Texas, Inc.\$50,664

Mission: To offer counseling, rehabilitation, intervention, and prevention services to adolescent substance abusers and their families.

Grant Purpose: Program Support (Add Staff)

Permian Basin Public Telecommunications, Inc\$25,000

Mission: To use telecommunication and broadcast media to advance education, culture and community throughout the Permian Basin by providing free thought-provoking, non-commercial programming and education services.

Grant Purpose: Production/Broadcast of Western Perspectives Documentary (Episode 3)

2013 Grants (continued):

Recording Library of West Texas\$10,000

Mission: To provide audio recordings to enrich the lives of people who cannot access the printed word.

Grant Purpose: Program Support

Safe Place of the Permian Basin.....\$50,000

Mission: To break the cycle of family violence by empowering individuals to make safe and healthy choices through awareness, advocacy, counseling and shelter while promoting hope, healing and dignity.

Grant Purpose: Operating Support

Sharing Hands A Respite Experience Inc., (SHARE)\$25,000

Mission: To partner with all members of families where there are children with special needs, supporting their efforts to establish and maintain strong and successful families.

Grant Purpose: Respite Care for Parents with Special Needs Children

Teen Challenge of the Permian Basin, Inc...\$30,000

Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.

Grant Purpose: Operating Support

Teen Challenge of the Permian Basin, Inc...\$60,000

Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.

Grant Purpose: Women's Center Education Room

Teen F.L.O.W.\$25,000

Mission: To reach youth with the message of Jesus Christ and to equip them for a godly, productive life.

Grant Purpose: Program Support

Texas Public Policy Foundation\$50,000

Mission: Nonprofit, non-partisan research institute to promote and defend liberty, personal responsibility and free enterprise in Texas by educating and affecting policymakers with sound research and outreach.

Grant Purpose: Project Freedom 2013: Keeping Texas Competitive

UMC Foundation\$25,000

Mission: To cultivate support for the UMC Health System.

Grant Purpose: Education for Health Care Professionals

United Way of Midland..... \$7,200

Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of those organizations.

Grant Purpose: Campaign Support

University of Oklahoma-Mewbourne College of Earth and Energy \$150,000

Mission: To provide an academic environment in earth and science and engineering, energy education and research as part of the full breadth of the OU educational experience and investigate Oklahoma land, water, mineral and energy resources.

Grant Purpose: Undergraduate Scholarships, Lab Upkeep and Graduate Assistant Stipends

Unlock Ministries Inc.....\$20,000

Mission: To provide Christian ministry to at-risk children in order to develop leaders who will positively impact the community for Christ's Kingdom through a meaningful summer camp experience and discipleship through mentoring and positive peer leadership training.

Grant Purpose: Operating Support

West Texas Food Bank..... \$500,000

Mission: To alleviate hunger by providing a collection system that solicits and gathers useful products and redistributes these products to member agencies who have feeding programs for the ill, aged and the needy of the Permian Basin.

Grant Purpose: Construction of a new Distribution Center in Midland

***Additional \$500,000 funding pledged for payment in 2014.**

+ Additional \$610,500 funding pledged for payment in 2014.



Playground equipment and chain link fence at Greater Ideal Family Life Center funded by The Henry Foundation in 2013.

Grant Making at a Glance

GRANTS	2009	2010	2011	2012	2013	TOTAL
Total Number	1	19	2	1	42	65
Total Amount	\$5,000	\$453,200+	\$50,000	\$4,800	\$2,920,214*	\$3,433,214*
Average Amount	\$5,000	\$23,853	\$25,000	\$4,800	\$69,529	\$52,819
Smallest Gift	—	\$250	\$20,000	—	\$7,200	\$250
Largest Gift	—	\$5,000	\$30,000	—	\$500,000@	\$500,000@

+ Includes inkind land donation of \$405,000

* @ Additional pledge amounts of \$50,000, \$500,000 and \$610,500 will be paid in 2014, bringing total giving since inception to \$4,543,714.

Gift Analysis

SIZE

- 17 (26%) of all gifts were above \$50,000 and totaled \$3,851,164, or 85% of all giving

TOP CAPITAL GIFTS

- 2 at \$1,000, 000 each@
- 1 at \$500,000
- 1 at \$405,000 (inkind)
- 1 at \$125,000
- 1 at \$60,000

TOP PROGRAM GIFTS

- 1 at \$150,000
- 1 at \$50,664
- 6 at \$50,000

TYPE

- 12 Capital gifts totaled \$3,437,850 (76% of all giving), or \$286,488 average per gift
- 53 program gifts totaled \$1,105,864 (24% of all giving), or \$20,865 average per gift

GEOGRAPHY

- 58 gifts were contributed to Midland organizations, including 18 who also serve the broader Permian Basin area
- 7 gifts were given outside the Midland area totaling \$246,250

THE HENRY FOUNDATION

GUIDELINES:

Geographic: 80% Midland [plus 5% out of area and 5% each in communities where second generation family members reside.]

Giving Focus: Education (20%), Social Services (18%), Health (11%), Civic (11%), Arts (8%), Industry (9%), Youth (7%), Religious (7%), Environment/Animals (1%), Miscellaneous (1%), Public (5%), and National (2%)*

**Source: Master Spreadsheet of all Personal, Company and Major Gifts: 2008-2012.*

PROCEDURE:

- 1) A Pre-application Summary Form (SF-1 of the Standard Forms found under the Apply for Grants link at www.pbaf.org) is initially due on or before the 15th of any month.
- 2) Once reviewed and the organization's IRS 501(c)(3) status is verified, full proposals (as appropriate) are requested by a given deadline using the Standard Forms Checklist (SF-CK of the Apply for Grants link found on the Permian Basin Area Foundation website.)
- 3) Upon receipt of a full proposal, a Due Diligence Review, including reverification of IRS 501(c)(3) status is completed for consideration of funding by the Foundation Grants Committee.
- 4) Semi-annual Board of Director's meetings are scheduled in the Spring and Fall to review recommendations and approve funding.
NOTE: The Foundation's schedule remains flexible and each organization requesting funding bears sole responsibility for submitting a completed application in a timely manner. Incomplete applications will be delayed until the next Board of Director's meeting.
- 5) Grantees are notified of funding and asked to sign a Grant Agreement plus submit an evaluation/outcome report by a designated date.

**The Henry Foundation
3525 Andrews Highway
Midland, Texas 79703
432-522-2285 (o) / 432-522-2206 (f)
E-mail: lpitts@henrymidland.org or ddoggett@henrymidland.org**