





ANNA CHARLOTTE COOKE

(1853-1934)

photo by Matteo Sandona

CHARLES MONTAGUE COOKE

(1849-1909)

photo by Jim Carter

COOKE FOUNDATION, LIMITED MISSION STATEMENT

The Cooke Foundation supports worthy endeavors in the community that the family feels will make a significant difference in the betterment and welfare of the people of Hawaii.

HISTORY

On June 1, 1920, the forerunner of the Cooke Foundation, Limited, the Charles M. and Anna C. Cooke Trust, was created by Anna C. Cooke. The purpose of the Trust was:

"to assure in some measure the continuance of, and also to extend and expand, all worthy endeavors for the betterment and welfare of this community and other communities by gifts and donations to the United States of America, any State, Territory, or any political subdivision thereof, and to corporations now or here after organized and operated exclusively for religious, charitable, scientific, or educational purposes, or for the prevention of cruelty to children or animals..."

The funding for the Trust was 300 shares of Charles M. Cooke, Limited.

Anna Charlotte Cooke was born in Honolulu on September 5, 1853, the fifth child of William H. and Mary H. Rice, who were missionaries to the Islands. She grew up on Kauai, and in April of 1874 married Charles Montague Cooke. Charles M. Cooke was born in Honolulu on May 16, 1849, the fifth child of the missionaries Amos S. and Juliette M. Cooke. He died on August 17, 1909.

Charles M. Cooke, Ltd. was formed, at Charles' suggestion, by incorporating his and Anna's holdings. He had obtained his considerable assets over the years by first working for Castle and Cooke; by investing in sailing ships carrying sugar, molasses and rice; by becoming a partner in Lewers and Cooke, Ltd., a lumber

company; by acquiring large holdings in Lihue Plantation, Hawaiian Agricultural Company, and C. Brewer Company; and through other investments, such as Hawaiian Electric Company, Mutual Telephone Company and Ewa Plantation Company. After his retirement in 1894, he and P.C. Jones started Bank of Hawaii in 1897 and, later, Hawaiian Trust Company.

In 1898, as Charles was making his will, he wrote to Anna, in California at the time, suggesting that they merge their estates. He did not want his holdings to be made public when he died, as was customary in those times. Additionally, as stated in his will:

"...the object of forming said corporation (Charles M. Cooke, Ltd.) was to hold my wife's and my own estate intact for the benefit and enjoyment of our children..."

Anna agreed to this plan, so Charles M. Cooke, Ltd. was formed with one-fifth shares belonging to Anna, and four-fifths to Charles M. Cooke. Clarence H. Cooke, speaking of his father:

"...I have often marveled at the clear foresight of father in forming this corporation as a means of holding the family as a unit, each of his children continuing to hold equal interest in ownership. That never could have resulted if a distribution of his holdings had been made at the time of his passing, thus keeping the family together, and continuing the form of investments along the lines that he personally originated..."

Charles M. Cooke, Ltd. was dissolved at the end of 1942, and its assets distributed to its 58 stockholders. The first Trustees of the Charles M. and Anna C. Cooke Trust were Anna C. Cooke and her six children: C. Montague Cooke, Jr., Clarence H. Cooke, George P. Cooke, Richard A. Cooke, Alice C. Spalding, and Theodore A. Cooke. Meetings were held on Thanksgiving Day on Anna's lanai at her country home at Malaekahana.

In 1971, Theodore Cooke, who had served as president of the Trust since 1944 when he succeeded Clarence Cooke, resigned. Richard Cooke, Jr. was then elected president of the Trust that had now passed to the third generation of Cookes.

In June of 1971, Charles M. and Anna C. Cooke Trust, a private foundation, was incorporated in compliance with the Internal Revenue Code. Charles M. and Anna C. Cooke, Ltd. was formed. In 1972, the first annual report was published by the Trust. Four Trustee meetings per year were scheduled. Past meetings had been held once a year in December at Theodore Cooke's home. The assets of the Trust were transferred to Hawaiian Trust Company, Ltd. to act as financial agent, manage the endowment portfolio, and act as grants administrator. Prior to this, Clarence Cooke and then Theodore Cooke had managed the portfolio and been grants administrators. The number of Trustees was later increased from five to six so that each family would be represented.

In 1980, the name of Charles M. and Anna C. Cooke, Ltd. was changed to the Cooke Foundation, Limited,

"...recognizing the expanded interests of family members, and wishing to reflect this broadened perspective, we have become the Cooke Foundation, Limited as of July 1, 1980."

Samuel A. Cooke was made a Trustee in 1973, and when Richard Cooke moved to California in 1989, Samuel Cooke, a member of the fourth generation, was elected president. In 1988, the Hawai'i Community Foundation was made grants administrator.

At the 1987 April meeting, the Trustees adopted the policy that each Trustee appoint one or two alternates from their branch of the family to serve in their stead when they were unable to attend a meeting, or in the case of the Trustee's death, to be the successor to the Trustee, subject to the board's approval. The Alternate Trustees receive a copy of the minutes of meetings and attend the last board meeting of each year. In this way, the Trustees felt that more members of the family would become involved in the Cooke Foundation, Limited.

(Quotations are from Charles Montague Cooke 1849-1909 by Clarence H. Cooke, 1942; and Cooke Foundation, Limited, 1980 Annual Report.)

TRUSTEES AND SUCCESSORS OF CHARLES M. COOKE, LIMITED

Charles M. and Anna C. Cooke Trust and the Cooke Foundation, Limited

Original Trustees	Successor Trustees		
Anna C. Cooke 1920 — D. 1934			
C. Montague Cooke Jr.	Carolene C. Wrenn	Samuel A. Cooke	Catherine L. Cooke
1920 — D. 1948	T. 1948 — R. 1971	T. 1973 — R. 2012	T. 2012 —
			Gregory C. Wrenn T. 2014 —
Clarence H. Cooke	Richard A. Cooke Jr.	Lynne Johnson	
1920 — D. 1944	T. 1944 — R. 1998	T. 1998 — R. 2014	
George P. Cooke	Dora C. Derby	Anna Derby Blackwell	Caroline Bond Davis
1920 — D. 1960	T. 1971 — R. 1989	T. 1989 — R. 2008	T. 2008 —
Richard A. Cooke	Dorothea C. Paris	Betty P. Dunford	Lissa Dunford
1920 — D. 1941	T. 1941 — D. 1982	T. 1982 — R. 2004	T. 2004 —
Alice C. Spalding	Phillip E. Spalding	Charles C. Spalding	Charles C. Spalding Jr.
1920 — R. 1963	T. 1963 — R. 1971	T. 1971 — R. 1991	T. 1991 —
Theodore A. Cooke 1920 — R. 1971	Catherine C. Summers T. 1971 — R. 1993	Dale S. Bachman T. 1993 —	



SEATED (LEFT TO RIGHT)

Tyler Spalding, Alternate Trustee
Fred Cowell, Alternate Trustee
Charles C. Spalding Jr., Vice President, Treasurer & Trustee
Gregory C. Wrenn, Vice President & Trustee
Boyd Davis Bond, Alternate Trustee
Robert Cowell, Alternate Trustee
Rikki Cooke, Alternate Trustee

NOT PICTURED

Thane Pratt, Alternate Trustee

STANDING (LEFT TO RIGHT)

Nicole Spalding, Alternate Trustee
Dale S. Bachman, President & Trustee
Caroline Bond Davis, Vice President, Secretary & Trustee
Edith Cooke, Alternate Trustee
Catherine L. Cooke, Vice President & Trustee
Juliet Matsumura, Alternate Trustee
Lissa Dunford, Vice President & Trustee
Amber Strong Makaiau, Alternate Trustee
Alison Baclig, Alternate Trustee

YEAR IN REVIEW

2015

The Trustees of the Cooke Foundation are proud to support the efforts of Hawaii nonprofit organizations that provide meaningful programs and services and develop innovative ways to maximize their resources. Through grant awards to charitable organizations, the Cooke Foundation invests in and contributes to the well-being of communities throughout our state. We are pleased to highlight the work of four grantee organizations which exemplify the variety and impact of the projects funded by the Foundation this year.

These programs and services, as well as the others listed in this report, enrich the lives of many in our community. With deep appreciation, we salute the tireless work of the leadership, staff and volunteers of Hawaii's nonprofit organizations.

DALE S. BACHMAN

President and Trustee

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ALAKAINA FOUNDATION MOLOKAI DIGITAL BUS PROGRAM

The Alakaina Foundation conducts the Digital Bus program on Molokai to provide inspiration, support, and guidance to educators and students in the community. The program is in its sixth year of operation, and supports approximately 20 teachers and 400 students each year. "STEM On the Go" provides professional development workshops in environmental science, field research practice, research protocol, monitoring protocols, technology tools, and Native Hawaiian cultural concepts and history to advance teachers' understanding of the ahupuaa system and conservation issues, and to prepare them to use technology to implement year-long environmental monitoring projects with their students. Cooke Foundation funds are being used to purchase equipment — including handheld data collection devices, cameras, and digital microscopes — which needs replacing every few years because of the harsh field environments.



Kualapuu Public Charter Schools students test the salinity level of a water sample

Painting class at Hawaii Island Adult Day Care Center

HAWAII ISLAND COMMUNITY DEVELOPMENT CORPORATION HILO ADULT DAY CARE CENTER

Hawaii Island Adult Care (HIAC) is the largest single adult day center in the state and the only East Hawaii facility that addresses client needs by enabling older adults to remain at home, which is conducive to their living dignified and engaged lives. Without HIAC services, clients would have to enter costly overnight facilities with higher than needed levels of service. HIAC's current adult day care programs are located on the main floor of the old Hilo Memorial Hospital, which was built in 1924 and is in poor condition. In order to continue to provide services, HIAC is partnering with the Hawaii Island Community Development Corporation to construct a new 12,000 square foot Hilo Adult Day Center on the Mohouli Heights Senior Neighborhood site. Over 108 seniors enjoy HIAC's holistic approach, which promotes self-sufficiency through planned activities and provides much-needed support and respite for caregivers. The new center is scheduled to open in 2017 and will help meet the "aging in place" needs of Big Island residents for the next several decades.

HAWAII WILDLIFE CENTER MALAMA HAWAII'S WILDLIFE

The Hawaii Wildlife Center (HWC) is a native bird and bat hospital and conservation center in Kapaau on Hawaii Island. Since it began operations in 2012, the HWC's wildlife hospital has provided quality rehabilitative care to native birds and bats from throughout the Hawaiian island chain and has continued to grow its critical services including wildlife care, educational programs, research assistance, and wildlife emergency preparedness and response training. Support from the Cooke Foundation funded the care of sick and injured native bird and bat patients at the hospital and helped prepare patients for release back into the wild. The cases at HWC span all levels of complexity, ranging from short-term cases like a downed Uau (Hawaiian Petrel) to long-term cases like an orphaned lo (Hawaiian Hawk), or a Nene with multiple fractures. Many of the species treated at the HWC wildlife hospital are of high conservation concern and each successful release helps protect Hawaii's valuable native wildlife populations.



Injured Io (Hawaiian Hawk) being examined at HWC wildlife hospital



Historic Hawaii Foundation's educational series on preservation helps local groups save historic places like Kaumakapili Church

HISTORIC HAWAII FOUNDATION 2015 HISTORIC PRESERVATION WORKSHOPS

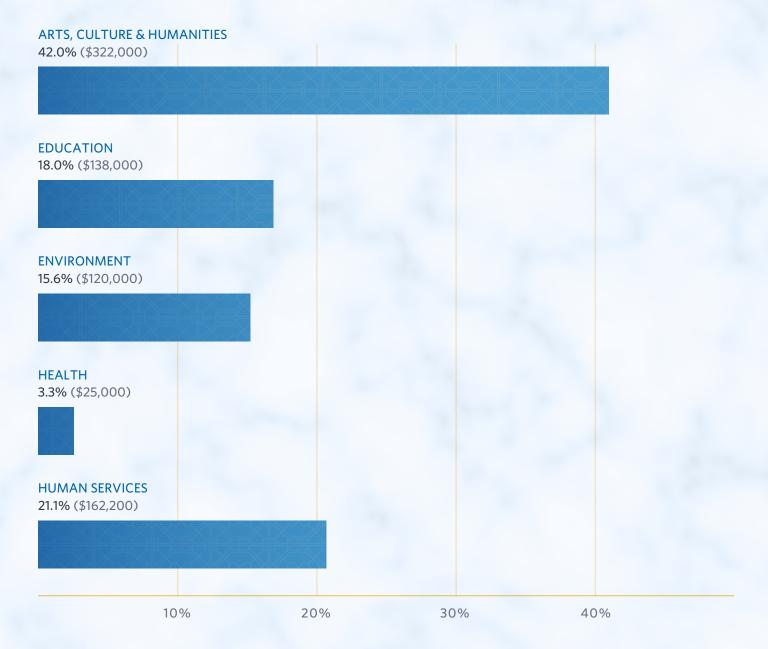
The Cooke Foundation provided support for a statewide series of historic preservation workshops to assist communities to identify, protect, and celebrate historic places that tell the stories of each island and place. Over 130 people attended one of the workshops on Kauai, Oahu, Maui, Lanai, or Hawaii Island (offered in both Kona and Hilo). The detailed information provided at these events will help both grassroots organizations and professionals working in planning, architecture, archaeology, development, engineering, finance, and government to understand how to identify and describe places of historic and cultural significance, and methods to protect and perpetuate these properties. Attendees were enthusiastic about learning techniques that will help them save places that matter in their communities.

COMPARATIVE SUMMARY OF GRANT AND CONTRIBUTION DISTRIBUTIONS

	201	15	2014	ŀ	2013		201	2	2011	
Arts, Culture & Humanities	322,000	42.0%	439,768	36.4%	389,500	36.4%	245,000	30.5%	290,540	29.7%
Education	138,000	18.0%	261,500	21.7%	188,000	17.6%	178,000	22.1%	196,712	20.1%
Environment	120,000	15.6%	183,500	15.3%	129,800	12.1%	110,000	13.7%	229,000	23.4%
Health	25,000	3.3%	50,000	4.2%	70,000	6.5%	80,000	10.0%	95,000	9.7%
Human Services	162,200	21.1%	266,166	22.2%	218,585	20.4%	130,034	16.2%	136,833	14.0%
Religion/Spiritual Development					10,000	0.9%	35,000	4.4%		
Youth Development					65,000	6.1%			30,000	3.1%
Other							25,000	3.1%		
Total	\$767,200	100%	\$1,200,934	100%	\$1,070,885	100%	\$978,085	100%	\$1,052,982	100%

*Years Ended June 30, 2015 — 2011

PERCENT OF TOTAL GRANTS FOR 2015



2015 GRANTS July 01, 2014 — June 30, 2015

ARTS, CULTURE & HUMANITIE	S
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CAPITAL

& HUMANITIES...

ARTSPACE PROJECTS, INC.	
Ola Ka Ilima Artspace Lofts	20,000
KAWAIAHAO CHURCH Cooke Family Memorial Plaque	20,000
PROGRAM	
HAWAII OPERA THEATRE Hawaii Opera Theatre's Production of The Flying Dutchman by Richard Wagner	20,000
HAWAII SYMPHONY ORCHESTRA Community Education & Outreach: Youth and Senior Program	25,000
HAWAII YOUTH OPERA CHORUS Music Outreach to Elementary Schools on Oahu	20,000
HAWAIIAN MISSION CHILDREN'S SOCIETY Preservation and Access: The Missionary Letters & Photographs	30,000
HISTORIC HAWAII FOUNDATION Preservation Resource Center Educational Seminars.	25,000
HONOLULU ACADEMY OF ARTS DBA HONOLULU MUSEUM OF ART Annual Grant	100,000
OAHU CHORAL SOCIETY Creation of Honolulu Chamber Choir	12,000
THE CENTER FOR INDEPENDENT DOCUMENTARY, INC. Nested Egg Productions, LLC: PBS Documentary FINDING KUKAN	10,000
TRUST FOR PUBLIC LAND Mohala Hou Foundation: Kuamoo Battlefield and Burial Grounds	20,000
UNIVERSITY OF HAWAII FOUNDATION Indonesian Shadow-Puppetry Performance	20,000
TOTAL FOR ARTS, CULTURE	¢222.000

\$322,000

EDUCATION

CAPITAL

ASSETS SCHOOL Asset School's AOP Campus Mary Mills Damon Hall Repairs	20,000
ST. ANDREW'S PRIORY SCHOOL Education Equity & Access – Strategic Initiative	25,000
ST. ANTHONY JUNIOR SENIOR HIGH SCHOOL SAS's 21st Century Learning Initiative: Communications & Media Lab (CAM Lab) component	7,000
ST. JOHN VIANNEY PARISH SCHOOL Art Classroom – Lab	20,000
UNIVERSITY OF HAWAII FOUNDATION Culinary Institute of the Pacific at Diamond Head	25,000
PROGRAM	
ALAKAINA FOUNDATION STEM On the Go – Digital Bus Program	3,000
ALTERNATIVE STRUCTURES INTERNATIONAL Homeless Youth Tutoring & Instruction	5,000
BOOK TRUST Empowering Hawaii's At-Risk Students through Literacy	5,000
CHAMBER MUSIC HAWAII The Pakaa Project: A Hawaiian-English Music Education Project Based on a Kauai Myth	5,000
KAUAI PLANNING AND ACTION ALLIANCE Hear Our Voices: Learning from Kauai Youth	6,000
LOKELANI INTERMEDIATE SCHOOL 2013 Cooke Beautification Award	5,000
MONTESSORI HALE O KEIKI INC. MHOK Orff Music Curriculum.	5,000
TOTAL FOR EDUCATION	\$138,000

ENVIRONMENT		HUMAN SERVICES	
CAPITAL		CAPITAL	
MOLOKAI LAND TRUST Molokai Land Trust Operations & Service Learning Center Capital Project PAEPAE O HEEIA Pani ka Puka		ALOHA HOUSE, INC. Support for Purchase of Commercial Refrigerator AMERICAN CANCER SOCIETY Hope Lodge Hawaii – Temporary Housing Facility for Cancer Patients Who Are Undergoing Treatment	
THE NORTH SHORE COMMUNITY LAND TRUST North Shore Community Land Trust Turtle Bay Conservation Easement Acquisition PROGRAM		HAWAII ISLAND COMMUNITY DEVELOPMENT CORPORATION Hilo Adult Day Center	25,000
AMERICAN BIRD CONSERVANCY Creating the First Protected Colony of Threatened Newell's Shearwaters BLUE PLANET FOUNDATION Efficiency: Crowdfunding Energy Efficiency	,	IHS, THE INSTITUTE FOR HUMAN SERVICES, INC. IHS's Rooftop Training & Education Center "Kulia I Ka Nuku" KAUAI HABITAT FOR HUMANITY	20,000
for Nonprofits	5,000	THE SALVATION ARMY — HAWAIIAN & PACIFIC ISLANDS DIVISION Women's Way Cottage Bathroom Renovation	
THE NATURE CONSERVANCY OF HAWAII Protecting Kauai's Native Forests		PROGRAM IAO UNITED CHURCH OF CHRIST Pacific Island Youth Empowerment Network	5,000
TOTAL FOR ENVIRONMENT	\$120,000	KAUAI FOOD BANK INC. Kupuna (Seniors) Program.	7,000
HEALTH CAPITAL		MARIMED FOUNDATION Substance Abuse Treatment Model: Moving Juvenile Justice Reform Forward	5,200
KAPIOLANI HEALTH FOUNDATION Phase 1 Renovation of Kapiolani Medical Center for Women & Children TOTAL FOR HEALTH		MENTAL HEALTH AMERICA OF HAWAII Improving Access for Suicide Prevention NORTH KOHALA COMMUNITY RESOURCE CENTER	
		KNKR North Kohala RadioTOTAL FOR HUMAN SERVICES	
		TOTAL GRANTS & CONTRIBUTIONS	\$767,200

GRANT APPLICATION GUIDELINES

MISSION

The Cooke Foundation supports worthy endeavors in the community that the family feels will make a significant difference in the betterment and welfare of the people of Hawaii.

ELIGIBILITY AND PRIORITIES

- The Foundation's priority interests are arts, culture and humanities; education; environment; and human services.
 The Foundation may make grants in other areas of interest at the discretion of the Trustees, but unsolicited proposals outside its priority interests will not be considered.
- Applicants must be classified under section 501(c)(3) of the Internal Revenue Code. The Foundation does not make grants to supporting organizations classified under section 509(a)(3) of the Internal Revenue Code.
- Applicants must be in existence for five years based on the Internal Revenue Service ruling date of federal income tax exemption and be in stable financial condition.
- The Foundation does not generally fund loans; operating support; endowments; funds for re-granting; conferences, festivals, and similar one-time events; religious programs; activities that have already occurred; scholarships; and grants to individuals or for the benefit of identified individuals.
- Applications from a unit of the University of Hawaii must be submitted through the University of Hawaii Foundation.

- A grantee may not receive more than one grant in any fiscal year (July through June), except that a grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project.
- The term of a grant is usually one year. Grantees may reapply for funding in subsequent years, but must submit a final report before reapplying. In general, organizations may receive a maximum of three consecutive years of grant support.
- The Foundation may choose to fund over a number of years. In the case of a multi-year pledge, payments are released in 12-month intervals, and each payment is contingent on receipt of a satisfactory progress report.
- Requests to the Foundation over \$5,000 may not exceed 30% of the project budget.
- Requests for more than \$20,000 must be sponsored by a Trustee.
- The Foundation does not accept incomplete applications or applications from organizations with overdue reports.

APPLICATION PROCEDURES

Online Submission

This application is available for online submission. Your organization must first establish an online account with the Hawai'i Community Foundation to access the online application. Please go to http://nexus.hawaiicommunityfoundation.org/nonprofit to request an account or, if you already have an account, to access the online application.

Note

If you are requesting an account for the first time, it may take two to three days for you to receive the account information. We recommend that you request your account early to give yourself adequate time to complete the application by the submission deadline. If you are not able to submit your proposal online, please contact Pamela Funai, via email at pfunai@hcf-hawaii.org or call (808) 566-5537 or toll free from neighbor islands (888) 731-3863 ext. 37.

EXECUTIVE SUMMARY

Please summarize the proposal narrative that follows as concisely as possible, using the same headings. (Maximum 4,000 character count, single spaced).

PROPOSAL NARRATIVE

Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work. (Maximum 3,500 character count, single spaced).

Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers. (Maximum 5,000 character count, single spaced).

Activities: Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role. Explain why you chose this approach to the problem or opportunity. (Maximum 5,000 character count, single spaced).

Expected results: Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project. (Maximum 3,000 character count, single spaced).

Funding plan: Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends. Requests to the Foundation over \$5,000 may not exceed 30% of the project budget. (Maximum 3,000 character count, single spaced).

ADDENDUM FOR CAPITAL REQUESTS

Capital campaign: Describe how the capital campaign is being conducted and the experience of board members and staff with capital campaigns. Identify how much funding has been secured as of the date of the proposal. (Maximum 3,000 character count, single spaced).

Construction: Describe the form of site control, including relevant terms of long-term leases or purchase agreements if not under ownership. Describe the status and timeline for design and engineering work and the status of required permits. Provide the source for cost estimates. Describe who will manage the design and construction phases and their experience in this work. (Maximum 2,500 character count single spaced).

ADDITIONAL REQUIRED DOCUMENTS

Please upload these files:

- Project budget showing: Anticipated income (source, amount, restrictions, and whether secured or pending); Anticipated expenses (overall expenses and expenses for which Cooke Foundation grant will be used).
- · Board of Directors list.
- IRS 501(c)(3) determination letter (not required if applying through a fiscal sponsor).
- Organization's annual operating budget for the current year.
- Organization's balance sheet for the most recently completed fiscal year.
- Organization's income statement (or profit/loss statement) for the most recently completed fiscal year. Audited financial statements are preferred but not required. Local units of national organizations must submit local unit financial information.

If a fiscal sponsor is involved, please upload the following additional files:

- Fiscal sponsor's Board of Directors Resolution authorizing project fiscal sponsorship available at:
 - http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials
- Fiscal Sponsor's Agreement (click to download template) available at:
 - http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials
- Fiscal Sponsor's IRS 501 (c)(3) determination letter.
- Fiscal Sponsor's Board of Directors list.

- Fiscal Sponsor's annual operating budget for the current year.
- Fiscal Sponsor's balance sheet for the most recently completed fiscal year.
- Fiscal Sponsor's income statement (or profit/loss statement) for the most recently completed fiscal year. Audited financial statements are preferred but not required. Local units of national organizations must submit local unit financial information.

DEADLINES

Applications submitted by 5:00 p.m. (HST) on the first business day in:	will be considered at the Trustees' meeting in:	and applicants will receive decision letters in:
March	May	early June
September	December	late December

Please note: The Trustees may from time to time at their discretion choose to make changes to these guidelines. Please contact Pamela Funai if you have any questions.

Notes:

We recognize the significance of diacritical markings in written Hawaiian as pronunciation guides, but have opted not to use them in this digital report since they display inconsistently across various computer platforms/browsers and do not conform to search engine optimization.

The design of this report incorporates patterns featured in the tiles of the Mediterranean Courtyard at the Honolulu Museum of Art, originally founded as the Honolulu Academy of Art by Anna Rice Cooke in 1927 and a long-time grantee of the Cooke Foundation, Limited.



COOKE FOUNDATION, LTD.

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