Richard King Mellon was born in Pittsburgh, Pennsylvania, on June 19, 1899, the son of Richard Beatty Mellon and Jennie King Mellon. Mr. Mellon served his country in both World Wars and in peacetime, attaining the rank of Lieutenant General, United States Army Reserve, and receiving the Distinguished Service Medal.

Mr. Mellon was the dominant figure in the financial, industrial, and civic life of his community for many years. He was president of Mellon National Bank and for twenty years Chairman of the Board of Mellon National Bank and Trust Company; as a director, he aided the growth of many of the nation’s leading enterprises, particularly Gulf Oil Corporation and Aluminum Company of America. Mr. Mellon, president and governor of T. Mellon and Sons, inspired and led the rebirth of a great American city. His creative energies forged the Pittsburgh Renaissance, a nationally recognized architectural, civic, social, and educational venture.

In 1936 Mr. Mellon married the former Constance Mary Prosser, who served as Chairman of the Board of Trustees of the Richard King Mellon Foundation from its inception in 1947 until her death in 1980. A renowned sportsman, Mr. Mellon generously endeavored to preserve the quality of the natural environment and to protect wildlife. Mr. Mellon died on June 3, 1970.
In 2014, the Richard King Mellon Foundation approved 190 grants totaling $104,578,500, and paid out commitments totaling $115,292,182. A significant portion of this funding was directed to organizations that enrich local communities, enhance the quality of life in southwestern Pennsylvania and promote the promise of a bright future for generations to come. Such efforts represent the essence of the Foundation’s priorities, and we are especially grateful to the professionals who devote energy and expertise to these vital endeavors. Several individuals’ work, in particular, exemplifies their dedication to communities and neighborhoods within the Foundation’s areas of interest, and we are pleased to highlight them and their organizations.

The IMPORTANCE of COMMUNITIES

The CHAIRMAN AND KEY PARTNERS IN THE DEVELOPMENT OF MELLON SQUARE PARK CELEBRATE THE REOPENING IN SPRING OF 2014. PICTURED LEFT TO RIGHT ARE KEVIN ACKLIN, CHIEF OF STAFF, CITY OF PITTSBURGH; GEORGE GREER, CHAIRMAN AND PRESIDENT, EDEN HALL FOUNDATION, AND MELLON SQUARE RESTORATION FUND COMMITTEE CO-CHAIR; VINCE SANDS, CHAIRMAN OF BNY/MELLON PENNSYLVANIA (RECENTLY RETIRED); PROSSER MELLON, CHAIRMAN AND CEO, RICHARD KING MELLON FOUNDATION; SANDY MELLON, COMMUNITY LEADER; DAN BOOKER, CHAIRMAN, PITTSBURGH PARKS CONSERVANCY, AND MELLON SQUARE RESTORATION FUND COMMITTEE CO-CHAIR; MEG CHEEVER, PRESIDENT AND CEO, PITTSBURGH PARKS CONSERVANCY; AND RICH FITZGERALD, ALLEGHENY COUNTY CHIEF EXECUTIVE.
SAFEGUARDING CLEAN WATER FOR THE FUTURE

A longtime leader in the region’s watershed repair and conservation efforts, John Dawes is executive director of the Foundation for Pennsylvania Watersheds (FPW). FPW provides seed money—mostly for abandoned mine reclamation—to environmental and watershed organizations, enabling them to access matching funds through local, state, and federal agencies. These agencies have provided more than $110 million to clean and restore contaminated and degraded waters in western Pennsylvania that drain from abandoned coal mines or carry pollutants from eroding stream banks and urban areas. A $725,000 grant from the Foundation in 2014 aided FPW’s efforts to help watershed groups enhance their operations and improve water quality within the region.

In addition to his leadership role in FPW, Dr. Wallace is the Philip Hallow Professor of Community Health and Social Justice at the University of Pittsburgh’s School of Social Work, where he researches social issues that disproportionately impact economically disadvantaged children, families, and communities. He also is president of Operation Better Block’s board of trustees, and the senior pastor and a member of the board of Bible Center Church, which was founded by his grandparents, Ralph and Bernice Groce, nearly six decades ago. In both his personal and professional endeavors, Dr. Wallace has been instrumental in improving the quality of life for Homewood’s students and all those who call the community home.

In addition to his leadership of FPW, Mr. Dawes is a gubernatorial appointee to and chairman of the Citizens Advisory Council for the Chesapeake Bay Commission, and a member of the Sustainable Water Resources Roundtable. In 2007, in recognition of his efforts to promote the reauthorization of the Pennsylvania Abandoned Mine Lands Campaign Fund, which will bring more than $1 billion to abandoned mine reclamation efforts, Mr. Dawes received a Conservation Leadership Award from the Pennsylvania Conservation Commission. More recently, his work garnered awards from the Pennsylvania Association of Environmental Professionals and the U.S. Department of the Interior. His efforts to preserve, protect, and restore the state’s watersheds help ensure clean water for future generations of citizens and wildlife.

NURTURING STUDENTS’ SUCCESS

As a founder of Homewood Children’s Village (HCV), and president of its board of trustees, John M. Wallace has been instrumental in leading the change that is happening throughout Homewood. Working in partnership with nearly 50 local and national organizations, HCV operates social service programs designed to help children from Homewood and surrounding underserved neighborhoods achieve success as adults. Among its services, HCV provides the community’s children with early childhood education, coordinated offerings in their schools, including tutoring and mentoring initiatives, as well as nutritional meals, transportation to and from school for elementary students, and access to campus tours and other college and career preparation support. A Foundation grant of $750,000 enables HCV to reduce suspensions, improve grades, and promote academic and social development for 1,000 students.
Equally committed to water reclamation and restoration in the region is Lisa Schroeder, the former CEO and president of Riverlife. From its founding in 1999 until she left at the end of 2014 to return to her native Baltimore, she led Riverlife in advocating for riverfront development projects including trails, parks, and public spaces. Under her direction, Riverlife has successfully transformed Pittsburgh’s riverfronts into an environmental, recreational, cultural, and economic hub for the region. A grant of $250,000 awarded late in 2014 will enable Riverlife to continue these endeavors as it searches for Ms. Schroeder’s successor.

The centerpiece of this development is Three Rivers Park, a 15-mile continuous loop of riverfront parks and trails along the Allegheny, Monongahela, and Ohio rivers in downtown Pittsburgh. Once fully complete, this urban waterfront park will provide access to new outdoor space, trails, water landings, Fountains, and marinas, as well as hotel, business, and entertainment and cultural venues. The value of these accomplishments has been recognized by an American Institute of Architects (AIA) Honor Award in Urban Planning and Design and the Merit Award in Planning from the International Downtown Association for Riverlife’s Vision Plan for Pittsburgh’s riverfronts in 2002. Additionally, in 2012, Ms. Schroeder received a Gold Medal award from AIA Pittsburgh.

A grant of $250,000 awarded late in 2014 will enable Riverlife to continue its endeavors as it searches for Ms. Schroeder’s successor.

For the last three decades, Mr. Isler has been committed to carrying on Fred Rogers’ philosophy, values, and endeavors to promote social and emotional learning and development for children, as well as meaningful interactions and nurturing relationships between children and adults. Developing Daniel Tiger’s Neighborhood, which features the next generation of family members from the original Mr. Rogers’ Neighborhood characters, is one way the company ensures Fred Rogers’ legacy. Producing Daniel Tiger’s Neighborhood, together with two other programs—Peg + Cat and Odd Squad—has enabled the company to become PBS’s top producer of children’s programming. A $750,000 Foundation grant will help the Fred Rogers Company develop the second season of Daniel Tiger’s Neighborhood and several mobile apps, as well as maintain an online presence featuring the Neighborhood’s newest characters. With Mr. Isler’s expertise and leadership, the Fred Rogers Company is, indeed, continuing its founder’s legacy, reaching ever-growing audiences on many platforms.

Lisa Schroeder
Former CEO & President
Riverlife

Bill Isler
Producer
Daniel Tiger’s Neighborhood

2014 Pittsburgher of the Year
PITTSBURGH MAGAZINE
A powerful change agent for the last 30 years, the Pittsburgh Cultural Trust has transformed a 14-block area of downtown into one of the nation’s most vibrant cultural districts, attracting more than two million visitors each year and generating an economic impact that is estimated to exceed $300 million annually.

Under the leadership of J. Kevin McMahon, president and CEO since 2001, the Trust has grown to be among the largest of Pittsburgh’s downtown property owners, managing one million square feet of property, including several restored historic theaters, newly constructed performance venues, public art projects, urban green space, waterfront recreation sites, restaurants, and parking garages. The Trust is the driving force that brings drama and musical performances, contemporary dance productions, family events, visual arts exhibits, and education and community engagement programs to the district’s theaters, galleries, and outdoor spaces throughout the year.

Along with anchor cultural partners such as the Pittsburgh Symphony Orchestra, Pittsburgh Ballet Theatre, Pittsburgh Opera, Pittsburgh Public Theater, and Pittsburgh Civic Light Opera, a variety of free, open-to-the-public outdoor festivals—the International Children’s Festival, the Three Rivers Arts Festival, the JazzLive International Festival, the “Gallery Crawls”—are helping the Trust attract an increasingly wide and continually growing audience to the district. A $250,000 grant from the Foundation enabled the Trust to market the three-day JazzLive International Festival through jazz publications and social media, as well as promote the event to jazz followers nationwide, using established and respected media. With Foundation funding, the Trust also secured popular jazz groups as Festival performers and provided value-added features—jazz history materials, visual arts, and jazz music videos—that enriched the event and continue to bolster Pittsburgh’s economy and its profile as a “jazz city.” With Mr. McMahon at the helm, the Trust effectively nurtures meaningful collaborations that enhance the city’s art, entertainment, and cultural offerings, as well as promote Pittsburgh’s economic growth and vitality in significant ways.

Indeed, Messrs. McMahon, Isler, and Dawes, together with Dr. Wallace and Ms. Schroeder, bring a wealth of professional expertise, training, and proficiency to their endeavors, all of which benefit individuals, communities, and neighborhoods throughout Pittsburgh and the region. My fellow trustees and I are proud to count them—and the many other community-builders with whom we work—as partners and friends, and we look forward to continued collaboration and investment with their institutions and others that, like the Foundation, are dedicated to cultivating meaningful improvements to life in southwestern Pennsylvania and to protecting and preserving natural resources throughout our country.

Seward Prosser Mellon
Chairman

A $250,000 grant from the Foundation enabled the Trust to market the three-day JazzLive International Festival through jazz publications and social media, as well as promote the event to jazz followers nationwide, using established and respected media.
Retrofitting a Foundry

Built in 1925, the five-story Westinghouse foundry at 7800 Susquehanna Street not only served as a longtime employer of industrial, warehouse, and office workers, but also was instrumental in turning Homewood into one of Pittsburgh’s most popular and thriving neighborhoods. By 1960, more than 38,000 people lived in the community, but the area, once a beacon of economic vitality, began a downward spiral when the foundry closed. With the flight of wealthier residents to the outer suburbs and the turbulence of the times taking its toll, Homewood’s business district quickly became distressed.

In June 2013, with assistance from the Foundation, Bridgeway Capital, a community development finance agency, purchased the building on Susquehanna Street. The agency began marketing tenancy to manufacturing businesses, particularly those willing to collaborate with other tenants and the community. To date, approximately half of the building’s square footage has been leased to a mix of tenants, including cabinetmakers, woodworkers, artists, and a semi-custom automation supplier. Construction trainers in masonry, welding, carpentry, and roofing also occupy the building. Space also is being allocated for the Homewood Business Center, a shared meeting space and resource for local entrepreneurs, and for a showroom for products made in the building. Because leasing has occurred more quickly than anticipated, a Foundation grant of $2,500,000 will support electrical, plumbing, mechanical, and architectural improvements, ensuring that the building meets zoning requirements necessary to acquire new tenants. The grant also will cover some of the operating costs necessary to implement Bridgeway’s resident ownership model.

A RANGE of ENDEAVORS ENHANCES the REGION

Strengthening the region’s economic standing is among the Foundation’s highest priorities. In 2014, 78 grants from the Foundation provided $42,154,000 of support to numerous organizations whose leaders use their considerable expertise and vision to attract and retain arts and cultural entities, build and sustain business infrastructures, and encourage sustainable growth. These efforts enhance the quality of life throughout southwestern Pennsylvania.
DEVELOPING A TRANSIT HUB

The East Liberty Transit Revitalization Investment District Revitalization Authority (ELTRIDRA) is a public entity formed to support a mixed-use development and transit center in Pittsburgh’s East Liberty neighborhood. The site includes Eastside III, which comprises 357 apartments, 40,000 square feet of retail and office space, and 566 parking spots built around a new transit center at the busiest stop on the East Busway. Once completed, the transit center will enhance residents’ public transportation options and provide access to other amenities not available in their own communities.

In addition to Eastside III, the TRID includes four other projects, all of which are underway: Bakery Square 2, a residential and office development that will be anchored by Google; Walnut on Highland, an apartment complex; ACE Hotel, a boutique hotel that has seen great success in the New York and San Francisco markets; and East Liberty Place South, an affordable housing community. Overall, the project is expected to generate 3,000 new jobs and more than $500 million in new development in the region.

ENRICHING WASHINGTON’S BUSINESS DISTRICT

Located in Washington, Pennsylvania, the Main Street Farmers Market (MSFM) offers the freshest locally grown and organic produce, choice meats, eggs, dairy products, and excellent prepared foods. Together with community partners, MSFM, which has been a presence in Washington for nearly 12 years, seeks construction of a community pavilion to serve as a multi-function venue in the heart of the business district. In addition to enhancing the appearance of Main Street and complementing the city’s historical architecture, the permanent, open-air roof structure will support the ongoing revitalization of the city’s troubled downtown area.

The Community Pavilion Project will include construction of ADA-compliant ramps and restroom facilities, as well as a utility infrastructure and office and storage facilities in two existing municipal parking lots near the county courthouse. Seasonal festivals, community gatherings, and public concerts and performances, as well as the MSFM, are among the activities the pavilion will accommodate. When not in use, it will provide covered and lighted public parking for visitors to area businesses, including the courthouse and county office. A $300,000 Foundation grant will provide a portion of the funding necessary to construct a community pavilion in Washington’s business district.
Collaborations Support Research, Training, and Economic Development

Pittsburgh Gateways, a non-profit economic development support organization, has been instrumental in acquiring and converting the Connolley Trade School, a former public school vocational education complex, into the Pittsburgh Energy Innovation Center (EIC). Sitting on 6.5 acres in the Lower Hill District, the EIC contains approximately 250,000 square feet of space that will be fully renovated as a LEED-Platinum building to house collaborative research initiatives among businesses and academic institutions, as well as workforce development and job training programs for organizations in the energy industry.

To date, the Bayer and Eaton corporations, Peoples Gas, Burns & Scalz, Jones Lang LaSalle, and Duquesne Light will use space at the EIC for activities related to research, manufacturing, and provision of energy services. Several academic institutions—the University of Pittsburgh, Carnegie Mellon University, Penn State University, Duquesne University, and Community College of Allegheny County—also will occupy space at the EIC to collaborate with businesses in energy, manufacturing, and technology-related research. The EIC will provide innovative workforce development, job training, and employee certification initiatives to train and certify several hundred individuals annually. HVAC, geothermal, solar, and other advanced technologies will be installed in the building for teaching purposes, as well as to demonstrate sound energy management techniques and to pilot new energy products.

The EIC’s initial renovations were completed at a cost of $40 million. The next phase—totaling $30 million—will support constructing space for specific tenants, adapting the building to meet code regulations, and adding advanced technologies. A $5 million grant from the Foundation to Pittsburgh Gateways will ensure continued building renovation, launch of the training and education initiatives, and ongoing efforts to secure tenants, leases, and additional funding to support the EIC’s mission.

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Regional Economic Development

GRANT APPROVED
$24,334,500
40% of total
NUMBER OF GRANTS
78

3 Rivers Wet Weather, Inc.
$10,000 toward expansion of their service area.

Richard King Mellon Foundation

- $4,000,000 to support the 2014 Leadership Conference
- $2,500,000 toward renovation of a light industrial building
- $200,000 to promote walking and biking
- $750,000 toward two-year support to the Center for Sustainable Shale Technology along Penn Avenue to create a Regional Data Resource Center
- $25,000 toward 24 concerts at the Warhol Museum and in Oakland in 2015
- $125,000 to assess housing stock, development initiatives for Westmoreland County of Allegheny
- $275,000 toward enhancing avian lighting upgrades
- $23,000 toward support of operations
- $300,000 toward the Green Great Lakes Network, held in Pittsburgh in June 2014, to promote sustainable municipal management
- $150,000 toward two-year support of operations and programs in Homewood
- $300,000 toward construction of a visitor center
- $500,000 toward support of operations in Homewood
- $95,000 toward two-year support
- $450,000 toward economic development for downtowns and small communities
- $2,000,000 toward two-year support of the Transformation Fellowship Program and to improve internal operations
- $100,000 toward two-year support of operations
- $600,000 toward two-year support of the Warhol Museum and in Oakland in 2015
- $80,000 toward two-year support of visitor center
- $23,000 toward support of operations
- $800,000 toward support of operations
- $1,500,000 toward transit-oriented development projects in East Liberty
- $300,000 to determine feasibility of a seven-block area in downtown Pittsburgh
- $250,000 to restore the Library viaduct
- $75,000 toward support of operations
- $1,000,000 toward two-year support of the National Road Heritage Corridor and Visitors Bureau Education Foundation, Inc.
- $400,000 toward two-year support of customer service training
- $1,400,000 toward three-year support to create a Regional Data Resource Center
- $50,000 to complete mapping of crime hot spots and to design a strategy to address crimes in Homewood
- $1,000,000 toward two-year support of Fair Housing’s planned revitalization project
- $100,000 toward two-year support of operations
- $1,000,000 toward two-year support of social enterprise efforts in Homewood
- $23,000 toward support of operations
- $30,000 to determine feasibility of a seven-block area in downtown Pittsburgh
- $200,000 toward two-year support of operations
- $100,000 toward two-year support of operations
- $600,000 toward two-year support of the Warhol Museum and in Oakland in 2015
- $50,000,000 toward renovation of a light industrial building
- $150,000 toward two-year support of the Bureau of Neighborhood Empowerment
- $400,000 toward three-year support to create a Regional Data Resource Center and to improve internal operations
- $25,000 toward 24 concerts at the Warhol Museum and in Oakland in 2015
- $23,000 toward support of operations
- $750,000 toward state-of-the-art animal resource center
- $400,000 toward three-year support to create a Regional Data Resource Center
- $25,000 toward two-year support of the Bureau of Neighborhood Empowerment
- $100,000 toward the Accelerators and Transformation Fellowship Program and to improve internal operations
- $400,000 toward support of operations
- $300,000 toward support of operations
Pittsburgh Downtown Partnership
PITTSBURGH, PA
$270,000 toward two-year support of the Downtown Activation and Placemaking Initiative.

Pittsburgh Entertainment Project
PITTSBURGH, PA
$750,000 to develop a sustainable entertainment sector for southwestern Pennsylvania through a creative incubator project.

Pittsburgh Filmmakers
PITTSBURGH, PA
$75,000 toward support of the 2016 Biennial.

Pittsburgh Opera, Inc.
PITTSBURGH, PA
$350,000 toward tri-year support of operations and as a match for a building reserve.

The Pittsburgh Public Theater Corporation
PITTSBURGH, PA
$200,000 toward support of operations.

Pittsburgh Symphony, Inc.
PITTSBURGH, PA
$150,000 toward support of operations.

The Pittsburgh Trust for Cultural Resources
PITTSBURGH, PA
$350,000 toward neighborhood initiative.

Professional Tennis
PITTSBURGH, PA
$100,000 toward support of operations.

Regional Trail Corporation
WESTMINSTER, PA
$400,000 toward two-year support of the Great Allegheny Passage in Westmoreland County.

Rend Lake
GREENSBORO, PA
$250,000 toward support of the Ligonier Valley Museum.

LaSalle Network
PITTSBURGH, PA
$170,000 toward capital improvements.

Quantum Theatre
PITTSBURGH, PA
$10,000 toward adventurous programming.

Regional Trail Corporation
WESTMINSTER, PA
$10,000 toward purchase of a trailer with moving and snow parking capabilities for use in maintaining a 100-mile stretch of the Great Allegheny Passage in Westmoreland County.

Renewable Manufacturing Gateway
PITTSBURGH, PA
$190,000 toward support of "Pizza in the Park" event March 2014 and for consulting services.

RISC Fund For Economic Growth
PITTSBURGH, PA
$150,000 toward operating costs to manage the RISC site.

Roslife
PITTSBURGH, PA
$250,000 toward six-month support of operations for the restoration of the refrigerators and improvement of trails along Three Rivers Heritage Trail.

Southern Alleghenies Museum of Art
LORETTO, PA
$190,000 toward support of operations for the Ligonier Valley Museum.

Touchstone Center for Crafts
FARMINGTON, PA
$300,000 toward support of operations.

University of Pittsburgh, Center for Social and Urban Research
PITTSBURGH, PA
$250,000 toward support of the Pittsburgh Regional Indicators project.

Venture Outdoors
PITTSBURGH, PA
$400,000 toward two-year support to provide outdoor activities to local elementary students, to purchase a passenger van, and to support operations.

Western Pennsylvania Conservancy
PITTSBURGH, PA
$500,000 toward two-year support to Fund Partner’s maintenance facility and visitor center.

Woodland County
LORETTO, PA
$22,500 to update New Stanton’s comprehensive plan in anticipation of upcoming highway interchange replacement.

Woodland County Parks and Recreation Citizens Advisory Board
GREENSBORO, PA
$270,000 to acquire 5 miles of the Turtle Creek Industrial Railroad to extend the Westmoreland Rail Bike Trail through Turtle Creek.

Wizards Multimedia
PITTSBURGH, PA
$600,000 toward strategic initiatives including education programs in Westmoreland County.

Zoological Society of Pittsburgh
PITTSBURGH, PA
$500,000 toward second year support to design and implement an innovative visitor experience.
In 2014, the Foundation approved 19 grants totaling $5,372,000 to invest in capital and infrastructure initiatives that enrich individual institutions and support organizations whose endeavors strengthen the community by leading others in strategic efforts that advance educational issues in today’s world. Promoting best practices, technology, and professional development, as well as targeting and expanding resources for families and educators in underserved communities, are among the initiatives of the organizations profiled here.

**IMPROVING PITTSBURGH’S SCHOOLS**

**A+ Schools: Pittsburgh’s Community Alliance for Public Education** promotes high standards, quality teaching, leadership accountability, financial responsibility, and community involvement in an effort to improve the performance of Pittsburgh Public Schools (PPS) and the students within them. A+ Schools seeks to ensure a high quality education for all PPS students, and to evaluate schools’ performance objectively.

To achieve these goals, A+ Schools has trained more than 100 community volunteers to observe and evaluate the school board, changed teacher evaluation policies and pay rates, and made certain that statewide policy modifications do not undermine its efforts in PPS. Each year, A+ Schools publishes a Report to the Community that is distributed in print and online to more than 32,000 people. This resource enables parents and others to evaluate schools’ performance relative to other schools, both within and beyond the district, and against state and national math and reading standards. The report also allows the school district and the community to evaluate PPS student performance against that of students in schools with similar demographics outside the district.

A $300,000 Foundation grant over two years will support A+ Schools’ ongoing initiatives, and help the organization expand its role as a critical player in endeavors to improve student performance. With this funding, A+ Schools plans to distribute 65,000 reports on school performance, release eight report cards on board performance, produce annual reports on teacher effectiveness to be circulated to 10,000 people annually, and engage 600 volunteers in its school improvement endeavors.

**EDUCATING CITIZENS COMMUNITY WIDE**

![Image: One of A+ Schools’ more than 100 trained community volunteers helps parents ensure their children and performing at levels commensurate with students in other districts.](LEFT)
INTEGRATING TECHNOLOGY INTO THE CLASSROOM

Common Sense Media (CSM), a San Francisco-based non-profit organization, provides trustworthy information and education about today’s media and technology, an area that greatly affects young people’s social, emotional, and physical development, as well as their learning, both in the classroom and beyond. CSM’s education programs help teachers bring digital literacy and citizenship to students, enabling them to think critically, behave safely, and participate responsibly online and with mobile devices. Graphite, CSM’s new platform, guides teachers in integrating technology—devices, websites, apps, and games—into the classroom. CSM also offers online professional development and certification for teachers and comprehensive family education programs, which allow schools and after-school programs to take a “whole community” approach to raising a generation of responsible digital citizens.

Since early 2013, a CSM education program manager in greater Pittsburgh has been providing professional development and support to educators in Allegheny County schools as they integrate technology devices and digital media learning products into the classroom. In October 2013, the education program manager met with school leaders from the Greater Latrobe and Ligonier Valley school districts. More recently, this CSM professional introduced the organization’s programs and resources to librarians and guidance counselors in the two districts, and will offer four professional development sessions to help them understand content and best practices for implementation. Beginning this summer, the librarians and counselors, with support from CSM, will implement the digital literacy and citizenship curriculum with students, and conduct “train-the-trainers” sessions for classroom teachers as part of their in-service training. A $30,000 Foundation grant will support these educators’ use of CSM programs to integrate technology effectively into the classroom in a way to enrich and enhance students’ learning.

MAKING A COLLEGE EDUCATION POSSIBLE

Established in 1963, Negro Educational Emergency Drive (NEED) is the oldest community-based, nonprofit, higher education assistance program in Pennsylvania. During the last five decades, NEED has provided $23.6 million in last-dollar scholarships to nearly 20,000 students, 26 percent of whom are the first generation in their family to attend college, and 85 percent of whom remain in Pennsylvania after graduation. Former NEED recipients include members of the Allegheny County Council, attorneys, nonprofit executives, members of the media, judges, professors, and business leaders.

During the 2012–13 school year, nine advisors in its Access to College initiative helped nearly 4,800 high school students in Pittsburgh Public Schools and several low-income high schools in Allegheny County explore careers, write college essays and resumes, prepare for tests, search for schools, and navigate admissions and financial aid procedures. Another initiative offers tours of 11 Historically Black Colleges and Universities, including Morehouse College, Spelman College, Howard University, and Cheyney University of Pennsylvania, while a third program offers mentors to African-American males. A Foundation grant of $200,000 will provide funding to enable students in the region to attend college.
In 2011, with support from the Foundation, TFRC developed a new program, Daniel Tiger’s Neighborhood, which features the next generation of family members from the original Mr. Rogers’ Neighborhood. Together with other two programs, Peg + Cat and Odd Squad, Daniel Tiger’s Neighborhood has positioned TFRC as PBS’s top producer of children’s programming, and it is generating revenue for both TFRC and its Pittsburgh-based partners.

Building on the success of Daniel Tiger’s Neighborhood, TFRC is currently producing a second season of new episodes. To keep Daniel’s online presence strong, the company intends to develop a number of related games and apps, providing children with innovative and interactive ways to learn using multi-media platforms. A $750,000 grant from the Foundation will support production of the second season of Daniel Tiger’s Neighborhood and contribute to a strong online presence that includes games and apps across media platforms.

APPEALING TO THE YOUNGEST LEARNERS

The Fred Rogers Company (TFRC) was established in 1971 by Fred Rogers to produce Neighborhood, which children learn and grow best.

Richard King Mellon Foundation

PITTSBURGH, PA

$6,372,000

6% of total

19

GRANTS APPROVED

GRANTS SUMMARY

$5,372,000

6%
CREATING STRONG, FULFILLING LIVES

Initiatives that improve conditions of southwestern Pennsylvania’s underserved populations strengthen lives, families, and neighborhoods. Foundation grants in 2014 funded investments in capital, infrastructure, capacity building, and support services. These entities, a few of which are highlighted here, improved access to affordable housing and healthcare, offered youth development and job training services, and provided educational and out-of-school time activities to students. In 2014, the Foundation made 65 grants totaling $20,227,000 in support of this critically important work, ensuring that generations to come will lead strong, productive, and fulfilling lives.

AFFORDABLE HOUSING: THE FOUNDATION OF SELF-SUFFICIENCY

Allegheny Council to Improve Our Neighborhoods (ACTION)-Housing, Inc. empowers people to build more secure and self-sufficient lives by providing affordable housing and essential support services. Using a portion of a Foundation grant of $675,000, ACTION-Housing will support predevelopment of abandoned buildings in the Bloomfield/Garfield and Squirrel Hill neighborhoods. With its focus on energy conservation and neighborhood impact, ACTION-Housing will build two prototypical, mixed-use buildings as part of community redevelopment efforts, and employ Passive House standards to significantly reduce energy costs. Construction will combine factory-built efficiencies with finish work such as flooring, tiling, and painting done in the field to create affordable, energy efficient housing within existing neighborhoods to meet the needs of seniors, veterans, young people aging out of foster care, and families. When complete, these buildings not only will provide housing and office and commercial space, but also will serve as attractive gateways to the neighborhoods. Jewish Residential Services, which will provide support services, will occupy some of the newly developed space in Squirrel Hill.
USING TECHNOLOGY TO SERVE CLIENTS WITH SPECIAL NEEDS

Goodwill Industries, among the best known diversified human service agencies and networks of not-for-profit businesses, helps people with special needs overcome barriers to employment so that they can enjoy the dignity and benefits of work. Certified by the Commission on Accreditation of Rehabilitation Facilities, its employment services often provide Goodwill clients with their first real employment, allowing them to gain important on-the-job training and demonstrate the quality of Goodwill’s job training programs. Goodwill’s 97 retail stores and other businesses provide earned income to support these vital services.

Today’s changing workforce system—replete with technological advances, demographic changes, and reduced public funding—suggests the need for a new delivery approach, shifting from sheltered workshop employment models to innovative, community-based opportunities.

To implement these new service models effectively, Goodwill has created a three-year strategic plan that will be funded by a Foundation grant of $800,000. Technology, including web application platforms, tablets, teleconferencing, and wireless capabilities, will play an essential role in all aspects of the service models. In-store kiosks will enable customers to register and monitor loyalty cards, not only increasing sales but also aiding management in hiring, orienting, and training new employees for additional stores. A new website with enhanced search engine and mobile app functions will position Goodwill Industries as not only a place to drop off donations of clothing and household goods, but also as an innovative service agency for individuals with barriers to employment.

FOSTERING PARTNERSHIPS BENEFITS STUDENTS

Homewood Children’s Village (HCV), a place-based, child-centered, comprehensive community initiative, seeks to improve the lives of Homewood’s children and to reweave the fabric of the community in which they live. Serving more than 1,000 students, staff members take a three-pronged approach to meeting these goals: building relationships with school administrators to provide direct services to children during the school day; creating partnerships with community organizations that serve students who face challenges outside of school; and fostering connections between schools and community organizations to best meet students’ and families’ needs.
ENHANCING QUALITY OF LIFE FOR TROUBLED TEENS

Launched by Pastor Michael C. Henkel as a wilderness excursion program for troubled teens, Outside-In School of Experiential Education, Inc. (OI) currently serves 600 young people annually, offering a continuum of state-licensed programs, including those with a focus on substance abuse and after-care management, on its 140-acre Ligonier campus and through countywide, community-based programs. OI’s award-winning residential program has grown from 12 beds in 1990 to 60 beds today, and it continues to operate near full capacity. The campus also includes a licensed, private academic school as well as centers for counseling, family support, recreation, and occupational skills development.

A $500,000 Foundation grant will support the addition of two 12-bed cabins. This expansion will enable OI to meet current referral demand, develop new referral sources, and accept insurance from self-paying clients.

HCV professionals in various Pittsburgh schools collaborate with teachers, school administrators, and parents to curb student absenteeism and disruptive classroom behavior, as well as to address the issues at the root of these problems. The HCV staff members also monitor students’ well-being throughout the day, work one-on-one with them in the classroom, and, in conjunction with parents, link them to appropriate out-of-school programs and activities that will improve their academic standings. In an effort to alleviate hunger, HCV staff members ensure that students eat breakfast at school during the week and that they receive nutritious, non-perishable food items on Fridays to combat weekend hunger. Lastly, HCV arranges round-trip transportation for students who wish to attend extended school-day activities but do not qualify for transportation through the school.

A grant of $750,000 from the Foundation will enable HCV to expand and enhance partnerships with numerous community organizations. They include the YMCA Lighthouse Project, the HCV Bridge to College program, Higher Achievements, the Allegheny Conference Diversity Committee, and the Pittsburgh International Airport, where eighth graders can explore careers in aviation.

A grant of $750,000 from the Foundation will enable HCV to expand and enhance partnerships with numerous community organizations.
As part of its mission to improve lives by mobilizing the caring power of communities, the United Way of Westmoreland County (UWWC) operates two programs that benefit families.

The first, Mothers Making More (M3), is an initiative to address the significant percentage of single, female-headed households that exist at or below the federal poverty level in Westmoreland and Fayette counties. Its mission is to ensure that children are academically and socially prepared to enter kindergarten.

Mothers Making More helped this single mom pursue a college education.

PREPARING MOTHERS AND CHILDREN TO SUCCEED

To ameliorate this deficiency, UWWC has partnered with early childcare providers and educators, creating transition teams for the 14 school districts in its service area in an effort to provide appropriate support and interventions to ensure that children are academically and socially prepared to enter kindergarten.

A Foundation grant of $500,000 will support UWWC’s M3 program and the array of services it provides to ensure that working mothers stay in school as an effort to increase their wages, support their families, and break the cycle of poverty. The grant also will support UWWC’s early childhood initiative, which will continue to focus on early childhood programs, which are proven to set children on a course for continued academic success.

The second initiative seeks to provide quality assurance plan addressing generational poverty

The Challenge Program, Inc.

Community Foundation of Greater Johnstown

The second initiative seeks to provide quality early childhood programs, which are proven to set children on a course for continued academic success. In Pennsylvania, only 50% of children around qualify pre-kindergarten programs and in Uniontown, a low income, rural community in the UWWC service area, only 4% of the third graders read at a proficient or advanced level. To ameliorate this deficiency, UWWC has partnered to ensure children are academically and socially prepared to enter kindergarten.

PREPARING MOTHERS AND CHILDREN TO SUCCEED

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dependence on food assistance
and toward a client record
communications system
of the youth workforce development
$750,000 toward support of operations
$900,000 toward 18-month support
$150,000 toward two-year support to
$500,000 toward two-year support to
$60,000 toward three-year support of the
management program
BUTLER, PA
HARRISBURG, PA
WILKINSBURG, PA
ROCHESTER, PA
PITTSBURGH, PA
Child Development Center
Hunters Sharing the Harvest, Inc.
Hosanna Industries, Inc.
Hosanna House, Inc.
Homewood Children’s Village
Lifesteps
Mary and Alexander Laughlin
Children’s Center
Pittsburgh Soccer in the Community
Pittsburgh Theological Seminary
Presbyterian Church in New Kensington
Pressley Ridge
Regional Family YMCA
(cities)
Regional Family YMCA
(cities)
Regional Family YMCA
(cities)
Region Three Youth
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
(cities)
With its creation in 1947, the founders of the Richard King Mellon Foundation recognized that conserving critical natural resources—clean air and water, and viable habitats—not only supports wildlife but also sustains people both physically and spiritually. Nearly seven decades later, the Foundation proudly supports the ongoing efforts of organizations devoted to preserving, protecting, and restoring America's land, water, and natural habitats. In 2014, the Foundation made 28 grants totaling $16,645,000 in support of this critically important work, ensuring that generations to come will inherit a healthy, sustainable environment.

**CREATING BLIGHT-RESISTANT CHESTNUT TREES**

By the middle of the last century, an imported fungus nearly extirpated this country's American chestnut trees, which numbered four billion when Europeans first settled North America. Native to the woodlands of the eastern United States from Maine to Georgia, the tree's timber and nuts were critical economic resources for humans, and a primary food source for wildlife. Employing a breeding program developed by the founders of the American Chestnut Foundation (ACF) during nearly three decades of research, the organization is using gene insertion and backcross breeding techniques to create potentially blight-resistant American chestnut trees, restoring this all-American tree to its native habitat. Funding of $50,000 from the Foundation will enable the ACF to engage volunteers to plant 1,500 chestnut trees, adding to the original 1,500 trees that were planted previously at the site of the Flight 93 Memorial. To date, more than one million people have visited the memorial, and with an estimated 400,000 visitors each year, the site's annual economic impact to the region is approximately $19 million.
PROTECTING AND RESTORING OUR RIVERS

Like ACF, American Rivers (AR) is dedicated to protecting and restoring healthy natural rivers and the variety of life they sustain for people, fish, and wildlife. Many of AR’s restoration efforts in southwestern Pennsylvania focus on selective and systematic removal of dams that impede rivers and streams, causing severe ecological damage in the Upper Allegheny and Laurel Highlands watersheds. In Georgia, AR is working to protect the Flint River watershed, and has engaged a diverse set of stakeholders and partners in this endeavor.

A Foundation grant of $675,000 over two years will support the continuation of this work. Locally, AR has identified 10 dams to be removed, as well as sites where properly placing culverts will help open additional miles of free flowing streams. The US Army Corps of Engineers and the Pennsylvania Fish and Boat Commission will assist AR with these projects. In Georgia, AR and its partners will implement a water conservation program focusing on four stream segments—Flat Creek, Lime Creek, White Oak Creek, and the main stem of the Flint River—that suffer during droughts. The organization will use public education and outreach efforts to achieve water system reforms and new management protocols. It also will promote land protection, green infrastructure, and other restoration strategies to maintain and enhance natural flows.

AMERICAN RIVERS WORKED WITH THE PENNSYLVANIA FISH AND BOAT COMMISSION AND THE U.S. FISH AND WILDLIFE SERVICE TO CONDUCT A SALVAGE OPERATION FOR FEDERALLY ENDANGERED FRESHWATER MUSSELS AT THE SITE OF THE CONEWANGO CREEK DAM REMOVAL.

SUPPORT FROM THE FOUNDATION WILL HELP THE CONSERVATION FUND PROTECT AMERICA’S FORESTLAND.

In 2009, The Conservation Fund (TCF), the nation’s foremost environmental nonprofit dedicated to protecting America’s most important landscapes and waterways for the future, launched the New Forest Fund, an innovative economic model designed to enable TCF to acquire, sustainably manage, and permanently protect large tracts of working forests with high conservation value. In 2014, a grant from the Foundation in the amount of $14,300,000 to The Conservation Fund will protect nearly 77,000 acres of high-quality habitat in two separate land parcels, all of which will become part of the New Forest Fund.

PRESERVING HIGH-QUALITY FOREST LAND
The first parcel, Cross Creek Tree Farm, comprises more than 46,000 acres in the Suwannee River Watershed in northwest Florida. Preservation of this land, which includes natural hardseeded hammocks and pine uplands, will protect water quality in the Gulf of Mexico’s fragile sea-grass ecosystem, as well as habitats of the swallow-tailed kite, Florida black bear, gulf sturgeon, and wood stork. Simultaneously, the land will continue to be managed for wood products that support local communities. Yankee Northeast, the second land parcel, includes 30,250 acres, spanning four states from Maine to upstate New York. These lands are critical to the local economies as working forests and for outdoor recreation, and TCF will ensure they are sustainably managed and permanently protected.

COLLABORATING FOR WATERSHED IMPROVEMENTS

The Foundation for Pennsylvania Watersheds (FPW) invests in local efforts to protect healthy streams, clean polluted waters, and restore degraded wildlife habitats. Since its founding two decades ago, FPW has spent $10 million and attracted another $144 million from state, federal, and other funding sources—most notably through the reauthorization of the federal surface mining reclamation program and the state’s Growing Greener programs. FPW focuses on projects in western Pennsylvania that advance new technologies, facilitate multi-group watershed collaborations, and make measurable improvements in water quality. FPW also provides technical assistance to local watershed groups by offering capacity-building grants. With a Foundation grant of $725,000 over two years, FPW will continue to assist local watershed improvement organizations that address acid mine drainage, eliminate non-point pollution from farms, create stream buffers, improve cold water fisheries, and conduct educational programs to raise public awareness about Pennsylvania’s valuable natural resources.
CONNECTING STATE LANDS TO THE ALLEGHENY NATIONAL FOREST

For more than eight decades, the Western Pennsylvania Conservancy (WPC) has used scientific expertise and best management practices to protect natural resources with ecological and recreational value. To date, WPC has conserved more than 235,000 acres, restored watersheds, and saved wildlife habitats. Among the country’s strongest regional land trusts, WPC, during the last three years, has protected nearly 7,000 acres of land, restored 10 miles of streams, and planted more than 21,000 trees.

In 2014, WPC received a grant of $700,000 from the Foundation to support best practices in its land and water protection efforts. During the next two years, WPC will use the funds to stabilize stream banks and dirt roads, reconnect aquatic habitats, and protect more than 5,000 acres of land. WPC will also continue its land and stream habitat studies to help inform decisions regarding future land and watershed protection endeavors.

IN 2014, WPC ACQUIRED 466 ACRES ON THE WEST BRANCH OF THE SUSQUEHANNA RIVER. THE PROPERTY INCLUDES FLOOD PLAINS, SLOPING RIDGES, AND TWO STREAMS THAT FLOW OFF THE RIDGES ON THEIR WAY TO THE RIVER.

Conservation Grant Summary

<table>
<thead>
<tr>
<th>GRANTS APPROVED</th>
<th>$36,645,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>35% of total</td>
<td>28</td>
</tr>
</tbody>
</table>

**Conservation Grants:**

- **Allegheny Land Trust**
  - Conshohocken, PA
  - $115,000 toward support of land conservation efforts in Allegheny County

- **American Chestnut Foundation**
  - Asheville, NC
  - $50,000 toward 1,500 chestnut trees at the Flight 90 National Memorial as part of ongoing improvements to the site

- **American Rivers**
  - Washington, DC
  - $675,000 toward two-year support to restore rivers in western Pennsylvania and the First River in Georgia

- **The ClearWater Conservancy of Central Pennsylvania, Inc.**
  - State College, PA
  - $370,000 toward two-year support of watershed restoration efforts

- **The Conservation Fund**
  - Arlington, VA
  - $13,300,000 toward purchase of properties in Florida and the Northeast U.S.

- **The Conservation Fund**
  - Arlington, VA
  - $1,000,000 toward purchase of property in Florida

- **The Conservation Fund**
  - Arlington, VA
  - $4,000,000 toward purchase of property in Iron County, Wisconsin

- **The Conservation Fund**
  - Arlington, VA
  - $2,000,000 toward purchase of property in Lackawanna and Luzerne counties, Pennsylvania

- **The Conservation Fund**
  - Arlington, VA
  - $3,000,000 toward purchase of property in Wayne and Glynn counties, Georgia

- **The Conservation Fund**
  - Arlington, VA
  - $668,000 toward purchase of property in Wayne and Glynn counties, Georgia

- **Foundation for California University of Pennsylvania**
  - Calaveras, PA
  - $235,000 toward five-year support to improve water quality within western Pennsylvania

- **Friends of Hospital Albert Schweitzer Haiti**
  - Pittsburgh, PA
  - $300,000 toward two-year support to restore the environment through reforestation combined with agro-forestry initiatives in the Artibonite region of Haiti

- **Friends of the Loyalhanna Watershed Association, Inc.**
  - Ligonier, PA
  - $371,000 toward two-year support of operations and to restore a landmark property in the Ligonier Valley

- **Friends of the National Audubon Society**
  - Washington, DC
  - $125,000 toward two-year support to improve forest songbird populations and provide forest lands in the upper Allegheny River watershed

- **Foundation for Pennsylvania Watersheds**
  - Montoursville, PA
  - $675,000 toward two-year support to improve water quality within western Pennsylvania

- **Foundation for Pennsylvania Watersheds**
  - Altoona, PA
  - $235,000 toward five-year support to improve water resources, sustainable communities, and energy programs

- **Friends of the Pennsylvania Land Trust Association**
  - Philadelphia, PA
  - $10,000 toward educational opportunities for western Pennsylvania conservation leaders

- **Friends of the Pennsylvania Environmental Council, Inc.**
  - Pittsburgh, PA
  - $475,000 toward two-year support to improve water resources, sustainable communities, and energy programs

- **Friends of the Pennsylvania Land Trust Association**
  - Washington, PA
  - $10,000 toward educational opportunities for western Pennsylvania conservation leaders
Richard King Mellon Foundation

Pennsylvania Parks and Forests Foundation
CAMP HILL, PA
$95,000 toward connecting communities with state parks and forests, to support gateway towns as part of a community development strategy, and to document Pennsylvania’s conservation history.

Pennsylvania Resources Council, Inc.
PITTSBURGH, PA
$100,000 toward support of operations and programs to protect, preserve, and promote southwestern Pennsylvania’s scenic resources.

Pittsburgh Community Broadcasting Corporation
PITTSBURGH, PA
$75,000 toward production of a radio series to address habitat, conservation, and energy development issues in Pennsylvania.

Pittsburgh Community Services, Inc.
PITTSBURGH, PA
$80,000 to implement green infrastructure projects throughout Pittsburgh’s 15206 zip code.

Pittsburgh Parks Conservancy
PITTSBURGH, PA
$1,060,000 toward three-year support of parks’ management and maintenance, and the Watershed Restoration Fund.

Susquehanna University
SELINSGROVE, PA
$2,250,000 toward three-year support of aquatic ecology research on the Susquehanna River and watershed, and to create a freshwater institute at the university.

Trout Unlimited
ARLINGTON, VA
$600,000 toward two-year support to continue the abandoned mine clean-up and stream restoration efforts across the West Branch Susquehanna watershed.

Washington County Watershed Alliance
WASHINGTON, PA
$250,000 toward restoration and preservation of Canonsburg Lake.

Western Pennsylvania Conservancy
PITTSBURGH, PA
$700,000 toward two-year support of operations for land and watershed conservation programs.

**LITTLE MAHONING WATERSHED RIPARIAN PLANTING**

WESTERN PENNSYLVANIA CONSERVANCY

STAFF AND VOLUNTEERS PLANT RIPARIAN TREES ALONG A STREAM IN THE LITTLE MAHONING WATERSHED IN NORTHERN INDIANA COUNTY. THIS TWO-YEAR PROJECT PLANTED MORE THAN 23,000 RIPARIAN TREES IN PRIORITY WATERSHEDS THROUGHOUT WESTERN PENNSYLVANIA.

**APPROPRIATIONS 2014**

<table>
<thead>
<tr>
<th>BY PROGRAM PRIORITY</th>
<th>NUMBER OF GRANTS</th>
<th>APPROVED GRANTS</th>
<th>% OF APPROVED GRANTS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Regional Economic Development</td>
<td>78</td>
<td>$42,234,500</td>
<td></td>
</tr>
<tr>
<td>Education</td>
<td>19</td>
<td>$1,372,000</td>
<td></td>
</tr>
<tr>
<td>Human Services</td>
<td>65</td>
<td>$20,237,000</td>
<td></td>
</tr>
<tr>
<td>Conservation</td>
<td>28</td>
<td>$16,645,000</td>
<td></td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td>190</td>
<td>$104,578,500</td>
<td></td>
</tr>
</tbody>
</table>

**BY GEOGRAPHIC AREA**

<table>
<thead>
<tr>
<th>Pittsburgh + Southwestern PA</th>
<th>Other</th>
<th><strong>Total</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>$42,734,500</td>
<td>$6,372,000</td>
<td>$104,578,500</td>
</tr>
</tbody>
</table>

**NET INVESTMENT INCOME**

<table>
<thead>
<tr>
<th>1947 Thru 2013</th>
<th>2014</th>
<th><strong>Total</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,417,037,269</td>
<td>$8,894,015</td>
<td>$1,465,931,284</td>
</tr>
</tbody>
</table>

**GRANTS PAID + PROGRAM-RELATED INVESTMENTS**

<table>
<thead>
<tr>
<th>1947 Through 2013</th>
<th>2014</th>
<th><strong>Total</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>$2,081,487,791</td>
<td>$75,392,183</td>
<td>$2,156,880,974</td>
</tr>
</tbody>
</table>

1947 Through 2013

**2014 ANNUAL REPORT**
Statements of Financial Position
December 31, 2014 2013

ASSETS
Cash $ 83,805 $ 7,931
Other current assets 3,291,136 7,818,941
Equities 1,504,076,589 1,570,173,266
Fixed income 590,643,657 537,890,922
Temporary investments 59,629,952 108,447,831
Alternative investments 58,204,551 101,208,266
Other 2,372,617,998 2,225,806,219
Total assets $2,367,029,733 $2,343,087,615

LIABILITIES AND NET ASSETS
Liabilities
Grants payable $ 14,766,442 $ 26,981,124
Deferred federal excise taxes 3,220,532 5,177,227
Appropriations for program-related assets 32,003,000 18,085,000
Total liabilities 50,533,035 50,243,351

Unrestricted net assets 2,316,496,698 2,292,844,264
Total liabilities and net assets $2,367,029,733 $2,343,087,615

The accompanying notes are an integral part of these financial statements.

Statements of Activities and Changes in Net Assets
For the year ended December 31, 2014 2013

INCOME
Investment income $ 82,720,856 $ 85,250,614
Realized gains on investments 197,241,159 87,821,145
Unrealized (losses) gains on investments (141,363,391 ) 224,849,695
Total income 138,598,624 397,921,454

EXPENSES
Grants approved, net of rescissions 101,124,249 112,848,588
Administrative, investment, and program 12,012,535 11,330,199
Provision for taxes 3,223,040 1,249,603
(Benefit from) provision for deferred taxes (1,413,634) 2,248,497
Total expenses 114,946,190 127,676,887

Change in unrestricted net assets 23,652,434 270,244,567

UNRESTRICTED NET ASSETS
Beginning of period 2,292,844,264 2,022,599,697
End of period $ 2,316,496,698 $2,292,844,264

The accompanyingnotes are an integral part of these financial statements.

Statements of Cash Flows
For the year ended December 31, 2014 2013

CASH FLOWS FROM OPERATING ACTIVITIES
Change in unrestricted net assets $ 23,652,434 $ 270,244,567
Adjustments to access to change in unrestricted net assets used in cash flows to operating activities:
Accretion (537,188) (698,755 )
Deferred federal excise taxes (1,413,634 ) 2,248,497
Realized gains on investments (197,241,159) (87,821,145 )
Unrealized (losses) gains on investments 141,363,391 (224,849,695)
Increase (decrease) in cash from changes in:
Other current assets 2,451,962 (5,464,626 )
Program-related assets (12,418,000) (3,703,000 )
Grants payable (12,214,682 ) 10,023,109
Appropriations for program-related assets 13,230,620 3,703,000
Net cash used by operating activities (42,438,876) (36,318,048 )

CASH FLOWS FROM INVESTING ACTIVITIES
Purchases of investments (1,512,078,368) (3,007,387,888 )
Proceeds from sales of investments 1,554,593,118 3,042,361,572
Net cash provided by investing activities 42,514,750 34,973,684

Net change in cash 75,874 (1,344,364 )

CASH
Beginning of year 7,931 20,941,295
End of year $ 83,805 $ 7,931

The accompanying notes are an integral part of these financial statements.

2014 Summary of Investments

December 31, 2014

<table>
<thead>
<tr>
<th>Book Value</th>
<th>Fair Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equities</td>
<td>$1,042,427,954</td>
</tr>
<tr>
<td>Fixed income</td>
<td>612,072,627</td>
</tr>
<tr>
<td>Temporary investments</td>
<td>91,644,461</td>
</tr>
<tr>
<td>Alternative investments</td>
<td>208,572,403</td>
</tr>
<tr>
<td>Total investments</td>
<td>$1,954,717,445</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of these financial statements.

2013 Summary of Investments

December 31, 2013

<table>
<thead>
<tr>
<th>Book Value</th>
<th>Fair Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equities</td>
<td>$946,658,484</td>
</tr>
<tr>
<td>Fixed income</td>
<td>545,854,299</td>
</tr>
<tr>
<td>Temporary investments</td>
<td>96,653,641</td>
</tr>
<tr>
<td>Alternative investments</td>
<td>210,287,424</td>
</tr>
<tr>
<td>Total investments</td>
<td>$1,799,453,848</td>
</tr>
</tbody>
</table>

The accompanying notes are an integral part of these financial statements.
The accompanying financial statements of the Richard King Mellon Foundation (Foundation) are prepared on the accrual basis of accounting.

Nature of Operations

The Foundation is primarily in the areas of Regional Economic Development, Education, Health Care and Social Services, and Culture. As a charitable organization, the Foundation maintains a high level of liquidity and invests its capital with a long-term perspective.

Nature of Investments

The Foundation’s investments consist of cash equivalents and investments in cash, U.S. government agency obligations, investment grade corporate bonds, equities, alternative investments, and temporary investments in mutual funds. The portfolio is diversified, with no single investment or issuer constituting a material portion of the portfolio.

Valuation of Investments

The Foundation is subject to the authoritative guidance on accounting for uncertainty in income taxes issued under Generally Accepted Accounting Principles. This guidance establishes a minimum set of recognition criteria for tax positions taken in a tax return. The threshold required for a tax position to be recognized in the financial statements is that the position must have a greater than 50% likelihood of being sustained.

Use of Estimates

The preparation of financial statements is in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Reconciliation of Cash and Short-Term Investments

The following table presents the investments carried on the Statements of Financial Position by level as of December 31, 2014 and 2013.

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>$ 1,240,648,177</td>
<td>$ 772,251,335</td>
<td>$ 319,577,886</td>
</tr>
<tr>
<td>Fixed income</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Equities</td>
<td>$ 1,180,682,124</td>
<td>$ 187,844,559</td>
<td>$ 1,646,583</td>
</tr>
<tr>
<td>Alternative investments</td>
<td>0</td>
<td>0</td>
<td>(917,423)</td>
</tr>
<tr>
<td>Total investments</td>
<td>$ 1,240,648,177</td>
<td>$ 772,251,335</td>
<td>$ 319,577,886</td>
</tr>
</tbody>
</table>

Payables from unsettled securities purchases, net at December 31, 2014 and 2013

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payables from unsettled securities purchases, net</td>
<td>$ 27,383</td>
<td>$ 0</td>
<td>(1,427,999)</td>
</tr>
<tr>
<td>Total payables, net</td>
<td>$ 27,383</td>
<td>$ 0</td>
<td>(1,427,999)</td>
</tr>
</tbody>
</table>

Investments at Fair Value as of December 31, 2014

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
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</table>

Investments at Fair Value as of December 31, 2013

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>$ 1,175,149,356</td>
<td>$ 707,058,696</td>
<td>$ 314,380,383</td>
</tr>
<tr>
<td>Fixed income</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Equities</td>
<td>$ 1,122,754,500</td>
<td>$ 144,747,829</td>
<td>$ 1,646,583</td>
</tr>
<tr>
<td>Alternative investments</td>
<td>0</td>
<td>0</td>
<td>(917,423)</td>
</tr>
<tr>
<td>Total investments</td>
<td>$ 1,175,149,356</td>
<td>$ 707,058,696</td>
<td>$ 314,380,383</td>
</tr>
</tbody>
</table>

Footnote: the note to financial statements includes the following disclosures:

- The statement of activities for the years ended December 31, 2014 and 2013.
- The statement of changes in net assets for the years ended December 31, 2014 and 2013.
- The statement of cash flows for the years ended December 31, 2014 and 2013.
- The statement of members’ equity for the years ended December 31, 2014 and 2013.
- The statement of members’ contributions for the years ended December 31, 2014 and 2013.
- The statement of members’ distributions for the years ended December 31, 2014 and 2013.
- The statement of members’ contributions and distributions for the years ended December 31, 2014 and 2013.
- The statement of members’ contributions and distributions for the years ended December 31, 2014 and 2013.
- The statement of members’ contributions and distributions for the years ended December 31, 2014 and 2013.
- The statement of members’ contributions and distributions for the years ended December 31, 2014 and 2013.
The net asset values that have been provided by the investees have been derived from the fair values.

The following tables present a roll-forward of the amounts for the years ended December 31, 2014

The Foundation has certain investments that do not have readily determinable fair values but permit direct redemption or distributions at times specified under the governing documents. As a practical expedient, the Foundation relies on the net asset value (NAV) of these investments as their fair value.

Independent Auditor's Report
To the Trustees of the Richard King Mellon Foundation:
We have audited all of the accompanying financial statements of the Richard King Mellon Foundation (the "Foundation"), which comprise the statements of financial position as of December 31, 2014 and December 31, 2013, the statements of operations and cash flows for the years ended December 31, 2014, 2013, and 2012, the statements of changes in net assets for the years ended December 31, 2014, 2013, and 2012, and the notes to the financial statements, including the financial statement schedules and supplementary summary of investments presented for the years ended December 31, 2014, 2013, and 2012. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Richard King Mellon Foundation as of December 31, 2014 and 2013, and the results of its operations, changes in its net assets, and the cash flows for the years ended December 31, 2014, 2013, and 2012, in conformity with accounting principles generally accepted in the United States of America.

NOTES TO FINANCIAL STATEMENTS

24. Unfunded Commitments

The Foundation has obligations to fund commitments totaling $1,047,000,000 as of December 31, 2014 and 2013, which are due after December 31, 2019. As of December 31, 2014 and 2013, the maximum maturities of these obligations are as follows:

The Foundation also has obligations to fund commitments totaling $1,047,000,000 as of December 31, 2014 and 2013, which are due after December 31, 2019. As of December 31, 2014 and 2013, the maximum maturities of these obligations are as follows:

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The statements of financial position as of December 31, 2014 and December 31, 2013, the statements of operations and cash flows for the years ended December 31, 2014, 2013, and 2012, the statements of changes in net assets for the years ended December 31, 2014, 2013, and 2012, and the notes to the financial statements, including the financial statement schedules and supplementary summary of investments presented for the years ended December 31, 2014, 2013, and 2012.

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The following grant-making objectives and grant program priorities were approved by the Trustees in December 2009. They became effective in January 2010.

**OBJECTIVES**

The Foundation seeks to improve the competitive position of the region; strengthen the vitality of southwestern Pennsylvania, particularly the city of Pittsburgh and its neighborhoods; and protect precious green and natural infrastructure, particularly in western Pennsylvania.

**PROGRAM PRIORITIES**

### SOUTHWESTERN PENNSYLVANIA

**Regional Economic Development**
- University research and technology initiatives
- Initiatives promoting innovation, business diversification, local agriculture, and workforce excellence
- Urban community revitalization
- Regional cultural and recreational tourism

**Education**
- Colleges and universities integral to local communities
- Programs responsive to workforce market demands
- Programs designed to improve the quality of education performance
- Students and K-12 education
- Independent schools

**Human Services**
- Programs designed to achieve holistic and broadscale outcomes
- Early childhood programs focused on school readiness
- Career-focused, after-school programs
- Capacity-building initiatives

### WESTERN PENNSYLVANIA

**Conservation**
- Land conservation with an emphasis on habitat protection and sustainable timber management
- Watershed protection and restoration with an emphasis on projects that are strategic
- Sustainable environments

The Foundation gives priority to projects and programs that have clearly defined outcomes and an evaluation component, and has a preference for partnering with other donors on initiatives. The Foundation does not consider requests on behalf of individuals or from outside the United States. The Foundation does not encourage requests from outside Pennsylvania.

The Foundation uses the Common Grant Application format, developed by Grantmakers of Western Pennsylvania, which may be obtained at the website address foundationcenter.org/grantmaker/rkmellon/ or by contacting the Foundation offices.

Attention: Information and Grants Manager
Richard King Mellon Foundation
BNY Mellon Center
Suite 4106, 500 Grant Street
Pittsburgh, PA 15219–2502
telephone 412 392 2800
fax 412 392 2837

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