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conomic turmoil is a pervasive fact of life for nonprofit groups, public agencies, and

the community at large. Under the circumstances, short-term thinking is understandable and in some cases very necessary. But in an environment like this, taking a longer-term view is also key.

Our organization is fortunate to be able to take this view. We have placed a high priority on maintaining stability in our grant budget, so when the market boomed in recent years, we kept our spending at a sustainable level, and the recent slide in the markets has not caused our grant budget to decline.

As a result, we expect to be able to maintain our current grantmaking

levels in 2009 and 2010.

Nevertheless, our outlook is as uncertain as any organization that depends on investment returns.

Barring a major change in the stock market, we may face tough choices in 2011.

For now, this relative stability allows us to be agile in our approach to the challenges presented by the recession, while staying focused on our long-term strategies for regional advancement. In this Annual Report, we've highlighted three of our strategies that we believe demonstrate exceptional promise, but also challenges.

Philadelphia established a new Office of Arts, Culture, and the Creative Economy in 2008, representing a major step forward for the cultural community and a long sought-after goal of the Foundation and its partners. With our support, determined advocates managed to raise expectations for the ways in which the city supports its cultural sector, and in the process, gained an important new ally in City Hall. The benefits of this new level of city support have the potential to help the cultural sector through a difficult economic period, and will profoundly strengthen our city for many years to come.

For nearly a decade, we've invested in targeted strategies to encourage public support for early childhood education and reform of Pennsylvania's inequitable public school finance system. The advocates we've supported in these two areas have enjoyed major policy wins



in recent years, securing a major state commitment to public funding for a wide and deep range of early childhood programs, and building the political will necessary for the legislature and governor to fundamentally correct Pennsylvania's inequitable school funding formula. We're very proud to have played a role in these achievements, but we cannot afford to be satisfied with past victories. The political and fiscal climate in Harrisburg is changing in ways that

will present entirely new challenges to these policy advances.

Greater Philadelphia boasts an impressive collection of trails. These outdoor amenities are a distinctive feature of the place we call home, but because they are poorly integrated, their full value has not been realized.

That's why we're supporting a coalition of groups trying to weave these trails into a cohesive network, not just for the obvious recreational benefits, but because

interconnected trails have the potential to link our communities, break the economic isolation of under-served areas, attract new residents to Greater Philadelphia, and grow our regional economy.

Together, these three stories demonstrate key aspects of our long-term vision for Greater Philadelphia, one which we believe represents our best opportunity to ensure that our grantees and the region are poised to benefit when economic recovery eventually comes.

Tom Heas

Sincerely,

Tom Haas

Chair of the Corporation

David Haas

Chair of the Board

Feather Houstoun

President

Foundation Programs

Arts & Culture

Diverse artistic expression is a hallmark of a healthy region.

Through our Arts & Culture program, we provide various types of core operating support for arts groups and cultural institutions, enabling them to pursue their creative missions with confidence in their organization's future. We also fund work that broadly advances the region's cultural sector. Our funding strategies promote artistic achievement and encourage public participation in and support for the arts.

Children, Youth, & Families

When all children and families have access to opportunity, society benefits. Our Children, Youth, & Families program funds work in our region to promote a better early care and education system, more effective and equitable education policies, networks of developmental opportunities for older youth, and improvements to the systems supporting families. Our grantmaking focuses largely on critical transitions in the lives of children as they progress from birth, through early childhood, and into young adulthood.

Evaluation. We believe that lessons gained from our grantmaking can be used to help keep our work relevant, effective, and valuable to the fields in which we work. Our Focus on Learning program evaluates the progress of our funding strategies and creates opportunities to learn and share knowledge acquired over time.

Communications. We view strategic communications as a tool that can maximize the impact of our grants. When needed, the Foundation provides funding and other assistance to our grantees to develop practical communications approaches that advance our common goals.

Environment & Communities

Healthy ecosystems and communities are essential for a livable and economically competitive region. Our Environment & Communities program uses an integrated grantmaking approach to enhance the sustainability of the region's ecosystems and older communities. The program seeks to foster greater cross-sector collaborations that build on the assets of our region through revitalization of its urban core and protection and restoration of watersheds, with a focus on key waterways. Our Environment & Communities program makes investments intended to catalyze innovation and leadership in the region.

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rospective grantees should visit the Foundation online at www.williampennfoundation.org for detailed information about funding strategies in each of our program areas,

eligibility requirements, and procedures for submitting a letter of inquiry.

Philadelphia's Office of Arts, Culture, and the Creative Economy: New Expectations, New Opportunities



ost evenings, Gary Steuer can be found attending a play, a musical performance,

a dance presentation—or talking to community groups, meeting with elected officials, consulting cultural leaders.

"You can't go to an arts event and not see Gary," says Karen Davis, president and CEO of the Arts & Business Council of Greater Philadelphia. "I see him everywhere."

These nights follow long days, as Steuer, the director of Philadelphia's newly created Office of Arts, Culture, and the Creative Economy, promotes projects via the media, gives speeches to schools and private organizations, and tries to have as public a presence as he possibly can, all while striving to do a job that is unprecedented in Philadelphia.

"I'm looking at how I can use my own time and my bully pulpit to send the message that the arts are critically important to the city and the region in terms of quality of life, tourism, and the attraction and retention of businesses," says Steuer, who previously served as a senior executive with Americans for

the Arts and as executive director of its Arts & Business Council.

"Our long term goal is to increase the support the city provides its cultural sector. We're in a situation where it's not in keeping with the ambitions, scale, or quality of the arts sector we have."

Setting New Expectations

Philadelphia's cultural sector did not always have such robust representation in City Hall. Both local and national observers of the city's previous Office of Arts and Culture found it had not been able to advance a strategic vision for the city's cultural assets and may have focused too narrowly on a handful of organizations.¹

In 2004, then-mayor John Street closed the Office of Arts and Culture, citing budgetary concerns. Many of the office's duties were reassigned to the city's commerce director, while others were spread across city departments.

The arrangement proved less than ideal. Without sufficient cultural affairs staff, the commerce department was not able to serve the community's day-to-day needs from city government, and no strategy existed to nurture the

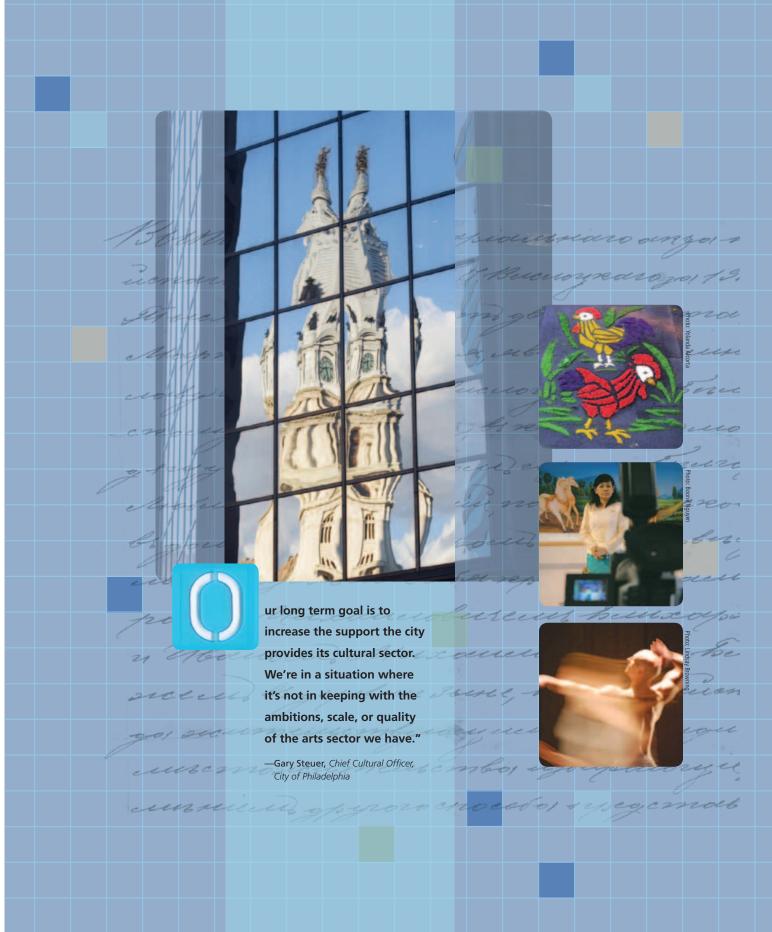
role culture plays in the city's economic well-being.

"The cultural community was feeling a lack of support in leadership from City Hall," says Peggy Amsterdam, president of the Greater Philadelphia Cultural Alliance.

With the closure of the old office, the William Penn Foundation and the Cultural Alliance saw a rare chance for a clear playing field on which to help the city and the cultural community examine new systems and perhaps even reinvent a support structure in city government.

Amsterdam says they wanted the next administration to create a new office that was "very meaningful and a focal point for the city's arts policy." With a mayoral election in progress, it

Opposite Page: Inset photos feature
Foundation grantees. From top:
Alfombra de aserín (sawdust
carpet) exhibited by Raíces Culturales
Latinoamericanas; Scribe Video
Center's Precious Places Community
History Project, featuring the Khmer
Buddhist Humanitarian Association's
documentary on the Bra Buddha Ransi
Temple; Scott Lowe in "Spooky Action"
by Miro Dance Theatre.



was an especially good time to set new expectations.

The Cultural Alliance joined forces with the William Penn Foundation to commission leading cultural policy experts from the RAND Corporation to study Philadelphia's support of the arts compared to cities and regions with similar challenges, with a goal of seeing what Philadelphia could learn from their experiences.

The resulting report, *Arts* and *Culture in the Metropolis: Strategies for Sustainability,* compared Philadelphia and 10 other urban areas, and identified the need for a strong, centralized agency to promote arts and culture.

Drawing from other regions' best practices, the researchers outlined a variety of desirable principles and functions for a prospective new office. RAND recommended the new office serve as a central point of contact for the cultural sector, align more closely with functions such as economic development and neighborhood revitalization, and generally play a more prominent role in city government.

The report was released in spring 2007, just as a handful of candidates were jockeying for their parties' nomination for mayor.

Wendy Warren, then the assistant managing editor of the *Philadelphia Daily News*, wrote while blogging the 2007 mayoral race that the RAND report was "about allowing arts to have a voice when big decisions about

the city's future—schools and arts education, even development, and the one percent for art programs—are being made."

To build momentum for the report's recommendations, the Cultural Alliance and the Arts &

Business Council held candidate forums both before the mayoral primary and again in September, weeks before the regular election.

But it was not only formal advocacy groups and cultural organizations

that got involved. Citizens and cultural activists jumped into the fray as well.



Arts activist Matty Hart addresses a town hall meeting of the cultural community.

Armed with the RAND report, Matty Hart, a self-described "cultural worker" and natural convener, organized a town hall meeting that brought together members of the cultural sector with arts leaders from Denver, Phoenix, and Baltimore—other cities studied in the RAND report. The goal of the meeting

was to show Philadelphia's cultural community examples of what had been working in other communities, helping them to envision what they might want from the next administration.

It also demonstrated to

"[Mayoral candidates] saw an

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became a popular mandate."

—Matty Hart, arts activist

discussion; a roomful of

those vying for Philadelphia's highest office that the cultural community was a force to be reckoned with.

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a policy discussion,"
Hart says. It was "a roomful of
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became a popular mandate."

Indeed, Amsterdam notes, "every candidate for mayor came back with a platform for arts and culture. That's never been done before. Within the whole election campaign, it was one of the only issues every single candidate responded to."

A New, Re-imagined Office Takes Shape

Democrat Michael Nutter won the mayoral race in November 2007, taking office the following January. Making good on his campaign promise, he announced the opening of the city's new Office of Arts, Culture, and the Creative Economy, appointing Steuer to the post of chief cultural officer in July 2008.

Nutter has given Steuer wide latitude to build the office in a way that serves the cultural community's needs and the city's goals.

"It was almost a blank slate,"
Steuer says. "I was basically
presented with, 'You have a title.
You have an office. Now you're
going to have to build leadership,
build support, and figure out what
the office is supposed to be doing'."

Nevertheless, Steuer had an advantage in determining what his office needed to do: "I had things like *Portfolio* [the Cultural Alliance's annual analysis of the economic impact of the arts] and the RAND report, so a lot of the work had been done already."

Steuer also benefits from the guidance and assistance of more than 40 leaders from the cultural community who make up the Mayor's Cultural Advisory Council. Amsterdam and Davis are members of the newly organized group, as is Margie Salvante, executive director of the Theater Alliance of Greater Philadelphia.

"We've started a very rich conversation within the Mayor's Cultural Advisory Council," says Salvante. "There may not be a proscribed menu of things the cultural community needs Gary to do, but there are general big ideas like advocacy, fu

there are general big
ideas like advocacy, funding, and
collaboration."

Greater Philadelphia Cultural Alliance
says the sm
collaboration."

Perhaps most importantly, the Council provides what Salvante



sees as "a great opportunity for the cultural community to come together and give input on policy in a way that allows us to craft a cohesive agenda going forward."

Understanding the Cultural Community's Needs

One of the most important tasks facing Steuer and the new office is to assess the diverse needs of Philadelphia's cultural organizations, which are as varied

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-Peggy Amsterdam, President,

and multifaceted as the groups themselves.

Some groups have very specific wants. Lois Welk, another Advisory Council member who is also director of Dance/ USA Philadelphia,

says the small dance companies she represents need help with infrastructure. Some have no paid staff, meaning dancers are doing double and triple duty, she says. "We need to take the stress and pressure off the artistic staff so they can be all they can be as artists."

Penn Museum

Meanwhile, James Falconi, program manager of the American Composers' Forum, says his group needs help reaching a greater audience and putting new music on the same level as other entertainment and cultural options.

Mimi Kenney Smith, executive director of VSA Arts of Pennsylvania and artistic director of Amaryllis Theatre, wants to work with Steuer to make the cultural community more accessible to people with disabilities, patrons as well as performers.

Louis Massiah, executive director of Scribe Video Center, hopes Steuer will reach out to community arts producers who are not affiliated with cultural organizations—like commercial

artists and for-profit arts groups, and then provide an inventory that goes beyond non-profits.

"What seems to be lacking is a kind of arts advocacy that is based on the citizens instead of the cultural organizations or philanthropic bodies," Massiah says. "How do the needs of citizens factor into the decisions being made by cultural organizations or the funders?"

Amsterdam hopes Steuer will "bring together the many varied parts of arts and culture in the city under one office that can look at the needs of the community so the city becomes a supportive place for artists to live and work."

This sentiment is echoed by Veronica Castillo-Perez, executive director of Raíces Culturales Latinoamericanas, who says the biggest challenge is bringing all groups to the table and convincing them to put their own agendas aside. Castillo-Perez is excited that smaller organizations like hers will have a strong voice.

"I'd like to see real brotherly unity," she says. "Once we do that, we can get more creative about solving our immediate situations. Once you get over the stress of fighting over crumbs, you can do your job."

The Heavy Lifting Begins

With support from the philanthropic sector, including the William Penn Foundation, Steuer is already tackling some of the most pressing issues facing the cultural community.

Steuer is collaborating with Penn Praxis, the clinical arm of the

University of Pennsylvania's school of design, to investigate how the city might better support and manage its investments in public art.

In addition, he is working with Artspace Projects, a national developer and manager of nonprofit cultural facilities, to explore ways to create more affordable space for artists and cultural organizations.

Another idea, still in its early stages, is to develop a resource sharing co-op, similar to New York City's Materials for the Arts program, which allows the arts and arts education community to access an inventory of donated and shared items they can use in their work, such as fabric, furniture, hardware, paint, and a range of art supplies. It is just one example of a specific need Steuer hopes the city can address in a more meaningful way.

With the city's active involvement, an Arts for Youth initiative was launched with large-scale philanthropic support. The Philadelphia Education Fund, the Fleisher Art Memorial, and Public Citizens for Children and Youth lead the initiative, which aims to bring arts education and high quality cultural opportunities to all of Greater Philadelphia's children within 10 years.

Carol Fixman, executive director of the Philadelphia Education Fund, says having Steuer in the mayor's cabinet alongside the top officials responsible for economic development and education policy is good news for students.

"This ensures the mayor's attention and means there will be greater attention to policies that affect children's sustained access to the arts," Fixman says. "This will better enable more children to participate in arts opportunities."

Steuer is also doing a great deal to engage with the arts community and the public at-large. He hopes to literally put the office out front, and is planning a move to the first floor of City Hall that would include a public art gallery with changing installations to highlight different artists and projects.

A Cheerleader for Culture Who Gets the Bigger Picture

Between his efforts to understand and address the cultural community's needs and his responsibilities within the city administration, Steuer has a full load. But as the Arts & Business Council's Karen Davis notes, he has also found time to become an avid consumer of Philadelphia's cultural offerings, which has made him an even stronger advocate for the city's cultural jewels.

"We genuinely have a city that is unmatched by any other in the country in terms of quality, diversity, breadth, and depth of cultural and heritage assets," Steuer says. "I want Philadelphia to be seen as one of the greatest cultural cities in the world."

Steuer sings the praises of culture in Philadelphia with the best of them, but cultural leaders

are particularly impressed with the extent to which he realizes culture is an asset that needs care and support if it is to truly serve the city's interests and flourish in its own right.

"If business and government want Philadelphia to meet its full potential as a business capital, they need to support its current capacity as a cultural capital," Davis says. "Gary totally understands that."

"We genuinely have a city that is unmatched by any other in the country in terms of quality, diversity, breadth, and depth of cultural and heritage assets. I want Philadelphia to be seen as one of the greatest cultural cities in the world."

—Gary Steuer, Chief Cultural Officer, City of Philadelphia

"Arts and culture is not fluff. It's a major economic driver for the entire region," says Derick Dreher, director of the Rosenbach Museum & Library. "In good times the arts are important and in bad times they're crucial."

"You may not care about the arts at all, but for many people it's what they look at when they're considering places to live," Steuer says. "When businesses look to expand or people look at jobs, they look at cultural assets."

Amsterdam sees in Steuer someone who gets the bigger picture, an advocate who can help others gain a "general recognition of the importance of the arts in a community." According to Amsterdam,



At City Hall, Gary Steuer sits with a sculpture installed by Moore College of Art.

"without arts and culture, a city is just a city. A neighborhood is just a neighborhood. What distinguishes us from other places is our definite arts and culture scene. It's our history and our heritage, and without it, we have nothing."

Steuer is here to make sure that idea remains squarely on the front burner in City Hall.

Natalie Pompilio is a freelance writer based in Philadelphia. She spent more than a decade as a newspaper reporter, working for The Philadelphia Inquirer and The Times Picayune (New Orleans). She received local and national recognition for her coverage of the war in Iraq and Hurricane Katrina's devastation of the Gulf Coast. She is a co-author of More Philadelphia Murals and the Stories They Tell (Temple University Press, 2006).

1McCarthy, Kevin F., et al. Arts and Culture in the Metropolis: Strategies for Sustainability. Santa Monica, CA: The RAND Corporation, 2007.

Early Childhood and School Funding Equity:

Advocates Seek to Preserve Major Policy Advances in Harrisburg



virtually no money of its own toward preschool education or a continuum of services for very young children. "It wasn't taken seriously," says Shelly Yanoff, executive director of Public Citizens for Children and Youth.

Today, however, the commonwealth is one of the nation's leaders in increasing child care subsidies for low-income parents, offering support to help early childhood providers meet a higher standard, and providing substantial funding to make high quality pre-kindergarten available to three- and four-year-olds at risk of educational failure.

Building on important groundwork established during the previous administration, early childhood advocates have seen significant progress in recent years. Through strategic, relentless, and focused advocacy, combined with visionary leadership from within the current administration of Governor Edward G. Rendell, "we have put in position one of the enviable early learning systems in the country," says Joan Benso, president and CEO of Pennsylvania Partnerships for Children.

The commonwealth has also made remarkable progress in another area where it had consistently lagged behind: adequacy and equity in funding its public schools. It has gone from a state with no formula for disbursing education aid, and huge spending gaps between its richest and poorest districts, to one committed to providing all students the resources they need for a high quality education by 2014.

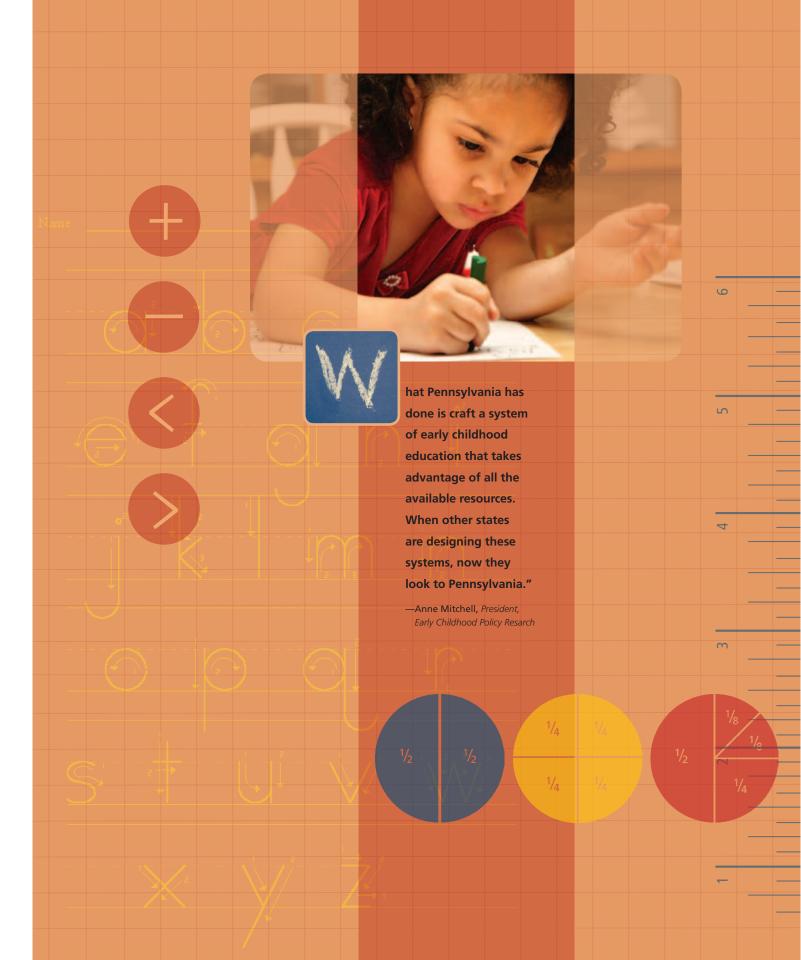
These advances can be attributed in large part to the efforts of a statewide movement sparked by the advocacy and grassroots organizing of the Education Law Center, the Education Policy and Leadership Center, and Good Schools Pennsylvania, and carried out by a coalition of nearly 30 other member organizations.

When the school funding formula was abandoned in 1991 and the gaps in spending got worse—with the needlest students getting less and less, "there was no constituency in place to protest," says Janis Risch, executive director of Good Schools Pennsylvania. "Organizing helped build a constituency."

On both fronts, advocates who had been toiling to convince state policymakers of the importance of these issues have made significant breakthroughs over the past decade, but it has not been easy.

Pennsylvania Becomes a Leader in Early Childhood Education

Powerful lobbies with the legislature's ear long argued that funding pre-kindergarten education amounted to state interference in family life. This sort of mindset had long stymied funding for full-day kindergarten, let alone a major commitment to pre-school.





These interests also lined up against any regulation of early childhood centers for quality.

"Policymakers treated child care simply as a welfare-to-work strategy," says Anne Mitchell, president of the national consulting firm Early Childhood Policy Research. "They didn't see it as part of the early care and education industry, and they certainly didn't see it as having anything to do with children learning."

Galvanized by significant philanthropic support, early childhood advocates were able to coordinate and professionalize their campaigns. Armed with studies showing cognitive development in the earliest years is crucial to children's later learning capacity, the advocates

made a compelling economic case: Every dollar invested in quality early childhood programs saves at least seven dollars down the road in such areas

as remedial education, social services, and prisons. They drove home their point with a sophisticated media strategy, using non-

—Anne Mitchell, President, Early Childhood Policy Research

with children learning."

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see it as having anything to do

traditional spokespersons such as business leaders and law enforcement officials. Grassroots organizers showed legislators the value of quality programs in their home districts, sponsored frequent visits to Harrisburg, and facilitated letter-writing campaigns.

The evidence moved key legislators "from seeing child care as babysitting to really understanding that it plays a pivotal role in preparing kids educationally to start kindergarten," says Christie Balka, director of child care and budget policy for Public Citizens for Children and Youth. "Now, we've made so many visits to legislators that they quote these studies back to us."

Securing legislative support was an important step, but Governor Rendell took things to the next level by substantially increasing the commonwealth's fiscal commitment to early care and creating the interagency Office of Child Development and Early Learning (OCDEL), with responsibility for coordinating a broad slate of programs serving young children and their families.

The increased state investments

have been multifaceted and complementary. Child care subsidies for lowincome families went from \$137 million to \$326 million between 2003 and 2008,

increasing the number of families benefiting from just below 100,000 to 137,000. And the commonwealth added \$39 million of its own funds to the federal Head Start program, providing access to 5,600 additional children.

At the same time, the commonwealth worked to improve the quality of child care providers and preschools, largely through the Keystone STARS program, established during the previous administration. The program works in partnership with providers to engage in continuous

quality improvement on a number of levels. It helps to assess the professional preparation and development of their staff; the learning environment for their children;

—Ron Cowell, President, Education Policy and Leadership Center

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their partnerships with family and community; and their leadership and administration. Like movie ratings, the better the center, the more stars it receives.

The commonwealth also launched a mixed delivery system in 2007 called Pre-K Counts, infusing it with \$86.4 million in state funding. The program supports high quality early childhood education for nearly 12,000 children in public schools, Head Start programs, child care centers, and private nursery schools that meet a rigorous set of standards.

Under the leadership of Harriet Dichter, OCDEL created a continuum of early childhood services. In addition to Keystone STARS, Pre-K Counts, Head Start, and Child Care Works (the state subsidy system), there is Early Intervention (Birth to Five), Nurse-Family Partnership, and the Parent-Child Home Program.

Underlying this continuum of services is a conviction that to be most effective, it is better to work with existing programs rather than create new ones.

Studies have shown that Keystone STARS, which not only rates centers but provides technical assistance and other

> services to help them improve, has reversed a decline in child care quality in just three years.

> OCDEL created the Risk and Reach Report, which tracks

poverty and other risk factors for children in each county and outlines the availability of early learning opportunities. This increased awareness of the state of some rural counties helped build political support.

The state also created the Early Learning Network, a unified data system that tracks child outcomes across publicly funded programs.

Pennsylvania has also made strides in the number of students attending full-day kindergarten. Nationally, about half of the nation's children benefit from full-day kindergarten, but less than a third of Pennsylvania's kids were enrolled in these programs. With enactment of the Education Accountability Block Grant, which provides more than \$270 million in funding to school districts, more than 60 percent of Pennsylvania's students now benefit from full-day kindergarten.

It's a huge advance for Pennsylvania's children, according to
Joan Benso of Pennsylvania
Partnerships for Children. "Schools with students attending full-day kindergarten improved their reading proficiency scores [on statewide third grade assessments] twice as much as schools where students attended part-day kindergarten programs."

"What Pennsylvania has done is craft a system of early childhood education that takes advantage of all the available resources," says Mitchell. "When other states are designing these systems, now they look to Pennsylvania."

Achieving an Equitable and Adequate School Financing System

As for the policies around state funding for public school finance, highly coordinated advocacy and grassroots organizing helped to catalyze major changes to the state finance system that will "benefit every disadvantaged and at-risk student in Pennsylvania," according to Baruch Kintisch, director of policy advocacy with the Education Law Center.

Over the past two decades, Pennsylvania had allowed local property taxes to assume more and more of the burden of paying for K–12 schools. At barely one-third, the state's share was among the lowest in the nation (on average, states pay half of education costs). As spending gaps among districts widened, students, parents, and community leaders tried to bring logic and equity to the state's funding formula.



The Education Law Center joined with the Education Policy and Leadership Center and Good Schools Pennsylvania to launch a statewide grassroots movement to "address gaps in achievement and funding that have left huge numbers of the commonwealth's poorest and most disadvantaged children far behind their peers, practically ensuring their educational failure," according to Kintisch.

These groups initially sought a costing-out study to determine the level of resources schools and districts actually need to educate all their students to state standards, and the enactment of an equitable method to provide those resources.

Their coordinated advocacy paid off in 2006 when the legislature commissioned and paid for a costing-out study that evaluated each district's needs based on the circumstances of their

students, giving additional weight to students living in poverty, needing to learn English, and other learning challenges. The rigorous study, completed in 2007, also took into account factors such as a district's size and local taxing capacity and effort.

The study's conclusion: The commonwealth needed to spend \$4.38 billion more per year to adequately educate its children.

"It is critical that all families

have access to high quality

to dedicate enough dollars

to do that."

working to get the legislature

—Peg Szczurek, Director of Programs,

Delaware Valley Association for the

Education of Young Children

programs and we're still

Fueled by this momentum, the initial grassroots movement evolved into the Pennsylvania School Funding Campaign, which now consists of more than 30 advocacy groups

united under the notion that "the state's greatest responsibility is to assure that every child has a high quality public education."

The Campaign, chaired by Ron Cowell, president of the Education Policy and Leadership Center and a former state legislator, has been endorsed by an astonishing array of more than 100 organizations, including school boards, labor unions, local PTAs, religious groups, and many others.

In response to this coordinated campaign, the General Assembly acted in 2008 to incorporate the recommendations of the costing-out study into a new system for education funding and accountability.

Governor Rendell pledged the state would meet its resource

obligations within six years. Education aid for 2008–09 and proposed 2009–10 included \$275 million and \$418 million in additional money, respectively, per this new formula, representing a down payment on closing the adequacy gap.

Advocates say it's nothing less than a paradigm shift.

Cowell says the costing-out study and the new education formula

has "dramatically changed the public and political discourse." Instead of an annual discussion about "what education funding level is politically convenient for

state legislators," the key debate now is around "the educational opportunity the governor and state legislators owe to Pennsylvania's school children," he says.

The discussion has shifted from pure politics to "what does it take to educate a child and what does it cost? That is the right question," says Susan Gobreski of Education Voters PA, one of the groups participating in the campaign.

According to Janis Risch of Good Schools Pennsylvania, "the new system for education funding and accountability finally gives the most disadvantaged students and communities a chance for academic success and the social and economic benefits that result from such achievement."

So What Happens Next?

Despite the significant policy achievements in early childhood and school finance reform, much is left to do and the stakes remain high. Governor Rendell is leaving office in 2011, and both the political and economic situations remain precarious, creating pressure for the advocacy community to remain focused. "We need to keep a statewide coalition together," says Cowell. "More significant funding increases are required in the next several years and it's crucial that the state maintain its commitment to the core funding principles and goals."

Advocates must also remain vigilant in the area of accountability, making sure the additional funds "are really used to benefit disadvantaged and at-risk students," says Kintisch.

On the early childhood front, $% \left(\frac{1}{2}\right) =\left(\frac{1}{2}\right) \left(\frac{1}{2$

advocates are confident the system carefully built over the past six years is too strong to be

dismantled. But Dichter herself points out that for all the progress, just four in 10 children have access to a quality early childhood program, and just two in 10 to a high quality one.

"There are very few high quality programs, and they have long waiting lists," says Peg Szczurek of the Delaware Valley Association for the Education of Young Children. "It is critical that all families have access to high quality

risk programs and we're still working h. to get the legislature to dedicate enough dollars to do that."

"Their biggest battles lie ahead, Keystone STARS

when I'm not governor. It's

community carries the ball."

-Ed Rendell, Governor of Pennsylvania

crucial that the advocacy

is now working in centers that serve 170,000 children. "The program continues to

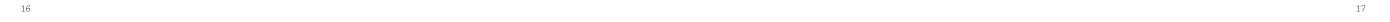
challenge providers to do better," Dichter says. Centers have made steady progress. In 2007–08, one-quarter of centers moved up at least one star in their ratings.

On the political front, Dichter says it is also important to maintain support for "a continuum of early childhood services, not a single-program approach."

Rendell agrees the advocates must remain vigilant in both areas, but

especially regarding education funding adequacy and equity.
"Their biggest battles lie ahead, when I'm not governor," he says.
"It's crucial that the advocacy community carries the ball."

Dale Mezzacappa has reported on education since 1986, most of that time with The Philadelphia Inquirer. She is currently contributing editor at The Philadelphia Public School Notebook, a quarterly independent and non-profit publication. Her work has won many local and national journalism awards, including for a series spanning 13 years that followed 112 inner-city sixth graders promised a free college education by a wealthy philanthropist. A former Nieman Fellow at Harvard University, she teaches journalism at Swarthmore College and sits on the board of the Education Writers Association.





Regional Trail Network Could Help Greater Philadelphia to Reinvent Itself (Again)



reater Philadelphia is "poised to be a national leader in how an historic, older

American city can reinvent itself through trails" observes Keith Laughlin, president of Rails-to-Trails Conservancy, the nation's largest trails organization.

Laughlin says the region's diverse trails "provide a basis for groundbreaking connectivity, creating an urban link between Philadelphia and Camden and transitions from the city to the countryside."

Local advocates are very much in sync with Laughlin's assessment, and are working to advance a vision that would tie Greater Philadelphia's excellent, but fragmented trails into a unified network, creating opportunities not only for recreation and fitness, but also for economic development, access to jobs and

commerce, and a higher quality of life for area residents.

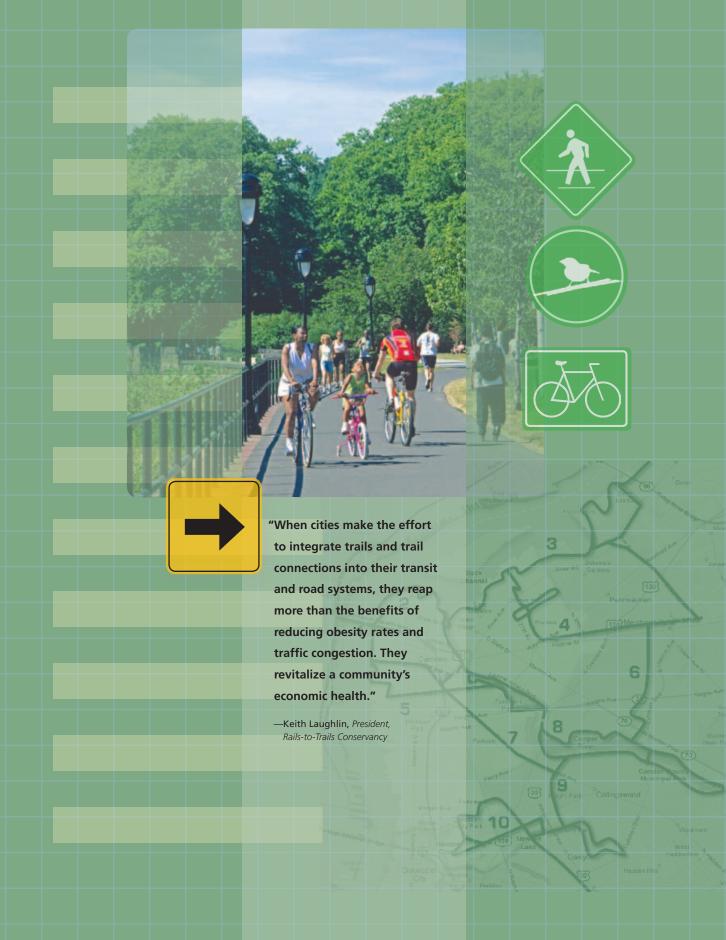
The plans are ambitious and do not come cheap, but leveraged properly, a solid network of integrated trails could bring about real opportunity, with returns many times greater than the investment for projects with relatively quick turnaround times. Given the severe recession and the federal government's strategy to deploy resources as quickly as possible on public works, transit alternatives, economic development, and preventative health, advocates see tremendous opportunity.

The beauty, say those involved, is the main ingredients are already in place—the area's natural corridors along rivers and creeks, abandoned rail lines that connect communities, a natural human attraction to the water and open spaces, and the organization and

determination of thousands of committed volunteers.

Sarah Clark Stuart with the Schuylkill River Park Alliance, has organized a coalition of nonprofits seeking to fill in nine specific gaps in the Schuylkill River Trail—from Cobbs Creek in Southwest Philadelphia to Roxborough in the northwest part of town, crossing into a significant chunk of Montgomery County.

Under Stuart's leadership, the Alliance and its partners have helped foster intense collaboration among advocates for different segments of the trail within Philadelphia. These coalition-building efforts have involved pricing out the options and prioritizing different sections. With a shared vision of the benefits of a unified system of trails, the Alliance's member advocates have engaged in unprecedented cooperation,



and in some cases have agreed to put the needs of other sections ahead of their own to advance the shared goal of completing the entire trail.

Thanks in part to the Alliance's efforts, ambitious plans are in the works through 2011 along the Schuylkill River, which is being slowly reclaimed from its heavy industrial past with steely resolve and solid results.

The Spine of a Network

For decades, many Philadelphians and visitors have enjoyed the scenic Kelly and Martin Luther King drives and parallel trails, above the Art Museum and extending east and west along the Schuylkill. Nationally known regattas take place there, and at night Boathouse Row is a signature Philadelphia postcard

Given the severe recession

and the federal government's

as quickly as possible on public

strategy to deploy resources

works, transit alternatives,

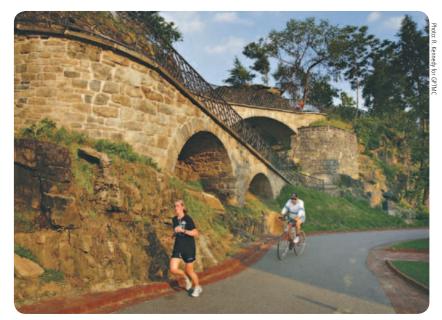
economic development, and

preventative health, advocates

setting. Below that fair stretch, however, the river the Dutch called "Hidden River" lives up to its name.

But in the last five years, things have changed

dramatically on the lower
Schuylkill where the river more
closely hugs Center City south of
the Art Museum, down to Locust
Street. The Schuylkill River Park,
also called Schuylkill Banks, is
now freed from restrictive access
after years of turmoil with the
CSX rail freight company, and



Schuylkill River Trail, Center City Philadelphia.

teems with recreational users, from rollerbladers to strollers.

One of the most significant problems it faces is overcrowding.

Stuart estimates the 1.2-mile stretch from the Fairmount Water Works to Locust St. sees anywhere from 14,000 to 16,000 users each week.

wer exciting to me is that for the first time, there's a connection to the public," observes Kay Sykora, director of the Schuylkill Project, which focuses on the waterfront between the neighborhoods of East Falls and Manayunk. "It is sort of expected, rather than a struggle. Once you raise the bar of expectation on a public level, the

resources follow that. Right now the funding streams are not all there, but this economy will pass."

Sykora's neighborhood, northwest of Center City, is vital to the plan to address the weak links in the river's chain of city trails, which collectively will cost about \$21 million to solder together. Her hilly urban enclave, with a successful and revitalized Main Street, is nestled on a fascinating part of the Schuylkill, with old factories converted to condos and several soaring, arched bridges ripe for classic rails-to-trails development. Those bridges also connect with affluent Lower Merion Township in Montgomery County, where rails-to-trails projects have already been funded, running from the abandoned Cynwyd

train station down to the river, through two historic cemeteries, to the Manayunk Bridge.

"In this case, the energy from Lower Merion is driving Philadelphia," Sykora says. The bridge project will cost about \$700,000, and the township has already produced its half. "This spring and summer we'll have a better sense of our own funding. It takes time for the push to become reality. The good news is we have everyone's attention."

"It would be a fantastic connection between the two communities that currently doesn't exist," says Sykora. "A lot of people would love to go to Manayunk without driving and parking."

Much bigger numbers are involved to address a much bigger problem nearby—in fact, the highest priority identified by the partner organizations—where Kelly Drive runs awkwardly into Ridge Avenue. Only the most committed cyclists and pedestrians brave the tiny pathway that currently exists, dodging buses and the many people waiting for them at a large SEPTA depot.

The solution could be a new bridge for the trail over the Wissahickon, or cantilevering a trail off the existing bridge that ends in an area in front of the Philadelphia Canoe Club (possibly on the river bank at the confluence of the

Wissahickon and the Schuylkill, within Fairmount Park), but any solution will be pricey. An initial engineering study cost \$200,000, and the estimate to build it is more than \$3.5 million.

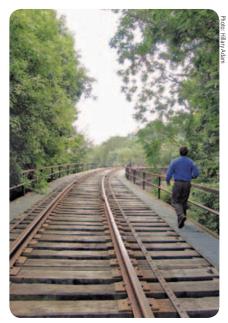
Heading south as the river runs toward the Delaware River confluence, the next big goal is to connect the Schuylkill Banks with the new South Street Bridge, with full access at about the same time the bridge opens in a couple of years. Joe Syrnick, director of the Schuylkill River Development Corp., says that link will be in the form of a 15-foot concrete boardwalk, partially extending over the water. It is in design phases right now, and expected to require \$6 million in funding.

"It would be a fantastic connection between the two communities that currently doesn't exist."

—Kay Sykora, Director, The Schuylkill Project

Other goals on the southern end include a trail extending from South Street, down the east bank of the Schuylkill around Grays Ferry Avenue, which is still a part of town with plenty of active industry, and crossing over the river to historic Bartram's Garden on the west side. Syrnick says an enormous, swivel-mount railroad bridge, long abandoned and standing in the river like some brooding, post-apocalyptic icon, is being eyed for re-use as that connection.

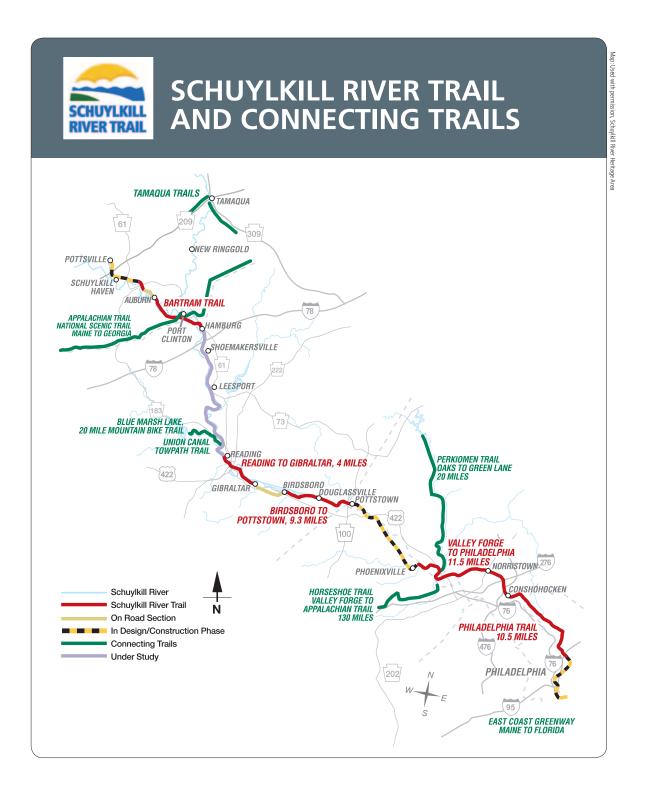
In the end, completing the gaps would produce 19 continuous miles of accessible riverfront on the Schuylkill in Philadelphia. The trail would extend to Fort Mifflin and "would connect somehow to the Philadelphia side of the Tinicum Marsh, or the John Heinz Wildlife Refuge," according to Syrnick.



A rail bridge offers a potential trail connection between Lower Merion Township and the Manayunk section of Philadelphia.

Syrnick refers to the 58th Street Connector, which would start just south of Bartram's Garden and head west—about a mile and a half of urban straightaway that would serve to connect the river with the Cobbs Creek area, with its parks, golf courses, and greenways.

At the Pennsylvania Environmental Council, the design for



the 58th Street Connector is actually in the works, thanks to \$132,000 in grants from the state's Department of Conservation and Natural

With all sections of the trail

complete, users would be able

to ride for nearly 130 continuous

miles, intersecting several other

major trails, including the iconic

Appalachian Trail.

Resources and the
"Take Me to the
River Initiative,"
with funding
from the William
Penn Foundation
through the

Delaware Valley Regional Planning Commission.

The 58th Street design could be in place within a year, and advocates envision an off-road trail, parallel but separate from the street, with a path on one side, or perhaps a generous and safe parkway median. This project is a good example of the kind of bigpicture thinking that will integrate trails not just within the city, or regionally, but even statewide.

Tracing the Schuylkill River to the west of Philadelphia, advocates see enormous economic potential, but key gaps in the trail make it difficult for communities to realize its full economic impact.

"The longer the trail, the more likely you are to get overnight visitors," says Kurt Zwikl, executive director of the Pottstown-based Schuylkill River National & State Heritage Area, which encompasses the Schuylkill River Watershed throughout Schuylkill, Berks, Chester, Montgomery, and

Philadelphia counties. "That's just critical to making this work."

With all sections of the trail complete, users would be able to

ride for nearly 130 continuous miles, intersecting several other major trails, including the iconic Appalachian Trail.

A trail network of that magnitude would be a significant lure for touring cyclists, translating into overnight stays and more dollars for the businesses and communities along the trail. It all adds up to a strong case that trails provide economic stimulus.

The Promise of a Better Quality of Life

To the east of Center City, trail users can traverse the Benjamin Franklin Bridge on an elevated, well-maintained walkway. What they have typically found on the other side are the urban streets of Camden, without much accommodation for pedestrians or cyclists. But that is changing, thanks to the efforts of the Cooper's Ferry Development Association and its partners, the New Jersey Conservation Foundation, Camden Greenways, Inc., and the Rails-to-Trails Conservancy. Together, they are working to create a Camden greenway of linear parks and trails that will connect users from the Ben

Franklin Bridge to existing trails throughout Camden and beyond.

"Everyone seems to understand that a trail network would really benefit this area," says Jacob A. Gordon, Esq., project manager and in-house counsel for Cooper's Ferry Development Association, across the Delaware in Camden. "We're been working with New Jersey Department of Transportation and their consultants on a feasibility study for the potential trail alignment for the network, connecting the Ben Franklin Bridge and downtown Camden to existing trails in Cooper River Park and the Ulysses S. Wiggins Park Promenade along the Delaware."

Gordon says the alignment is nearing completion, integrating input from many local and regional stakeholders. Once a vision plan has been created, the plan will be split into "individual chunks to create a network from Camden into the suburbs, while connecting anchor institutions" such as Rutgers Camden, Cooper University Hospital, and Campbell Soup Company to the rest of South Jersey and Philadelphia. The Camden County Open Space Commission has pledged financial assistance in beginning implementation of the plan.

The extensive trail network would use Camden as its hub, fed by regional trails, including a pedestrian- and bike-friendly



Planning has begun to expand Camden's Wiggins Park Promenade to include similar linear parks with trails in the North Camden and Cramer Hill sections of the city. Via the Ben Franklin Bridge, these trails would help connect Philadelphia to a vibrant regional network of trails in South Jersey.

Benjamin Franklin Bridge. "We have a broad vision for a network that goes through Camden to Philadelphia, but also the South Jersey suburbs, like spokes off a wheel. We see them as transportation avenues, not just recreation."

But trails do more than just create recreation opportunities, proponents say. They offer a better quality of life, giving poorer areas more accessibility to resources and new connections, literally connections to economic life.

to integrate trails and trail

connections into their transit and road systems," says Keith Laughlin of Rails-to-Trails Conservancy, "they reap more than the benefits of reducing obesity rates and traffic congestion.

They revitalize a community's economic health."

Nowhere is this concept more relevant than in Camden, among the poorest cities in

"When cities make the effort

"We have a broad vision for a network that goes through Camden to Philadelphia, but also the South Jersey suburbs, like spokes off a wheel. We see them as transportation avenues, not just recreation."

—Jacob A. Gordon, Esq. Cooper's Ferry Development Association

America, where residents have long been isolated from their surrounding communities by man-made barriers, including major highways that prevent safe pedestrian or bicycle traffic. A local trail network would help leverage private investment along their corridors, sparking economic growth in these redeveloping neighborhoods. "If you get linear parks with trails that lead to places, that really becomes the backbone for some serious investment," says Gordon.

Local advocates also have a vision of people using a regional trail network to connect to jobs and commercial activity. A visit to any of Camden's existing trails demonstrates the possibilities inherent in that vision. Despite the limited connectivity that currently exists, residents already use the trails in these ways, as evidenced by users dressed in all manner of work uniforms or

> returning home with groceries.

Gordon is confident that there is and will continue to be strong backing for a regional vision of

networked trails. "That's the beauty of trails," Gordon says. "You're going to have lots of cooperation because there are so many benefits."

An Urban Appalachian Trail

Patrick Starr, senior vice president of the Pennsylvania Environmental Council, is leading Greater Philadelphia's efforts to complete the East Coast Greenway—perhaps the ultimate economic development project not involving cars or houses, which would extend from Canada and Maine to Kev West, the southernmost point of the United States. It would link every major city on the eastern seaboard and, according to the project's website, more than 21 percent of the route "is already on safe, traffic-free paths."

> For the first time, a regional network of trails, linked with each other and to the East Coast Greenway, appears to be within Greater Philadelphia's reach.

says. "But I think we're making good progress. It's a huge advance to actually have an agreement about the proposed alignment, and we hope to have that by summer. We're getting there."

"We're not as far

states in terms of

designating and

completing part of

the Greenway," Starr

along as some

Starr says the Schuylkill River Trail is "a critically important connection" for the Greenway, which Stuart calls "a sort of urban Appalachian Trail." Like the theoretical interest and dividends accumulated and re-invested in a stock portfolio, "a network that works together compounds its usage and is very important," Starr says.

And that means connecting the Schuylkill to the Delaware River. Though plenty of attention is being paid to the Central Delaware waterfront, the north end, from Allegheny Avenue all the way up to Bucks County, is buzzing with plans and work on trail and riverfront betterment.

The Delaware River City Corporation is at the center of that buzz. Founded in 2006, the organization is working closely with the Pennsylvania Environmental Council to weave together a complex mix of federal, state, local, and private funding.

> Five major projects are underway for 11 miles of trails, which would also be a part of

the East Coast Greenway. Like the Schuylkill trail, this stretch also has problematic gaps that need filling. The Pennsylvania Environmental Council has provided \$225,000 for feasibility studies on how to best address these gaps.

In 2008, construction was completed on the first phase of a half-mile extension of the existing trail in Pennypack

on the Delaware Park under the auspices of the Delaware River City Corporation. Myriad other projects linking the under-appreciated, large, and wooded Pennypack Creek are in the works, including cleanup efforts and parks rejuvenation, all intended to extend the Greenway and re-use local river resources throughout neighborhoods that were decaying for decades, but have of late been showing signs of residential revitalization.

A True Regional Benefit

For the first time, a regional network of trails, linked with each other and to the East Coast Greenway, appears to be within Greater Philadelphia's reach.

Advocates along the Schuylkill and Delaware Rivers will continue their efforts to convince the public and regional decision-makers it is worth capitalizing on Greater Philadelphia's trails by taking the final steps to unite them in a network that has economic, social, and environmental benefits greater than the sum of its parts.

"As a whole, it becomes a true regional benefit," says Stuart.

Thomas J. Walsh is a Philadelphia area freelance writer. He has been a staff writer for several local and national newspapers and business news websites, receiving recognition for economic development coverage at the Philadelphia Business Journal and for coverage of the gaming and tourism industries at the Reno Gazette-Journal. A frequent contributor to PlanPhilly.com, he has written for the University of Pennsylvania's Knowledge@Wharton and consults for several regional economic development agencies.

History of the Foundation

n 1945 Otto and Phoebe
Haas created the Phoebe
Waterman Foundation
to provide for their
philanthropic concerns,
specifically relief in post-War
Europe, scholarships for fatherless
children, and support for medical
and educational institutions.
The Foundation's development
was made possible by the
increasing success of the
Rohm and Haas Company.

Over the next decade, the Foundation was supported by gifts from the family and continued to reflect the personal philanthropic interests of Otto and Phoebe Haas. In 1955, as annual grants exceeded \$100,000, the Foundation hired its first director.

Upon Mr. Haas' death in 1960, the Foundation received the bulk of his estate; Mrs. Haas continued a program of regular gifts to the Foundation until her death in 1967. During this period, Otto and Phoebe's sons, John C. and F. Otto, headed the Foundation's board.

When the Foundation's name was changed to the Haas Community Fund in 1970, annual grants were \$3.5 million. Within another four years, grants had doubled to \$7 million per year and the Haas family renamed the Fund the William Penn Foundation, commemorating the 17th-century Quaker whose pursuit of an exemplary society led to the founding of Philadelphia, the City of Brotherly Love.

Throughout its history, the Foundation's grantmaking has focused on a range of topics, including arts and culture, human development, conservation and restoration, community fabric, education, and the environment.

In 2001, the Foundation undertook a planning process in consultation with various stakeholders in the communities that it serves. The results reaffirmed the Foundation's commitment to improving the quality of life in the Greater Philadelphia region and led to the establishment of new goals and priorities for its current grantmaking programs: Arts & Culture; Children, Youth, & Families; and Environment & Communities.

Over the years, presidents have included Richard Bennett, Harry Cerino, Kathy Engebretson, Janet Haas, and Bernard Watson. Two of Otto and Phoebe's grandsons now serve as chair of the corporation (Thomas Haas) and chair of the board of directors (David Haas). The Foundation's current president, Feather O. Houstoun, has served in that position since 2005.

Our Founders

t the age of 15, Germanborn Otto Haas learned
English while working as
a bank clerk to support his
widowed mother and younger
siblings. He didn't know it then, but
his newfound language skills would
eventually help him create one of
the world's largest manufacturers of
unique specialty chemicals.

Clerking at the bank and working with a German dye and chemical manufacturer provided Mr. Haas with the savings he needed to emigrate to the United States, and he did so in 1901, before the age of 30. Within a few years, Dr. Otto Rohm, a friend from Germany who was developing a new product for the tanning industry, asked Mr. Haas if he could help him with his business. Mr. Haas agreed, and helped investigate the needs of leather tanners in the United States before returning to Germany to help Dr. Rohm develop the new business.

Mr. Haas returned to the United States in 1909 to establish the first American branch of the fledgling Rohm and Haas partnership in Philadelphia, a center of the tanning industry. The venture was a success, and by 1912 there was a branch in Chicago. In 1913, markets in South America were ready for the new approach to tanning, and Mr. Haas set out on a trip to establish offices there.



On the ship to South America, Otto Haas met Dr. Phoebe Waterman, an astronomer on her way to an assignment at an observatory in Argentina. Born on the North Dakota frontier, she was the daughter of an army lieutenant colonel posted to Fort Totten to rebuild the troops replacing Custer's regiment after Little Big Horn. Educated at Vassar and Berkeley, she had earned an M.A. in mathematics and astronomy and was among the first women to earn a Ph.D. in

astronomy at the Berkeley/Lick Observatory. Phoebe Waterman and Otto Haas were married in 1914.

The Rohm and Haas Company continued to prosper in subsequent decades, thanks to the firm's concentration on chemicals that had unique industrial properties and the hard work of its employees. Mr. Haas' personal concern for his employees and his financial policies enabled the company to survive the Depression without reducing its workforce. World War II coincided with the company's development of Plexiglas, a product well-suited for airplane cockpit enclosures.

For a century, the Rohm and Haas Company created innovative technologies used in science and industry, and developed products to enhance performance of electronics, paint and coatings, detergents, personal care products, adhesives, and plastics. The company's expertise in specialty chemicals was widely recognized. In 2008, the Rohm and Haas Company agreed to merge with The Dow Chemical Company and the transaction closed in the second quarter of 2009.

Why William Penn? The Foundation is named for the 17th-century Quaker whose pursuit of an exemplary society and understanding of human possibilities led to his founding of Philadelphia, the City of Brotherly Love.

Founding Philosophies

Our Vision



with meaningful opportunity.

Our Values

Stewardship: The Foundation's funds belong to the community at large. Members, directors, and staff act as trustworthy and responsible stewards of these funds, seeking to direct resources with wisdom and compassion. They strive to ensure that our grantmaking is not only relevant, effective, and efficient, but also mindful of the opportunity gap between low-income residents and their more advantaged peers.

Respect for Others: Members, directors, and staff value and respect all persons, recognizing that persons of disparate gender, race, age, religion, economic level, sexual orientation, and capacity contribute meaningfully to our world. All persons are treated with honesty, integrity, and fairness.

Commitment to Collaboration:

Participation of the public, as well as that of other grantmakers and Foundation directors and staff, is sought to clarify issues of community concern and is facilitated through our role as a convener. Collegial relationships, collaboration, discussion, debate, and exchange of information are encouraged.

Learning: Grantees' accomplishments and the Foundation's activities, including evaluation and education efforts, provide means to promote learning and convey information to interested others. Foundation members, directors, and staff value learning opportunities that enhance the well-being of the region and its citizens.

Communication: Communications advance the Foundation's mission by enhancing the impact of our grantmaking and the effective use of our resources. Members, directors, and staff value clarity, coherence, and simplicity in communications. They listen and seek to learn from others in order to function with maximum efficacy.

Our Mission



Our Principles

Long-Term Focus: We focus on work that will strengthen the region's viability and sustainability for the long term, rather than confining our efforts to short-term goals.

Integration: Whenever possible, we integrate grantmaking throughout rural, suburban, and urban areas of the Philadelphia region and across Foundation grantmaking categories.

Achievability: We support work that is based on sound objectives and measurement practices, is ambitious but achievable, and is relevant to our grantmaking capacity to contribute. We understand that success is predicated on the presence of social capital and viable partners and on sharing and applying insights learned from previous work in the field.

Leverage: We focus on work that has a multiplier effect; we seek points of leverage, including alignment of interests across the private and public sectors.

Relevance: We regularly and consistently ask our community for information regarding significant challenges faced by our region and for feedback about the value and effectiveness of our work and the relevance of our planned future directions.

Statements of Financial Position* Years ended December 31, 2008 and 2007

Assets	2008	2007
Cash	\$ 98,793	\$ 413,810
Investments	984,217,755	1,462,657,995
Securities lending collateral	85,616,748	84,126,155
Program-related investments	5,500,000	5,500,000
Other assets	353,225	1,096,666
Property and equipment, net	369,474	152,629
Pension plan assets, net	661,293	1,557,830
Total assets	\$ 1,076,817,288	1,555,505,085
Liabilities and Net Assets		
Federal excise tax payable	\$	\$ 269,720
Grants payable, net	47,373,342	31,706,123
Securities lending collateral obligations	85,616,748	84,126,155
Post-retirement health care benefits	1,967,186	1,571,851
Deferred federal excise tax	0	587,729
Accrued expenses and other liabilities	210,151	212,470
Total liabilities	135,167,427	118,474,048
Unrestricted net assets, before change	941,649,861	1,435,155,298
Net change, FAS 158	NA	1,875,739
		1,437,031,037
Total liabilities and net assets	\$ 1,076,817,288	\$ 1,555,505,085

^{*}Because the Foundation's annual audit was not complete at press time, this statement is unaudited as presented.

Statements of Activities* Years ended December 31, 2008 and 2007

Revenues	2008	2007
Interest	\$ 2,960,861	\$ 4,249,290
Dividends	35,374,902	29,765,924
Grants from Otto Haas Charitable Trusts	27,294,110	27,050,347
Net realized and unrealized gains (losses)	(469,340,415)	109,424,551
Total revenue	(403,710,542)	170,490,112
Grants made and operating expenses		
Grants made	78,555,818	61,020,459
Program administration and general expenses	5,073,841	4,328,119
Investment expenses	5,440,755	6,142,474
Federal excise tax and income taxes	1,313,908	5,830,710
Total grants made and operating expenses	90,384,322	77,321,762
Change in net assets	(494,094,864)	93,168,350
Add: FAS 158 changes, net	0	1,875,739
Total change in net assets	(494,094,864)	95,044,089
Unrestricted net assets at beginning of year	1,437,031,037	1,341,986,948
Unrestricted net assets at end of year	\$ 941,649,861	\$ 1,437,031,037

^{*}Because the Foundation's annual audit was not complete at press time, this statement is unaudited as presented.

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2008 Grant Facts

Letters of Inquiry Received	325
Eligible Proposals Received	262
New Grants Approved	250
Dollars Awarded for New Grants (excluding small and matching gifts) ¹	\$81,292,899
Active Grants from Prior Years	189
Total Active Grants	439
Total Payments on Grants (excluding small & matching gifts)	\$62,974,512

¹ Does not include secondary or tertiary grant area information on grants shared between more than one grant area.

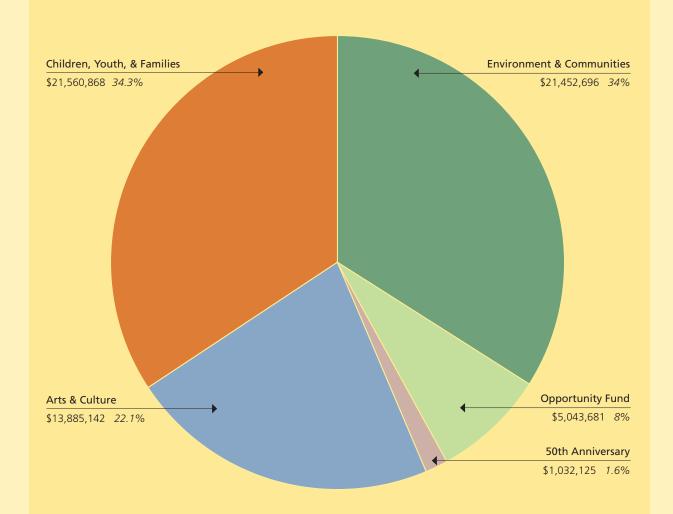
New and Active Grants, 2008

	Number of New Grants ¹	Number of Active Grants- Prior Years	Total Active Grants	2008 New Appropriations ²	2008 Total Payments on Active Grants ²
Arts & Culture	64	41	105	\$15,847,893	\$13,885,142
Children, Youth, & Families	68	43	111	\$32,956,878	\$21,560,868
Environment & Communities	82	90	172	\$18,897,550	\$21,452,696
Opportunity Fund	34	13	47	\$12,206,328	\$5,043,681
50th Anniversary	2	2	4	\$1,384,250	\$1,032,125
2008 Totals	250	189	439	81,292,899	\$62,974,512

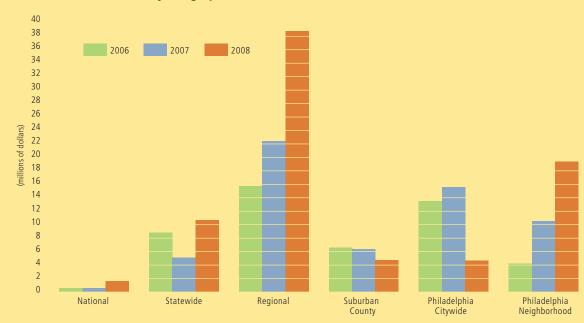
¹Does not include secondary or tertiary grant information on grants shared between more than one program area.

²Does not include small and matching gifts appropriations totaling \$1,370,406.

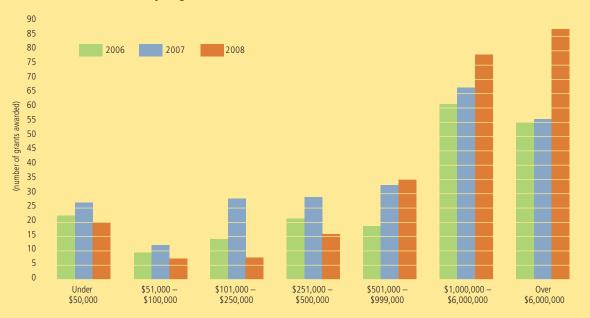
Grant Payments by Category*



Grant Dollars Awarded by Geographic Area Served, 2006–2008



Grant Dollars Awarded by Organizational Income Level, 2006–2008



^{*}Does not include small and matching gifts appropriations totaling \$1,370,406.

Arts & Culture

11th Hour Theatre Company

Hatboro, PA \$33,000 over 8 months

Academy of Natural Sciences of Philadelphia

Philadelphia, PA \$275,000 over 19 months

Act II Playhouse, Ltd.

Ambler, PA \$82,500 over 12 months

American Academy in Rome

New York, NY \$128,250 over 61 months

American Association of Museums

Washington, DC \$100,000 over 11 months

American Composers Forum

St. Paul, MN \$423,489 over 32 months

American Philosophical Society

Philadelphia, PA \$247,500 over 31 months

Artspace Projects, Inc.

Minneapolis, MN \$75,000 over 6 months Association of Children's Museums

Washington, DC \$50,000 over 12 months

Atwater Kent Museum

Philadelphia, PA \$718,095 over 36 months

BalletX

Philadelphia, PA \$82,500 over 8 months

Barnes Foundation

Merion, PA \$100,000 over 6 months

Chorus America Association of **Professional Vocal Ensembles**

Washington, DC \$166,650 over 16 months

Civil War and Underground Railroad Museum of Philadelphia

Philadelphia, PA

\$82,500 over 24 months

Clay Studio

Philadelphia, PA \$250,000 over 19 months

Community Arts Center

Wallingford, PA \$341,385 over 36 months **Curtis Institute of Music**

Philadelphia, PA \$300,000 over 17 months

First Person Arts, Inc.

Philadelphia, PA \$331,155 over 30 months

Samuel S. Fleisher Art Memorial, Inc.

Philadelphia, PA \$81,400 over 12 months

Fund for Philadelphia, Inc.

Philadelphia, PA \$16,000 over 12 months

Gay Community Center of Philadelphia

Philadelphia, PA \$34,400 over 29 months

Grantmakers in the Arts

Seattle, WA \$7,500 over 3 months

Greater Philadelphia Chamber of Commerce Regional Foundation

Philadelphia, PA

\$82,500 over 6 months

Historical Society of Pennsylvania

Philadelphia, PA \$443,294 over 12 months **Kimmel Center**

Philadelphia, PA \$174,350 over 4 months \$623,250 over 24 months

Koresh Dance Company

Philadelphia, PA \$66,979 over 12 months

Mendelssohn Club of Philadelphia

Philadelphia, PA \$55,000 over 8 months

Mid Atlantic Arts Foundation, Inc.

Baltimore, MD \$75,000 over 22 months

Miro Dance Theatre

Philadelphia, PA \$165,000 over 31 months

Moonstone, Inc.

Philadelphia, PA \$82,500 over 12 months

Musicopia, Inc.

Philadelphia, PA \$82,500 over 12 months \$79,200 over 6 months

National Guild of Community Schools of the Arts, Inc.

New York, NY \$55,000 over 12 months

New Paradise Laboratories Theatre, Inc.

Philadelphia, PA \$202,316 over 27 months

Nonprofit Finance Fund

New York, NY \$323,385 over 12 months

OMG Center for Collaborative Learning

Philadelphia, PA \$82,500 over 3 months \$370,800 over 12 months \$400,000 over 12 months¹

Opera Company of Philadelphia

Philadelphia, PA \$1,125,000 over 35 months

Orchestra 2001, Incorporated

Philadelphia, PA \$277,518 over 33 months

Penn Praxis, Inc.

Philadelphia, PA \$82,500 over 6 months

Pennsylvania Ballet Association

Philadelphia, PA \$900,000 over 37 months Pew Charitable Trusts

Philadelphia, PA

\$345,000 over 36 months

Philadelphia Art Alliance

Philadelphia, PA \$87,538 over 5 months

Philadelphia Dance Company

Philadelphia, PA \$566,360 over 28 months

Philadelphia Mural Arts Advocates²

Philadelphia, PA \$158,400 over 12 months

Philadelphia Orchestra Association

Philadelphia, PA

\$440,000 over 8 months

Philadelphia Young Playwrights, Inc.

Philadelphia, PA

\$297,550 over 30 months

Pig Iron Theatre Company, Inc.

Philadelphia, PA \$391,050 over 35 months

Public Citizens for Children and Youth³

Philadelphia, PA

\$1,186,425 over 36 months

¹ Shared with Children, Youth, & Families

² Shared with Children, Youth, & Families ³ Shared with Children, Youth, & Families

Grant Awards 2008

Children, Youth,

& Families

Arts & Culture, Continued

Red Heel Theater Company, Inc.

Philadelphia, PA \$82,500 over 6 months

Rosenbach Museum & Library

Philadelphia, PA \$840,000 over 28 months

Jeanne Ruddy and Dancers, Inc.

Philadelphia, PA \$66,201 over 6 months

Schuylkill Center for Environmental Education

Philadelphia, PA \$327,360 over 34 months

Taller Puertorriqueno, Inc.

Philadelphia, PA \$10,000 over 3 months

Theatre Alliance of Greater Philadelphia

Philadelphia, PA \$500,000 over 28 months

Theatre Exile Company

Philadelphia, PA \$93,500 over 16 months

University of Pennsylvania – Annenberg Center for the Performing Arts

Philadelphia, PA \$82,500 over 2 months \$704,000 over 31 months

University of Pennsylvania – Museum of Archaeology and Anthropology

Philadelphia, PA \$82,500 over 11 months

University of the Arts

Philadelphia, PA \$275,000 over 36 months

VSA Arts of Pennsylvania

Philadelphia, PA \$82,500 over 8 months

Walnut Street Theatre Corporation

Philadelphia, PA \$27,500 over 12 months

Wilma Theater, Inc.

Philadelphia, PA \$858,000 over 37 months

ACORN Institute

New Orleans, LA \$165,000 over 24 months

Attic Youth Center

Philadelphia, PA \$432,000 over 36 months

Berks County Intermediate Unit

Reading, PA \$1,800,000 over 36 months

Big Brothers Big Sisters Southeastern Pennsylvania

Philadelphia, PA \$289,850 over 36 months

Big Picture Company

Providence, RI \$149,560 over 16 months

Brandywine Health Foundation

Coatesville, PA \$82,500 over 12 months

Business Center at New Covenant Campus

Philadelphia, PA \$82,500 over 24 months

Center for Literacy, Inc.

Philadelphia, PA \$359,454 over 18 months

Children's Hospital of Philadelphia

Philadelphia, PA \$438,176 over 28 months

Civil Society Institute, Inc.

Newton, MA \$300,000 over 24 months

Community Foundation for the National Capital Region

Washington, DC \$29,000 over 12 months

Community Legal Services, Inc.

Philadelphia, PA \$750,000 over 36 months

Congreso de Latinos Unidos, Inc.

Philadelphia, PA \$1.861.090 over 36 months

Crozer-Chester Foundation

Upland, PA \$1,973,763 over 36 months

Delaware Valley Association for the Education of Young Children

Philadelphia, PA \$490.600 over 24 months

Diversified Community Services, Inc.

Philadelphia, PA \$323,516 over 36 months

Education Law Center

Newark, NJ \$199,980 over 24 months

Education Law Center - PA

Philadelphia, PA \$236,852 over 36 months \$1,064,800 over 24 months

Education Policy and Leadership Center

Harrisburg, PA \$772,939 over 24 months

Education Voters Institute

Washington, DC \$82,500 over 12 months

Foundations, Inc.

Moorestown, NJ \$294,800 over 36 months

Free Library of Philadelphia

Philadelphia, PA \$75,625 over 12 months

Girls Inc. of Greater Philadelphia and Southern New Jersey

Philadelphia, PA \$82,500 over 24 months

Good Schools Pennsylvania

Philadelphia, PA \$283,844 over 24 months

Greater Philadelphia Urban Affairs Coalition

Philadelphia, PA \$630,300 over 36 months \$48,395 over 9 months

Hispanics in Philanthropy⁴

San Francisco, CA \$165,000 over 24 months

Institute for Safe Families

Philadelphia, PA \$220,000 over 24 months

Keystone Research Center, Inc.

Harrisburg, PA \$162,800 over 12 months

Maternity Care Coalition

Philadelphia, PA \$490,600 over 24 months

Mazzoni Center

Philadelphia, PA \$247,500 over 36 months

National Nursing Center Consortium, Inc.

Philadelphia, PA \$55,000 over 12 months

National Women's Law Center

Washington, DC \$500,000 over 24 months

⁴ Shared with Environment & Communities and Opportunity Fund

Children, Youth, & Families, Continued

Environment & Communities

National Youth Employment Coalition, Inc.

Washington, DC \$60,500 over 9 months

New Jersey Academy for Aquatic Sciences, Inc.

Camden, NJ \$274,450 over 36 months

Nonprofit Finance Fund

New York, NY \$407,481 over 24 months \$2,476,320 over 24 months

North Penn Valley Boys and Girls Club, Inc.

Souderton, PA \$82,500 over 36 months

OMG Center for Collaborative Learning

Philadelphia, PA \$81,392 over 12 months \$144,444 over 17 months \$400,000 over 12 months⁵

Parent-Child Home Program, Inc.

Garden City, NY \$440,938 over 24 months

PathWaysPA

Holmes, PA \$246,300 over 24 months

⁵ Shared with Arts & Culture

Pennsylvania Charter School Foundation

West Chester, PA \$82,500 over 12 months

Pennsylvania Partnerships for Children

Harrisburg, PA \$750,000 over 36 months

Philadelphia Early Childhood Collaborative

Philadelphia, PA \$440,000 over 10 months

Philadelphia Education Fund

Philadelphia, PA \$413,000 over 36 months⁶ \$147,047 over 12 months \$779,806 over 36 months \$35,000 over 12 months

Philadelphia Mural Arts Advocates⁷

Philadelphia, PA \$158,400 over 12 months

Philadelphia Youth Network

Philadelphia, PA \$3,960,000 over 36 months

Philadelphia's Children First Fund

⁶Shared with Environment & Communities

Philadelphia, PA \$400,000 over 12 months \$79,479 over 12 months

⁷Shared with Arts & Culture

Public Citizens for Children and Youth⁸

Philadelphia, PA \$1,186,425 over 36 months

Public Health Management Corporation

Philadelphia, PA \$191,800 over 31 months \$82,500 over 24 months \$682,067 over 40 months

Research for Action, Inc.

Philadelphia, PA \$82,500 over 12 months

Resources for Human Development, Inc.

Philadelphia, PA \$528,000 over 36 months

Rutgers University Foundation – Center for Children and Childhood Studies

Camden, New Jersey \$408,239 over 24 months

Saint Joseph's University

Philadelphia, PA \$406,315 over 26 months \$405,900 over 36 months

United Communities Southeast Philadelphia

Philadelphia, PA \$302,500 over 12 months

United Way of Southeastern Pennsylvania

Philadelphia, PA \$605,000 over 12 months \$953,392 over 36 months \$330,000 over 36 months

University of Pennsylvania – Graduate School of Education

Philadelphia, PA \$82,500 over 10 months \$442,354 over 48 months \$55,010 over 20 months

Women's Health & Environmental Network¹⁰

Philadelphia, PA \$20,000 over 12 months

Youth United for Change

Philadelphia, PA \$82,500 over 12 months

10,000 Friends of Pennsylvania

Philadelphia, PA \$462,000 over 18 months

Academy of Natural Sciences of Philadelphia

Philadelphia, PA \$82,500 over 12 months

American Littoral Society

Highlands, NJ \$550,000 over 24 months \$440,000 over 24 months

Avenue of the Arts, Inc.

Philadelphia, PA \$55,000 over 12 months

Brandywine Conservancy, Inc.

Chadds Ford, PA \$165,000 over 12 months \$550,000 over 24 months

Camden Churches Organized for People Inc.

Camden, NJ \$82,500 over 12 months

Camden City Garden Club, Inc.

Camden, NJ \$82,500 over 12 months

Center City District

Philadelphia, PA \$82,500 over 12 months

Center for Architecture

Philadelphia, PA \$275,000 over 24 months

Center for Whole Communities

Fayston, VT \$22,000 over 12 months

Citizens for Pennsylvania's Future

Harrisburg, PA \$1,000,000 over 18 months

City of Philadelphia — Managing Director's Office

Philadelphia, PA \$75,000 over 4 months

Clean Ocean Action, Inc.

Highlands, NJ \$154,000 over 24 months

Clean Water Fund

Philadelphia, PA \$275,000 over 24 months

Conservation Resources, Inc.

Chester, NJ \$185,000 over 24 months

Consumer Credit Counseling Service of Delaware Valley

Philadelphia, PA \$82,500 over 36 months

⁸Shared with Arts & Culture

To Our Children's Future With Health, Inc.
Philadelphia, PA

 $^{^9 \}mbox{Shared}$ with Environment & Communities

 $^{^{\}mbox{\tiny 10}}\,\mbox{Shared}$ with Environment & Communities

Environment & Communities, Continued

Cooper's Ferry Development Association, Inc.

Camden, N.J. \$660,000 over 18 months

D&R Greenway Land Trust, Inc.

Princeton, NJ \$55,000 over 12 months

Delaware River City Corporation

Philadelphia, PA \$165,000 over 18 months

East Falls Development Corporation

Philadelphia, PA \$220,000 over 18 months

Environmental Defense Fund, Inc.

New York, NY \$275,000 over 24 months

Environmental Law Institute

Washington, DC \$165,000 over 24 months

Food Trust

Philadelphia, PA \$220,000 over 24 months

Fund for Philadelphia, Inc. Philadelphia, PA

\$341,250 over 12 months

Funders' Network for Smart Growth and Livable Communities, Inc.

Coral Gables, FL \$225,000 over 18 months

Greater Camden Partnership Inc.

Camden, NJ \$55,000 over 18 months

Greater Philadelphia Urban Affairs Coalition

Philadelphia, PA \$82,500 over 12 months

Greenpoint Manufacturing and Design Center

Brooklyn, NY \$82,500 over 9 months

GreenSpace Alliance, Inc.

Philadelphia, PA \$281,000 over 18 months

GreenTreks Network, Inc.

Philadelphia, PA \$220,000 over 18 months \$33,000 over 4 months

Heritage Conservancy Doylestown, PA

\$440,000 over 24 months \$33,000 over 8 months

Hispanics in Philanthropy¹¹

San Francisco, CA \$165,000 over 24 months

Hunterdon Land Trust Alliance

Flemington, NJ \$45,000 over 12 months

Keystone Conservation Trust

Radnor, PA \$165,000 over 24 months

Keystone Research Center, Inc.

Harrisburg, PA \$165,000 over 12 months

Lancaster Farmland Trust

Strasburg, PA \$330,000 over 12 months \$220,000 over 12 months

Natural Lands Trust, Incorporated

Media, PA \$517,000 over 24 months \$583,000 over 24 months

Neighborhood Gardens Association -A Philadelphia Land Trust Philadelphia, PA

\$82,500 over 9 months

New Jersey Conservation Foundation Far Hills, NJ

\$55,000 over 12 months

New Jersey Future, Inc.

Trenton, NJ \$82,500 over 12 months \$462,000 over 24 months

New Manayunk Corporation

Philadelphia, PA \$440,000 over 24 months \$82,500 over 9 months

OMG Center for **Collaborative Learning**

Philadelphia, PA \$82,500 over 17 months

Partners for Sacred Places, Inc.

Philadelphia, PA \$82,500 over 12 months

Penn Praxis, Inc. Philadelphia, PA \$82,500 over 6 months

PennEnvironment Research and Policy Center

Philadelphia, PA \$82,500 over 12 months

Pennsylvania Association for **Sustainable Agriculture** Millheim, PA

\$220,000 over 18 months

Pennsylvania Downtown Center, Inc.

Harrisburg, PA \$10,000 over 12 months

Pennsylvania Horticultural Society

Philadelphia, PA \$2,000,000 over 24 months

Pennsylvania Parks and **Forests Foundation**

Harrisburg, PA \$25,000 over 12 months

Pew Charitable Trusts¹²

Philadelphia, PA \$1,250,000 over 36 months

Philadelphia Association of **Community Development** Corporations

Philadelphia, PA \$200,000 over 18 months

Philadelphia Education Fund¹³

Philadelphia, PA \$413,000 over 36 months

Philadelphia Parks Alliance Philadelphia, PA

\$220,000 over 18 months

Philadelphia University -The Design Center

Philadelphia, PA \$82,500 over 9 months

Pinchot Institute for Conservation

Washington, DC \$82,500 over 16 months

Pinelands Preservation Alliance, Inc.

Southampton, NJ \$258,500 over 24 months

Preservation Alliance for Greater Philadelphia

Philadelphia, PA \$82,500 over 18 months

Schuylkill Headwaters Association Pottsville, PA \$220,000 over 24 months

Schuylkill River **Greenway Association**

Pottstown, PA \$735,000 over 24 months¹⁴ \$73,700 over 14 months

Smart Growth America

Washington, DC \$330,000 over 18 months

¹¹ Shared with Children, Youth, & Families and Opportunity Fund

¹² Shared with 50th Anniversary

¹³ Shared with Children, Youth, & Families

¹⁴ Shared with 50th Anniversary

Environment & Communities, Continued

Opportunity Fund

50th Anniversary Fund

Smith Memorial Playground and Playhouse, Inc.

Philadelphia, PA \$82,500 over 12 months

Stony Brook-Millstone Watershed Association

Pennington, NJ \$82,500 over 12 months

Stroud Water Research Center

Avondale, PA \$300,000 over 24 months

Temple University – Center for Sustainable Communities

Ambler, PA \$330,000 over 18 months

Tri-State Transportation Campaign, Inc.

New York, NY \$82,500 over 12 months

Trust for Public Land – Mid-Atlantic Region

New York, NY \$82,500 over 12 months

Trust for Public Land – New Jersey Field Office

Morristown, NJ \$55,000 over 12 months

Unemployment Information Center

Philadelphia, PA \$82,500 over 18 months

United Way of Southeastern Pennsylvania

Philadelphia, PA \$330,000 over 18 months \$330,000 over 36 months¹⁵

University of Pennsylvania – Institute for Urban Research

Philadelphia, PA \$78,100 over 12 months

University of Pennsylvania – Morris Arboretum

Philadelphia, PA \$440,000 over 24 months

Welcoming Center for New Pennsylvanians

Philadelphia, PA \$82,500 over 12 months

White Dog Community Enterprises Philadelphia, PA

\$110,000 over 18 months

Women's Health & Environmental Network¹⁶

Philadelphia, PA \$20,000 over 12 months

Center City District

Philadelphia, PA \$250,000 over 18 months

Chesapeake Bay Trust

Annapolis, MD \$5,000 over 12 months

Committee of Seventy

Philadelphia, PA \$82,500 over 3 months \$550,000 over 24 months

Delaware Valley Grantmakers

Philadelphia, PA \$66,000 over 24 months

Free Library of Philadelphia

Philadelphia, PA \$15,500 over 12 months

Greater Philadelphia Chamber of Commerce Regional Foundation

Philadelphia, PA \$550,000 over 24 months \$357,500 over 24 months

Hispanics in Philanthropy¹⁷

San Francisco, CA \$165,000 over 24 months

Historic Philadelphia, Inc.

Philadelphia, PA \$82,500 over 12 months

Independent Sector

Washington, DC \$100,000 over 9 months

Kimmel Center

Philadelphia, PA \$8,235,000 over 36 months

National Constitution Center

Philadelphia, PA \$82,500 over 1 month

OMG Center for Collaborative Learning

Philadelphia, PA \$49.500 over 6 months

Pew Charitable Trusts

Philadelphia, PA \$66,000 over 4 months

Philadelphia Foundation

Philadelphia, PA \$10,000 over 12 months

Reading Terminal Market Corporation

Philadelphia, PA \$7.500 over 12 months

Temple University – Institute of Public Affairs

Philadelphia, PA \$67,100 over 9 months

University of Pennsylvania – Fels Institute of Government

Philadelphia, PA \$43,198 over 4 months \$130,600 over 12 months

University of Pennsylvania – Graduate School of Education

Philadelphia, PA \$165,000 over 12 months \$82,500 over 3 months

University of Pennsylvania – Morris Arboretum

Philadelphia, PA \$750,000 over 36 months

WHYY, Inc.

Philadelphia, PA \$288,750 over 18 months

Fairmount Park Conservancy

Philadelphia, PA \$184,250 over 12 months

Pew Charitable Trusts¹⁸

Philadelphia, PA \$1,250,000 over 36 months

Schuylkill River Greenway Association¹⁹

Pottstown, PA \$735,000 over 24 months

¹⁵Shared with Children, Youth, & Families

¹⁶Shared with Children, Youth, & Families

¹⁷ Shared with Children, Youth, & Families and Environment & Communities

¹⁸ Shared with Environment & Communities

¹⁹ Shared with Environment & Communities

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Foundation Staff



he William Penn Foundation is directed by a corporation composed of Haas family members and a board with family and public directors.

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David Haas

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Frederick Haas

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