

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011**Open to Public Inspection****A** For the 2011 calendar year, or tax year beginning

07/01, 2011, and ending

06/30, 2012

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending
C Name of organization

RIVERKEEPER, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

20 SECOR ROAD

City or town, state or country, and ZIP + 4

OSSINING, NY 10562

F Name and address of principal officer

PAUL GALLAY

SAME AS ADDRESS ABOVE

D Employer identification number

13-3204621

E Telephone number

(914) 478-4501

G Gross receipts \$ 3,784,322.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status☒ 501(c)(3)☐ 501(c) () ◀ (insert no)

4947(a)(1) or

527

J Website: ▶ WWW.RIVERKEEPER.ORG**H(c)** Group exemption number ▶**K** Form of organization☒ Corporation☐ Trust☐ Association☐ Other ▶**L** Year of formation 1997**M** State of legal domicile NY**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities:	RIVERKEEPER'S MISSION IS TO PROTECT THE ECOLOGICAL INTEGRITY OF THE HUDSON RIVER, AND ITS TRIBUTARIES, AND TO SAFEGUARD THE DRINKING WATER SUPPLY OF NEW YORK CITY AND THE LOWER HUDSON VALLEY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	21.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21.	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	30.	
	6 Total number of volunteers (estimate if necessary)	6	100.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	2,729,583.	3,083,161.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,128,995.	557,916.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,088.	1,870.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-32,344.	17,920.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,831,322.	3,660,867.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,724,552.	2,044,247.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 401,988.	60,000.	60,000.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,987,363.	1,654,706.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,771,915.	3,758,953.	
	19 Revenue less expenses Subtract line 18 from line 12	59,407.	-98,086.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	1,594,867.	1,903,722.
		22 Net assets or fund balances Subtract line 21 from line 20	218,697.	625,638.
			1,376,170.	1,278,084.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

Type or print name and title

3-12-13

Paid Preparer Use OnlyPrint/Type preparer's name
JAMES J. REILLY

Preparer's signature

Date

MAR 06 2013

Check ☐ if self-employed

PTIN

P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L

Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA, NEW YORK, NY 10004-1405

Phone no 212-661-7777

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****1** Briefly describe the organization's mission.

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 2,119,611. including grants of \$ 0) (Revenue \$ 557,916.)

HUDSON RIVER PROGRAM: - SEE SCHEDULE O

4b (Code _____) (Expenses \$ 870,088. including grants of \$ 0) (Revenue \$ _____)

WATERSHED PROGRAM: - SEE SCHEDULE O

4c (Code _____) (Expenses \$ 281,307. including grants of \$ 0) (Revenue \$ _____)

BOAT/WATER QUALITY PROGRAM: - SEE SCHEDULE O

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 3,271,006.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	<input checked="" type="checkbox"/>	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	<input checked="" type="checkbox"/>	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	<input checked="" type="checkbox"/>	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		<input checked="" type="checkbox"/>
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		<input checked="" type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<input checked="" type="checkbox"/>	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	<input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	<input checked="" type="checkbox"/>	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV.		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2.		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI.		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	19
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	30
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: ► _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 1a 21		
b Enter the number of voting members included in line 1a, above, who are independent. 1b 21		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NEW YORK, NEW JERSEY, CONNECTICUT**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **STELLA LIROSI C/O RIVERKEEPER, INC., 20 SECOR ROAD, OSSINING, NY 10562 TEL: (914) 478-4501**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HOWARD RUBIN CHAIR	3.00	X		X				0	0	0
(2) ROBERT F. KENNEDY JR. VICE CHAIR	3.00	X		X				0	0	0
(3) JEFF RESNICK TREASURER	3.00	X		X				0	0	0
(4) PEGGY CULLEN SECRETARY	3.00	X		X				0	0	0
(5) GEORGE HORNIG DIRECTOR	3.00	X						0	0	0
(6) ANNE HEARST MCINERNEY DIRECTOR	3.00	X						0	0	0
(7) JOHN MOORE DIRECTOR	3.00	X						0	0	0
(8) JOHN H. ADAMS DIRECTOR	3.00	X						0	0	0
(9) JOSEPH BOREN DIRECTOR	3.00	X						0	0	0
(10) LORRAINE BRACCO DIRECTOR	3.00	X						0	0	0
(11) JUSTIN DERFNER DIRECTOR	3.00	X						0	0	0
(12) ANN COLLEY DIRECTOR	3.00	X						0	0	0
(13) HAMILTON FISH DIRECTOR	3.00	X						0	0	0
(14) DAVID KOWITZ DIRECTOR	3.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) JOHN MCENROE DIRECTOR	3.00	X						0	0	0
16) AMANDA HEARST DIRECTOR	3.00	X						0	0	0
17) MICHAEL RICHTER DIRECTOR	3.00	X						0	0	0
18) DENNIS RIVERA DIRECTOR	3.00	X						0	0	0
19) RENEE ROCKEFELLER DIRECTOR	3.00	X						0	0	0
20) PAUL ZOFNASS DIRECTOR	3.00	X						0	0	0
21) HELENA DURST DIRECTOR	3.00	X						0	0	0
22) RONALD A. DESILVA DIRECTOR - EMERITUS	3.00	X						0	0	0
23) PAUL GALLAY PRESIDENT AND DIRECTOR	40.00			X				164,125.	0	29,782.
24) KEEVA YOUNG-WRIGHT VICE PRESIDENT - DEVELOPMENT	40.00					X		104,875.	0	10,701.
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								269,000.	0	40,483.
d Total (add lines 1b and 1c)								269,000.	0	40,483.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **2**

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual **3** **X**

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual **4** **X**

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person **5** **X**

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **2**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	1,031,159.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	990.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,051,012.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		3,083,161.			
Program Service Revenue	2a	COST REIMBURSEMENT	Business Code				
	b		900099	557,916.	557,916.		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		557,916.			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,870.		
4		Income from investment of tax-exempt bond proceeds		0			
5		Royalties		0			
6a		Gross rents	(i) Real (ii) Personal				
b		Less: rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)		0			
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
b		Less: cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss)		0			
8a		Gross income from fundraising events (not including \$ 1,031,159. of contributions reported on line 1c) See Part IV, line 18	a	139,869.			
b		Less: direct expenses	b	123,455.			
c		Net income or (loss) from fundraising events		16,414.			16,414.
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less: direct expenses	b				
c		Net income or (loss) from gaming activities		0			
10a		Gross sales of inventory, less returns and allowances	a				
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11a	OTHER REVENUE	900099	1,506.	1,506.			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		1,506.				
12	Total revenue. See instructions		3,660,867.	559,422.		18,284.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	198,345.	171,350.	4,910.	22,085.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	1,538,520.	1,328,807.	38,148.	171,565.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	156,766.	135,429.	3,881.	17,456.
10 Payroll taxes.	150,616.	130,116.	3,729.	16,771.
11 Fees for services (non-employees)				
a Management.	0			
b Legal.	653,353.	653,353.		
c Accounting.	0			
d Lobbying.	2,295.	2,295.		
e Professional fundraising services. See Part IV, line 17.	60,000.			60,000.
f Investment management fees.	0			
g Other.	509,788.	484,068.		25,720.
12 Advertising and promotion.	0			
13 Office expenses.	133,538.	116,988.	2,649.	13,901.
14 Information technology.	0			
15 Royalties.	0			
16 Occupancy.	102,437.	74,614.	19,873.	7,950.
17 Travel.	28,111.	24,649.	871.	2,591.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	2,140.	1,717.	169.	254.
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	22,232.	14,451.	5,558.	2,223.
23 Insurance.	11,941.	10,150.	1,002.	789.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a <u>DIRECT MAIL EXPENSE</u>	92,048.	46,024.		46,024.
b <u>PUBLIC RELATIONS & OUTREACH</u>	14,642.	9,482.		5,160.
c <u>DUES & SUBSCRIPTIONS</u>	8,177.	7,046.	157.	974.
d <u>SPECIAL EVENTS</u>	7,082.	5,936.	390.	756.
e All other expenses.	66,922.	54,531.	4,622.	7,769.
25 Total functional expenses. Add lines 1 through 24e.	3,758,953.	3,271,006.	85,959.	401,988.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720).	92,048.	46,024.		46,024.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	80,454.	1	140,118.
	2 Savings and temporary cash investments	1,189,652.	2	846,391.
	3 Pledges and grants receivable, net	203,090.	3	787,062.
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	11,235.	9	10,151.
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 453,795.		
	b Less: accumulated depreciation	10b 344,395.		
		100,436.	10c	109,400.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	10,000.	15	10,600.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,594,867.	16	1,903,722.	
Liabilities	17 Accounts payable and accrued expenses	218,697.	17	625,638.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	218,697.	26	625,638.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,236,170.	27	1,228,084.
	28 Temporarily restricted net assets	140,000.	28	50,000.
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	1,376,170.	33	1,278,084.
34 Total liabilities and net assets/fund balances.	1,594,867.	34	1,903,722.	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI. ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,660,867.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,758,953.
3	Revenue less expenses. Subtract line 2 from line 1	3	-98,086.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,376,170.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,278,084.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII. ☐

	Yes	No
1 Accounting method used to prepare the Form 990. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,028,975.	2,745,431.	2,589,176.	2,729,583.	3,083,161.	15,176,326.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.	4,028,975.	2,745,431.	2,589,176.	2,729,583.	3,083,161.	15,176,326.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						1,670,852.
6 Public support. Subtract line 5 from line 4						13,505,474.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4,028,975.	2,745,431.	2,589,176.	2,729,583.	3,083,161.	15,176,326.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	32,173.	12,433.	7,177.	5,088.	1,870.	58,741.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	41,999.	28,735.	16,270.	4,978.	1,506.	93,488.
11 Total support. Add lines 7 through 10						15,328,555.
12 Gross receipts from related activities, etc (see instructions)					12	2,407,544.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	88.11 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	92.82 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
MISCELLANEOUS	41,999.	28,735.	16,270.	4,978.	1,506.	93,488.
TOTALS	<u>41,999.</u>	<u>28,735.</u>	<u>16,270.</u>	<u>4,978.</u>	<u>1,506.</u>	<u>93,488.</u>

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

Employer identification number

RIVERKEEPER, INC.

13-3204621

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955. ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities. ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b. ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2011

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	371.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	1,924.													
c	Total lobbying expenditures (add lines 1a and 1b)	2,295.													
d	Other exempt purpose expenditures	3,268,711.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	3,271,006.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	313,550.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	78,388.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No														

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount	324,633.	294,655.	338,596.	313,550.	1,271,434.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,907,151.
c Total lobbying expenditures	2,168.	2,069.	4,400.	2,295.	10,932.
d Grassroots nontaxable amount	81,158.	73,664.	84,649.	78,388.	317,859.
e Grassroots ceiling amount (150% of line 2d, column (e))					476,789.
f Grassroots lobbying expenditures		106.	1,048.	371.	1,525.

Schedule C (Form 990 or 990-EZ) 2011

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4, Part I-C, line 5, Part II-A, and Part II-B, line 1. Also, complete this part for any additional information

Part IV Supplemental Information (continued)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No '1545-0047'

2011

Open to Public
Inspection

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	140,000.	262,828.	372,038.	433,946.	
b Contributions	50,000.	50,000.	101,539.	102,038.	
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	140,000.	172,828.	210,749.	163,946.	
f Administrative expenses					
g End of year balance	50,000.	140,000.	262,828.	372,038.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Temporarily restricted endowment ▶ 100.0000 %
 The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations ☐ Yes ☒ No
 3a(i) ☐ ☒

(ii) related organizations ☐ Yes ☒ No
 3a(ii) ☐ ☒

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No
 3b ☐ ☐

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,500.		7,500.
b Buildings				
c Leasehold improvements		81,700.	40,786.	40,914.
d Equipment		125,177.	110,419.	14,758.
e Other		239,418.	193,190.	46,228.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)				109,400.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,660,867.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,758,953.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-98,086.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-98,086.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	4,196,962.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	536,095.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	536,095.
3	Subtract line 2e from line 1	3	3,660,867.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	3,660,867.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	4,295,048.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	536,095.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	536,095.
3	Subtract line 2e from line 1	3	3,758,953.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,758,953.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENT FUND

PART V - LINE 4

TEMPORARILY RESTRICTED NET ASSETS REPRESENT CONTRIBUTIONS AND PLEDGES THAT ARE RESTRICTED BY THE DONOR FOR A SPECIFIC PURPOSE OR RELATE TO FUTURE PERIODS.

RIVERKEEPER REPORTS CONTRIBUTIONS AS TEMPORARILY RESTRICTED SUPPORT IF THEY ARE RECEIVED WITH DONOR STIPULATIONS THAT LIMIT THE USE OF THE DONATED ASSETS. WHEN A DONOR STIPULATION EXPIRES, THAT IS, WHEN A STIPULATED TIME RESTRICTION ENDS OR THE PURPOSE FOR THE RESTRICTION IS ACCOMPLISHED, TEMPORARILY RESTRICTED NET ASSETS ARE RECLASSIFIED TO UNRESTRICTED NET ASSETS AND REPORTED IN THE STATEMENT OF ACTIVITIES AS NET ASSETS RELEASED FROM RESTRICTIONS. AT JUNE 30, 2011, THE NET ASSETS RELEASED FROM RESTRICTION, TOTALING \$140,000, WERE USED TO FUND RIVERKEEPER PROGRAMS.

OTHER LIABILITIES

PART X - LINE 2

AS OF JUNE 30, 2012, NO AMOUNTS HAVE BEEN RECOGNIZED FOR UNCERTAIN INCOME TAX POSITIONS. IN ADDITION, RIVERKEEPER 'S TAX RETURNS FOR 2009 FISCAL YEAR AND FORWARD ARE SUBJECT TO THE USUAL REVIEW BY THE APPROPRIATE AUTHORITIES.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|---|--|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 EVENT ASSOCIATES, INC.	ANNUAL DINNER	X		1,107,959.	60,000.	1,047,959.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,107,959.	60,000.	1,047,959.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

CT, NJ, NY,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 ANNUAL DINNER (event type)	(b) Event #2 MG EVENT (event type)	(c) Other Events 1. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,107,959.	49,470.	13,599.	1,171,028.
	2 Less: Charitable contributions	1,031,159.			1,031,159.
	3 Gross income (line 1 minus line 2).	76,800.	49,470.	13,599.	139,869.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	114,897.	5,380.	3,178.	123,455.
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(123,455.)
	11 Net income summary. Combine line 3, column (d), and line 10				16,414.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities.

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c** If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information.

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- ☐ First-class or charter travel
☐ Travel for companions
☐ Tax indemnification and gross-up payments
☐ Discretionary spending account

- ☐ Housing allowance or residence for personal use
☐ Payments for business use of personal residence
☐ Health or social club dues or initiation fees
☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- ☐ Compensation committee
☐ Independent compensation consultant
☐ Form 990 of other organizations

- ☐ Written employment contract
☒ Compensation survey or study
☒ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PAUL GALLAY	(i) 164,125.	(ii) 0	(iii) 0	0	29,782.	193,907.	0
2	(i) 0	(ii) 0	(iii) 0	0	0	0	0
3	(i) 0	(ii) 0	(iii) 0	0	0	0	0
4	(i) 0	(ii) 0	(iii) 0	0	0	0	0
5	(i) 0	(ii) 0	(iii) 0	0	0	0	0
6	(i) 0	(ii) 0	(iii) 0	0	0	0	0
7	(i) 0	(ii) 0	(iii) 0	0	0	0	0
8	(i) 0	(ii) 0	(iii) 0	0	0	0	0
9	(i) 0	(ii) 0	(iii) 0	0	0	0	0
10	(i) 0	(ii) 0	(iii) 0	0	0	0	0
11	(i) 0	(ii) 0	(iii) 0	0	0	0	0
12	(i) 0	(ii) 0	(iii) 0	0	0	0	0
13	(i) 0	(ii) 0	(iii) 0	0	0	0	0
14	(i) 0	(ii) 0	(iii) 0	0	0	0	0
15	(i) 0	(ii) 0	(iii) 0	0	0	0	0
16	(i) 0	(ii) 0	(iii) 0	0	0	0	0

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

RIVERKEEPER, INC.

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

13-3204621

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 1

RIVERKEEPER'S MISSION IS TO PROTECT THE ECOLOGICAL INTEGRITY OF THE HUDSON RIVER, AND ITS TRIBUTARIES, AND TO SAFEGUARD THE DRINKING WATER SUPPLY OF NEW YORK CITY AND THE LOWER HUDSON VALLEY. THROUGH BOAT PATROLS, STRATEGIC PARTNERSHIPS, THOUSANDS OF ACTIVIST MEMBERS AND A RESPECTED LEGAL STAFF, RIVERKEEPER IS RESTORING THE HUDSON RIVER AND KEEPING CONTAMINANTS OUT OF THE DRINKING WATER SUPPLY OF 9 MILLION NEW YORKERS. RIVERKEEPER HAS HELPED TO ESTABLISH GLOBALLY RECOGNIZED STANDARDS FOR WATERWAY AND WATERSHED PROTECTION, AND SERVE AS THE MODEL AND MENTOR FOR THE GROWING WATERKEEPER MOVEMENT THAT INCLUDES MORE THAN 190 KEEPER PROGRAMS ACROSS THE COUNTRY AND AROUND THE GLOBE. RIVERKEEPER, FOR MORE THAN 40 YEARS IS NEW YORK'S LEADING CLEAN WATER ADVOCATE.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4A

HUDSON RIVER PROGRAM:

STORMWATER AND GREEN INFRASTRUCTURE

RIVERKEEPER PURSUES THE GOAL OF REDUCING STORMWATER AND COMBINED SEWER OVERFLOW (CSO) RELATED SEWAGE POLLUTION INTO THE HUDSON RIVER AS PART OF OUR SWIMMABLE RIVER CAMPAIGN, FIRST THROUGH THE RELEASE OF THE SUSTAINABLE RAINDROPS REPORT IN 2007, AND SINCE THEN THROUGH OUR PARTICIPATION AS A FOUNDING MEMBER OF THE SWIM (STORMWATER INFRASTRUCTURE

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MATTERS) COALITION, WHICH ADVOCATES FOR THE INCREASED USE OF "LOW IMPACT DEVELOPMENT" (LID) AND "GREEN INFRASTRUCTURE" SOLUTIONS TO STORMWATER AND COMBINED SEWER OVERFLOW PROBLEMS IN NEW YORK CITY.

RIVERKEEPER CONTINUES TO PUSH NEW YORK CITY'S DEPARTMENT OF ENVIRONMENTAL PROTECTION TO INTEGRATE THE USE OF GREEN INFRASTRUCTURE (GI) INTO ITS LONG -TERM PLANNING FOR REDUCING CSO POLLUTION INTO THE HUDSON AND EAST RIVERS AND NEW YORK HARBOR. IN SEPTEMBER 2010, THE DEP RELEASED ITS GREEN INFRASTRUCTURE PLAN, WHICH DESCRIBES THE CITY'S VISION FOR INCORPORATING GI INTO ITS PLANS. RIVERKEEPER LENT ITS SUPPORT TO THE NEW GREEN INFRASTRUCTURE PLAN, WHICH WILL REPLACE THE EXISTING APPROACH FOR SEWER OVERFLOW CONTROL, WHICH RELIES SOLELY ON TRADITIONAL INVESTMENTS LIKE HOLDING TANKS AND TUNNELS, WITH A MIX OF GREEN INFRASTRUCTURE AND COST-EFFECTIVE TRADITIONAL INFRASTRUCTURE THAT WILL REDUCE SEWER OVERFLOWS INTO WATERWAYS BY 40 PERCENT BY 2030 BY CAPTURING MORE STORMWATER.

THE PLAN WILL REDUCE THE CITY'S LONG-TERM SEWER MANAGEMENT COSTS BY \$2.4 BILLION OVER THE NEXT 20 YEARS, BY HELPING TO HOLD DOWN FUTURE WATER BILLS. WE MADE SURE DECISION-MAKING WILL REMAIN PUBLIC-AND CITIZENS WILL HAVE THE RIGHT TO ENFORCE THIS LANDMARK CLEAN WATER AGREEMENT, BY INSISTING ON A FORMAL TERM IN STATE PERMITS GUARANTEEING PUBLIC OVERSIGHT.

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INDIAN POINT CAMPAIGN

IN JULY 2012, RIVERKEEPER AND OTHERS WON A LANDMARK CASE SUSPENDING LICENSING FOR U.S. NUCLEAR REACTORS UNTIL THE NUCLEAR REGULATORY COMMISSION CONFRONTS THE RISK OF STORING RADIOACTIVE WASTE AT THESE REACTORS-INCLUDING INDIAN POINT.

AS PART OF RIVERKEEPER'S LONG TERM CAMPAIGN TO CLOSE THE INDIAN POINT NUCLEAR POWER PLANT, RIVERKEEPER PARTNERED WITH THE NATURAL RESOURCES DEFENSE COUNCIL TO COMMISSION AND RELEASE TWO REPORTS ON THE ENERGY ALTERNATIVES AVAILABLE TO REPLACE INDIAN POINT'S POWER, IF THE NUCLEAR FACILITY IS SHUT DOWN AT THE END OF ITS CURRENT LICENSES IN 2015. THE REPORTS WERE RELEASED ON OCTOBER 17, 2011 AND OCTOBER 13, 2012. THE 2012 REPORT, INDIAN POINT REPLACEMENT ANALYSIS - A CLEAN ENERGY ROADMAP, WAS PREPARED BY SYNAPSE ENERGY ECONOMICS, INC. AND ASSESSES CLEAN ENERGY RESOURCES IN THE STATE, AS WELL AS THE POLICIES NECESSARY TO IMPLEMENT THEM. THIS REPORT PROVIDES A "HOW-TO" POLICY GUIDE FOR CLOSING INDIAN POINT, SHOWING THAT CLOSURE CAN BE ACCOMPLISHED WITH EFFICIENCY AND RENEWABLE ENERGY OPTIONS.

AMONG ITS KEY FINDINGS, THE ANALYSIS CONCLUDES THAT:

" NEW YORK WILL MAINTAIN A SURPLUS OF ENERGY CAPACITY THROUGH 2020, EVEN IF INDIAN POINT IS RETIRED.

" A NEW TRANSMISSION LINE UNDER CONSTRUCTION NOW AND SCHEDULED TO COME ONLINE NEXT YEAR-THE 660 MW HUDSON TRANSMISSION PROJECT-WILL SOON

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REPLACE MORE THAN 25 PERCENT OF INDIAN POINT'S 2,060 MW.

" WITH THE RIGHT POLICIES IN PLACE, NEW YORK COULD RELY ON ENERGY EFFICIENCY, WIND AND SOLAR POWER RESOURCES ALONE TO REPLACE INDIAN POINT'S POWER. THE CORE OF THIS REPORT PROVIDES A DETAILED POLICY ROADMAP THAT DESCRIBES HOW THE STATE CAN SECURE THIS CLEAN REPLACEMENT POWER.

" THE PORTFOLIO OF CLEAN ENERGY OUTLINED IN THIS REPORT IS EXPECTED TO HAVE A VERY SMALL IMPACT ON CONSUMER COSTS, ADDING AN ESTIMATED 1 PERCENT TO ENERGY BILLS IN 2022 - THAT'S ONE DOLLAR A MONTH FOR THE AVERAGE RESIDENTIAL CUSTOMER.

HUDSON FISHERIES CAMPAIGN

CLEAN WATER ACT POWER PLANT WATER INTAKE REGULATIONS

CURRENTLY, COOLING WATER INTAKES AT HUNDREDS OF FACILITIES ACROSS THE COUNTRY TAKE IN HUGE VOLUMES OF WATER FROM VITAL ECOSYSTEMS LIKE THE HUDSON RIVER, RESULTING IN THE DESTRUCTION OF HUGE NUMBERS OF FISH AND OTHER AQUATIC SPECIES AT ALL LIFE STAGES FROM BEING "IMPINGED" AGAINST INTAKE SCREENS OR "ENTRAINED" THROUGH THE FACILITY COOLING SYSTEM. DECADES OF SUCH IMPACTS HAVE CONTRIBUTED TO DECLINING FISH POPULATIONS AND DESTABILIZED MARINE AND FRESHWATER ECOSYSTEMS. RIVERKEEPER'S 2008 REPORT THE STATUS OF FISH POPULATIONS AND THE ECOLOGY OF THE HUDSON CONCLUDED THAT TEN OF THIRTEEN KEY HUDSON RIVER FISH SPECIES ARE IN DECLINE, DUE IN PART TO THE IMPACTS FROM ONCE-THROUGH COOLING SYSTEMS AT INDIAN POINT AND OTHER HUDSON RIVER POWER PLANTS.

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ON NOVEMBER 22, 2010, RIVERKEEPER AND OTHER ENVIRONMENTAL ORGANIZATIONS SIGNED A SETTLEMENT AGREEMENT WITH THE ENVIRONMENTAL PROTECTION AGENCY (EPA) THAT RESOLVES TWO LAWSUITS BROUGHT AGAINST THE EPA IN 1993 AND 2006 ADDRESSING THE AGENCY'S FAILURE TO ISSUE REGULATIONS IMPLEMENTING SECTION 316(B) OF THE CLEAN WATER ACT. THIS SECTION OF THE ACT REQUIRES POWER PLANT OPERATORS AND OTHER LARGE INDUSTRIAL WATER USERS TO EMPLOY THE "BEST TECHNOLOGY AVAILABLE" FOR MINIMIZING THE ADVERSE ENVIRONMENTAL IMPACT OF THEIR OPERATIONS ON AQUATIC ECOSYSTEMS.

IN THE SETTLEMENT, THE EPA AGREED TO DRAFT NEW REGULATIONS FOR EXISTING FACILITIES BY MARCH 14, 2011, AND TO TAKE FINAL ACTION REGARDING THE NEW REGULATIONS BY JULY 27, 2012. THE DRAFT REGULATIONS WERE ISSUED IN MARCH 2011, AND RIVERKEEPER, JOINED BY THE SIERRA CLUB, NATURAL RESOURCES DEFENSE COUNCIL, WATERKEEPER ALLIANCE, AND OTHER GROUPS, FILED EXTENSIVE COMMENTS ON AUGUST 18, 2011, SEEKING STRONGER PROTECTIONS. AFTER THE DRAFT REGULATIONS WERE RELEASED, RIVERKEEPER ESTABLISHED AN INDEPENDENT WEBSITE TO PROMOTE AND DISSEMINATE THE COALITION'S WORK ON THE REGULATIONS TO THE PUBLIC, MET WITH EPA AND CONTINUED TO PRESS FOR BETTER PROTECTIONS.

AMERICAN SHAD STUDY

RIVERKEEPER LITIGATION AGAINST A NOW DEFUNCT POWER PLANT ON THE HUDSON RIVER RESULTED IN THE FUNDING OF A SHAD RESTORATION PROJECT. RIVERKEEPER AND THE PACE ENVIRONMENTAL LITIGATION CLINIC SETTLED AN ENFORCEMENT ACTION AGAINST MIRANT CORPORATION OVER VIOLATIONS AT THEIR LOVETT POWER PLANT. RIVERKEEPER ALLOCATED THE FULL AMOUNT OF THE SETTLEMENT (\$115,000)

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TO FUND A RESEARCH STUDY WHICH IS FOCUSED ON RESEARCHING PARTS OF HUDSON RIVER HABITAT MOST FAVORABLE TO SUCCESSFUL SPAWNING OF YOUNG SHAD. CHRIS NACK, GRANDSON OF LEGENDARY SHAD FISHERMAN, EVERETT NACK, IS A BIG PART OF THE PROJECT, WHICH IS A PARTNERSHIP WITH THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION, SUNY COLLEGE OF ENVIRONMENTAL SCIENCE AND FORESTRY AND CARY INSTITUTE OF ECOSYSTEM STUDIES. THIS RESTORATION PROJECT EPITOMIZES OUR BELIEF IN THE VALUE OF ENVIRONMENTAL ENFORCEMENT AS A WAY TO REQUIRE ENVIRONMENTAL VIOLATORS TO REVERSE THE DAMAGE THEY'VE DONE TO THE HUDSON RIVER ECOSYSTEM.

* * *

FINALLY, RIVERKEEPER PRESERVED ACCESS TO THE HUDSON RIVER BY STOPPING THE CITY OF POUGHKEEPSIE FROM PRIVATIZING A PUBLIC DOCK FOR THE NEAR-EXCLUSIVE USE OF A PRIVATE TOUR BOAT OPERATOR, AND REQUIRING THE CITY TO EXTEND THE LENGTH OF THE DOCK SO THAT THERE WOULD BE ROOM FOR ALL, INCLUDING THE CITY RESIDENTS, FISHERMEN AND SCIENTISTS WHO JOINED OUR CASE.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4B

WATERSHED PROGRAM:

BACKGROUND

RIVERKEEPER'S WATERSHED PROGRAM FOCUSES ON PROTECTING THE CROTON,

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CATSKILL AND DELAWARE WATERSHEDS THAT SUPPLY 9 MILLION NEW YORKERS WITH 1.2 BILLION GALLONS OF UNFILTERED DRINKING WATER EACH DAY. WE ACHIEVE OUR GOALS OF WATERSHED PROTECTION THROUGH ENFORCING ENVIRONMENTAL LAWS, INVESTIGATING POLLUTION COMPLAINTS, AND REVIEWING PROPOSED DEVELOPMENT PROJECTS.

OVER THE PAST FISCAL YEAR, WATERSHED PROGRAM STAFF HAVE BEEN PRINCIPALLY INVOLVED WITH TWO KEY CAMPAIGNS, ONE FOCUSED ON PROTECTING NEW YORK'S DRINKING WATER FROM THE POTENTIAL IMPACTS OF NATURAL GAS DRILLING AND THE OTHER ON ADVOCATING FOR THE LOWER ESOPUS CREEK AND COMMUNITIES WHO CONTINUE TO BE ADVERSELY AFFECTED BY NEW YORK CITY DEPARTMENT OF ENVIRONMENTAL PROTECTION'S (DEP) OPERATIONS OF THE CATSKILL WATERSHED SYSTEM.

WE ALSO HAVE CONTINUED OUR INVOLVEMENT WITH TRACKING DEP'S COMPLIANCE WITH THE REQUIREMENTS OF THE U.S. ENVIRONMENTAL PROTECTION AGENCY'S (EPA) FILTRATION AVOIDANCE DETERMINATION (FAD) BY MEETING WITH INVOLVED REGULATORS (NEW YORK STATE DEPARTMENTS OF ENVIRONMENTAL CONSERVATION (DEC) AND HEALTH (DOH) AND EPA) AND SUBMITTING COMMENTS ON THE FAD FIVE YEAR REVIEW PROCESS.

CAMPAIGN TO PROTECT NY'S DRINKING WATER FROM IRRESPONSIBLE HYDROFRACKING-
2011-12

RIVERKEEPER'S HYDROFRACKING CAMPAIGN, WHICH THE WATERSHED PROGRAM

Name of the organization

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COMMENCED IN 2008, HAS CONTINUED, AND WE HAVE MADE OUR VOICE MORE HEARD AND PLAYED A MORE CENTRAL ROLE AMONG LEADING ENVIRONMENTAL GROUPS OVER THE PAST YEAR. WE HAVE ALSO INCREASED OUR INVOLVEMENT WITH LEGISLATIVE LOBBYING FOR PARTICULAR BILLS THAT ADDRESS HYDROFRACKING AND ITS REGULATION. OUR GOAL IS TO ENSURE THAT PERMITTING OF HYDROFRACKING IN NEW YORK DOES NOT MOVE FORWARD IN THE ABSENCE OF PROOF THAT IT CAN BE DONE WITHOUT SIGNIFICANT HARM TO HUMAN HEALTH AND THE ENVIRONMENT AND THAT IT WOULD PROVIDE MEANINGFUL ECONOMIC BENEFITS TO STATE AND LOCAL COMMUNITIES.

WATERSHED PROGRAM STAFF CONTINUE TO PLAY A CENTRAL ROLE IN THE ENVIRONMENTAL REVIEW AND REGULATORY PROCESS THROUGH LITIGATION TO PREVENT DRILLING IN THE DELAWARE RIVER BASIN, PREPARATION OF COMPREHENSIVE COMMENTS ON DEC'S ENVIRONMENTAL IMPACT STATEMENT AND DRAFT REGULATIONS ADDRESSING HYDROFRACKING IN NY, ADVOCACY WITH REGULATORY AGENCIES, TESTIMONY BEFORE LEGISLATIVE BODIES, AND AN EVER-INCREASING USE OF MEDIA AND SOCIAL MEDIA.

NEW YORK STARTED 2012 PROMISING TO OPEN VAST AREAS OF COUNTRYSIDE IN FIVE SOUTHERN TIER COUNTIES TO INDUSTRIAL GAS DRILLING. IN THE FACE OF UNPRECEDENTED OPPOSITION-INCLUDING A RECORD 66,000 COMMENTS SENT BY CONCERNED CITIZENS - FRACKING IN NEW YORK ENDED THE YEAR IN RETREAT. FRACKING REGULATIONS FOR THE DELAWARE RIVER BASIN WERE NOT FINALIZED AND NEW YORK HAS AGREED TO CONTINUE ITS MORATORIUM ON DRILLING WHILE IT REVIEWS FRACKING'S IMPACT ON PUBLIC HEALTH, A KEY RIVERKEEPER CONCERN.

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EFFORTS TO ADVOCATE FOR LOWER ESOPUS CREEK COMMUNITIES TO PROTECT THEM
FROM ADVERSE IMPACTS CAUSED BY DEP RESERVOIR OPERATIONS

WATERSHED PROGRAM STAFF CONTINUE TO BE ENGAGED AND TAKE A LEADERSHIP ROLE
IN THE FIGHT TO PROTECT THE LOWER ESOPUS CREEK AND ITS COMMUNITIES FROM
ADVERSE IMPACTS CAUSED BY DEP'S OPERATION OF THE CATSKILL RESERVOIR
SYSTEM. WE HAVE BEEN AN ADVOCATE ON BEHALF OF ESOPUS CREEK COMMUNITY
GROUP MEMBERS WITH DEC AND DEP TO ACKNOWLEDGE AND ADDRESS RESERVOIR
RELEASE ISSUES AND THE IMPACT OF THOSE TURBID, RELEASES ON THE CREEK AND
ITS COMMUNITIES. WE HAVE BEEN A STRONG VOICE FOR STAKEHOLDER INTERESTS
ON THE ASHOKAN RELEASE WORKING GROUP, SET UP BY DEP IN ATTEMPT TO ADDRESS
COMMUNITY CONCERNS, AND HAVE ESTABLISHED AN ON-GOING DIALOGUE BETWEEN US
AND DEC AND DEP STAFF. WE HAVE CONTINUED TO PRESS DEC/DEP TO INITIATE,
AS SOON AS POSSIBLE, A PERMIT MODIFICATION PROCESS TO REGULATE
EXCESSIVELY TURBID ASHOKAN RESERVOIR DISCHARGES TO THE LOWER ESOPUS
CREEK, A PROCESS THAT WOULD INCLUDE A FULL ENVIRONMENTAL REVIEW OF
POTENTIAL IMPACTS AND CONSIDERATION OF ALTERNATIVES AND WOULD BE
TRANSPARENT AND OPEN TO PUBLIC INPUT AND ENGAGEMENT.

RIVERKEEPER ALSO MOUNTED A CAMPAIGN TO LIST THE LOWER ESOPUS CREEK AS
IMPAIRED ON NEW YORK STATE'S 2012 CLEAN WATER ACT § 303(D) LIST OF
IMPAIRED WATERBODIES. RIVERKEEPER INITIALLY SOUGHT SUCH A LISTING IN A

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SEPTEMBER 2011 PETITION TO DEC AND IN FURTHER COMMENTS TO THE STATE IN MARCH 2012, BOTH OF WHICH PROVIDED SAMPLING DATA THAT DEMONSTRATED HOW THE RELEASE OF HIGHLY TURBID, MUDDY WATER FROM THE ASHOKAN RESERVOIR HAS IMPAIRED WATER QUALITY IN THE LOWER ESOPUS. ALTHOUGH DEC REJECTED RIVERKEEPER'S CONTENTIONS, EPA, IN ITS REVIEW OF DEC'S DECISION, AGREED WITH RIVERKEEPER AND PROPOSED TO REJECT NEW YORK'S OMISSION OF THE LOWER ESOPUS CREEK FROM THE NEW YORK'S LIST PENDING PUBLIC REVIEW AND COMMENT. IN OCTOBER 2012, RIVERKEEPER AND OVER 300 OF OUR MEMBERS SUBMITTED LETTERS IN SUPPORT OF EPA'S DETERMINATION THAT THE LOWER ESOPUS CREEK MUST BE INCLUDED ON NEW YORK STATE'S IMPAIRED WATERS LIST, AND EPA HAS SINCE CONFIRMED ITS DETERMINATION.

6 - PUBLIC INTEREST LAW FIRMS EXEMPT UNDER 501(C)(3) OR 501(C)(4) ONLY - MUST INCLUDE A LIST OF ALL CASES IN LITIGATION OR THAT HAVE BEEN LITIGATED DURING THE YEAR. FOR EACH CASE: DESCRIBED MATTER IN DISPUTE, EXPLAIN HOW LITIGATION BENEFITS THE PUBLIC, AND STATE THE FEES SOUGHT AND RECOVERED.

WATERSHED PROGRAM INFORMATION- CURRENT LITIGATION

CATSKILL MOUNTAINS CHAPTER OF TROUT UNLIMITED, INC., THEODORE GORDON FLYFISHERS, INC., CATSKILL-DELAWARE NATURAL WATER ALLIANCE, INC., FEDERATED SPORTSMEN'S CLUBS OF ULSTER COUNTY, INC. AND RIVERKEEPER, INC.

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

V. CITY OF NEW YORK

ATTORNEY: PACE ENVIRONMENTAL LITIGATION CLINIC

AS A RESULT OF RIVERKEEPER'S FEDERAL CLEAN WATER ACT (CWA) CITIZEN SUIT AGAINST THE CITY OF NEW YORK IN THE CASE OF CATSKILL MOUNTAINS CHAPTER OF TROUT UNLIMITED ET AL. V. CITY OF NEW YORK, NEW YORK CITY MUST NOW MAINTAIN A STATE CLEAN WATER ACT PERMIT FOR ITS DISCHARGE OF TURBIDITY AND HEAT FROM THE SHANDAKEN TUNNEL INTO ESOPUS CREEK, A RENOWNED TROUT FISHING STREAM IN NEW YORK'S CATSKILL MOUNTAINS. DURING THE STATE ADMINISTRATIVE PERMIT HEARING CONCERNING THE TERMS OF SAID STATE POLLUTANT DISCHARGE ELIMINATION SYSTEM (SPDES) PERMIT, RIVERKEEPER ARGUED THAT THE DRAFT PERMIT THAT HAD BEEN PROPOSED BY THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION (DEC) WAS ILLEGAL BECAUSE IT INCLUDED NUMEROUS "EXEMPTIONS" THAT ALLOWED FOR VIOLATIONS OF THE PERMIT'S EFFLUENT LIMITATIONS AND STATE WATER QUALITY STANDARDS. THE STATE REJECTED RIVERKEEPER'S CLAIMS AND ISSUED THE DRAFT PERMIT WITH THE ILLEGAL EXEMPTIONS. IN TURN, RIVERKEEPER SUED DEC SEEKING AN ORDER TO VACATE THE PERMIT AND ENJOIN DEC TO CURE THE ILLEGALITY. IN AUGUST 2008, THE NEW YORK SUPREME COURT, ULSTER COUNTY, GRANTED RIVERKEEPER'S PETITION AGAINST DEC, FINDING THAT THE SHANDAKEN TUNNEL PERMIT EXEMPTIONS WERE INDEED ILLEGAL. DESPITE THIS FINDING, THE COURT ALLOWED THE ILLEGAL PERMIT TO REMAIN IN PLACE FOR A "REASONABLE TIME" TO ALLOW THE CITY TO CONTINUE OPERATING THE TUNNEL WHILE IT APPLIES FOR VARIANCES REQUIRED BY STATE LAW. THE CITY APPEALED THE SUPREME COURT'S DECISION AND, IN 2009,

Name of the organization

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THE APPELLATE DIVISION, THIRD DEPARTMENT, AFFIRMED THE RULING. NEW YORK CITY THEN SOUGHT LEAVE TO APPEAL THIS DECISION TO THE NEW YORK COURT OF APPEALS, BUT ITS MOTION FOR LEAVE TO APPEAL WAS DENIED.

IN OCTOBER 2010, THE CITY FILED A VARIANCE APPLICATION WITH DEC, BUT DEC HAS NOT YET MADE A DETERMINATION WHETHER TO GRANT THE VARIANCES SOUGHT BY THE CITY. RECENTLY, THE CITY HAS DRAMATICALLY INCREASED ITS DISCHARGES OF TURBID WATER THROUGH THE SHANDAKEN TUNNEL IN CONNECTION WITH ONGOING CONSTRUCTION PROJECTS IN THE SCHOHARIE RESERVOIR, AND DEC HAS RECENTLY GRANTED REQUESTS BY THE CITY TO INVOKE THE SPDES PERMIT'S EXEMPTIONS THAT WERE DECLARED ILLEGAL BY THE NEW YORK STATE COURTS. RIVERKEEPER INTENDS TO TAKE ACTION IN 2013 TO ENFORCE THE COURTS' ORDERS DECLARING THE EXEMPTIONS TO BE ILLEGAL AND TO COMPEL DEC TO TAKE FORMAL ACTION ON THE CITY'S VARIANCE APPLICATION. THE PACE ENVIRONMENTAL LITIGATION CLINIC REPRESENTS RIVERKEEPER AND CO-PLAINTIFFS IN THESE PROCEEDINGS. THE CITY OF NEW YORK WAS FINED \$5.5 MILLION DOLLARS FOR VIOLATING THE CLEAN WATER ACT IN THE ORIGINAL FEDERAL CITIZEN SUIT THAT LEAD TO THESE STATE COURT PROCEEDINGS. THE PACE ENVIRONMENTAL LITIGATION CLINIC RECOVERED ATTORNEYS FEES IN THAT MATTER IN 2007.

CATSKILL MOUNTAINS CHAPTER OF TROUT UNLIMITED, INC., THEODORE GORDON FLYFISHERS, INC., FEDERATED SPORTSMEN'S CLUBS OF ULSTER COUNTY, INC., CATSKILL-DELAWARE NATURAL WATER ALLIANCE, INC., RIVERKEEPER, INC., WATERKEEPER ALLIANCE, INC., TROUT UNLIMITED, INC., NATIONAL WILDLIFE FEDERATION, ENVIRONMENTAL AMERICA, ENVIRONMENT NEW HAMPSHIRE, ENVIRONMENT RHODE ISLAND AND ENVIRONMENT FLORIDA V. UNITED STATES ENVIRONMENTAL

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PROTECTION AGENCY

ATTORNEY: PACE ENVIRONMENTAL LITIGATION CLINIC

IN JUNE 2008, THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY (EPA) ISSUED ITS WATER TRANSFERS RULE IN RESPONSE TO RIVERKEEPER'S SUCCESSFUL LITIGATION AGAINST THE CITY OF NEW YORK IN CATSKILL MOUNTAINS (REFERENCED ABOVE), AND SIMILAR CASES THAT HAD BEEN BROUGHT IN SOUTH FLORIDA CONCERNING POLLUTED WATER TRANSFERS IN THE EVERGLADES. THE WATER TRANSFERS RULE, WHICH RUNS CONTRARY TO NUMEROUS JUDICIAL HOLDINGS (INCLUDING THE SECOND CIRCUIT'S DECISION IN CATSKILL MOUNTAINS), STATES THAT TRANSFERS OF WATER FROM A POLLUTED WATER BODY INTO ANOTHER DISTINCT (EVEN PRISTINE) WATER BODY DO NOT REQUIRE CLEAN WATER ACT PERMITS. IN RESPONSE, RIVERKEEPER, ALONG WITH THE ORIGINAL CO-PLAINTIFFS IN THE CATSKILL MOUNTAINS CASE AND OTHER ENVIRONMENTAL NGOS, SUED EPA, CLAIMING THAT THE NEW RULE IS CONTRARY TO THE PLAIN REQUIREMENTS OF THE CWA AND THAT IT REPRESENTS AN ABUSE OF DISCRETION BY THE AGENCY. RIVERKEEPER IS AGAIN BEING REPRESENTED BY THE PACE ENVIRONMENTAL LITIGATION CLINIC WHICH, BECAUSE OF UNCERTAINTY OVER WHICH COURT HAD ORIGINAL JURISDICTION, FILED SUIT BOTH IN UNITED STATES DISTRICT COURT OF THE SOUTHERN DISTRICT OF NEW YORK AND IN THE UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT. NINE STATES, INCLUDING NEW YORK, AND THE CANADIAN PROVINCE OF MANITOBA, ALSO FILED SUITS IN THE SAME COURTS AGAINST EPA. THE SOUTHERN DISTRICT OF NEW YORK CASES WERE CONSOLIDATED BY DISTRICT JUDGE KENNETH KARAS, WHO THEN ISSUED A STAY OF THOSE CASES PENDING A JURISDICTIONAL

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DETERMINATION BY THE UNITED STATES COURT OF APPEALS FOR THE ELEVENTH CIRCUIT. THE PETITIONS FILED IN THE SECOND CIRCUIT WERE CONSOLIDATED BY THE UNITED STATES JUDICIAL PANEL ON MULTIDISTRICT LITIGATION WITH OTHER PETITIONS FILED IN OTHER CIRCUITS AROUND THE COUNTRY AND TRANSFERRED TO THE ELEVENTH CIRCUIT FOR ADJUDICATION. IN OCTOBER 2012, THE ELEVENTH CIRCUIT RULED THAT IT LACKED ORIGINAL JURISDICTION OVER THE PETITIONS FOR REVIEW, AND RIVERKEEPER PROMPTLY SOUGHT A CONFERENCE WITH JUDGE KARAS AT WHICH IT REQUESTED THAT HE LIFT THE STAY AND ALLOW PLAINTIFFS TO FILE MOTIONS FOR SUMMARY JUDGMENT. JUDGE KARAS GRANTED RIVERKEEPER'S REQUEST AND MOTIONS FOR SUMMARY JUDGMENT ARE DUE TO BE FILED BY JANUARY 11, 2013. WE EXPECT DECISIONS FROM JUDGE KARAS ON THE SUMMARY JUDGMENT MOTIONS BY LATE-2013 OR EARLY-2014. NO FEES HAVE BEEN RECOVERED IN THIS MATTER TO DATE.

NATURAL RESOURCES DEFENSE COUNCIL, RIVERKEEPER, INC., WATERKEEPER ALLIANCE, INC., SOUNDKEEPER, INC., SAVE THE SOUND, PECONIC BAYKEEPER, INC., HUDSON-RARITAN BAYKEEPER, INC., HACKENSACK RIVERKEEPER, INC. V. NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

ATTORNEYS: LAWRENCE LEVINE (NRDC), JEFFREY ODEFY (PRIVATE ATTORNEY), REED SUPER (PRIVATE ATTORNEY)

ON JUNE 28, 2010, RIVERKEEPER AND OTHER NON-PROFIT ORGANIZATIONS FILED AN ARTICLE 78 PETITION CHALLENGING DEC'S APRIL 2010 ISSUANCE OF THE SPDES GENERAL PERMIT FOR MUNICIPAL SEPARATE STORM SEWER SYSTEMS ("MS4S").

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THE GENERAL PERMIT AUTHORIZES DISCHARGES OF STORMWATER FROM "SMALL MS4S," THOSE MUNICIPAL STORM WATER SYSTEMS SERVING COMMUNITIES WITH POPULATIONS BETWEEN 10,000 TO 100,000 PEOPLE. STORMWATER RUNOFF (I.E., RUNOFF OVER LAND OR IMPERVIOUS SURFACES INTO WATER BODIES) IS A LEADING CAUSE OF WATER QUALITY IMPAIRMENT IN RIVERS, STREAMS, LAKES, AND COASTAL WATERS THROUGHOUT NEW YORK, AND THE STATE SPENDS TENS OF MILLIONS OF DOLLARS EVERY FISCAL YEAR TO REDUCE THIS POLLUTION. DEC IS RESPONSIBLE FOR REDUCING STORMWATER RUNOFF THROUGH THE GENERAL PERMIT FOR MS4S, WHICH MUST INCLUDE "CONTROLS TO REDUCE THE DISCHARGE OF POLLUTANTS TO THE MAXIMUM EXTENT PRACTICABLE." CWA, 33 U.S.C. § 1342(P)(3)(B).

PETITIONERS CHALLENGED THE GENERAL PERMIT ON THE GROUNDS THAT IT ALLOWED MUNICIPAL OPERATORS OF MS4S DISCHARGES TO "SELF REGULATE" WITHOUT ANY OVERSIGHT BY DEC OR PUBLIC NOTICE AND COMMENT. THE GENERAL PERMIT ALLOWED MUNICIPALITIES TO OBTAIN IMMEDIATE AUTHORIZATION TO DISCHARGE BASED ON A CERTIFICATION THAT THEY WOULD, AT SOME TIME IN THE FUTURE, PREPARE AND SUBMIT A STORMWATER MANAGEMENT PLAN (SWMP) TO DEC FOR REVIEW, WITH NO REQUIRED PUBLIC HEARING. PETITIONERS ALSO ALLEGED THAT THE PERMIT ALLOWS MS4S TO AVOID UTILIZING ALL AVAILABLE MEASURES TO CONTROL STORMWATER POLLUTION TO THE MAXIMUM EXTENT PRACTICABLE, AS REQUIRED BY LAW, AND ALLOWS MUNICIPALITIES, INCLUDING MANY IN THE HUDSON VALLEY, TO CONTINUE DISCHARGING POLLUTION AT LEVELS THAT VIOLATE STATE WATER QUALITY STANDARDS. THE SUPREME COURT, WESTCHESTER COUNTY AGREED WITH PETITIONERS' CONTENTIONS THAT THE GENERAL PERMIT FAILED TO IMPLEMENT THE MAXIMUM PRACTICABLE POLLUTANT REDUCTIONS DUE TO THE LACK OF OVERSIGHT OF SWMPs AND THAT DEC'S FAILURE TO PROVIDE PUBLIC NOTICE AND REVIEW OF

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NOTICES OF INTENT TO BE COVERED BY THE MS4 GENERAL PERMIT VIOLATED THE CWA AND STATE ENVIRONMENTAL CONSERVATION LAW REQUIREMENTS FOR PUBLIC PARTICIPATION IN THE ESTABLISHMENT OF EFFLUENT LIMITATIONS. CONSEQUENTLY, THE COURT THREW OUT DEC'S GENERAL PERMIT FOR MS4S. THE COURT REJECTED TWO OTHER CONTENTIONS BY PETITIONERS: THAT THE GENERAL PERMIT FAILS TO REQUIRE THE MS4 OPERATORS TO MONITOR DISCHARGES, AND THAT THE MS4'S REQUIREMENT OF "NO NET INCREASE" IN POLLUTANTS FOR IMPAIRED WATERBODIES FAILS TO SATISFY THE CWA'S "REDUCTION" REQUIREMENT.

DEC HAS APPEALED THE DECISION, AND PETITIONERS HAVE CROSS-APPEALED.

BRIEFS HAVE BEEN FILED BY BOTH DEC AND THE PETITIONERS, AND ORAL ARGUMENT IS EXPECTED IN EARLY 2013. NO FEES HAVE BEEN RECOVERED IN THIS MATTER TO DATE.

DELAWARE RIVERKEEPER NETWORK, DELAWARE RIVERKEEPER, HUDSON RIVERKEEPER, NATIONAL PARKS CONSERVATION ASSOCIATION V. ARMY CORPS OF ENGINEERS AND THE DELAWARE RIVER BASIN COMMISSION

ATTORNEYS: KATHERINE HUDSON AND MACKENZIE SCHOONMAKER (RIVERKEEPER); JANE DAVENPORT (DELAWARE RIVERKEEPER NETWORK); AND SUSAN KRAHM (NATIONAL PARKS CONSERVATION ASSOCIATION)

ON AUGUST 4, 2011, RIVERKEEPER, TOGETHER WITH DELAWARE RIVERKEEPER NETWORK AND NATIONAL PARKS CONSERVATION ASSOCIATION (THE "RIVERKEEPER PLAINTIFFS"), FILED A COMPLAINT AGAINST THE ARMY CORPS OF ENGINEERS (ARMY CORPS) AND THE DELAWARE RIVER BASIN COMMISSION (DRBC) IN THE UNITED

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STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK (E.D.N.Y.) FOR DEFENDANTS' FAILURE TO COMPLY WITH FEDERAL LAW BY PROPOSING SHALE GAS DRILLING REGULATIONS WITHOUT FIRST CONDUCTING A FULL ENVIRONMENTAL REVIEW AS REQUIRED UNDER THE NATIONAL ENVIRONMENTAL POLICY ACT, 42 U.S.C. § 4321 ET SEQ. (NEPA). NEW YORK STATE HAD FILED A SUIT ALLEGING A SIMILAR CLAIM AGAINST THE FEDERAL AGENCIES INVOLVED WITH THE DRBC IN THE E.D.N.Y. ON MAY 31, 2011. THE RIVERKEEPER PLAINTIFFS' ACTION WAS SUBSEQUENTLY CONSOLIDATED WITH THE NEW YORK ACTION. THE DELAWARE RIVER BASIN STRETCHES ACROSS NEW YORK, NEW JERSEY, PENNSYLVANIA AND DELAWARE, AND PROVIDES HALF OF THE UNFILTERED DRINKING WATER SUPPLY THAT NINE MILLION NEW YORKERS DEPEND ON EVERY DAY. ALLOWING DRILLING TO PROCEED IN THE BASIN BEFORE A COMPLETE ENVIRONMENTAL IMPACT ASSESSMENT HAD BEEN CARRIED OUT AS THE BASIS FOR DEVELOPING THE MOST EFFECTIVE REGULATIONS POSSIBLE WOULD PUT THIS CRITICAL RESOURCE AT RISK.

DEFENDANTS MOVED TO DISMISS THE CLAIMS AGAINST THEM ON OCTOBER 18, 2011. THE RIVERKEEPER PLAINTIFFS FILED THEIR OPPOSITION TO THIS MOTION ON NOVEMBER 15, 2011. ON SEPTEMBER 24, 2012, THE E.D.N.Y. COURT RULED THAT THE LAWSUIT WAS UNRIPE FOR JUDICIAL REVIEW, LEAVING OPEN THE QUESTION OF WHETHER DRBC MAY PROMULGATE SUCH REGULATIONS WITHOUT FIRST CONDUCTING A NEPA REVIEW. SINCE THE COURT'S DISMISSAL IS WITHOUT PREJUDICE, RIVERKEEPER AND FELLOW PLAINTIFFS WILL BE ABLE TO CHALLENGE DRBC'S REGULATIONS IF AND WHEN IT VOTES TO PUT THOSE REGULATIONS IN PLACE. NO FEES HAVE BEEN RECOVERED IN THIS MATTER TO DATE.

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STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4C

PATROL BOAT PROGRAM 2011-2012

RIVERKEEPER MAINTAINS AN ENFORCEMENT PRESENCE ON THE HUDSON RIVER, PATROLLING THE LENGTH AND BREADTH OF THE ESTUARY FROM SOUTH OF THE NEW YORK HARBOR TO NORTH OF THE FEDERAL DAM AT TROY. THE PATROL BOAT, THE R. IAN FLETCHER, HAS BEEN MODIFIED TO ENABLE IT TO BEST SERVE ITS MISSION AS A WATCHDOG VESSEL, A PLATFORM FOR SCIENTIFIC RESEARCH AND AN AMBASSADOR FOR THE RIVER.

JOHN LIPSCOMB HAS BEEN CAPTAIN OF THE R. IAN FLETCHER SINCE 2000. FROM MARCH THROUGH DECEMBER EACH YEAR, HE TRAVELS APPROXIMATELY 6,000 NAUTICAL MILES ON THE HUDSON WHILE CONDUCTING REGULAR POLLUTION PATROLS, PROVIDING SUPPORT FOR SCIENTIFIC STUDIES THAT ADVANCE UNDERSTANDING OF THE HUDSON ECOSYSTEM, RUNNING RIVERKEEPER'S WATER QUALITY PROGRAM AND BRINGING STATE AND REGIONAL DECISION-MAKERS, THE MEDIA, AND COMMUNITY STAKEHOLDERS OUT ON THE RIVER. ON THESE TRIPS CAPTAIN LIPSCOMB SHARES HIS DEEP KNOWLEDGE OF THE RIVER - ITS WILDLIFE, CRITICAL HABITAT ZONES, POLLUTION SOURCES AND WATER QUALITY MANAGEMENT ISSUES - WITH HIS PASSENGERS.

THE BOAT PROGRAM IS CRITICAL TO RIVERKEEPER'S WORK AND UNIQUE IN THE ROLE IT SERVES ON THE HUDSON RIVER. THE PATROL BOAT SERVES AS A MEANS FOR OFFICIALS IN THE REGION TO GAIN A NEW PERSPECTIVE BY BEING OUT ON THE HUDSON RIVER INSTEAD OF VIEWING IT FROM LAND. THIS SEASON SAW AN INCREASE IN COLLABORATIVE EFFORTS WITH BOTH LOCAL ELECTED LEADERS AND

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ENVIRONMENTAL ENFORCEMENT AGENCIES, ESPECIALLY THE DEC.

IN ADDITION TO THE PATROL BOAT'S REGULAR UPDATES ON RIVER CONDITIONS AND WATER QUALITY, IT ALSO PLAYS A CRITICAL ROLE DURING EMERGENCIES THAT THREATEN PUBLIC ACCESS AND SAFETY THROUGHOUT THE HUDSON RIVER ESTUARY. IN NOVEMBER 2012, THE FLETCHER WAS THE FIRST AND ONLY SOURCE OF UP TO DATE INFORMATION ON WATER CONDITIONS FOLLOWING HURRICANE SANDY. IMMEDIATELY FOLLOWING THE STORM, RIVERKEEPER CONDUCTED REGULAR WATER QUALITY SAMPLING AND THEN PROVIDED THE DATA TO THE PUBLIC, PRESS, AND CITY OFFICIALS.

WATER QUALITY PROGRAM - 2011-2012

RIVERKEEPER, LAMONT-DOHERTY EARTH OBSERVATORY OF COLUMBIA UNIVERSITY, AND QUEENS COLLEGE CONTINUED THE WORK BEGUN IN 2006 TO CONDUCT A COMPREHENSIVE STUDY OF WATER QUALITY ABOARD THE RIVERKEEPER PATROL BOAT, IN ORDER TO ADDRESS THE FUNDAMENTAL QUESTION "HOW IS WATER QUALITY IN THE HUDSON RIVER ESTUARY?" ASSESSING CURRENT WATER QUALITY, EMERGING TRENDS AND THE SOURCES OF IMPAIRMENT OF WATER QUALITY ARE ALL CRITICAL TO COMING UP WITH SOLUTIONS THAT WILL LEAD TO AN IMPROVED HUDSON RIVER ENVIRONMENT, SIGNIFIED BY A RIVER THAT IS CLEAN ENOUGH TO MEET THE "FISHABLE AND SWIMMABLE" GOAL OF THE CLEAN WATER ACT. THE GOAL OF THIS ONGOING PROJECT IS TO CHARACTERIZE THE CONDITIONS OF THE HUDSON RIVER ESTUARY THROUGH THE MONITORING OF NUTRIENTS, TOTAL BACTERIAL CELL COUNTS, AND THE PATHOGEN ENTEROCOCCUS, WHICH INDICATES CONTAMINATION FROM SEWAGE.

THIS SEASON MARKED THE SIXTH YEAR OF THIS PROGRAM, WHICH BEGAN WITH A PILOT STUDY IN 2006-2007 THAT YIELDED DATA FROM SAMPLING AT 27 SITES

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ALONG THE HUDSON RIVER. THE CURRENT PROGRAM NOW SAMPLES FROM 80 SITES AS FAR NORTH AS THE TROY LOCKS NEAR WATERFORD, NEW YORK. WE HAVE ALSO BEGUN TO SAMPLE TRIBUTARIES OF THE HUDSON RIVER AS PART OF PILOT RESEARCH INTO ENTEROCOCCUS COUNTS IN THESE AREAS. WE HAVE ADDED WALLKILL CREEK AND RONDOUT CREEK TO OUR "TRIB STUDY," IN ADDITION TO SPARKILL CREEK, ESOPUS CREEK AND THE POCANTICO RIVER. THESE RECENT ADDITIONS MEAN WE ARE SAMPLING ABOUT 160 MILES OF HUDSON RIVER TRIBUTARIES AND ENGAGING ABOUT 70 SAMPLING VOLUNTEERS. IN EACH CASE WE ARE WORKING IN PARTNERSHIP WITH LOCAL WATER QUALITY ADVOCATES TO TEST THEIR TRIBUTARY FOR SEWAGE CONTAMINATION LEVELS.

THE MORE FREQUENT AND TIMELY TESTING THAT WE CONDUCT IS BEGINNING TO DISCERN CLEAR PATTERNS AND DEVELOP PRACTICAL SCIENCE-BASED GUIDELINES. FOR EXAMPLE, GIVE YEARS OF SAMPLING ARE STARTING TO SHOW THAT, IN GENERAL, WATER QUALITY IN THE MAIN STEM OF THE HUDSON HAS IMPROVED REMARKABLY AND IS OFTEN WITHIN EPA'S STANDARDS FOR SAFE PRIMARY RECREATION USE, SUCH AS SWIMMING. HOWEVER, CERTAIN PARTS OF THE HUDSON ESTUARY CONTINUE TO SUFFER FROM PERSISTENTLY HIGH LEVELS OF BACTERIAL POLLUTION, MAINLY DUE TO COMBINED SEWER SYSTEM DISCHARGES OF UNTREATED SEWAGES. IN ADDITION, SOME OF THE TRIBUTARIES OF THE HUDSON EXHIBIT CONSISTENTLY HIGH LEVELS OF POLLUTION FOR A VARIETY OF REASONS. RIVERKEEPER AND ITS SCIENCE PARTNERS ARE FOCUSING ADDITIONAL RESOURCES AND OUTREACH EFFORTS TO ATTEMPT TO UNDERSTAND THIS TREND.

IN ADDITION TO ELIMINATING UNTREATED SEWAGE OVERFLOWS, THE GOAL OF THE WATER QUALITY PORGRAM IS TO PROVIDE A USEFUL RESOURCE THAT WILL EMPOWER

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INDIVIDUALS TO MAKE INFORMED DECISIONS ABOUT RECREATING ON THE RIVER, AND TO INSPIRE DISCUSSION AND ACTION TOWARD BETTER PATHOGEN MONITORING AND INCREASED ENVIRONMENTAL AND PUBLIC HEALTH PROTECTION.

ARMED WITH SIX YEARS OF DATA, THE WATER QUALITY PROGRAM RELEASED THE SECOND EDITION OF THE "HOW'S THE WATER" REPORT, WHICH PRESENTS OUR DATA IN A CONCISE, EASY TO READ FORMAT. RESPONSE TO THE REPORT HAS BEEN TREMENDOUSLY POSITIVE, AND HAS EVEN RESULTED IN COLLABORATION WITH STATE LEGISLATORS TO PASS A SEWAGE RIGHT TO KNOW LAW FOR NEW YORK STATE. THIS REQUIRES LOCAL GOVERNMENTS TO NOTIFY RESIDENTS ANY TIME THERE IS A SEWAGE DISCHARGE, WHETHER IT BE THE RESULT OF A RAINSTORM OR AN ACCIDENT.

IN ADDITION TO THE WORK THEY DO TO TAKE WATER QUALITY SAMPLES ON TRIBUTARIES OF THE HUDSON, RIVERKEEPER VOLUNTEERS GAVE MORE THAN 3,500 HOURS OF THEIR TIME THIS YEAR, CLEANING SEVEN TONS OF TRASH FROM 30 RIVER COMMUNITIES DURING THE FIRST ANNUAL RIVERKEEPER SWEEP, MARKING HUDSON RIVER DAY WITH A RIVER-WIDE DAY OF OUTREACH ABOUT WATER QUALITY, CREATING THE BROOKLYN RIVERKEEPER ACTION GROUP, AND SENDING THOUSANDS OF MESSAGES TO DECISION MAKERS TO PROTECT OUR ENVIRONMENT.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A. - QUESTION 7A

AT EACH MEMBERSHIP ANNUAL MEETING THEREAFTER, A NUMBER OF DIRECTORS EQUAL TO THAT OF THOSE WHO TERMS HAVE EXPIRED WILL BE ELECTED BY A PLURALITY OF THE MEMBERS FOR A TERM OF THREE YEARS AND THE EARLIEST OF THE ELECTION OR APPOINTMENT AND QUALIFICATION OF SUCH DIRECTOR'S SUCCESSOR OR UNTIL SUCH

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DIRECTOR'S DEATH, RESIGNATION, OR REMOVAL. AT THE EXPIRATION OF ANY TERM OF THREE YEARS, ANY DIRECTOR MAY BE ELECTED. CANDIDATES FOR ELECTION AS DIRECTORS WILL BE NOMINATED BY THE NOMINATING COMMITTEE. MEMBERS OF THE CORPORATION WHO DESIRE TO NOMINATE A MEMBER TO THE BOARD OF DIRECTORS, IN ADDITION TO THOSE CANDIDATES PROPOSED BY THE NOMINATING COMMITTEE, MAY DO SO ON A PETITION SIGNED BY NOT LESS THAN ONE HUNDRED MEMBERS AND DELIVERED TO THE SECRETARY OF THE CORPORATION NOT LESS THAN SIX MONTHS PRIOR TO THE ANNUAL MEETING OF THE MEMBERS. NO MORE THAN ONE PETITION FOR ELECTION SHALL BE ACCEPTED AND THEREFORE, IF MORE THAN ONE PETITION IS SUBMITTED, THE SUBMISSION WITH THE GREATEST NUMBER OF SIGNATURES WILL APPLY; IN THE CASE OF A MORE THAN ONE PETITION WITH EQUAL NUMBER OF SIGNATURES, THE PETITION FIRST SUBMITTED WILL BE ACCEPTED.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTION 11B

THE PRESIDENT, CHIEF OPERATING OFFICER, VICE-PRESIDENT, BOARD TREASURER AND CHAIRMAN OF THE BOARD WILL MEET TO REVIEW AND APPROVE A DRAFT OF THE FORM 990 PRIOR TO FILING.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTION 12C

ON A YEARLY BASIS, THE BOARD OF DIRECTORS MEET TO COMPLETE A "CONFLICT OF INTEREST" ACKNOWLEDGEMENT WHICH DOCUMENTS AND SIGNIFIES THAT NO CURRENT CONFLICT OF INTEREST EXISTS BETWEEN THE BOARD MEMBERS AND OUTSIDE ORGANIZATIONS. AT EACH SUBSEQUENT MEETING, BEFORE ANY DECISIONS ARE MADE, IT IS CLARIFIED THAT THERE IS NO CONFLICT OF INTEREST FOR ANYONE IN THE

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ROOM. IF THERE IS A CONFLICT, THAT PERSON WILL BE EXCLUDED FROM THE
DECISION.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTIONS 15A AND 15B

TO DETERMINE COMPENSATION OF TOP MANAGEMENT, INCLUDING THE EXECUTIVE
DIRECTOR, AS WELL AS OTHER KEY EMPLOYEES, THE ORGANIZATION USES SALARY
PARITY AND SALARY BANDS OF OTHER COMPARABLE ORGANIZATIONS. THEN THE
EXECUTIVE COMMITTEE MEETS AND MAKES THE DECISION.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION C. - QUESTION 19

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SUPER LAW GROUP, LLC 131 VARICK STREET, SUITE 1001 NEW YORK, NY 10013	CONSULTING ATTORNEY	276,088.
COLUMBIA UNIVERSITY SCHOOL OF LAW 435 W 116TH STREET NEW YORK, NY 10025	CONSULTING ATTORNEY	128,206.
	TOTAL COMPENSATION	<u>404,294.</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions RIVERKEEPER, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3204621
	Number, street, and room or suite no. If a P.O. box, see instructions. 20 SECOR ROAD	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code For a foreign address, see instructions OSSINING, NY 10562		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ KATARINA KOZUCHOWSKA,
Telephone No ☒ 914 478-4501 FAX No. ☒ 914 478-4527
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 05/15, 20 13
- For calendar year , or other tax year beginning 07/01, 20 11, and ending 06/30, 20 12
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

ACCOUNTANTS AUTHORIZED TO SIGN RETURNS

Title ☐

Date ☐

FEB 14 2013

Form 8868 (Rev 1-2012)

CONDON O'MEARA MCGINTY & DONNELLY LLP
1 BATTERY PARK PLAZA, 7TH Floor
NEW YORK, NY 10004-1405

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

RIVERKEEPER, INC.

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Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

20 SECOR ROAD

City, town or post office, state, and ZIP code. For a foreign address, see instructions

OSSINING, NY 10562

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of Stella LiRosi

Telephone No ► 914 478-4501

FAX No ► 914 478-4527

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 07/01, 2011, and ending 06/30, 2012

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2012)