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

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07/01, **2010, and ending** 06/30, **20** 11

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): 20 SECOR ROAD

Room/suite:

City or town, state or country, and ZIP + 4: OSSINING, NY 10562

D Employer identification number: 13-3204621

E Telephone number: (914) 478-4501

G Gross receipts $ 3,984,293.

F Name and address of principal officer: PAUL GALLAY
SAME AS ADDRESS ABOVE

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)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.RIVERKEEPER.ORG

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 ▶ ☐ 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	20.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	20.
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	25.
6	Total number of volunteers (estimate if necessary)	6	100.
7a	Total gross 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

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	2,589,176.	2,729,583.
9	Program service revenue (Part VIII, line 2g)	0.	1,128,995.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,177.	5,088.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-10,786.	-32,344.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,585,567.	3,831,322.

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
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)	1,730,720.	1,724,552.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	75,500.	60,000.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 366,414.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,086,887.	1,987,363.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,893,107.	3,771,915.
19	Revenue less expenses. Subtract line 18 from line 12	-307,540.	59,407.

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,954,403.	1,594,867.
21	Total liabilities (Part X, line 26)	637,640.	218,697.
22	Net assets or fund balances. Subtract line 21 from line 20	1,316,763.	1,376,170.

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: Paul Gallay — Date: 2-1-12

▶ Type or print name and title: Paul Gallay President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ ☐	PTIN
John D. Daum		JAN 27 2012		P00292740

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** (2010)

JSA
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Part III **Statement of Program Service Accomplishments**

Check 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 exempt purpose achievements for each of the organization's three largest program services 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 $ 2,095,467. including grants of $ 0.) (Revenue $ 1,128,995.)
HUDSON RIVER PROGRAM - SEE SCHEDULE O

4b (Code:) (Expenses $ 860,176. including grants of $ 0.) (Revenue $ 0.)
WATERSHED PROGRAM - SEE SCHEDULE O

4c (Code:) (Expenses $ 278,102. including grants of $ 0.) (Revenue $ 0.)
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** ▶ 3,233,745.

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*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X	
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*	3		X
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*	4	X	
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*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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*	6		X
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*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
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*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
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*	11a	X	
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*	11b		X
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*	11c		X
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*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
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*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
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*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
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*	15		X
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*	16		X
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)*	17	X	
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*	18	X	
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*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		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*	22		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*	23	X	
24a	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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**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*	25a		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*	25b		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*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		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*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		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*	32		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*	33		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*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	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* ☐ Yes ☒ No			
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*	36		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*	37		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.	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check 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	15		
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	25		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)				
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			
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?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O.				
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	1a 20		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 20		
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?	2		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? . . .	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	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*	9		X

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	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	15a	X	
b	Other officers or key employees of the organization	15b	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?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

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 (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public.

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

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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 (check all that apply)						(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) DR. HOWARD A. RUBIN CHAIR	3.00	X		X				0.	0.	0.
(2) ROBERT F. KENNEDY, JR. VICE CHAIR	3.00	X		X				0.	0.	0.
(3) PEGGY CULLEN SECRETARY	3.00	X		X				0.	0.	0.
(4) JEFF RESNICK TREASURER	3.00	X		X				0.	0.	0.
(5) GEORGE HORNIG DIRECTOR	2.00	X						0.	0.	0.
(6) AMANDA HEARST EXECUTIVE COMMITTEE	3.00	X						0.	0.	0.
(7) JOHN T. MOORE EXECUTIVE COMMITTEE	3.00	X						0.	0.	0.
(8) JOHN ADAMS DIRECTOR	3.00	X						0.	0.	0.
(9) JOE 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.
(15) JOHN MCENROE DIRECTOR	3.00	X						0.	0.	0.
(16) ANNE HEARST MCINERNEY 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 (check all that apply)						(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			
(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) ALEXANDER MATTHIESSEN PRESIDENT - FORMER	37.50			X				129,100.	0.	22,300.
(22) KATARINA KOZUCHOWSKA VICE PRESIDENT/COO - FORMER	37.50			X				118,325.	0.	11,525.
(23) PAUL GALLAY PRESIDENT	37.50			X				158,417.	0.	0.
(24) KEEVA YOUNG-WRIGHT VICE PRESIDENT DEVELOPMENT	37.50			X				20,705.	0.	3,426.
(25)										
(26)										
(27)										
(28)										
1b Sub-total ▶								426,547.	0.	37,251.
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								426,547.	0.	37,251.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

		Yes	No
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*		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*	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*		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.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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 ▶ 0

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	1,292,007.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	50,000.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,387,576.			
	g	Noncash contributions included in lines 1a-1f: $					
	h	Total. Add lines 1a-1f			2,729,583.		
Program Service Revenue			Business Code				
	2a	LEGAL SETTLEMENT	900099	856,354.	856,354.		
	b	COST REIMBURSEMENT	900099	272,641.	272,641.		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f			1,128,995.		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		5,088.			5,088.
	4	Income from investment of tax-exempt bond proceeds		0.			
	5	Royalties		0.			
			(i) Real / (ii) Personal				
	6a	Gross Rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0.			
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory					
	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 $ 1,292,007. of contributions reported on line 1c). See Part IV, line 18	a 115,649.				
	b	Less: direct expenses	b 152,971.				
	c	Net income or (loss) from fundraising events		-37,322.			-37,322.
	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	4,978.	4,978.		
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d		4,978.			
	12	Total revenue. See instructions		3,831,322.	1,133,973.		-32,234.

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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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. 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	463,798.	401,969.	15,677.	46,152.
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	1,021,433.	885,266.	34,526.	101,641.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9 Other employee benefits	114,045.	98,842.	3,855.	11,348.
10 Payroll taxes	125,276.	108,575.	4,235.	12,466.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	989,502.	989,502.		
c Accounting	18,180.		18,180.	
d Lobbying	4,400.	4,400.		
e Professional fundraising services. See Part IV, line 17	60,000.			60,000.
f Investment management fees	0.			
g Other	354,460.	316,840.	6,929.	30,691.
12 Advertising and promotion	0.			
13 Office expenses	129,309.	90,035.	24,652.	14,622.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	157,283.	95,922.	48,257.	13,104.
17 Travel	30,640.	26,665.	752.	3,223.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	5,012.	3,759.	494.	759.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	27,664.	17,982.	6,916.	2,766.
23 Insurance	12,421.	10,424.	956.	1,041.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a EQUIPMENT RENTAL & MAINT.	128,331.	108,424.	2,247.	17,660.
b DIRECT MAIL EXPENSE	85,799.	43,259.	144.	42,396.
c PUBLIC RELATIONS & OUTREACH	11,050.	7,020.	250.	3,780.
d DUES & SUBSCRIPTIONS	5,551.	3,968.	117.	1,466.
e SPECIAL EVENTS	6,068.	4,965.	462.	641.
f All other expenses	21,693.	15,928.	3,107.	2,658.
25 **Total functional expenses.** Add lines 1 through 24f	3,771,915.	3,233,745.	171,756.	366,414.
26 **Joint Costs.** Check here ▶ [X] if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	85,799.	43,259.	144.	42,396.

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		208,052.	1	80,454.
	2	Savings and temporary cash investments		1,001,589.	2	1,189,652.
	3	Pledges and grants receivable, net		582,864.	3	203,090.
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	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)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		47,529.	9	11,235.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 422,599.			
	b	Less: accumulated depreciation	10b 322,163.	79,902.	10c	100,436.
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		34,467.	15	10,000.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,954,403.	16	1,594,867.
Liabilities	17	Accounts payable and accrued expenses		637,640.	17	218,697.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities. Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		637,640.	26	218,697.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		1,053,935.	27	1,236,170.
	28	Temporarily restricted net assets		262,828.	28	140,000.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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		1,316,763.	33	1,376,170.
	34	Total liabilities and net assets/fund balances		1,954,403.	34	1,594,867.

Part XI Reconciliation of Net Assets

Check 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	3,831,322.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,771,915.
3	Revenue less expenses. Subtract line 2 from line 1	3	59,407.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,316,763.
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	1,376,170.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	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.	2c	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: ☒ Separate basis ☐ Consolidated basis ☐ 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?	3a		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.	3b		

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

2010

Open to Public Inspection

Name of the organization	**Employer identification number**
RIVERKEEPER, INC.	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?

		Yes	No
(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?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	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									

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,232,105.	4,028,975.	2,745,431.	2,589,176.	2,729,583.	15,325,270.
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	3,232,105.	4,028,975.	2,745,431.	2,589,176.	2,729,583.	15,325,270.
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)						909,405.
6 **Public support.** Subtract line 5 from line 4.						14,415,865.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3,232,105.	4,028,975.	2,745,431.	2,589,176.	2,729,583.	15,325,270.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	56,425.	32,173.	12,433.	7,177.	5,088.	113,296.
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.) ATCH 1	0.	41,999.	28,735.	16,270.	4,978.	91,982.
11 **Total support.** Add lines 7 through 10						15,530,548.
12 Gross receipts from related activities, etc. (see instructions)					12	1,917,568.

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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	92.82 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	95.43 %

16a **33 1/3% support test - 2010.** 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 ▶ ☒

b **33 1/3% support test - 2009.** 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 ▶ ☐

17a **10%-facts-and-circumstances test - 2010.** 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 ▶ ☐

b **10%-facts-and-circumstances test - 2009.** 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 organzation meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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 ▶ ☐

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** 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 - 2009.** 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; or Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
MISCELLANEOUS	0.	41,999.	28,735.	16,270.	4,978.	91,982.
TOTALS	0.	41,999.	28,735.	16,270.	4,978.	91,982.

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization
RIVERKEEPER, INC.

Employer identification number
13-3204621

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	[X] 501(c)(03) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[ ] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[X] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.**

OMB No. 1545-0047

2010

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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 35a (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 on behalf of or in opposition to candidates for public office 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 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)					

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.
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
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	1,048.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	3,352.	
c Total lobbying expenditures (add lines 1a and 1b)	4,400.	
d Other exempt purpose expenditures	3,767,515.	
e Total exempt purpose expenditures (add lines 1c and 1d)	3,771,915.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	338,596.	
g Grassroots nontaxable amount (enter 25% of line 1f)	84,649.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

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.

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? ☐ Yes ☒ 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying nontaxable amount	340,206.	324,633.	294,655.	338,596.	1,298,090.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,947,135.
c Total lobbying expenditures	6,348.	2,168.	2,069.	4,400.	14,985.
d Grassroots nontaxable amount	85,052.	81,158.	73,664.	84,649.	324,523.
e Grassroots ceiling amount (150% of line 2d, column (e))					486,785.
f Grassroots lobbying expenditures	357.	0.	106.	1,048.	1,511.

JSA
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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)).**

		(a) Yes	(a) No	(b) 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? If "Yes," describe in Part IV			
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?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if 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; and Part II-B, line 1i. 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, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

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 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	262,828.	372,038.	433,946.		
b Contributions	50,000.	101,539.	102,038.		
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	172,828.	210,749.	163,946.		
f Administrative expenses					
g End of year balance	140,000.	262,828.	372,038.		

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ 0.0000 %
b Permanent endowment ▶ 0.0000 %
c Term endowment ▶ 100.0000 %

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

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	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 investment	(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		74,290.	35,818.	38,472.
d Equipment		113,354.	104,236.	9,118.
e Other		227,455.	182,109.	45,346.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				100,436.

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) Amount
(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	3,831,322.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,771,915.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	59,407.
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	59,407.

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	4,461,972.
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	630,650.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines 2a through 2d			2e	630,650.
3	Subtract line 2e from line 1			3	3,831,322.
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	3,831,322.

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

1	Total expenses and losses per audited financial statements			1	4,402,565.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	630,650.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines 2a through 2d			2e	630,650.
3	Subtract line 2e from line 1			3	3,771,915.
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	3,771,915.

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 FUNDS

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 $172,828, WERE USED TO FUND RIVERKEEPER PROGRAMS.

OTHER LIABILITIES

PART X - LINE 2

AS OF JUNE 30, 2011, NO AMOUNTS HAVE BEEN RECOGNIZED FOR UNCERTAIN INCOME TAX POSITIONS. IN ADDITION, RIVERKEEPER 'S TAX RETURNS FOR FISCAL YEAR 2008 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
2010
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 [X] Mail solicitations
b [ ] Internet and email solicitations
c [X] Phone solicitations
d [ ] In-person solicitations
e [ ] Solicitation of non-government grants
f [ ] Solicitation of government grants
g [X] Special fundraising events

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? [X] 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? Yes	(iii) No	(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
1 EVENT ASSOCIATES, INC.	ANNUAL DINNER	X		1,343,857.	60,000.	1,283,857.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶				1,343,857.	60,000.	1,283,857.

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 SHAD FEST (event type)	(c) Other Events 2. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,343,857.	17,781.	46,018.	1,407,656.
	2 Less: Charitable contributions	1,237,377.	13,081.	41,549.	1,292,007.
	3 Gross income (line 1 minus line 2)	106,480.	4,700.	4,469.	115,649.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	39,276.	49,444.	64,251.	152,971.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(152,971.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-37,322.

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				
Direct Expenses	2 Cash prizes				
	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: _____

10a 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.**

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2010

Open to Public Inspection

Name of the organization
RIVERKEEPER, INC.

Employer identification number
13-3204621

Part I Questions Regarding Compensation

			Yes	No
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	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ 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	1b		
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?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☒ Compensation survey or study		
	☐ Form 990 of other organizations	☒ 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 from the organization or a related organization?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7		X
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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ALEXANDER MATTHIESSEN	(i)	99,100.	0.	30,000.	0.	22,300.	151,400.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 PAUL GALLAY	(i)	158,417.	0.	0.	0.	0.	158,417.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

COMPENSATION INFORMATION

PART I - LINE 4A

ALEXANDER MATTHIESSEN (FORMER PRESIDENT), RECEIVED SEVERANCE COMPENSATION OF $60,000. IN FISCAL 2011.

KATARINA KOZUCHOWSKA (FORMER VICE PRESIDENT/COO), RECEIVED SEVERANCE COMPENSATION OF $30,875. IN FISCAL 2011.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

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Open to Public Inspection

Name of the organization
RIVERKEEPER, INC.

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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 - LINES 4A - 4C

STORMWATER AND GREEN INFRASTRUCTURE:

SINCE 2007, RIVERKEEPER HAS CONTINUES TO PURSUE THE GOAL OF REDUCING STORMWATER AND COMBINED SEWER OVERFLOW (CSO) RELATED SEWAGE POLLUTION INTO THE HUDSON RIVER AS PART OF OUR SWIMABLE 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 MATTERS) COALITION, WHICH ADVOCATES FOR THE

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INCREASED USE OF "LOW IMPACT DEVELOPMENT" (LID) AND "GREEN INFRASTRUCTURE" SOLUTIONS TO STORMWATER AND COMBINED SEWER OVERFLOW PROBLEMS IN NEW YORK CITY. FOR MORE INFORMATION ON SWIM, GO TO ITS WEBSITE AT HTTP://SWIMMABLENYC.INFO.

FROM 2007 - 2010, RIVERKEEPER CONTINUED TO ADVOCATE 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. IN OCTOBER 2010, RIVERKEEPER WAS INVITED TO BE A MEMBER OF THE GI PLAN'S CITIZEN GROUP STEERING COMMITTEE, WHICH WILL SERVE AS A RESOURCE AND LIAISON BETWEEN DEP, THE PUBLIC AND LOCAL NGOS WORKING ON GI SOLUTIONS IN NEW YORK CITY.

RIVERKEEPER PUBLICIZED OUR SUPPORT FOR THE GI PLAN ON THE ORGANIZATION'S

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WEBSITE AND SOCIAL NETWORK SITES (FACEBOOK AND TWITTER), AS WELL AS THROUGH PUBLIC SPEAKING ENGAGEMENTS IN BROOKLYN AND MANHATTAN, AND OUR PARTICIPATION ON THE GI STEERING COMMITTEE.

HUDSON FISHERIES CAMPAIGN:

CLEAN WATER ACT POWER PLANT WATER INTAKE REGULATIONS

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.

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. FOR EXAMPLE, RIVERKEEPER'S 2008 REPORT THE STATUS OF FISH POPULATIONS AND THE ECOLOGY OF THE HUDSON CONCLUDED THAT TEN OF THIRTEEN KEY HUDSON RIVER FISH

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SPECIES ARE IN DECLINE, DUE IN PART TO THE IMPACTS FROM ONCE-THROUGH COOLING SYSTEMS AT INDIAN POINT AND OTHER HUDSON RIVER POWER PLANTS. IN ADDITION, THE 2007 RIVERKEEPER REPORT ON ENTRAINMENT AND IMPINGEMENT AT INDIAN POINT FOCUSES ON THE SEVERE IMPACTS CAUSED BY INDIAN POINT'S COOLING WATER INTAKE AND THERMAL DISCHARGE ON HUDSON FISHERIES. THE NUMBER OF FISH AND OTHER AQUATIC CREATURES THAT COULD BE SAVED EACH YEAR BY STRONGER EPA REGULATIONS ON COOLING WATER INTAKES IS ESTIMATED TO BE IN THE BILLIONS.

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. 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. THE WEBSITE IS HTTP://WWW.POWERPLANTSTHATSUCK.ORG. RIVERKEEPER'S COALITION PARTNERS, INCLUDING THE SIERRA CLUB, ALSO ISSUED INDEPENDENT REPORTS ON THE IMPACTS OF POWER PLANTS ON MARINE ECOSYSTEMS. SEE HTTP://WWW.RIVERKEEPER.ORG/NEWS-EVENTS/NEWS/PRESERVE-RIVER-ECOLOGY/SIERRA-CLUB-RELEASES-NEW-REPORT-ON-GIANT-FISH-BLENDERS

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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) 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.

IN ADDITION TO PUBLICIZING THE SETTLEMENT AND FUNDING OF THE STUDY ON THE RIVERKEEPER WEBSITE AND SOCIAL MEDIA SITES, RIVERKEEPER PRODUCED A SHORT VIDEO ABOUT THE STUDY AND POSTED IT ON THE INTERNET, HTTP://WWW.YOUTUBE.COM/WATCH?V=CDCT7COJS9Y

INDIAN POINT CAMPAIGN:

AS PART OF RIVERKEEPER'S LONG TERM CAMPAIGN TO CLOSE THE INDIAN POINT NUCLEAR POWER PLANT, RIVERKEEPER PARTNERED WITH THE NATURAL RESOURCES

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DEFENSE COUNCIL TO COMMISSION AND RELEASE A REPORT 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 REPORT WAS POSTED ON THE RIVERKEEPER AND NRDC WEBSITES ON OCTOBER 17, 2011, AND THE GROUPS HELD A TELEPHONE PRESS CONFERENCE TO ANNOUNCE THE RESULTS OF THE STUDY ON THE SAME DAY. RIVERKEEPER HAS ALSO DISTRIBUTED THE REPORT TO STATE AND FEDERAL ELECTED OFFICIALS, AND GIVEN PUBLIC PRESENTATIONS DESCRIBING ITS FINDINGS, INCLUDING A PANEL DISCUSSION ON NOVEMBER 16, 2011 TO THE LEAGUE OF WOMEN VOTERS IN GREENWICH, CT.

THE REPORT IS ENTITLED INDIAN POINT ENERGY CENTER NUCLEAR PLANT RETIREMENT ANALYSIS; REPLACEMENT OPTIONS, RELIABILITY ISSUES AND ECONOMIC EFFECTS. THE REPORT FINDS THAT THERE IS CURRENTLY A SURPLUS OF ELECTRICITY CAPACITY IN THE REGIONS NEAR INDIAN POINT, INCLUDING NEW YORK CITY, AND THAT EVEN IF THE INDIAN POINT UNITS WERE CLOSED WHEN THEIR CURRENT OPERATING LICENSES EXPIRE BY 2015, THERE WOULD BE NO NEED FOR NEW ELECTRIC CAPACITY TO MEET RELIABILITY REQUIREMENTS UNTIL 2020. THE REPLACEMENT OPTIONS IDENTIFIED IN THE REPORT ARE EITHER ALREADY UNDERWAY OR CAN BE IMPLEMENTED WELL BEFORE THEN. IT ALSO IDENTIFIES THE FOLLOWING CONSERVATIVE ESTIMATES OF ALTERNATIVE ENERGY SOURCES THAT ARE AVAILABLE TO REPLACE INDIAN POINT'S 2,000 MW OF ELECTRIC CAPACITY BY 2020:

-ABOUT 1,550 MW IN SAVINGS FROM NEW ENERGY EFFICIENCY RESOURCES IN THE INDIAN POINT REGION, BEYOND THOSE THAT ARE ALREADY PLANNED. ADDITIONAL SAVINGS ARE AVAILABLE IN THE REST OF THE STATE.

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-NEARLY 600 MW OF RENEWABLE ENERGY CAPACITY TO MEET PEAK ELECTRICITY DEMAND (AND UP TO 3,000 MW TOTAL CAPACITY) BY 2015. IN TOTAL, MORE THAN 6,000 MW OF RENEWABLE ENERGY PROJECTS LIKE WIND AND SOLAR ARE ALREADY IN THE PLANNING PROCESS IN THE STATE.

-8,000 MW FROM PROPOSED NEW TRANSMISSION LINES TO BRING POWER TO NEW YORK CITY FROM UPSTATE NEW YORK AND OTHER REGIONS, INCLUDING THE ALREADY APPROVED 660 MW HUDSON TRANSMISSION LINE, AND NEARLY 2,000 MW OF LINES ARE ALREADY WELL ALONG IN THE APPROVAL PROCESS.

-MORE THAN 1,000 MW FROM INCREASED EFFICIENCY AT EXISTING, OUTDATED NATURAL GAS PLANTS IN NEW YORK CITY, WHICH INVOLVES UPDATING THEIR TECHNOLOGY TO INCREASE POWER OUTPUT AND REDUCE AIR EMISSIONS AND OTHER POLLUTION.

REPLACING INDIAN POINT'S CAPACITY CAN BE DONE ON TIME AND WITHOUT SIGNIFICANT COST INCREASES TO CONSUMERS. MANY OF THE PROJECTS AND INITIATIVES ARE ALREADY UNDERWAY, AND WILL BE BUILT WHETHER INDIAN POINT CLOSES DOWN OR NOT. OUR REPORT ESTIMATES THAT THIS TRANSITION WILL LIKELY ADD ABOUT $1 TO $3 PER MONTH TO CONSUMERS' BILLS ON THE LOW END, OR $4 TO $5 PER MONTH ON THE HIGH END. THE MORE RELIANCE ON ENERGY EFFICIENCY, THE LOWER THE COSTS WILL BE, AND CUSTOMERS WHO PARTICIPATE IN NEW ENERGY EFFICIENCY PROGRAMS WILL BE ABLE TO LOWER THEIR BILLS.

PATROL BOAT PROGRAM 2010-2011:

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 PROGRAM WAS EXTREMELY BUSY IN THE 2010-2011 SEASON. DESPITE GETTING A LATE START IN THE WATER DUE TO MASSIVE BOAT RENOVATIONS, THE SEASON TO PROVED TO BE FILLED WITH INTERESTING WATER QUALITY DATA, SEVERAL FIRST-RESPONDER OPPORTUNITIES DUE TO ACCIDENTAL SEWAGE RELEASES, AND VALUABLE ENFORCEMENT OPPORTUNITIES.

THE PATROL BOAT SERVES AS A MEANS FOR OFFICIALS IN THE REGION TO GAIN A

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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 ELECTEDLEADERS AND ENVIRONMENTAL ENFORCEMENTAGENCIES. DURING THE SEASON, WE HAD OUTINGS WITH THE EPA, US ATTORNEYS OFFICE, AND THE DEC. WE LOOK FORWARD TO BUILDING ON THESE RELATIONSHIPS MOVING FORWARD TO BETTER PROTECT THE HUDSON RIVER FROM POLLUTERS.

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 JULY 2011, THE FLETCHER WAS THE FIRST AND ONLY SOURCE OF UP TO DATE INFORMATION ON WATER CONDITIONS FOLLOWING THE NORTH RIVER WASTEWATER TREATMENT PLANT FIRE IN HARLEM. DURING THE FIRE AND SUBSEQUENT WASTEWATER RELEASE, RIVERKEEPER CONDUCTED REGULAR WATER QUALITY SAMPLING AND THEN PROVIDED THE DATA TO THE PUBLIC, PRESS, AND CITY OFFICIALS. RIVERKEEPER'S WORK OVER THE COURSE OF THE FOUR-DAY DISCHARGE PROVIDED A VITAL PUBLIC SERVICE.

THIS PROCESS OF TESTING AND PUBLIC NOTIFICATION TOOK PLACE AT TWO SUBSEQUENT SEWAGE DISCHARGES IN THE HUDSON, PROVING THAT THE PATROL BOAT PROGRAM OFFERS AN IRREPLACEABLE SERVICE WITHIN RIVERKEEPER AND THE HUDSON VALLEY.

WATER QUALITY PROGRAM - 2010-2011:

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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 FIFTH YEAR OF THIS PROGRAM, WHICH BEGAN WITH A PILOT STUDY IN 2006-2007 THAT YIELDED DATA FROM SAMPLING AT 27 SITES 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 GIVE TRIBUTARIES OF THE HUDSON RIVER AS PART OF PILOT RESEARCH INTO ENTEROCOCCUS COUNTS IN THESE AREAS.

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.

RIVERKEEPER'S WATER QUALITY PROGRAMFALLS WITHIN THE SCOPE OF THE PATROL BOAT PROGRAM, WHICH OVERSEES WATER QUALITY DATA COLLECTION ALONG WITH OUR SCIENCE PARTNERS, BUT TIES INTO RIVERKEEPER'S OVERALL GOAL OF GENERATING ADVOCACY AND LITIGATION ON BETTER WATER QUALITY POLICIES, BETTER WASTEWATER TREATMENT INFRASTRUCTURE AND BETTER MONITORING AND PUBLIC NOTIFICATION OF RIVER CONDITIONS.

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

IN 2010 - 11, THIS CAMPAIGN CONTINUED TO GENERATE INCREASED PUBLIC INTEREST IN WATER QUALITY, SIGNIFIED BY A SIGNIFICANT INCREASE IN TRAFFIC TO THE WATER QUALITY SUB SITE OF THE RIVERKEEPER WEBSITE (HTTP://WWW.RIVERKEEPER.ORG/WATER-QUALITY/LOCATIONS). THE WATER QUALITY

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SECTION CONTINUES TOUSE A GOOGLE MAPS BASED MAPPING INTERFACE, WHICH ALLOWS USERS TO FIND SAMPLING AND WATER QUALITY DATA LOCATIONS OF INTEREST TO THEM ON A GOOGLE MAP, ALLOWING ADDITIONAL DETAIL AND INFORMATION TO BE INCLUDED ON THE MAP PAGE. WE CONTINUED TO PUBLISH MONTHLY WATER QUALITY REPORTS THAT SUMMARIZED THE PREVIOUS MONTH'S SAMPLING DATA AND IDENTIFIED PROBLEM AREAS AND DATA TRENDS, ALL IN A USER FRIENDLY EMAIL FORMAT.

ARMED WITH FIVE YEARS OF DATA, THE WATER QUALITY PROGRAM RELEASED THE FIRST "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 DRAFT A SEWAGE RIGHT TO KNOW LAW FOR NEW YORK STATE. THIS WOULD REQUIRE LOCAL GOVERNMENTS TO NOTIFY RESIDENTS ANY TIME THERE IS A SEWAGE DISCHARGE, WHETHER IT BE THE RESULT OF A RAINSTORM OR AN ACCIDENT.

MOVING FORWARD THE WATER QUALITY PROGRAM WILL BE CAMPAIGNING ON BEHALF OF A PROGRESSIVE SEWAGE RIGHT TO KNOW LAW WHILE CONTINUING TO CONDUCT WATER QUALITY SAMPLING THROUGHOUT THE ESTUARY.

WATERSHED PROGRAM:

BACKGROUND

RIVERKEEPER'S WATERSHED PROGRAM FOCUSES ON PROTECTING THE CROTON,

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 NY'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 NYC DEPARTMENT OF ENVIRONMENTAL PROTECTION'S OPERATIONS OF THE CATSKILL WATERSHED SYSTEM. WE HAVE ALSO CONTINUED OUR INVOLVEMENT WITH TRACKING NYC DEP'S COMPLIANCE WITH THE REQUIREMENTS OF EPA'S FILTRATION AVOIDANCE DETERMINATION (FAD) BY MEETING WITH INVOLVED REGULATORS (NYS DEC AND DOH AND USEPA) AND SUBMITTING COMMENTS ON THE FAD FIVE YEAR REVIEW PROCESS. WE WERE ALSO INVOLVED WITH NEGOTIATION OF DEP'S WATER SUPPLY PERMIT AND THE PROVISIONS IN IT THAT GOVERN IMPLEMENTATION OF NYC'S LAND ACQUISITION PROGRAM IN THE CATSKILLS, REQUIRED BY THE FAD.

CAMPAIGN TO PROTECT NY'S DRINKING WATER FROM IRRESPONSIBLE HYDROFRACKING - 2010-11:

RIVERKEEPER'S HYDROFRACKING CAMPAIGN, WHICH THE WATERSHED PROGRAM 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. OUR CAMPAIGN SEEKS REGULATORY AND CORPORATE

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RESPONSIBILITY AND OPPOSES HYDROFRACKING GOING FORWARD IN NY UNTIL REGULATORS AND GAS COMPANIES DEMONSTRATE THAT RESPONSIBILITY. WATERSHED PROGRAM STAFF CONTINUE TO PLAY A CENTRAL ROLE IN THE ENVIRONMENTAL REVIEW AND REGULATORY PROCESS THROUGH PREPARATION OF COMPREHENSIVE COMMENTS ON THE SGEIS AND DRAFT REGULATIONS, ADVOCACY WITH REGULATORY AGENCIES, TESTIMONY BEFORE LEGISLATIVE BODIES, AND AN EVER-INCREASING USE OF MEDIA AND SOCIAL MEDIA. WE HAVE ALSO INCREASED OUR INVOLVEMENT WITH LEGISLATIVE LOBBYING FOR PARTICULAR BILLS THAT ADDRESS HYDROFRACKING AND ITS REGULATION. OUR GOALS ARE TO INSURE THAT PERMITTING OF HYDROFRACKING IN NEW YORK DOE NOT MOVE FORWARD UNTIL SIGNIFICANT CHANGES/ IMPROVEMENTS ARE MADE IN THE MITIGATION REQUIRED BY THE SGEIS AND THE EXTENT TO WHICH THOSE RECOMMENDATIONS ARE EMBODIED IN REGULATIONS AND UNTIL THE NEW YORK CITY WATERSHED AND ITS INFRASTRUCTURE HAVE BEEN FULLY PROTECTED FROM ALL GAS DRILLING ACTIVITIES.

EFFORTS TO ADVOCATE FOR LOWER ESOPUS CREEK COMMUNITIES TO PROTECT THEM FROM ADVERSE IMPACTS CAUSED BY NYC 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 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 THE TURBIDITY OF THOSE RELEASES ON THE CREEK AND ITS COMMUNITIES. WE HAVE BEEN A STRONG VOICE FOR STAKEHOLDER

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INTERESTS ON THE ASHOKAN RELEASE WORKING GROUP, SET UP BY DEP IN ATTEMPT TO ADDRESS COMMUNITY CONCERNS, AS WELL AS HAVING 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 ESOPUS CREEK, A PROCESS THAT WOULD INCLUDE A FULL ENVIRONMENTAL REVIEW OF POTENTIAL IMPACTS AND CONSIDERATION OF ALTERNATIVES AND THAT IS TRANSPARENT AND OPEN TO PUBLIC INPUT AND ENGAGEMENT.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A. - QUESTION 6

RIVERKEEPER, INC., WAS INCORPORATED AS A MEMBERSHIP ORGANIZATION.

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 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

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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 A. - QUESTION 7B

MEMBERS ELECT THE BOARD OF DIRECTORS AND ARE RESPONSIBLE FOR OTHER BUSINESS THAT MAY COME BEFORE THE MEMBERSHIP. THE EXACT LANGUAGE FROM THE BY-LAWS STATES "A MEETING OF THE MEMBERSHIP WILL BE HELD ANNUALLY FOR THE ELECTION OF DIRECTORS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEMBERSHIP, INCLUDING THE DELIVERY BY THE TREASURER OF AN ANNUAL FINANCIAL REPORT AS SPECIFIED IN ARTICLE V, SECTION 10."

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

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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 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.

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- 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.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return. See instructions.	RIVERKEEPER, INC.	13-3204621
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	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) 01

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	03	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 ▶ 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.

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 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20____ or
▶ X tax year beginning 07/01, 2010, and ending 06/30, 2011.

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.