

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07/01, 2013, and ending 06/30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization RIVERKEEPER, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 20 SECOR ROAD City or town, state or province, country, and ZIP or foreign postal code OSSINING, NY 10562		D Employer identification number 13-3204621
	F Name and address of principal officer: <u>JOE BOREN</u> SAME AS C ABOVE		E Telephone number (914) 478-4501
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ <u>4,217,804.</u>
	J Website: ▶ <u>WWW.RIVERKEEPER.ORG</u>		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: <u>1997</u> M State of legal domicile: <u>NY</u>

Part I Summary			Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>TO PROTECT THE ECOLOGICAL INTEGRITY OF THE HUDSON RIVER, & ITS TRIBUTARIES, AND TO SAFEGUARD THE DRINKING WATER SUPPLY OF NEW YORK CITY AND THE LOWER HUDSON VALLEY.</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	26.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25.	
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	30.	
	6 Total number of volunteers (estimate if necessary)	6	100.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0		
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,505,308.	3,949,130.	
	9 Program service revenue (Part VIII, line 2g)	57,376.	81,058.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,053.	229.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-12,587.	38,362.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,551,150.	4,068,779.	
	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)		2,268,482.	2,369,262.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		60,000.	60,000.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>362,443.</u>				
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,262,957.	1,343,710.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		3,591,439.	3,772,972.	
19 Revenue less expenses. Subtract line 18 from line 12	-40,289.	295,807.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,375,749.	End of Year 1,661,736.	
	21 Total liabilities (Part X, line 26)	137,954.	128,134.	
	22 Net assets or fund balances. Subtract line 21 from line 20.	1,237,795.	1,533,602.	

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: <u><i>Paul Gally</i></u>	Date: <u>3/3/15</u>
	Type or print name and title: <u>PAUL GALLY, President and Hudson River Keeper</u>	

Paid Preparer Use Only	Print/Type preparer's name: <u>JAMES J REILLY</u>	Preparer's signature: <u><i>[Signature]</i></u>	Date: <u>FEB 27 2015</u>	Check <input type="checkbox"/> if self-employed	PTIN: <u>P00183769</u>
	Firm's name: <u>CONDON O'MEARA MCGINTY & DONNELLY L</u>			Firm's EIN: <u>13-3628255</u>	
	Firm's address: <u>ONE BATTERY PARK PLAZA, NEW YORK, NY 10004-1400</u>			Phone no.: <u>212-661-7777</u>	

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** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:
SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 1,470,888. including grants of \$) (Revenue \$ 81,058.)
HUDSON RIVER PROGRAM: - SEE SCHEDULE O.

4b (Code:) (Expenses \$ 952,985. including grants of \$) (Revenue \$)
BOAT/WATER QUALITY PROGRAM: - SEE SCHEDULE O.

4c (Code:) (Expenses \$ 885,012. including grants of \$) (Revenue \$)
WATERSHED PROGRAM: - SEE SCHEDULE O.

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 3,308,885.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		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? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, foreign country reporting, prohibited tax shelter transactions, annual gross receipts, and 501(c)(7), (12), and (29) organizations.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include 10a, 10b, 11a, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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

Check if Schedule O contains a response or note to any line 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) 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) JOE BOREN TREASURER	3.00	X		X				0	0	0
(4) PEGGY CULLEN SECRETARY	3.00	X		X				0	0	0
(5) GEORGE HORNIG DIRECTOR	3.00	X						0	0	0
(6) ANNE HEARST MCINERNEY DIRECTOR	3.00	X						0	0	0
(7) JOHN MOORE DIRECTOR	3.00	X						0	0	0
(8) JOHN ADAMS DIRECTOR	3.00	X						0	0	0
(9) DALE KUTNICK DIRECTOR	3.00	X						0	0	0
(10) CAMILO PATRIGNANI DIRECTOR	3.00	X						0	0	0
(11) JUSTIN DERFNER DIRECTOR	3.00	X						0	0	0
(12) ANN COLLEY DIRECTOR	3.00	X						0	0	0
(13) HAMILTON FISH DIRECTOR	3.00	X						0	0	0
(14) DAVID KOWITZ DIRECTOR	3.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) JOHN MCENROE ----- DIRECTOR	3.00	X						0	0	0
16) AMANDA HEARST ----- DIRECTOR	3.00	X						0	0	0
17) MICHAEL RICHTER ----- DIRECTOR	3.00	X						0	0	0
18) DENNIS RIVERA ----- DIRECTOR	3.00	X						0	0	0
19) DAVID REILLY ----- DIRECTOR	3.00	X						0	0	0
20) PAUL ZOFNASS ----- DIRECTOR	3.00	X						0	0	0
21) HELENA ROSE DURST ----- DIRECTOR	3.00	X						0	0	0
22) NICK SANGERMANO ----- DIRECTOR	3.00	X						0	0	0
23) KRISTIE PELLECCIA ----- DIRECTOR	3.00	X						0	0	0
24) LESLIE WILLIAMS ----- DIRECTOR	3.00	X						0	0	0
25) JON SPANIER ----- DIRECTOR	3.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								647,148.	0	45,143.
d Total (add lines 1b and 1c)								647,148.	0	45,143.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 5

	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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
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 VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) PAUL GALLAY PRESIDENT AND DIRECTOR	40.00			X			172,500.	0	27,893.	
27) JOHN LIPSCOMB BOAT CAPTAIN	40.00					X	101,719.	0	9,386.	
28) MEDORA FALKENBERG VICE PRESIDENT	40.00					X	171,840.	0	683.	
29) KATE HUDSON WATERSHED PROGRAM DIRECTOR	40.00					X	100,805.	0	543.	
30) PHILLIP MUSEGAAS HUDSON RIVER PROGRAM	40.00					X	100,284.	0	6,638.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

	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. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	1,103,220.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,845,910.			
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f			3,949,130.		
Program Service Revenue			Business Code			
	2a COST REIMBURSEMENT	900099	81,058.	81,058.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f			81,058.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		229.			229.
	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 \$ 1,103,220. of contributions reported on line 1c). See Part IV, line 18	a	186,421.			
	b Less: direct expenses	b	149,025.			
c Net income or (loss) from fundraising events			37,396.		37,396.	
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	966.	966.			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d			966.			
12 Total revenue. See instructions			4,068,779.	82,024.	37,625.	

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).

Check if Schedule O contains a response or note to any line in this Part IX

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 United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	200,393.	179,933.	3,023.	17,437.
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	1,825,424.	1,646,849.	24,525.	154,050.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	174,096.	151,722.	4,395.	17,979.
10 Payroll taxes	169,349.	147,586.	4,275.	17,488.
11 Fees for services (non-employees):				
a Management	0			
b Legal	128,390.	128,390.		
c Accounting	19,760.		19,760.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	60,000.			60,000.
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	700,692.	675,415.	7,836.	17,441.
12 Advertising and promotion	0			
13 Office expenses	122,284.	108,737.	1,975.	11,572.
14 Information technology	0			
15 Royalties	0			
16 Occupancy	115,718.	83,814.	22,596.	9,308.
17 Travel	40,613.	36,898.	375.	3,340.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	4,059.	3,357.	235.	467.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	23,248.	15,111.	5,812.	2,325.
23 Insurance	18,083.	15,104.	1,680.	1,299.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>DIRECT MAIL EXPENSE</u>	73,171.	36,586.		36,585.
b <u>EQUIP. RENTAL & MAINTENANCE</u>	37,359.	30,961.	2,113.	4,285.
c <u>MISCELLANEOUS</u>	19,429.	14,576.	2,581.	2,272.
d <u>DUES & SUBSCRIPTIONS</u>	21,609.	19,410.	210.	1,989.
e All other expenses	19,295.	14,436.	253.	4,606.
25 Total functional expenses. Add lines 1 through 24e	3,772,972.	3,308,885.	101,644.	362,443.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	176,562.	1	2,486.
	2 Savings and temporary cash investments	330,675.	2	401,136.
	3 Pledges and grants receivable, net	749,810.	3	1,153,934.
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other 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). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	3,059.	9	3,449.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 446,450.		
	b Less: accumulated depreciation	10b 356,319.	105,043.	10c 90,131.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	10,600.	15	10,600.
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,375,749.	16	1,661,736.	
Liabilities	17 Accounts payable and accrued expenses	137,954.	17	128,134.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	137,954.	26	128,134.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,087,795.	27	908,602.
	28 Temporarily restricted net assets	150,000.	28	375,000.
	29 Permanently restricted net assets	0	29	250,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	1,237,795.	33	1,533,602.	
34 Total liabilities and net assets/fund balances	1,375,749.	34	1,661,736.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,068,779.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,772,972.
3	Revenue less expenses. Subtract line 2 from line 1	3	295,807.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,237,795.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,533,602.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

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? Yes No
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

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? Yes No

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.

	Yes	No
1		
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Name of the organization RIVERKEEPER, INC.	Employer identification number 13-3204621
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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-Non-functionally integrated
- 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 monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2013

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

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.; 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

Table with 2 columns: Description, Percentage. Rows include: 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) 88.49%; 15 Public support percentage from 2012 Schedule A, Part II, line 14 88.66%; 16a 33 1/3% support test - 2013. 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 [X]; 16b 33 1/3% support test - 2012. 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 - 2013. 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; 17b 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 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; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 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

Table with 3 columns: Description, Amount, Percentage. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Amount, Percentage. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. 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 - 2012. 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
MISCELLANEOUS	16,270.	4,978.	1,506.	3,166.	966.	26,886.
TOTALS	<u>16,270.</u>	<u>4,978.</u>	<u>1,506.</u>	<u>3,166.</u>	<u>966.</u>	<u>26,886.</u>

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

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

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

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

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

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

Name of organization RIVERKEEPER, INC.	Employer identification number 13-3204621
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

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

1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	547.	
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	2,306.	
c	Total lobbying expenditures (add lines 1a and 1b)	2,853.	
d	Other exempt purpose expenditures	3,306,032.	
e	Total exempt purpose expenditures (add lines 1c and 1d)	3,308,885.	
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	315,444.	
If the amount on line 1e, column (a) or (b) is:		The lobbying nontaxable amount is:	
Not over \$500,000		20% of the amount on line 1e.	
Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000.	
Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000.	
Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000.	
Over \$17,000,000		\$1,000,000.	
g	Grassroots nontaxable amount (enter 25% of line 1f)	78,861.	
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	338,596.	313,550.	306,315.	315,444.	1,273,905.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,910,858.
c Total lobbying expenditures	4,400.	2,295.	4,798.	2,853.	14,346.
d Grassroots nontaxable amount	84,649.	78,388.	76,579.	78,861.	318,477.
e Grassroots ceiling amount (150% of line 2d, column (e))					477,716.
f Grassroots lobbying expenditures	1,048.	371.	595.	547.	2,561.

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

Table with columns (a) Yes/No and (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation... a Volunteers? b Paid staff or management... c Media advertisements? d Mailings to members... e Publications... f Grants to other organizations... g Direct contact with legislators... h Rallies, demonstrations... i Other activities? j Total. Add lines 1c through 1i? 2a 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).

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

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

Table with columns 1-5. Rows include: 1 Dues, assessments and similar amounts from members 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 b Carryover from last year c Total 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues 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? 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

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

Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and two questions about donor advisement with Yes/No checkboxes.

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

Form for Part II Conservation Easements. Includes questions about purpose(s) of easements, total number of easements, acreage restricted, and monitoring expenses. Includes a table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, and 2d.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and historical treasures, and amounts related to these items.

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 XIII.
- 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 XIII and complete the following table:

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

- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. Yes No

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	150,000.	50,000.	140,000.	262,828.	372,038.
b Contributions	575,000.	150,000.	50,000.	50,000.	101,539.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	100,000.	50,000.	140,000.	172,828.	210,749.
f Administrative expenses					
g End of year balance	625,000.	150,000.	50,000.	140,000.	262,828.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment 60.0000 %
 - c Temporarily restricted endowment 40.0000 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- (i) unrelated organizations Yes No
 - (ii) related organizations Yes No
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,500.		7,500.
b Buildings				
c Leasehold improvements		49,765.	18,811.	30,954.
d Equipment		143,882.	126,773.	17,109.
e Other		245,302.	210,734.	34,568.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				90,131.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

2. Liability for uncertain tax positions. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	4,771,195.
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	702,416.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		702,416.
3	Subtract line 2e from line 1		3	4,068,779.
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 XIII.)	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	4,068,779.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	4,475,388.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	702,416.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		702,416.
3	Subtract line 2e from line 1		3	3,772,972.
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 XIII.)	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	3,772,972.

Part XIII Supplemental Information.

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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)

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, 2014, THE NET ASSETS RELEASED FROM RESTRICTION, TOTALING \$375,000, WERE USED TO FUND RIVERKEEPER PROGRAMS.

PERMANENTLY RESTRICTED NET ASSETS CONSIST OF CONTRIBUTIONS THAT ARE RESTRICTED BY THE DONORS IN THAT THE PRINCIPAL MUST REMAIN IN PERPETUITY, BUT ANY INVESTMENT RETURN EARNED ON SUCH FUNDS MAY BE SPENT IN ACCORDANCE WITH THE DONOR TERMS.

PART X - LINE 2

AS OF JUNE 30, 2014, NO AMOUNTS HAVE BEEN RECOGNIZED FOR UNCERTAIN INCOME TAX POSITIONS. IN ADDITION, RIVERKEEPER'S TAX RETURNS FOR 2011 FISCAL YEAR AND FORWARD ARE SUBJECT TO THE USUAL REVIEW BY THE APPROPRIATE AUTHORITIES.

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**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 Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g 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? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 EVENT ASSOCIATES, INC.	ANNUAL DINNER	X		1,200,220.	60,000.	1,140,220.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,200,220.	60,000.	1,140,220.

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.

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	(b) Event #2	(c) Other events	(d) Total events	
		FISHERMANS BALL (event type)	ECOSALON (event type)	1. (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	1,200,220.	53,000.	36,421.	1,289,641.
	2	Less: Contributions	1,103,220.			1,103,220.
	3	Gross income (line 1 minus line 2)	97,000.	53,000.	36,421.	186,421.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	145,491.	3,534.		149,025.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				149,025.
11	Net income summary. Subtract line 10 from line 3, column (d)				37,396.	

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))
		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. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ -----

Address ▶ -----

- 15 a 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.** 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.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

Part I Questions Regarding Compensation

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

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

	(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	PAUL GALLAY PRESIDENT AND DIRECTOR	(i) 172,500. (ii) 0 (iii) 0	0	0	0	27,893.	200,393.	0
2	MEIDORA FALKENBERG VICE PRESIDENT FOR DEVELOPMENT	(i) 171,840. (ii) 0 (iii) 0	0	0	0	683.	172,523.	0
3		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
4		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
5		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
6		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
7		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
8		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
9		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
10		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
11		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
12		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
13		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
14		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
15		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
16		(i) --- (ii) --- (iii) ---	---	---	---	---	---	---

Part III Supplemental Information

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

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

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 215 KEEPER PROGRAMS ACROSS THE COUNTRY AND AROUND THE GLOBE. RIVERKEEPER, FOR MORE THAN 40 YEARS IS NEW YORK'S LEADING CLEAN WATER ADVOCATE.

PART III - LINE 4A

HUDSON RIVER PROGRAM:

BACKGROUND

RIVERKEEPER'S HUDSON RIVER PROGRAM PROTECTS THE HUDSON RIVER AND ITS TRIBUTARIES WITH THE GOAL OF ATTAINING A FISHABLE, SWIMMABLE AND BOATABLE HUDSON WITH ABUNDANT NATURAL RESOURCES.

STORMWATER AND GREEN INFRASTRUCTURE

SINCE 2007, RIVERKEEPER HAS CONTINUED 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

Name of the organization

RIVERKEEPER, INC.

Employer identification number

13-3204621

SINCE THEN THROUGH OUR PARTICIPATION AS A FOUNDING MEMBER OF THE SWIM (STORMWATER INFRASTRUCTURE MATTERS) COALITION, WHICH ADVOCATES FOR THE INCREASED USE OF "LOW IMPACT DEVELOPMENT" (LID) AND "GREEN INFRASTRUCTURE" SOLUTIONS TO STORMWATER AND COMBINED SEWER OVERFLOW PROBLEMS IN NEW YORK CITY. FOR MORE INFORMATION ON SWIM, GO TO ITS WEBSITE AT [HTTP://SWIMMABLENYC.INFO](http://swimmablenyc.info).

FROM 2007 - 2014, 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.

SINCE 2010, RIVERKEEPER HAS PARTICIPATED AS A MEMBER OF THE GI PLAN'S CITIZEN GROUP STEERING COMMITTEE, WHICH RECENTLY WAS RENAMED THE WATER

Name of the organization RIVERKEEPER, INC.	Employer identification number 13-3204621
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INFRASTRUCTURE COMMITTEE, IN ORDER TO BROADEN ITS SCOPE OF INTEREST TO INCLUDE THE GI PLAN, AS WELL AS NEW YORK CITY'S DEVELOPMENT OF A CITYWIDE LONG TERM CONTROL PLAN (LTCP) TO REDUCE COMBINED SEWER OVERFLOW (CSO) DISCHARGES.

THE CITY BEGAN RELEASING DRAFT LTCPS FOR ELEVEN "SUBWATERSHEDS" WITHIN NYC IN 2014, ALL OF WHICH WILL FORM THE BASIS OF THE CITYWIDE PLAN. THE CITY MUST SUBMIT THE CITYWIDE PLAN TO NEW YORK STATE REGULATORS IN 2017.

RIVERKEEPER PUBLICIZED OUR SUPPORT FOR THE GI PLAN ON THE ORGANIZATION'S 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. WE ARE ACTIVELY ENGAGED IN THE LTCP PROCESS, USING OUR WEBSITE AND SOCIAL MEDIA TO ENCOURAGE TURNOUT AT LTCP PUBLIC MEETINGS. RIVERKEEPER HAS ALSO FILED FORMAL COMMENTS ON THE DRAFT LTCPS, AND WILL CONTINUE TO FORMALLY PARTICIPATE THROUGHOUT THE PROCESS.

IN ADDITION, RIVERKEEPER SUBMITTED FORMAL COMMENTS IN APRIL 2014 ON THE DRAFT MS4 (MUNICIPAL SEPARATE STORMWATER SYSTEMS) PERMIT ISSUED BY NEW YORK STATE FOR NEW YORK CITY - THIS PERMIT COVERS AREAS OF THE CITY SERVED BY SEPARATE SEWERS, RATHER THAN CSOS, BUT STILL CONTRIBUTE SIGNIFICANT STORMWATER POLLUTION TO WATERWAYS AROUND THE CITY.

Name of the organization RIVERKEEPER, INC.	Employer identification number 13-3204621
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4B. 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 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

Name of the organization

RIVERKEEPER, INC.

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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.

THESE 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](http://www.powerplantsthatfuck.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](http://www.riverkeeper.org/news-events/news/preserve-river-ecology/sierra-club-releases-new-report-on-giant-fish-blenders)

EPA ULTIMATELY ISSUED ITS FINAL 316(B) RULE IN MAY 2014, ALONG WITH A "BIOLOGICAL OPINION" (BO) PREPARED BY THE U.S. FISH AND WILDLIFE SERVICE AND NATIONAL MARINE FISHERIES SERVICE, THE FEDERAL AGENCIES ENTRUSTED WITH IMPLEMENTING THE FEDERAL ENDANGERED SPECIES ACT (ESA).

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UNFORTUNATELY THE FINAL RULE AND ACCOMPANYING BO FAILED TO INCLUDE A DEFAULT STANDARD FOR COOLING WATER SYSTEMS, AND FAILED TO ADEQUATELY ASSESS THE IMPACTS OF THESE SYSTEMS ON ENDANGERED SPECIES. AS A RESULT, RIVERKEEPER AND OTHER GROUPS ARE PREPARING A NEW LEGAL CHALLENGE, WHICH WAS FILED, AFTER THE CONCLUSION OF THIS REPORTING PERIOD, IN THE LAST QUARTER OF 2014.

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 DEFENSE COUNCIL TO COMMISSION AND RELEASE TWO REPORTS ON THE ENERGY ALTERNATIVES AVAILABLE TO REPLACE INDIAN POINT'S POWER, IF THE NUCLEAR FACILITY IS SHUT DOWN AT THE END OF ITS CURRENT LICENSES IN 2015. THE REPORTS WERE POSTED ON THE RIVERKEEPER AND NRDC WEBSITES IN OCTOBER 2011 AND 2012, IN ADDITION TO BEING ANNOUNCED THROUGH JOINT PRESS RELEASES. OVER THE PAST THREE YEARS, RIVERKEEPER HAS DISTRIBUTED THE REPORT TO STATE AND FEDERAL ELECTED OFFICIALS, AND GIVEN PUBLIC PRESENTATIONS DESCRIBING ITS FINDINGS, INCLUDING PANEL DISCUSSIONS TO THE LEAGUE OF WOMEN VOTERS, COLUMBIA LAW SCHOOL AND THE NEW YORK ASSOCIATION FOR ENERGY ECONOMICS. THE 2011 REPORT IS ESSENTIALLY A FEASIBILITY ANALYSIS WHICH FOUND THAT THERE ARE A NUMBER OF OPTIONS AND ENERGY SOURCES AVAILABLE TO REPLACE INDIAN POINT, WHILE THE 2012 REPORT LAID OUT A ROADMAP FOR REPLACING THE NUCLEAR PLANT'S OUTPUT ENTIRELY WITH RENEWABLE ENERGY, ENERGY EFFICIENCY AND CONSERVATION MEASURES.

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RIVERKEEPER HAS ALSO BEEN INVOLVED AS A PARTY SINCE 2011 IN THE NY STATE ADMINISTRATIVE PERMIT PROCEEDINGS RELATED TO THE FACILITY'S CLEAN WATER ACT PERMITS - ANOTHER ROUND OF HEARINGS ON THE FEASIBILITY OF INSTALLING A NEW COOLING WATER SYSTEM AT THE FACILITY WAS HELD IN EARLY 2014, WITH THE FINAL ROUND OF HEARINGS TENTATIVELY PLANNED FOR MID-2015. RIVERKEEPER HAS ALSO SUBMITTED FORMAL COMMENTS IN LATE 2013 ON INDIAN POINT'S APPLICATION FOR A COASTAL CONSISTENCY CERTIFICATION PURSUANT TO THE COASTAL ZONE MANAGEMENT ACT. BOTH THE CONSISTENCY CERTIFICATION AND THE CLEAN WATER ACT 401 CERTIFICATION MUST BE OBTAINED BY THE PLANT'S OWNERS IN ORDER FOR THE FACILITY TO BE RELICENSED BY THE NUCLEAR REGULATORY COMMISSION (NRC). THE CONSISTENCY CERTIFICATION REQUIREMENT IS CURRENTLY SUBJECT TO STATE COURT LITIGATION.

CRUDE OIL CAMPAIGN

IN FISCAL YEAR 2014, RIVERKEEPER LAUNCHED A NEW CAMPAIGN AGAINST CRUDE OIL TRANSPORT. THE GOAL OF RIVERKEEPER'S CRUDE OIL TRANSPORT CAMPAIGN IS TO PROTECT THE HUDSON RIVER AND ITS COMMUNITIES BY STOPPING IRRESPONSIBLE OIL TRANSPORT, PREVENTING FURTHER EXPANSION OF THE "VIRTUAL PIPELINE" ON THE HUDSON, ENSURING THAT CURRENT OPERATIONS ARE AS SAFE AS POSSIBLE TO PREVENT AN EXPLOSION OR SPILL, AND IMPROVING RESPONSE CAPACITY.

SINCE 2011, THE HUDSON VALLEY HAS SEEN A DRASTIC INCREASE IN THE TRANSPORTATION OF OIL FROM THE MIDWEST BY RAIL, SHIP AND BARGE. MUCH OF THE OIL TRANSFERRED COMES FROM THE BAKKEN SHALE FORMATION IN AND AROUND

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NORTH DAKOTA ("BAKKEN CRUDE OIL") AND IS SHIPPED IN RAILCARS TO ALBANY, WHERE IT IS TRANSFERRED TO BARGES FOR TRANSPORT DOWN THE HUDSON RIVER TO EAST COAST REFINERIES. TWO ALBANY-BASED RAIL-TO-BARGE OIL TRANSFER TERMINALS HAVE INCREASED OIL THROUGHPUT DURING THE PAST THREE YEARS FROM 0 TO 2.85 BILLION GALLONS PER YEAR.

BAKKEN CRUDE OIL, WHICH IS KNOWN TO BE MORE VOLATILE THAN OTHER CRUDE OILS, IS ALSO OFTEN TRANSPORTED TO ALBANY IN OUTDATED DOT-111 RAILCARS THAT LACK NECESSARY SAFETY PROTECTIONS. THIS HAZARDOUS COMBINATION HAS RESULTED IN NUMEROUS CATASTROPHIC EXPLOSIONS CAUSING DEATH, DESTRUCTION OF PROPERTY, AND ENVIRONMENTAL HARM. THE TRANSPORT OF CRUDE OIL BY BARGE OR TANKER FROM ALBANY DOWN THE HUDSON RIVER HAS ALSO BEEN SHOWN TO BE DANGEROUS. THE FIRST TANKER CARRYING CRUDE OIL, THE STENA PRIMORSK RAN AGROUND IN DECEMBER 2012. IN ADDITION TO THE ON-GOING VESSEL TRANSPORT, UP TO 30 TRAINS PER WEEK CARRYING OVER 1 MILLION GALLONS OF OIL TRAVEL THE BANKS OF THE HUDSON FROM ALBANY DOWN THE HUDSON VALLEY THROUGH COMMUNITIES IN GREENE, ULSTER, ORANGE AND ROCKLAND COUNTIES.

IN NEW YORK, RIVERKEEPER HAS ENGAGED STATE AND LOCAL LEGISLATORS; LOBBIED GOVERNMENT AGENCIES TO TAKE PROTECTIVE ACTION AND EXAMINE POTENTIAL ENVIRONMENTAL IMPACTS OF OIL TRANSPORT OPERATIONS; AND HELD INFORMATIONAL MEETINGS IN COMMUNITIES ALONG THE HUDSON RIVER AND CREATED A WEBSITE TO INFORM THE PUBLIC ABOUT THE DANGERS OF CRUDE OIL TRANSPORT AND ACTIONS THAT CAN BE TAKEN.

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RIVERKEEPER HAS ALSO FILED A LAWSUIT CHALLENGING THE FURTHER EXPANSION OF GLOBAL COMPANIES LLC'S OIL TERMINAL IN ALBANY, NEW YORK (SEE CURRENT LITIGATION SUMMARY UNDER AUDIT QUESTION 6).

PART III - LINE 4B

BOAT/WATER QUALITY PROGRAM:

RIVERKEEPER, WORKING WITH LAMONT-DOHERTY EARTH OBSERVATORY OF COLUMBIA UNIVERSITY AND CUNY/QUEENS COLLEGE CONTINUED THE WORK BEGUN IN 2006 TO CONDUCT A COMPREHENSIVE WATER QUALITY STUDY & MONITORING PROGRAM USING THE RIVERKEEPER PATROL BOAT TO ADDRESS THE FUNDAMENTAL QUESTION: "HOW IS WATER QUALITY IN THE HUDSON RIVER ESTUARY?"

THE LONG TERM GOALS OF THE PROGRAM INCLUDE:

1. IMPROVING PUBLIC ACCESS TO INFORMATION CRITICAL FOR DECISION-MAKING ABOUT SAFE RECREATION,
2. PROVIDING DATA RELEVANT TO DECISION-MAKERS PURSUING WASTEWATER INFRASTRUCTURE INVESTMENTS,
3. INSPIRING PUBLIC SUPPORT FOR PROJECTS THAT IMPROVE WATER QUALITY,
4. FOSTERING GRASSROOTS ACTIVISM IN SUPPORT OF SCIENCE-BASED CLEAN WATER INVESTMENTS AND ULTIMATELY,
5. ELIMINATING SOURCES OF CONTAMINATION THAT KEEP THE HUDSON RIVER AND ITS TRIBUTARIES FROM CONSISTENTLY MEETING ENVIRONMENTAL PROTECTION AGENCY SAFE-SWIMMING STANDARDS AND ACHIEVING THE CLEAN WATER ACT GOAL OF BEING "SWIMMABLE."

THE IMMEDIATE GOAL OF THIS ONGOING PROJECT IS TO CHARACTERIZE THE CONDITIONS OF THE HUDSON RIVER ESTUARY AND SEVERAL OF ITS TRIBUTARIES THROUGH THE MONITORING OF KEY DATA POINTS. OUR 2014 SAMPLING SEASON

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CONCLUDED WITH 1,940 ENTEROCOCCUS BACTERIAL SAMPLES RECORDED, 5,000 OTHER MEASURES OF WATER QUALITY (OPTICAL BRIGHTENERS, TURBIDITY, DISSOLVED OXYGEN, TEMPERATURE, SALINITY, METHANE AND CARBON DIOXIDE) AND MORE THAN 10,000 REAL TIME CARBON DIOXIDE SAMPLES.

THIS SEASON MARKED THE EIGHTH 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. SINCE 2008, THAT ESTUARY SAMPLING PROGRAM HAS GATHERED DATA FROM 74 FIXED LOCATIONS. IN ADDITION, RIVERKEEPER HAS CREATED AND SUPPORTED SEVERAL SAMPLING PROJECTS IN HUDSON RIVER TRIBUTARIES AND ALONG SHORELINES. AS OF 2014, THERE WERE EIGHT PROJECTS GATHERING DATA AT 149 LOCATIONS. EXPANSION OF OUR WEBSITE AND MONITORING PARTNERS MEANS THAT THE AMOUNT OF PUBLICLY AVAILABLE DATA ON WATER QUALITY IN THE HUDSON RIVER ESTUARY AND WATERSHED HAS INCREASED 40% IN 2014.

OUR DATA HAS BEGUN TO INDICATE PATTERNS AND SUGGEST PRACTICAL SCIENCE-BASED ACTIONS THAT CAN IMPROVE WATER QUALITY AND/OR PROTECT PUBLIC HEALTH.

FOR EXAMPLE, DATA SHOW THAT WATER QUALITY IN THE HUDSON'S MAIN STEM 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 CONTAMINATION, DUE TO FAILURES OF AND OVERFLOWS FROM MUNICIPAL SEWER SYSTEMS, STORMWATER RUNOFF FROM CITIES AND FARMS, AND OTHER FACTORS, INCLUDING SEPTIC SYSTEM FAILURES. MANY OF THE HUDSON TRIBUTARIES STUDIED EXHIBIT CONSISTENTLY HIGH FECAL CONTAMINATION LEVELS, FOR A VARIETY OF REASONS. RIVERKEEPER HAS HELPED

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LAUNCH SEVERAL WATERSHED-SCALE GRASSROOTS EFFORTS IN SEVERAL TRIBUTARIES, INCLUDING THE POCANTICO RIVER, RONDOUT CREEK AND WALLKILL RIVER. DATA ALSO INFORMS DISCUSSIONS WITH COMMUNITIES, INCLUDING NEW YORK CITY OVER ITS LONG TERM CONTROL PLAN FOR THE GOWANUS CANAL. RIVERKEEPER ALSO USES THE DATA TO INFORM COMMENTS ON POLLUTION DISCHARGE PERMITTING PROPOSALS BY DEPARTMENT OF ENVIRONMENTAL CONSERVATION.

RIVERKEEPER USES ITS DATA TO COMPILE AN ANNUAL REPORT, "HOW'S THE WATER?" TO PROVIDE THE PUBLIC WITH A COMPREHENSIVE UNDERSTANDING OF WATER QUALITY THROUGHOUT THE ESTUARY. NOW, ARMED WITH EIGHT YEARS OF DATA, THE LATEST SUCH COMPREHENSIVE REPORT PRESENTS OUR FINDINGS IN A CONCISE, EASY TO READ FORMAT.

THE 2014 REPORT WAS MAILED TO APPROXIMATELY 400 DECISION MAKERS THROUGHOUT THE HUDSON RIVER VALLEY, AND WAS PROVIDED TO THE PUBLIC AT DOZENS OF PRESENTATIONS AND OUTREACH EVENTS.

OUR PROGRAM CONTINUES TO INSPIRE OTHERS. SAVE THE SOUND AND CHARLESTON WATERKEEPER HAVE IMPLEMENTED TESTING EFFORTS, AND OTHERS ARE BEING EXPLORED BY PECONIC BAYKEEPER, EPA IN WASHINGTON, D.C., AND THE WATERKEEPER IN NEPAL.

THE WATER QUALITY SAMPLING PROGRAM IS ACHIEVING IMPORTANT RESULTS, OFTEN IN ASSOCIATION WITH RIVERKEEPER'S HUDSON RIVER PROGRAM. ON JANUARY 15, THE CAPITAL DISTRICT LONG TERM CONTROL PLAN WAS RELEASED TO GOVERN REDUCTION IN SEWER OVERFLOWS, AND RIVERKEEPER WAS INSTRUMENTAL IN ITS PLANNING, INCLUDING SETTING A GOAL OF "SWIMMABLE" REGARDING WATER QUALITY IN THE REGION. THE EFFORT INVOLVING RIVERKEEPER AND SIX AREA COMMUNITIES WILL MEAN THE INVESTMENT OF \$136 MILLION FOR INFRASTRUCTURE UPGRADES

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AIMED AT SIGNIFICANTLY REDUCING SEWAGE DISCHARGES.

THE CITY OF KINGSTON ALSO COMPLETED UPGRADES TO A KEY CSO LOCATION AND BEGAN SAMPLING AND MEASUREMENT OF OVERFLOWS, WHICH CAN NOW BE PUBLICLY REPORTED AS REQUIRED BY THE SEWAGE POLLUTION RIGHT TO KNOW ACT [SEE BELOW].

ON THE LEGISLATIVE FRONT - AS OF MAY 1, 2013, THE SEWAGE POLLUTION RIGHT TO KNOW (SPR TK) LAW, WHICH RIVERKEEPER WAS INSTRUMENTAL IN GETTING PASSED IN 2012, WENT INTO EFFECT ACROSS NEW YORK STATE. THIS LAW REQUIRES PUBLIC NOTIFICATION WHEN RAW AND UNPERMITTED PARTIALLY-TREATED SEWAGE IS DISCHARGED INTO OUR WATERWAYS. THE LAW'S NOTIFICATION REQUIREMENT INCLUDES ACCIDENTAL DISCHARGES AS WELL AS COMBINED SEWAGE OVERFLOWS (CSOS) WHICH ACCOUNT FOR BILLIONS GALLONS OF SEWAGE AND STORMWATER FLOWING INTO NEW YORK WATERWAYS EACH YEAR, APPROXIMATELY 30 BILLION GALLONS OF WHICH COMES FROM 14 COMMUNITIES ON THE HUDSON RIVER.

THE SEWAGE POLLUTION RIGHT TO KNOW LAW IS A DIRECT RESULT OF ADVOCACY AND LEADERSHIP BY RIVERKEEPER AND ITS PUBLIC PARTNERS. RIVERKEEPER WORKED WITH STATE REPRESENTATIVES FOR YEARS TO DRAFT AND PASS THE LAW, AND WE CONTINUED IN 2014 TO ADVOCATE FOR ITS FULL IMPLEMENTATION, AND FOR THE RELATED DEVELOPMENT OF A COMMUNITY GRANT PROGRAM FOR CSO MONITORING. AT THE SAME TIME WE'VE WORKED ALONGSIDE HUDSON RIVER COMMUNITIES TO NOT ONLY LIMIT SEWAGE RELEASES BUT HELP PROMOTE IMPROVED REPORTING OF PERMITTED CSO EVENTS. CONSISTENT WITH THIS INITIATIVE AND IN PART DUE TO RIVERKEEPER'S ADVOCACY, BOTH THE CAPITAL DISTRICT COMMUNITIES AND THE

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CITY OF KINGSTON IMPLEMENTED WEB-BASED REAL TIME PUBLIC REPORTING OF CSO
DISCHARGES IN 2014.

PART III - LINE 4C

WATERSHED PROGRAM:

BACKGROUND

RIVERKEEPER'S WATERSHED PROGRAM PROTECTS THE CROTON, CATSKILL AND
DELAWARE WATERSHEDS, WHICH SUPPLY 9 MILLION NEW YORKERS WITH 1.2 BILLION
GALLONS OF UNFILTERED DRINKING WATER EACH DAY. WE ACHIEVE OUR GOAL OF
WATERSHED PROTECTION BY ENFORCING ENVIRONMENTAL LAWS, INVESTIGATING
POLLUTION COMPLAINTS, AND REVIEWING PROPOSED DEVELOPMENT PROJECTS.
OVER THE PAST FISCAL YEAR, WATERSHED PROGRAM STAFF HAVE BEEN PRINCIPALLY
INVOLVED WITH FIVE KEY CAMPAIGNS:

- 1) PROTECTING NEW YORK'S DRINKING WATER FROM THE POTENTIAL IMPACTS OF
NATURAL GAS DRILLING AND GAS (OR FOSSIL FUEL) DELIVERY INFRASTRUCTURE;
- 2) TRACKING THE NEW YORK CITY DEPARTMENT OF ENVIRONMENTAL PROTECTION'S
(DEP) COMPLIANCE WITH THE REQUIREMENTS OF THE U.S. ENVIRONMENTAL
PROTECTION AGENCY'S FILTRATION AVOIDANCE DETERMINATION (FAD) AND
ADVOCATING FOR DOWNSTREAM COMMUNITIES WHO CONTINUE TO BE ADVERSELY
AFFECTED BY DEP'S OPERATION OF THE CATSKILL WATERSHED SYSTEM;
- 3) CHALLENGING THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL
CONSERVATION'S (DEC) DEREGULATION OF MEDIUM DAIRY CONCENTRATED ANIMAL
FEEDING OPERATIONS (CAFOS).
- 4) ENCOURAGING SMART GROWTH IN THE NEW YORK CITY WATERSHED BY REVIEWING
PROPOSED DEVELOPMENT PROJECTS AND ADVOCATING FOR STRINGENT ENVIRONMENTAL
REVIEW AND WATER QUALITY CONTROLS; AND

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5) PARTICIPATING IN RIVERKEEPER'S COMPREHENSIVE CAMPAIGN TO PROTECT THE HUDSON RIVER FROM THE RISKS OF VASTLY INCREASED CRUDE OIL SHIPMENTS.

I. CAMPAIGN TO PROTECT NY'S DRINKING WATER FROM IMPACTS OF NATURAL GAS DRILLING AND DEVELOPMENT OF DELIVERY INFRASTRUCTURE

RIVERKEEPER'S HYDRAULIC FRACTURING ("HYDROFRACKING") CAMPAIGN, WHICH THE WATERSHED PROGRAM COMMENCED IN 2008, SEEKS TO PREVENT THE PERMITTING OF HYDROFRACKING IN NEW YORK IN THE ABSENCE OF PROOF THAT IT CAN BE DONE WITHOUT SIGNIFICANT HARM TO HUMAN HEALTH AND THE ENVIRONMENT AND THAT IT WOULD PROVIDE MEANINGFUL ECONOMIC BENEFITS TO STATE AND LOCAL COMMUNITIES.

WATERSHED PROGRAM STAFF CONTINUED OUR CAMPAIGN THROUGH THE USE OF LEGISLATIVE ADVOCACY, ADVOCACY WITH REGULATORY AGENCIES, TESTIMONY BEFORE LEGISLATIVE BODIES, AND AN EVER-INCREASING USE OF EARNED AND SOCIAL MEDIA. NEW YORK CONTINUED ITS DE FACTO MORATORIUM ON DRILLING WHILE IT REVIEWED FRACKING'S IMPACT ON PUBLIC HEALTH, A KEY RIVERKEEPER CONCERN.

RIVERKEEPER ALSO EXPANDED OUR WORK TO INCLUDE NATURAL GAS INFRASTRUCTURE PROJECTS THAT MAY ADVERSELY IMPACT WATER QUALITY IN THE NEW YORK CITY WATERSHED AND/OR HUDSON RIVER AND ITS TRIBUTARIES AND THE IMPROPER REUSE AND DISPOSAL OF WASTE FROM OIL AND GAS EXTRACTION AND STORAGE ACTIVITIES.

WATERSHED PROGRAM STAFF ENGAGED IN ADVOCACY WITH REGULATORY AGENCIES, INCLUDING INTERVENING IN FEDERAL APPROVAL PROCEEDINGS AND PARTICIPATING IN ENVIRONMENTAL REVIEW PROCESSES RELATED TO THESE PROJECTS. RIVERKEEPER

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ALSO WORKED TO DEVELOP STATEWIDE LEGISLATION TO BAN THE IMPROPER REUSE AND DISPOSAL OF WASTE FROM OIL AND GAS EXTRACTION AND STORAGE ACTIVITIES AND SUPPORTED THE PASSAGE OF SUCH LEGISLATION IN THREE NEW YORK COUNTIES DURING THE PAST TWELVE MONTHS.

SINCE THE END OF THE REPORTING PERIOD, NEW YORK STATE DETERMINED THAT RIVERKEEPER'S AND OTHERS' CONCERNS WERE WELL FOUNDED - THE STATE HAS PROHIBITED HIGH VOLUME HYDROFRACKING.

II. RIVERKEEPER'S REVIEW OF DEP'S COMPLIANCE WITH THE FILTRATION AVOIDANCE DETERMINATION AND OUR EFFORTS TO PROTECT LOWER ESOPUS CREEK COMMUNITIES FROM DEP RESERVOIR OPERATIONS

WATERSHED PROGRAM STAFF CONTINUED TO TAKE A LEADERSHIP ROLE IN THE FIGHT TO PROTECT THE LOWER ESOPUS CREEK AND ITS COMMUNITIES FROM ADVERSE IMPACTS CAUSED BY DEP'S OPERATION OF THE CATSKILL RESERVOIR SYSTEM, URGING THE STATE DEC AND CITY DEP TO ACKNOWLEDGE AND ADDRESS RESERVOIR RELEASE ISSUES AND THE IMPACT OF LONG DURATION, HIGHLY TURBID RELEASES ON THE CREEK AND ITS COMMUNITIES. WE CONTINUE TO BE A STRONG VOICE FOR STAKEHOLDER INTERESTS ON THE ASHOKAN RELEASE WORKING GROUP, SET UP BY DEP IN EARLY 2011 IN AN ATTEMPT TO ADDRESS COMMUNITY CONCERNS. WE SUCCESSFULLY LOBBIED DEC REQUIRE DEP TO CONDUCT A FULL ENVIRONMENTAL REVIEW OF THESE DISCHARGES THAT WILL INCLUDE ROBUST EVALUATION OF POTENTIAL IMPACTS AND CONSIDERATION OF ALTERNATIVES TO USING THE RELEASES TO REDUCE TURBIDITY IN THE RESERVOIR SYSTEM. THE AGENCIES AGREED TO COMPLETE THE REVIEW IN AN ADMINISTRATIVE CONSENT ORDER FINALIZED ON

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OCTOBER 3, 2013. A DRAFT SCOPE OF WORK FOR THE ENVIRONMENTAL REVIEW WAS RELEASED IN APRIL 2014, AND RIVERKEEPER PROVIDED SUBSTANTIAL ASSISTANCE TO THE ARWG IN PREPARING ITS DETAILED SCOPE COMMENTS, AS WELL AS SUBMITTING COMMENTS OF ITS OWN.

RIVERKEEPER ALSO SUCCESSFULLY ADVOCATED FOR EPA TO INCLUDE IN ITS MAY 2014 MID-TERM REVISIONS TO THE 2007 FILTRATION AVOIDANCE DETERMINATION A REQUIREMENT THAT AN EXPERT PANEL BE CONVENED UNDER THE AUSPICES OF THE NATIONAL RESEARCH COUNCIL TO PROVIDE AN EVALUATION OF DEP'S MODELING AND PROVIDE INPUT THAT COULD BE CONSIDERED IN THE CONTEXT OF THE ENVIRONMENTAL REVIEW OF THE IMPACTS OF AND ALTERNATIVES TO DEP'S TURBIDITY CONTROL MECHANISMS.

III. ENCOURAGING SMART GROWTH IN THE NEW YORK CITY WATERSHED WATERSHED PROGRAM STAFF REVIEW PROPOSED RESIDENTIAL AND COMMERCIAL DEVELOPMENT PROJECTS IN THE NEW YORK CITY WATERSHED FOR THREATS TO WATER QUALITY AS A RESULT OF THE PROXIMITY TO WETLANDS AND RIPARIAN BUFFER AREAS, POOR EROSION AND SEDIMENT CONTROL, AND INCREASES IN IMPERVIOUS COVER AND STORMWATER RUNOFF ASSOCIATED WITH THESE PROJECTS. WE PARTICIPATED IN THE ENVIRONMENTAL REVIEW PROCESS FOR SEVEN PROJECTS AND ADVOCATED FOR STRICT COMPLIANCE WITH ENVIRONMENTAL LAWS AND STRINGENT WATER QUALITY CONTROLS.

PATROL BOAT PROGRAM

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RIVERKEEPER MAINTAINS A CONSTANT PRESENCE ON THE HUDSON RIVER, PATROLLING THE ENTIRE LENGTH OF THE ESTUARY FROM SOUTH OF NEW YORK HARBOR TO WATERFORD, NORTH OF THE FEDERAL DAM AT TROY. THE PATROL BOAT "R. IAN FLETCHER," HAS BEEN MODIFIED TO ENABLE IT TO BEST SERVE ITS MISSION AS A POLLUTION 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 5,000 NAUTICAL MILES ON THE HUDSON WHILE CONDUCTING REGULAR POLLUTION AND WATER SAMPLING PATROLS, PROVIDING SUPPORT FOR SCIENTIFIC STUDIES THAT ADVANCE UNDERSTANDING OF THE HUDSON ECOSYSTEM, RUNNING RIVERKEEPER'S WATER QUALITY MONITORING PROGRAM AND BRINGING STATE AND REGIONAL DECISION-MAKERS, ENVIRONMENTAL ENFORCEMENT AGENCIES, ACADEMICS, 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, AS A PLATFORM FOR ACADEMICS, POLICY MAKERS, AND ENVIRONMENTAL ENFORCEMENT AGENCIES IN THE REGION TO GAIN A NEW PERSPECTIVE BY BEING OUT ON THE HUDSON RIVER, INSTEAD OF VIEWING IT FROM LAND.

IN 2014, THE BOAT CREW INVESTIGATED AND COLLECTED EVIDENCE ON CASES RANGING FROM PERMIT NON-COMPLIANCE AT AN UPRIVER STAGING AREA USED TO PRE-FABRICATE COMPONENTS FOR THE ONGOING TAPPAN ZEE BRIDGE CONSTRUCTION PROJECT (SAID TO BE THE LARGEST CURRENT CONSTRUCTION PROJECT IN NORTH

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AMERICA), TO ILLEGAL SHORELINE DUMPING AND ILLEGAL DISCHARGES. THE CREW ALSO ACTIVELY MONITORED POLLUTION SOURCES INCLUDING COMBINED SEWER OVERFLOWS AND ILLEGAL INDUSTRIAL RUNOFF ON NEWTOWN CREEK, WHICH RIVERKEEPER WAS INSTRUMENTAL IN DESIGNATING A SUPERFUND SITE IN RECENT YEARS.

PARALLEL MONITORING WAS REGULARLY CONDUCTED ON THE GOWANUS CANAL, ALSO IN BROOKLYN, THE LATTER BEING THE SITE OF A PLANNED \$506 MILLION SUPERFUND CLEANUP RIVERKEEPER HELPED INITIATE IN CONJUNCTION WITH ENVIRONMENTAL ENFORCEMENT AGENCIES AND LOCAL COMMUNITY ACTIVISTS. THE BOAT WAS ALSO USED TO HELP RIVERKEEPER ATTORNEYS OBSERVE A RANGE OF NEW ENFORCEMENT CASES IN THE PORT OF ALBANY AS WELL AS ON NEWTOWN CREEK AND THE GOWANUS DURING SEVERAL CONCERTED ENFORCEMENT SWEEPS IN 2014.

AT THE SAME TIME AS ENFORCEMENT IS CONDUCTED, THE PATROL BOAT ALSO SERVES AS A MOBILE LABORATORY FOR RIVERKEEPER'S OWN WATER QUALITY MONITORING PROGRAM AND FOR RESEARCH CONDUCTED BY OUR SCIENTIFIC PARTNERS. RESEARCH PARTNERS ABOARD THE FLETCHER ARE CURRENTLY STUDYING EVERYTHING FROM ENDANGERED STURGEON TO METHANE PRODUCTION, PHARMACEUTICALS, ANTIBIOTIC RESISTANT BACTERIAL AND NUTRIENT LOADING RELATED TO SEWAGE DISCHARGES IN THE ESTUARY.

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. AS A WATCHDOG ON THE HUDSON, THE BOAT PROGRAM IS PREPARED TO OBSERVE EMERGING ECOLOGICAL THREATS TO THE ESTUARY. THROUGHOUT 2014, BOAT PROGRAM STAFF ATTENDED MEETINGS AMONG THE U.S. COAST GUARD, EPA, DEC AND LOCAL

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RESPONDERS TO PROVIDE INPUT ON REVISIONS NOW BEING MADE TO THE REGION'S COORDINATED SPILL RESPONSE PLAN (AREA CONTINGENCY PLAN) WHICH DICTATES INTER-AGENCY RESPONSE PLANS SPECIFIC TO VARIOUS SENSITIVE ECOSYSTEMS IN THE EVENT OF A HAZARDOUS RELEASE INTO THE HUDSON RIVER, INCLUDING CATASTROPHIC CRUDE OIL SPILLS.

WITH A DRAMATIC RECENT INCREASE IN TRAIN AND BARGE TRAFFIC OF DOMESTIC CRUDE OIL BEING CARRIED DOWN THE RIVER OR BY RAIL ALONG THE WESTERN SHORE, RIVERKEEPER IS ACTIVELY WORKING WITH OFFICIALS TO IMPROVE THE AREA'S RESPONSE CAPABILITIES, AND ENSURE THAT WE HAVE THE EQUIPMENT, MANPOWER AND KNOWHOW TO PROTECT THE RIVER AND RIVERFRONT COMMUNITIES FROM A WORST-CASE CRUDE OIL VESSEL SPILL OR DERAILMENT.

INITIATIVES UNDERTAKEN BY THE BOAT PROGRAM TO PROTECT THE HUDSON FROM THE INCREASED RISK OF SUCH A SPILL IN 2014 INCLUDED:

1. IN NOVEMBER WE HOSTED COAST GUARD AND DEC SPILLS PERSONNEL ABOARD THE FLETCHER FOR A 3-DAY PATROL COVERING THE ENTIRE LENGTH OF THE ESTUARY TO PROVIDE THEM A FIRSTHAND LOOK AT SENSITIVE HABITAT AND POTENTIAL OIL SPILL RESPONSE STAGING AREAS, TO BE INCLUDED IN CURRENT REVISIONS TO THE REGION'S SPILL RESPONSE PLAN (PART OF THE NATIONAL CONTINGENCY PLAN).

2. FOLLOWING A VIDEO WE PRODUCED EARLIER THIS YEAR DOCUMENTING TWO CRUMBLING RAIL BRIDGES USED TO TRANSPORT CRUDE OIL ALONG THE HUDSON NEAR STORM KING, BOAT PROGRAM HOSTED WABC TV'S INVESTIGATIVE UNIT ON THE WATER. FURTHER BRIDGE INVESTIGATIONS CONDUCTED BY BOAT STAFF TURNED UP OTHER TROUBLING STRUCTURES WHICH WERE FORWARDED TO REPORTERS AND ELECTED OFFICIALS. EFFORTS RESULTED IN WABC PRODUCING A PRIME TIME SPECIAL REPORT

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ON THE TOPIC IN DECEMBER 2014, AND ATTRACTED THE ATTENTION OF U.S. SEN. CHARLES SCHUMER, WHO HELD TWO PRESS CONFERENCES ALONGSIDE CAPT. LIPSCOMB AND LOCAL AUTHORITIES. SCHUMER CALLED FOR THE FRA TO MORE AGGRESSIVELY INSPECT RAIL BRIDGES NATIONWIDE.

PUBLIC INTEREST LAW FIRMS EXEMPT UNDER SECTION 501(C)(3) OR 501(C)(4):

HUDSON RIVER PROGRAM

NEW YORK STATE MS4 GENERAL PERMIT

IN JUNE 2010, RIVERKEEPER AND OTHER ORGANIZATIONS FILED AN ARTICLE 78 PETITION IN NEW YORK STATE COURT CHALLENGING THE STATE'S ISSUANCE OF A GENERAL PERMIT FOR MS4 SEWER SYSTEMS. RIVERKEEPER IS REPRESENTED BY NRDC AND OUTSIDE COUNSEL IN THIS PROCEEDING. THE PERMIT IS NEEDED TO ADDRESS STORMWATER POLLUTION FOR MUNICIPALITIES OF LESS THAN 100,000 PEOPLE, ONE OF THE LEADING CAUSES OF WATER QUALITY IMPAIRMENT IN NEW YORK. HOWEVER, THE PERMIT ISSUED IN THIS CASE FAILED TO COMPLY WITH THE LAW, BECAUSE IT ALLOWED PERMITTEES TO "SELF-REGULATE" WITHOUT ANY OVERSIGHT BY NEW YORK ENVIRONMENTAL REGULATORS, AND WITHOUT ADEQUATE PUBLIC OPPORTUNITY FOR COMMENT.

THE STATE SUPREME COURT AGREED WITH RIVERKEEPER AND ITS FELLOW PETITIONERS AND REJECTED THE NEW PERMIT. STATE REGULATORS APPEALED, AND THE DECISION WAS REVERSED BY THE APPELLATE DIVISION, WHICH FOUND THAT THE STATE ACTED WITHIN ITS AUTHORITY AND IN COMPLIANCE WITH THE CLEAN WATER ACT IN ITS ISSUANCE OF THE PERMIT. PETITIONERS FILED FOR LEAVE TO APPEAL WITH NEW YORK'S HIGHEST COURT, THE COURT OF APPEALS. THAT MOTION IS PENDING.

ENFORCEMENT ACTIONS ON WATERFRONT INDUSTRIAL SITES WITHOUT PERMIT

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COVERAGE

RIVERKEEPER, REPRESENTED BY SUPER LAW GROUP IN NEW YORK CITY, HAS TAKEN A NUMBER OF JUDICIAL ENFORCEMENT ACTIONS, UNDER THE CLEAN WATER ACT'S "CITIZENS' SUITS" PROVISIONS, AGAINST WATERFRONT INDUSTRIAL SITES IN THE CITY THAT DO NOT CURRENTLY HAVE PERMIT COVERAGE UNDER THE STATE'S MUNICIPAL GENERAL STORMWATER PERMIT (MSGP), AND THUS DO NOT MANAGE THEIR SITES TO PREVENT POLLUTED STORMWATER FROM DISCHARGING INTO ADJACENT WATERWAYS, INCLUDING THE HUDSON AND EAST RIVERS, NEWTOWN CREEK AND GOWANUS CANAL.

MANY OF THESE CASES WERE BROUGHT AND SETTLED IN FY13-14, RESULTING IN ATTORNEYS' FEES BEING RECOUPED BY RIVERKEEPER, AND SOME ENVIRONMENTAL BENEFIT PROJECT FUNDS ESTABLISHED FOR COMMUNITY BENEFITS IN THE AREAS AFFECTED BY THE POLLUTION.

IN TERMS OF ACTIVE LITIGATION, RIVERKEEPER FILED A COMPLAINT IN FEDERAL COURT IN JUNE 2014 AGAINST MLV CONCRETE, AKA EMPIRE TRANSIT MIX, FOR VIOLATIONS OF THE CLEAN WATER ACT STEMMING FROM OPERATIONS AT ITS FACILITY ON THE GOWANUS CANAL IN BROOKLYN, NEW YORK. THAT CASE IS PENDING.

HASTINGS-ON-HUDSON - BP/ARCO SITE CLEANUP PLAN

THE STATE AND BP AGREED ON A REMEDIATION PLAN FOR THIS HISTORICALLY BLIGHTED WATERFRONT SITE, FORMER HOME OF THE ANACONDA COPPER AND WIRE COMPANY, WHICH CAUSED MASSIVE PCB CONTAMINATION IN THE HUDSON. THE \$250 MILLION CLEANUP PLAN WILL REMOVE MOST OF THE PCBs THROUGH DREDGING, AND

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RESTORE THE SHORELINE TO ALLOW FOR LIMITED REDEVELOPMENT AND PUBLIC ACCESS TO THE SITE. THIS WAS ONE OF RIVERKEEPER'S EARLIEST CASES AND IT'S FINALLY HEADING FOR RESOLUTION.

LEGAL VICTORY IN WATER TRANSFERS LAWSUIT

RIVERKEEPER, WATERKEEPER AND THE PACE CLINIC PLAYED LEAD ROLES IN OBTAINING A MARCH 28 COURT ORDER INVALIDATING EPA'S SO-CALLED "WATER TRANSFERS RULE." UNDER THIS RULE, SEDIMENT-LADEN WATER COULD BE SENT INTO CLEAR DRINKING WATER RESERVOIRS, WARM WATERS COULD BE PUMPED INTO COLD WATER HABITATS, AND INVASIVE SPECIES COULD BE TRANSFERRED INTO WATERS NOT YET INFESTED-ALL WITHOUT THE HUMAN HEALTH AND WATER QUALITY PROTECTIONS GUARANTEED BY THE CLEAN WATER ACT. IT'S LIKELY THERE WILL BE AN APPEAL TO THIS RULING, WHICH CAME IN A NATIONALLY-CONSOLIDATED CASE.

ROCKLAND DESALINATION PLANT PROPOSAL

FACED WITH A STATE-SUPPORTED PLAN TO DESALINATE HUDSON RIVER WATER TO FEED SPRAWL IN ROCKLAND COUNTY, NEARLY 30,000 CITIZENS PUSHED BACK, WITH RIVERKEEPER AND SCENIC HUDSON'S HELP. THE NYS PUBLIC SERVICE COMMISSION LISTENED: IN NOVEMBER, THEY REVERSED THEIR PRIOR ORDER AND RULED AGAINST THE DESALINATION PLANT. ROCKLAND COUNTY IS NOW WORKING TO CREATE A NEW, SUSTAINABLE WATER MANAGEMENT PLAN, WHICH COULD BECOME A STATEWIDE MODEL.

PUBLIC ADVOCACY/RIVERKEEPER SWEEP

THE RIVERKEEPER SWEEP, OUR THIRD ANNUAL DAY OF SERVICE FOR THE HUDSON, SAW 1,900 VOLUNTEERS (UP FROM 1,400 IN 2013) REMOVE MORE THAN 30 TONS OF

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SHORELINE TRASH, PLANT HUNDREDS OF TREES AND RESTORE WATERFRONT PARKS/WILDLIFE HABITAT IN 82 DIFFERENT LOCATIONS. THE VOLUME OF TRASH REMOVED DECLINED AT MANY SITES, SHOWING THAT THE SWEEP PROGRAM IS WORKING.

IN 2014, FOUR THOUSAND PUBLIC SPIRITED RIVERKEEPER SUPPORTERS TOOK AN EXTRAORDINARY 17,235 ACTIONS TO INFLUENCE GOVERNMENT IN TEN DIFFERENT ONLINE GRASSROOTS LOBBYING INITIATIVES. ADVOCACY IS UP 70% FROM 2013, WHEN THREE THOUSAND ACTIVISTS TOOK 10,223 ACTIONS. THERE MAY BE NOTHING THAT A MEMBER CAN DO THAT'S MORE VALUABLE THAN PARTICIPATING IN ONE OF OUR ACTIVISM CAMPAIGNS, AS TYPIFIED BY THE SUCCESS OF OUR EFFORT TO STOP THE ROCKLAND DESALINATION PLANT, ASSURE ENVIRONMENTAL REVIEW FOR THE NIAGARA WATER BOTTLING PLANT, STOP HYDROFRACKING, ETC.

WATERSHED PROGRAM

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

V. CITY OF NEW YORK

ATTORNEY: PACE ENVIRONMENTAL LITIGATION CLINIC

AS A RESULT OF RIVERKEEPER'S FEDERAL CLEAN WATER ACT (CWA) CITIZEN SUIT AGAINST THE CITY OF NEW YORK IN THE CASE OF CATSKILL MOUNTAINS CHAPTER OF TROUT UNLIMITED ET AL. V. CITY OF NEW YORK, NEW YORK CITY MUST NOW MAINTAIN A STATE CLEAN WATER ACT PERMIT FOR ITS DISCHARGE OF TURBIDITY AND HEAT FROM THE SHANDAKEN TUNNEL INTO ESOPUS CREEK, A RENOWNED TROUT

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FISHING STREAM IN NEW YORK'S CATSKILL MOUNTAINS. DURING THE STATE ADMINISTRATIVE PERMIT HEARING CONCERNING THE TERMS OF SAID STATE POLLUTANT DISCHARGE ELIMINATION SYSTEM (SPDES) PERMIT, RIVERKEEPER ARGUED THAT THE DRAFT PERMIT THAT HAD BEEN PROPOSED BY THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION (DEC) WAS ILLEGAL BECAUSE IT INCLUDED NUMEROUS "EXEMPTIONS" THAT ALLOWED FOR VIOLATIONS OF THE PERMIT'S EFFLUENT LIMITATIONS AND STATE WATER QUALITY STANDARDS. DEC REJECTED RIVERKEEPER'S CLAIMS AND ISSUED THE DRAFT PERMIT WITH THE ILLEGAL EXEMPTIONS. RIVERKEEPER THEN SUED DEC SEEKING AN ORDER TO VACATE THE PERMIT AND TO ENJOIN DEC TO CURE THE ILLEGALITY. IN AUGUST 2008, THE NEW YORK SUPREME COURT, ULSTER COUNTY, GRANTED RIVERKEEPER'S PETITION AGAINST DEC, FINDING THAT THE SHANDAKEN TUNNEL PERMIT EXEMPTIONS WERE INDEED ILLEGAL. DESPITE THIS FINDING, THE COURT ALLOWED THE ILLEGAL PERMIT TO REMAIN IN PLACE FOR A "REASONABLE TIME" TO ALLOW THE CITY TO CONTINUE OPERATING THE TUNNEL WHILE IT APPLIES FOR VARIANCES REQUIRED BY STATE LAW. THE CITY APPEALED THE SUPREME COURT'S DECISION AND, IN 2009, THE APPELLATE DIVISION, THIRD DEPARTMENT, AFFIRMED THE RULING. THE CITY THEN SOUGHT LEAVE TO APPEAL THIS DECISION TO THE NEW YORK COURT OF APPEALS, BUT ITS MOTION FOR LEAVE TO APPEAL WAS DENIED.

IN OCTOBER 2010, THE CITY FILED A VARIANCE APPLICATION WITH DEC WHICH WAS DEEMED COMPLETE BY DEC IN JULY 2011, BUT DEC HAS NOT YET MADE A DETERMINATION WHETHER TO GRANT THE VARIANCES SOUGHT BY THE CITY. RIVERKEEPER BELIEVES DEC'S DELAY IN NOTICING THE APPLICATION FOR PUBLIC COMMENT/REQUESTS FOR HEARING IS UNACCEPTABLE AND INTENDS TO TAKE ACTION IN 2015 TO ENFORCE THE COURTS' ORDERS DECLARING THE EXEMPTIONS TO BE

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ILLEGAL AND TO COMPEL DEC TO TAKE FORMAL ACTION ON THE CITY'S VARIANCE APPLICATION.

THE PACE ENVIRONMENTAL LITIGATION CLINIC REPRESENTS RIVERKEEPER AND CO-PLAINTIFFS IN THESE PROCEEDINGS. THE CITY OF NEW YORK WAS FINED OVER \$5.5 MILLION DOLLARS FOR VIOLATING THE CLEAN WATER ACT IN THE ORIGINAL FEDERAL CITIZEN SUIT THAT LEAD TO THESE STATE COURT PROCEEDINGS. THE PACE ENVIRONMENTAL LITIGATION CLINIC RECOVERED ATTORNEYS FEES IN THAT MATTER IN 2007.

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

ATTORNEY: PACE ENVIRONMENTAL LITIGATION CLINIC

IN JUNE 2008, THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY (EPA) ISSUED ITS WATER TRANSFERS RULE IN RESPONSE TO RIVERKEEPER'S SUCCESSFUL LITIGATION AGAINST THE CITY OF NEW YORK IN CATSKILL MOUNTAINS (REFERENCED ABOVE), AND SIMILAR CASES THAT HAD BEEN BROUGHT IN SOUTH FLORIDA CONCERNING POLLUTED WATER TRANSFERS IN THE EVERGLADES. THE WATER TRANSFERS RULE, WHICH RUNS CONTRARY TO NUMEROUS JUDICIAL HOLDINGS (INCLUDING THE SECOND CIRCUIT'S DECISION IN CATSKILL MOUNTAINS), STATES THAT TRANSFERS OF WATER FROM A POLLUTED WATER BODY INTO ANOTHER DISTINCT (EVEN PRISTINE) WATER BODY DO NOT REQUIRE CLEAN WATER ACT SECTION 402(A)

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(33 U.S.C. § 1342(A)) NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM PERMITS. IN RESPONSE, RIVERKEEPER, ALONG WITH ALL OF ITS ORIGINAL CO-PLAINTIFFS IN THE CATSKILL MOUNTAINS CASE AND OTHER ENVIRONMENTAL NGOS, SUED EPA, CLAIMING THAT THE NEW RULE IS CONTRARY TO THE PLAIN, UNAMBIGUOUS REQUIREMENTS OF THE CWA AND THAT IT REPRESENTS AN ABUSE OF DISCRETION BY THE AGENCY. RIVERKEEPER IS AGAIN BEING REPRESENTED BY THE PACE ENVIRONMENTAL LITIGATION CLINIC WHICH, BECAUSE OF UNCERTAINTY OVER WHICH COURT HAD ORIGINAL JURISDICTION, FILED SUIT BOTH IN UNITED STATES DISTRICT COURT OF THE SOUTHERN DISTRICT OF NEW YORK AND IN THE UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT. NINE STATES, INCLUDING NEW YORK, AND THE CANADIAN PROVINCE OF MANITOBA (COLLECTIVELY, NEW YORK), ALSO FILED SUITS IN THE SAME COURTS AGAINST EPA.

THE PETITIONS FILED IN THE SECOND CIRCUIT WERE CONSOLIDATED BY THE UNITED STATES JUDICIAL PANEL ON MULTIDISTRICT LITIGATION WITH OTHER PETITIONS FILED IN OTHER CIRCUITS AROUND THE COUNTRY AND TRANSFERRED TO THE ELEVENTH CIRCUIT FOR ADJUDICATION. RIVERKEEPER'S AND NEW YORK'S SOUTHERN DISTRICT OF NEW YORK CASES WERE CONSOLIDATED BY U.S. DISTRICT JUDGE KENNETH KARAS, WHO THEN ISSUED A STAY OF THOSE CASES PENDING A JURISDICTIONAL DETERMINATION BY THE UNITED STATES COURT OF APPEALS FOR THE ELEVENTH CIRCUIT. IN OCTOBER 2012, THE ELEVENTH CIRCUIT RULED THAT IT LACKED ORIGINAL JURISDICTION OVER THE PETITIONS FOR REVIEW, AND RIVERKEEPER PROMPTLY SOUGHT A CONFERENCE WITH JUDGE KARAS AT WHICH IT REQUESTED THAT HE LIFT THE STAY AND ALLOW PLAINTIFFS TO FILE MOTIONS FOR SUMMARY JUDGMENT. JUDGE KARAS GRANTED RIVERKEEPER'S REQUEST AND CROSS-MOTIONS FOR SUMMARY JUDGMENT WERE FILED AND BRIEFED BY THE PARTIES

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IN 2013. THE MOTIONS WERE ARGUED IN DECEMBER 2013, AND ON MARCH 28, 2014, THE DISTRICT COURT ISSUED ITS DECISION, ORDER AND JUDGMENT IN WHICH THE COURT GRANTED SUMMARY JUDGMENT TO RIVERKEEPER AND NEW YORK AND INVALIDATED THE WATER TRANSFERS RULE. FIVE APPEALS HAVE BEEN FILED BY EPA AND ALL OF THE GROUPS OF INTERVENOR-DEFENDANTS, WHICH ARE IN THE PROCESS OF BEING BRIEFED, AND WHICH WE EXPECT WILL BE DECIDED BY THE SECOND CIRCUIT COURT OF APPEALS IN THE SECOND HALF OF 2015. NO FEES HAVE BEEN RECOVERED IN THIS MATTER TO DATE.

NORSE ENERGY CORP. U.S.A. V. TOWN OF DRYDEN AND TOWN OF DRYDEN TOWN BOARD; AND COOPERSTOWN HOLSTEIN CORP. V. TOWN OF MIDDLEFIELD
ATTORNEY: KATE SINDING (NRDC) AND DAN RAICHEL (NRDC)

IN AUGUST 2014, THE NEW YORK STATE COURT OF APPEALS HEARD TWO CASES CHALLENGING MUNICIPAL RIGHTS TO EXERCISE THEIR ZONING AUTHORITIES TO PROHIBIT HYDRAULIC FRACTURING ("FRACKING") WITHIN THEIR BORDERS. THE TWO TOWNS, DRYDEN AND MIDDLEFIELD, HAD ENACTED BANS ON THE HIGHLY INDUSTRIAL PROCESS, WHICH WERE CHALLENGED BY AN OIL PRODUCTION COMPANY AND A LARGE LANDOWNER, RESPECTIVELY. OVER 170 MUNICIPALITIES HAVE ENACTED SIMILAR FRACKING BANS OR MORATORIA, WHICH WERE IN DANGER IF THE COURT OF APPEALS RULED AGAINST MUNICIPAL RIGHTS.

PRIOR TO THE HEARING, ON APRIL 25, 2014, RIVERKEEPER HAD JOINED PARTNER ENVIRONMENTAL ORGANIZATIONS, ALL REPRESENTED BY THE NATURAL RESOURCES DEFENSE COUNSEL, TO FILE AN AMICUS CURAE BRIEF WITH THE COURT OF APPEALS IN SUPPORT OF MUNICIPAL ZONING AUTHORITY, DETAILING THE INDUSTRIAL NATURE OF HYDRAULIC FRACTURING AND THE IMPORTANCE OF ZONING AUTHORITY TO PROTECT HUMAN HEALTH AND THE ENVIRONMENT. NATURAL RESOURCES DEFENSE COUNSEL HAD

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ALSO FILED AN AMICUS BRIEF ON BEHALF OF RIVERKEEPER AND ITS PARTNER ORGANIZATIONS IN THE APPELLATE COURT BELOW, WHICH HAD AGREED WITH THE MUNICIPALITIES AND RIVERKEEPER IN UPHOLDING LOCAL ZONING RIGHTS IN ITS MAY 2, 2013 DECISION. WITHOUT THESE RIGHTS, CORPORATIONS WOULD HAVE THE UNFETTERED ABILITY TO ENGAGE IN DRILLING AND OTHER INDUSTRIAL ACTIVITIES WITHIN A FEW HUNDRED FEET OF HOMES, SCHOOLS, HOSPITALS, AND RELIGIOUS INSTITUTIONS, AND LOCAL GOVERNMENTS WOULD BE POWERLESS TO INTERVENE. NO FEES HAVE BEEN ASSESSED AGAINST OR RECOVERED BY RIVERKEEPER IN THIS MATTER TO DATE.

AFTER THE COMPLETION OF THE REPORTING PERIOD, THE NEW YORK STATE COURT OF APPEALS AGREED WITH THE POSITION ADVANCED BY RIVERKEEPER AND CONFIRMED THE RIGHTS OF MUNICIPALITIES TO USE LOCAL ZONING TO CONTROL HYDROFRACKING.

RIVERKEEPER, INC., WATERKEEPER ALLIANCE, INC., CITIZENS CAMPAIGN FOR THE ENVIRONMENT, INC. SIERRA CLUB ATLANTIC CHAPTER, INC., BUFFALO NIAGARA RIVERKEEPER, INC., LOWER SUSQUEHANNA RIVERKEEPER, INC. AND THEODORE GORDON FLYFISHERS, INC. V. JOE MARTENS, AND THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

ATTORNEY: DANIEL ESTRIN (PACE ENVIRONMENTAL LITIGATION CLINIC)

ON JULY 26, 2013, RIVERKEEPER AND A COALITION OF PARTNER ORGANIZATIONS FILED AN ARTICLE 78 PETITION INITIATING A LAWSUIT IN NEW YORK STATE SUPREME COURT, ALBANY COUNTY, AGAINST THE STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION, CHALLENGING THE AGENCY'S MAY 2013 DEREGULATION OF CONCENTRATED ANIMAL FEEDING OPERATIONS ("CAFOS") WITH BETWEEN 200 AND 299 DAIRY COWS. THE STATE HAD PREVIOUSLY REQUIRED ALL

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CAFOS IN THAT SIZE RANGE TO OBTAIN PERMITS THAT OBLIGATED THEM TO IMPLEMENT CONTROLS TO PREVENT MANURE AND OTHER WASTES FROM RUNNING OFF INTO ADJACENT WATERWAYS. THE MAY 2013 RULEMAKING ALLOWED CAFOS WITH 200 TO 299 DAIRY COWS TO OPERATE WITHOUT CERTIFIED WASTE MANAGEMENT PLANS, WHICH ARE CRUCIAL TO ENSURE MANURE IS RESPONSIBLY APPLIED TO LAND IN AN ENVIRONMENTALLY PROTECTIVE MANNER.

AGRICULTURAL POLLUTION IS THE LEADING CAUSE OF WATER POLLUTION IN THE UNITED STATES. MANURE AND FARM WASTE RUNOFF TYPICALLY CONTAINS THE NUTRIENTS NITROGEN AND PHOSPHOROUS WHICH DEplete OXYGEN IN WATERBODIES, HARMING AQUATIC ORGANISMS. MANURE ALSO CARRIES PATHOGENS, WHICH ARE DANGEROUS FOR HUMAN HEALTH.

REPRESENTED BY THE PACE ENVIRONMENTAL LITIGATION CLINIC, RIVERKEEPER CLAIMS INCLUDE THAT THE DEPARTMENT OF ENVIRONMENTAL CONSERVATION'S RULEMAKING CONFLICTS WITH THE STATUTORY REQUIREMENT THAT ALL CAFOS OBTAIN PERMITS AT CREATION, NOT AFTER DISCHARGE; VIOLATES THE SEPARATION OF POWERS DOCTRINE OF THE NEW YORK STATE CONSTITUTION, FAILS TO COMPLY WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT'S PROCEDURAL AND SUBSTANTIVE REQUIREMENTS, AND FAILS TO COMPLY WITH THE MINIMUM REQUIREMENTS SET FORTH IN THE CLEAN WATER ACT. BRIEFING AND MOTION PRACTICE ENSUED THROUGHOUT THE PAST FISCAL YEAR. NO FEES HAVE BEEN SOUGHT OR RECOVERED IN THIS MATTER.

AFTER THE CONCLUSION OF THE REPORTING PERIOD, THE COURT REJECTED RIVERKEEPER'S CLAIMS. AN APPEAL BY RIVERKEEPER IS UNDER CONTEMPLATION. CHARLENE BENTON, EZRA PRENTICE HOMES TENANTS ASSOCIATION, RIVERKEEPER, INC., SIERRA CLUB ATLANTIC CHAPTER, CENTER FOR BIOLOGICAL DIVERSITY, AND

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WATERKEEPER ALLIANCE, INC. V. NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL AND CONSERVATION, AND GLOBAL COMPANIES, LLC

ATTORNEY: DANIEL ESTRIN (PACE ENVIRONMENTAL LITIGATION CLINIC)

REPRESENTED BY THE PACE ENVIRONMENTAL LITIGATION CLINIC, RIVERKEEPER

JOINED A COALITION OF COMMUNITY AND ENVIRONMENTAL ORGANIZATIONS TO FILE

AN ARTICLE 78 PETITION INITIATING A LAWSUIT IN NEW YORK STATE SUPREME

COURT, ALBANY COUNTY, AGAINST DEC AND GLOBAL COMPANIES ON JUNE 9, 2014,

CHALLENGING DEC'S NEGATIVE DECLARATION OF SIGNIFICANCE FOR GLOBAL

COMPANIES LLC'S PROPOSED EXPANSION OF ITS RAIL-TO-BARGE OIL TRANSFER

TERMINAL IN ALBANY, NEW YORK.

THE TERMINAL EXPANSION WOULD INCREASE TOTAL CRUDE OIL STORAGE AND ENABLE

THE INSTALLATION OF EQUIPMENT CAPABLE OF HEATING OIL, WHICH WOULD ALLOW

THE ALBANY FACILITY, FOR THE FIRST TIME, TO TRANSLOAD HEAVY CRUDE OILS,

POSSIBLY INCLUDING CANADIAN TAR SANDS CRUDE. DEC'S NEGATIVE DECLARATION

OF SIGNIFICANCE, IF UPHELD, WOULD ALLOW GLOBAL TO PROCEED WITH THE

EXPANSION WITHOUT COMPLETING A FULL ENVIRONMENTAL IMPACT STATEMENT, WHICH

WOULD REVIEW ALL POTENTIALLY SIGNIFICANT ENVIRONMENTAL IMPACTS AND

EVALUATE WAYS TO AVOID OR MITIGATE THOSE IMPACTS, PURSUANT TO THE STATE

ENVIRONMENTAL QUALITY REVIEW ACT.

HEAVY CRUDE OILS ARE ESPECIALLY HAZARDOUS BECAUSE THEY SINK WHEN SPILLED,

RATHER THAN FLOAT, MAKING OIL SPILL RECOVERY EFFORTS VIRTUALLY

IMPOSSIBLE. HEAVY, SINKING OILS PARTICULARLY ENDANGER MUNICIPAL DRINKING

WATER INTAKES IN THE HUDSON RIVER, WHICH ARE TYPICALLY LOCATED ON THE

BOTTOM OF THE WATER BODY. THEY ALSO TEND TO PERSIST IN THE ENVIRONMENT

FOR LONGER PERIODS OF TIME THAN FLOATING OILS, EXPANDING THE TOXIC

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EXPOSURE WINDOW FOR AQUATIC ORGANISMS.

RIVERKEEPER SEEKS ANNULLMENT OF DEC'S DETERMINATION ON THE GROUNDS THAT THE AGENCY FAILED TO CONSIDER THE POTENTIALLY SIGNIFICANT ENVIRONMENTAL IMPACTS OF A SPILL OF HEAVY CRUDE OIL RESULTING FROM GLOBAL COMPANIES' OPERATIONS. DEC ALSO FAILED TO CONSIDER THE RELATED IMPACTS OF GLOBAL'S PLANNED DEVELOPMENT OF A SISTER OIL TERMINAL IN NEW WINDSOR, NEW YORK. IF SUCCESSFUL, THE LAWSUIT WOULD ENSURE POTENTIAL CRUDE OIL HAZARDS ARE FULLY EVALUATED BY DEC BEFORE IT MAKES A DECISION TO GRANT OR DENY GLOBAL'S APPLICATION TO EXPAND ITS FACILITY. NO FEES HAVE BEEN ASSESSED AGAINST OR RECOVERED BY RIVERKEEPER IN THIS MATTER. NO DECISION ON THE MATTER HAS BEEN RENDERED AS OF THE TIME THIS REPORT WAS COMPLETED.

PART VI, SECTION A. - QUESTION 2

AMANDA HEARST IS THE DAUGHTER OF ANNE HEARST MCINERNEY.

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

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SO ON A PETITION SIGNED BY NOT LESS THAN ONE HUNDRED MEMBERS AND DELIVERED TO THE SECRETARY OF THE CORPORATION NOT LESS THAN SIX MONTHS PRIOR TO THE ANNUAL MEETING OF THE MEMBERS. NO MORE THAN ONE PETITION FOR ELECTION SHALL BE ACCEPTED AND THEREFORE, IF MORE THAN ONE PETITION IS SUBMITTED, THE SUBMISSION WITH THE GREATEST NUMBER OF SIGNATURES WILL APPLY; IN THE CASE OF A MORE THAN ONE PETITION WITH EQUAL NUMBER OF SIGNATURES, THE PETITION FIRST SUBMITTED WILL BE ACCEPTED.

PART VI, SECTION B. - QUESTION 11B

THE PRESIDENT, TREASURER AND BOARD CHAIRMAN WILL REVIEW AND APPROVE THE FORM 990 PRIOR TO FILING.

PART VI, SECTION B. - QUESTION 12C

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

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.

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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.

PART IX - LINE 11G

CONSULTING: 501,381;

OUTSIDE SERVICES: 202,444;

INFORMATION TECHNOLOGY: 47,655;

TEMPORARY LABOR: 8,940;

RECRUITMENT FEES: 270.

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

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

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

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of STELLA LIROSI/RIVERKEEPER/INC., 20 SECOR ROAD, OSSINING, NY 10562
 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.

4 I request an additional 3-month extension of time until 05/15, 20 15 .

5 For calendar year , or other tax year beginning 07/01, 20 13, and ending 06/30, 20 14 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature Title Date

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. RIVERKEEPER, INC.	Employer identification number (EIN) or 13-3204621
	Number, street, and room or suite no. If a P.O. box, see instructions. 20 SECOR ROAD	Social security number (SSN)
	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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STELLA LIROSI,, 20 SECOR ROAD, OSSINING, NY 10562

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, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20____ or
 ▶ tax year beginning 07/01, 2013, and ending 06/30, 2014

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	\$	0
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	\$	0
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	\$	0

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