See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490
Return of Organization Exempt From Income Tax

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

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

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

C Name of organization
BlueGreen Alliance Foundation

D Employer identification number
20-3477309

E Telephone number
(612) 466-4479

F Name and address of principal officer
David Foster
2826 University Avenue SE No 200
Minneapolis, MN 55414

H(a) Is this a group return for affiliates?
Yes

H(b) Are all affiliates included?
Yes

H(c) Group exemption number

I Tax-exempt status 501(c)(3) 501(c) ( ) (insert no) 4947(a)(1) or 527

J Website: www.bgafoundation.org

K Form of organization Corporation Trust Association Other

L Year of formation 2005
M State of legal domicile DC

Part I Summary

1 Briefly describe the organization’s mission or most significant activities
The BlueGreen Alliance Foundation (BGAF) conducts research and educates the public and media about solutions to environmental challenges that create economic opportunities for the American people.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a) 3 14

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 14

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 19

6 Total number of volunteers (estimate if necessary) 6 95

7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0

7b Net unrelated business taxable income from Form 990-T, line 34 7b 0

8 Contributions and grants (Part VIII, line 1h) 8,486,647 6,109,646

9 Program service revenue (Part VIII, line 2g) 169,898 210,949

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 6,514 3,201

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9, 10c, and 11e) -38,914 -45,130

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 8,624,145 6,278,666

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 478,549 688,551

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) 952,929 614,241

16a Professional fundraising fees (Part IX, column (A), line 11e) 0 0

17 Total fundraising expenses (Part IX, column (D), line 25) 293,445 -4,871

18 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) 0 0

19 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) 8,330,700 6,283,537

Beginning of Current Year

20 Total assets (Part X, line 16) 3,264,148 3,179,681

21 Total liabilities (Part X, line 26) 796,387 716,791

Net assets or fund balances Subtract line 21 from line 20 2,467,761 2,462,890

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

Date 2013-07-09

Paid Preparer Use Only

Print/Type preparer’s name
Thomas W Hodnfeldt

Preparer’s signature

Date 2013-07-09

Check if self-employed

PTIN 00185415

Firm’s name HLB Taftges Redpath Ltd

Firm’s EIN 41-075573

Firm’s address 4810 White Bear Parkway

Phone number (651) 426-7000

May the IRS discuss this return with the preparer shown above? Yes No

For Paperwork Reduction Act Notice, see the separate instructions.
Part III  Statement of Program Service Accomplishments

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

1  Briefly describe the organization’s mission

The BlueGreen Alliance Foundation (BGAF) conducts research and educates the public and media about solutions to environmental challenges that create economic opportunities for the American people. Pursuant to this mission and its interorganizational agreement with the BlueGreen Alliance (BGA), BGAF supports a variety of programs.

2  Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

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?

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 $ 1,352,833 including grants of $ 400,000 ) (Revenue $ )

The Labor Climate Project & Clean Energy Jobs - The Labor Climate Project (LCP) provides the American labor movement with grassroots education about global warming. The LCP furnishes direct education to rank and file union members about the link between global warming solutions, job creation, and job security.

4b  (Code ) (Expenses $ 1,321,751 including grants of $ 25,000 ) (Revenue $ 1,045 )

Clean Energy Manufacturing Center - The Clean Energy Manufacturing Center provides communities, businesses, and policy makers with the tools they need to increase green manufacturing and transition existing manufacturing capacity to meet the needs of the clean energy economy. Services include supply chain analysis, technical assistance, and community education programs, all of which are designed to grow domestic clean energy industries and create green jobs.

4c  (Code ) (Expenses $ 829,333 including grants of $ 261,551 ) (Revenue $ 98,899 )

Good Jobs, Green Jobs Conferences - The Good Jobs, Green Jobs Regional Conferences bring together thousands of leaders and activists from the labor movement, industry, environmental organizations, and community groups, as well as officials from all levels of government. Panels and workshops address strategies for economic growth through public and private investments in climate change solutions, including energy efficiency, renewable energy, and green technologies.

4d  Other program services (Describe in Schedule O)

(Expenses $ 1,415,053 including grants of $ ) (Revenue $ 112,050 )

4e  Total program service expenses $ 4,918,970
<table>
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**Part IV Checklist of Required Schedules**

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

21 Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II .......................... 21 Yes

22 Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III .......................... 22 No

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J .......................... 23 Yes

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 .......................... 24a No

24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .......................... 24b

24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .......................... 24c

24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .......................... 24d

25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I .......................... 25a No

25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part II .......................... 25b No

26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II .......................... 26 No

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III .......................... 27 No

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)

a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV .......................... 28a No

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV .......................... 28b No

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV .......................... 28c No

29 Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M .......................... 29 No

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M .......................... 30 No

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule M .......................... 31 No

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part I .......................... 32 No

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I .......................... 33 No

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 .......................... 34 No

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? .......................... 35a No

35b 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)? If "Yes," complete Schedule R, Part V, line 2 .......................... 35b

36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 .......................... 36 No

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI .......................... 37 No

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .......................... 38 Yes

Note. All Form 990 filers are required to complete Schedule O ..........................
Part V Statements Regarding Other IRS Filings and Tax Compliance

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

1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. Yes No

1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. Yes No

1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? Yes No

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. Yes No

2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Yes No

Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).

3a Did the organization have unrelated business gross income of $1,000 or more during the year? Yes No

3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O. Yes No

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? Yes No

4b If "Yes," enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22 I, Report of Foreign Bank and Financial Accounts.

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? Yes No

5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? Yes No

5c If "Yes," to line 5a or 5b, did the organization file Form 8866-T? Yes No

5d Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? Yes No

6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? Yes No

7 Organizations that may receive deductible contributions under section 170(c).

7a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? Yes No

7b If "Yes," did the organization notify the donor of the value of the goods or services provided? Yes No

7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? Yes No

7d If "Yes," indicate the number of Forms 8282 filed during the year. Yes No

8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the sponsoring organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? Yes No

9 Sponsoring organizations maintaining donor advised funds.

9a Did the organization make any taxable distributions under section 4966? Yes No

9b Did the organization make a distribution to a donor, donor advisor, or related person? Yes No

10 Section 501(c)(7) organizations. Enter

10a Gross receipts, included on Form 990, Part VIII, line 12. Yes No

10b Initial fees and capital contributions included on Part VIII, line 12. Yes No

11 Section 501(c)(12) organizations. Enter

11a Gross income from members or shareholders. Yes No

11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). Yes No

12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? Yes No

12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year. Yes No

13 Section 501(c)(29) qualified nonprofit health insurance issuers.

13a Is the organization licensed to issue qualified health plans in more than one state? Yes No

Note: See the instructions for additional information the organization must report on Schedule O.

13b Enter the number of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. Yes No

13c Enter the amount of reserves on hand. Yes No

14a Did the organization receive any payments for indoor tanning services during the tax year? Yes No

14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. Yes No

Form 990 (2012)
### Section A. Governing Body and Management

1. Enter the number of voting members of the governing body at the end of the tax year.
   - **Yes**
   - **No**

2. Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
   - **Yes**
   - **No**

3. Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?
   - **Yes**
   - **No**

4. Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
   - **Yes**
   - **No**

5. Did the organization become aware during the year of a significant diversion of the organization’s assets?
   - **Yes**
   - **No**

6. Did the organization have members or stockholders?
   - **Yes**
   - **No**

7. Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
   - **Yes**
   - **No**

8. Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
   - **Yes**
   - **No**

9. Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization’s mailing address? If “Yes,” provide the names and addresses in Schedule O.
   - **Yes**
   - **No**

### Section B. Policies

10a. Did the organization have local chapters, branches, or affiliates?
    - **Yes**
    - **No**

10b. If “Yes,” did the organization have written policies and procedures governing the affairs of such chapters, branches, or affiliates?
    - **Yes**
    - **No**

11a. Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
    - **Yes**
    - **No**

11b. Describe in Schedule O the process, if any, used by the organization to review this Form 990.
    - **Yes**
    - **No**

12a. Did the organization have a written conflict of interest policy?
    - **Yes**
    - **No**

12b. Did the organization have a written conflict of interest policy? If “No,” go to line 13.
    - **Yes**
    - **No**

13. Did the organization have a written whistleblower policy?
    - **Yes**
    - **No**

14. Did the organization have a written document retention and destruction policy?
    - **Yes**
    - **No**

15. Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
    - **Yes**
    - **No**

15a. The organization’s CEO, Executive Director, or top management official.
    - **Yes**
    - **No**

15b. Other officers or key employees of the organization.
    - **Yes**
    - **No**

16a. Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
    - **Yes**
    - **No**

16b. If “Yes,” did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization’s exempt status with respect to such arrangements?
    - **Yes**
    - **No**

### 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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3) only) available for public inspection. Indicate how you made these available. Check all that apply:
    - [ ] Own website
    - [ ] Another’s website
    - [ ] Upon request
    - [ ] Other (explain in Schedule O)

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:
    - **The Organization 2828 University Avenue SE No 200 Minneapolis, MN (612) 466-4479**
### Part VII
**Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

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

#### Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a. Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week (list any hours for related organizations below dotted line)</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
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<tr>
<td>(1) Patricia Oldefski</td>
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<td>(6) Jim Lyon</td>
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<td>(8) Dan Schlademan</td>
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<td>(9) Jeff Rosenberg</td>
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<td>(10) Scott Slesinger</td>
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<td>(11) Josh Nassar</td>
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<td>(12) Jim Harmon</td>
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<tr>
<td>(13) Magrite Strand</td>
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<td>(14) Rick Terven</td>
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<td>0</td>
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<tr>
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</tr>
<tr>
<td>(15) Stewart Acuff</td>
<td>100</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(16) Cathy Duvall</td>
<td>100</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(17) Ted Green</td>
<td>100</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>
### Part VII  Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(18) Barbara Somson</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Board Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(19) David Foster</td>
<td>40.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>President</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(20) James English</td>
<td>1.00</td>
<td>X</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Treasurer &amp; Secretary</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. **Sub-Total**:
   - Total from continuation sheets to Part VII, Section A
   - 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**: 0

### 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.

<table>
<thead>
<tr>
<th>(A) Name and business address</th>
<th>(B) Description of services</th>
<th>(C) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>PSAV Presentation Services 23918 Network Place Chicago IL 60673</td>
<td>Audio Visual Services for Conference</td>
<td>172,047</td>
</tr>
</tbody>
</table>

2. **Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization**: 1
### Part VIII: Statement of Revenue

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Federated campaigns</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Membership dues</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Fundraising events</td>
<td>236,400</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Related organizations</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Government grants (contributions)</td>
<td>1,366,285</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>All other contributions, gifts, grants, and similar amounts not included above</td>
<td>4,506,961</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Noncash contributions included in lines 1a-1f</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>h</td>
<td><strong>Total. Add lines 1a-1f</strong></td>
<td>6,109,646</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Contributions, Gifts, Grants and Other Similar Amounts

<table>
<thead>
<tr>
<th></th>
<th>Business Code</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td>900099</td>
<td>GreenPower Training</td>
</tr>
<tr>
<td>b</td>
<td>900099</td>
<td>Conference Registration</td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td>All other program service revenue</td>
</tr>
<tr>
<td>g</td>
<td></td>
<td><strong>Total. Add lines 2a-2f</strong></td>
</tr>
</tbody>
</table>

#### Program Service Revenue

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>3,201</td>
<td>Investment income (including dividends, interest, and other similar amounts)</td>
</tr>
<tr>
<td>4</td>
<td>3,201</td>
<td>Income from investment of tax-exempt bond proceeds</td>
</tr>
</tbody>
</table>

#### Royalties

- (i) Real
- (ii) Personal

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>6a</td>
<td>Gross rents</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Less rental expenses</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td><strong>Net rental income or (loss)</strong></td>
<td></td>
</tr>
</tbody>
</table>

#### (i) Securities

- (ii) Other

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>7a</td>
<td>Gross amount from sales of assets other than inventory</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Less cost or other basis and sales expenses</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Gain or (loss)</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td><strong>Net gain or (loss)</strong></td>
<td></td>
</tr>
</tbody>
</table>

#### 8a Gross income from fundraising events (not including)

- $236,400 of contributions reported on line 1c)
- See Part IV, line 18

<p>| | | |</p>
<table>
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<tr>
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</thead>
<tbody>
<tr>
<td>a</td>
<td>17,250</td>
<td>Less direct expenses</td>
</tr>
<tr>
<td>b</td>
<td>63,875</td>
<td>Net income or (loss) from fundraising events</td>
</tr>
<tr>
<td>c</td>
<td>-46,525</td>
<td><strong>Net income or (loss) from fundraising events</strong></td>
</tr>
</tbody>
</table>

#### 9a Gross income from gaming activities

- See Part IV, line 19

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<table>
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</thead>
<tbody>
<tr>
<td>a</td>
<td></td>
<td>Less direct expenses</td>
</tr>
<tr>
<td>b</td>
<td></td>
<td>Net income or (loss) from gaming activities</td>
</tr>
</tbody>
</table>

#### 10a Gross sales of inventory, less returns and allowances

- a |

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<table>
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<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>b</td>
<td>Less cost of goods sold</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Net income or (loss) from sales of inventory</td>
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#### Miscellaneous Revenue

<table>
<thead>
<tr>
<th></th>
<th>Business Code</th>
<th>Description</th>
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<tbody>
<tr>
<td>11a</td>
<td>900099</td>
<td>OTHER INCOME</td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td>All other revenue</td>
</tr>
<tr>
<td>e</td>
<td></td>
<td><strong>Total. Add lines 11a-11d</strong></td>
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</table>

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<tbody>
<tr>
<td>12</td>
<td>6,278,666</td>
<td>Total revenue. See Instructions</td>
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<tr>
<td></td>
<td>211,994</td>
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<td></td>
<td>-42,974</td>
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</table>

Form 990 (2012)
### 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 to any question in this Part IX.

<table>
<thead>
<tr>
<th></th>
<th>Total expenses</th>
<th>Program service expenses</th>
<th>Management and general expenses</th>
<th>Fundraising expenses</th>
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</tr>
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</tr>
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<td>448,668</td>
<td>448,668</td>
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<tr>
<td>9</td>
<td>111,440</td>
<td>111,440</td>
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</tr>
<tr>
<td>10</td>
<td>37,526</td>
<td>37,526</td>
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<td></td>
</tr>
<tr>
<td>11</td>
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<td></td>
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</tr>
<tr>
<td>a</td>
<td>Management</td>
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<tr>
<td>b</td>
<td>Legal</td>
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<tr>
<td>c</td>
<td>Accounting</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Lobbying</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Professional fundraising services</td>
<td>See Part IV, line 17</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Investment management fees</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)</td>
<td>989,484</td>
<td>909,978</td>
<td>78,694</td>
</tr>
<tr>
<td>12</td>
<td>Advertising and promotion</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Office expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Information technology</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Royalties</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Occupancy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Travel</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Conferences, conventions, and meetings</td>
<td></td>
<td>463,085</td>
<td>456,062</td>
</tr>
<tr>
<td>20</td>
<td>Interest</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Depreciation, depletion, and amortization</td>
<td></td>
<td>11,526</td>
<td>1,433</td>
</tr>
<tr>
<td>23</td>
<td>Insurance</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>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)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Reimb Wages and Benefit</td>
<td>2,482,537</td>
<td>1,759,313</td>
<td>435,871</td>
</tr>
<tr>
<td>b</td>
<td>Dues and Memberships</td>
<td>104,039</td>
<td>95,123</td>
<td>8,916</td>
</tr>
<tr>
<td>c</td>
<td>Program Expenses</td>
<td>23,365</td>
<td>23,356</td>
<td>9</td>
</tr>
<tr>
<td>d</td>
<td>Fees and Registrations</td>
<td>6,888</td>
<td>3,828</td>
<td>3,060</td>
</tr>
<tr>
<td>e</td>
<td>All other expenses</td>
<td>37,695</td>
<td>1,701</td>
<td>35,994</td>
</tr>
<tr>
<td>25</td>
<td>Total functional expenses Add lines 1 through 24e</td>
<td>6,283,537</td>
<td>4,918,970</td>
<td>1,057,395</td>
</tr>
</tbody>
</table>

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 [ ] if following SOP 98-2 (ASC 958-720)
**Part X Balance Sheet**

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Cash—non-interest-bearing</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>1,837,266</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>1,303,937</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td>68,771</td>
</tr>
<tr>
<td>5</td>
<td>Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees: Complete Part II of Schedule L</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>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</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>21,201</td>
</tr>
<tr>
<td>10a</td>
<td>Land, buildings, and equipment: cost or other basis: Complete Part VI of Schedule D</td>
<td>44,756</td>
</tr>
<tr>
<td></td>
<td>Less accumulated depreciation</td>
<td>32,973</td>
</tr>
<tr>
<td>11</td>
<td>Investments—publicly traded securities</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Investments—other securities: See Part IV, line 11</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Investments—program-related: See Part IV, line 11</td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets: See Part IV, line 11</td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Total assets: Add lines 1 through 15 (must equal line 34)</td>
<td>3,264,148</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>796,387</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Escrow or custodial account liability: Complete Part IV of Schedule D</td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>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</td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>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</td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Total liabilities: Add lines 17 through 25</td>
<td>796,387</td>
</tr>
</tbody>
</table>

**Organizations that follow SFAS 117 (ASC 958), check here ✔ and complete lines 27 through 29, and lines 33 and 34.**

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>27</td>
<td>Unrestricted net assets</td>
<td>752,248</td>
</tr>
<tr>
<td>28</td>
<td>Temporarily restricted net assets</td>
<td>1,715,513</td>
</tr>
<tr>
<td>29</td>
<td>Permanently restricted net assets</td>
<td></td>
</tr>
</tbody>
</table>

**Organizations that do not follow SFAS 117 (ASC 958), check here □ and complete lines 30 through 34.**

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>30</td>
<td>Capital stock or trust principal, or current funds</td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Paid-in or capital surplus, or land, building or equipment fund</td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Total net assets or fund balances</td>
<td>2,467,761</td>
</tr>
<tr>
<td>34</td>
<td>Total liabilities and net assets/fund balances</td>
<td>3,264,148</td>
</tr>
</tbody>
</table>
### Part XI  Reconciliation of Net Assets

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (must equal Part VIII, column (A), line 12)</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (must equal Part IX, column (A), line 25)</td>
</tr>
<tr>
<td>3</td>
<td>Revenue less expenses \ Subtract line 2 from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Net assets or fund balances at beginning of year \ (must equal Part X, line 33, column (A))</td>
</tr>
<tr>
<td>5</td>
<td>Net unrealized gains (losses) on investments</td>
</tr>
<tr>
<td>6</td>
<td>Donated services and use of facilities</td>
</tr>
<tr>
<td>7</td>
<td>Investment expenses</td>
</tr>
<tr>
<td>8</td>
<td>Prior period adjustments</td>
</tr>
<tr>
<td>9</td>
<td>Other changes in net assets or fund balances \ (explain in Schedule O)</td>
</tr>
<tr>
<td>10</td>
<td>Net assets or fund balances at end of year \ Combine lines 3 through 9 \ (must equal Part X, line 33, column (B))</td>
</tr>
</tbody>
</table>

### Part XII  Financial Statements and Reporting

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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Accounting method used to prepare the Form 990</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Cash</td>
<td>□</td>
</tr>
<tr>
<td></td>
<td>If the organization changed its method of accounting from a prior year or checked &quot;Other,&quot; explain in Schedule O</td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Were the organization's financial statements compiled or reviewed by an independent accountant?</td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; 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</td>
<td></td>
</tr>
<tr>
<td></td>
<td>□ Separate basis</td>
<td>□ Consolidated basis</td>
</tr>
<tr>
<td>2b</td>
<td>Were the organization's financial statements audited by an independent accountant?</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both</td>
<td></td>
</tr>
<tr>
<td></td>
<td>□ Separate basis</td>
<td>□ Consolidated basis</td>
</tr>
<tr>
<td>2c</td>
<td>c</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; 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?</td>
<td></td>
</tr>
<tr>
<td>3a</td>
<td>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?</td>
<td>Yes</td>
</tr>
<tr>
<td>3b</td>
<td>b</td>
<td>Yes</td>
</tr>
</tbody>
</table>
SCHEDULE A
( Form 990 or 990EZ )

Public Charity Status and Public Support

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

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

Name of the organization
BlueGreen Alliance Foundation

Employer identification number
20-3477309

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)(vii) (Complete Part II )
9  An organization that normally receives (1) more than 331/3% 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 331/3% 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?
      (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
      (ii) A family member of a person described in (i) above?
      (iii) A 35% controlled entity of a person described in (i) or (ii) above?
   h  Provide the following information about the supported organization(s)

<table>
<thead>
<tr>
<th>(i) Name of supported organization</th>
<th>(ii) EIN</th>
<th>(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))</th>
<th>(iv) Is the organization in col (i) listed in your governing document?</th>
<th>(v) Did you notify the organization in col (i) of your support?</th>
<th>(vi) Is the organization in col (i) organized in the U S ?</th>
<th>(vii) Amount of monetary support</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.
### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received</td>
<td>3,519,555</td>
<td>5,151,149</td>
<td>8,486,647</td>
<td>6,109,646</td>
<td>23,266,997</td>
<td></td>
</tr>
<tr>
<td>2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
<td>3,519,555</td>
<td>5,151,149</td>
<td>8,486,647</td>
<td>6,109,646</td>
<td>23,266,997</td>
<td></td>
</tr>
<tr>
<td>3 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td>3,519,555</td>
<td>5,151,149</td>
<td>8,486,647</td>
<td>6,109,646</td>
<td>23,266,997</td>
<td></td>
</tr>
<tr>
<td>4 Total. Add lines 1 through 3</td>
<td>3,519,555</td>
<td>5,151,149</td>
<td>8,486,647</td>
<td>6,109,646</td>
<td>23,266,997</td>
<td></td>
</tr>
<tr>
<td>5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)</td>
<td>3,790,258</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Public support. Subtract line 5 from line 4</td>
<td>19,476,739</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4</td>
<td>3,519,555</td>
<td>5,151,149</td>
<td>8,486,647</td>
<td>6,109,646</td>
<td>23,266,997</td>
<td></td>
</tr>
<tr>
<td>8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td>4,528</td>
<td>11,802</td>
<td>6,514</td>
<td>3,201</td>
<td>26,045</td>
<td></td>
</tr>
<tr>
<td>9 Net income from unrelated business activities, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Total support (Add lines 7 through 10)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>23,293,042</td>
<td></td>
</tr>
<tr>
<td>12 Gross receipts from related activities, etc (see instructions)</td>
<td>12</td>
<td>580,771</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

<table>
<thead>
<tr>
<th>Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))</th>
<th>14</th>
<th>83,620%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public support percentage for 2011 Schedule A, Part II, line 14</td>
<td>15</td>
<td>86,910%</td>
</tr>
</tbody>
</table>

**16a 33 1/3% support test—2012.** 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.

**16b 33 1/3% support test—2011.** 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—2012.** 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—2011.** 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>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received (Do not include any &quot;unusual grants&quot;)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expensed on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Total. Add lines 1 through 5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7c Add lines 7a and 7b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Public support (Subtract line 7c from line 6)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c Add lines 10a and 10b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total support. (Add lines 9, 10c, 11, and 12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section C. Computation of Public Support Percentage

<table>
<thead>
<tr>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Public support percentage from 2011 Schedule A, Part III, line 15</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section D. Computation of Investment Income Percentage

<table>
<thead>
<tr>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Investment income percentage from 2011 Schedule A, Part III, line 17</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19a 33 1/3% support tests—2012. 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</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>19b 33 1/3% support tests—2011. If the organization did not check the 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

<table>
<thead>
<tr>
<th>Facts And Circumstances Test</th>
</tr>
</thead>
<tbody>
<tr>
<td>Explanation</td>
</tr>
<tr>
<td></td>
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<td></td>
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<td></td>
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<td></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Schedule A (Form 990 or 990-EZ) 2012</td>
</tr>
</tbody>
</table>
### 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
4b. 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

### Table

<table>
<thead>
<tr>
<th>(a) Name</th>
<th>(b) Address</th>
<th>(c) EIN</th>
<th>(d) Amount paid from filing organization's funds</th>
<th>(e) Amount of political contributions received and promptly and directly delivered to a separate political organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Part II-A**
Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

<table>
<thead>
<tr>
<th></th>
<th>Check</th>
<th>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)</th>
<th>(a) Filing organization's totals</th>
<th>(b) Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>B</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Limits on Lobbying Expenditures**
(The term "expenditures" means amounts paid or incurred.)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th>(a) Filing organization's totals</th>
<th>(b) Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td></td>
<td>Total lobbying expenditures to influence public opinion (grassroots lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td>Total lobbying expenditures to influence a legislative body (direct lobbying)</td>
<td>400,000</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td>Total lobbying expenditures (add lines 1a and 1b)</td>
<td>400,000</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td>Other exempt purpose expenditures</td>
<td>5,883,537</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td>Total exempt purpose expenditures (add lines 1c and 1d)</td>
<td>6,283,537</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td>Lobbying nontaxable amount Enter the amount from the following table in both columns</td>
<td>464,177</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>If the amount on line 1e, column (a) or (b) is:</th>
<th>The lobbying nontaxable amount is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Not over $500,000</td>
<td>20% of the amount on line 1e</td>
</tr>
<tr>
<td>Over $500,000 but not over $1,000,000</td>
<td>$100,000 plus 15% of the excess over $500,000</td>
</tr>
<tr>
<td>Over $1,000,000 but not over $1,500,000</td>
<td>$175,000 plus 10% of the excess over $1,000,000</td>
</tr>
<tr>
<td>Over $1,500,000 but not over $17,000,000</td>
<td>$225,000 plus 5% of the excess over $1,500,000</td>
</tr>
<tr>
<td>Over $17,000,000</td>
<td>$1,000,000</td>
</tr>
</tbody>
</table>

| g |   | Grassroots nontaxable amount (enter 25% of line 1f)                                                 | 116,044                       |                            |
| h |   | Subtract line 1g from line 1a If zero or less, enter -0-                                            | 0                             |                            |
| i |   | Subtract line 1f from line 1c If zero or less, enter -0-                                            | 0                             |                            |
| j |   | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | Yes                           | No                         |

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

**Lobbying Expenditures During 4-Year Averaging Period**

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2009</th>
<th>(b) 2010</th>
<th>(c) 2011</th>
<th>(d) 2012</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a Lobbying nontaxable amount</td>
<td>226,767</td>
<td>405,229</td>
<td>566,535</td>
<td>464,177</td>
<td>1,662,708</td>
</tr>
<tr>
<td>b Lobbying ceiling amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(150% of line 2a, column(e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total lobbying expenditures</td>
<td>207,000</td>
<td>350,000</td>
<td>150,000</td>
<td>400,000</td>
<td>1,107,000</td>
</tr>
<tr>
<td>d Grassroots nontaxable amount</td>
<td>56,692</td>
<td>101,307</td>
<td>141,634</td>
<td>116,044</td>
<td>415,677</td>
</tr>
<tr>
<td>e Grassroots ceiling amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(150% of line 2d, column(e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Grassroots lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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 11 below, provide in Part IV a detailed description of the lobbying activity.

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>a</td>
<td>Volunteers?</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Paid staff or management (include compensation in expenses reported on lines 1c through 1f)?</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Media advertisements?</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Mailings to members, legislators, or the public?</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Publications, or published or broadcast statements?</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Grants to other organizations for lobbying purposes?</td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Direct contact with legislators, their staffs, government officials, or a legislative body?</td>
<td></td>
</tr>
<tr>
<td>h</td>
<td>Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?</td>
<td></td>
</tr>
<tr>
<td>i</td>
<td>Other activities?</td>
<td></td>
</tr>
<tr>
<td>j</td>
<td>Total Add lines 1c through 1f</td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>If &quot;Yes,&quot; enter the amount of any tax incurred under section 4912</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>If &quot;Yes,&quot; enter the amount of any tax incurred by organization managers under section 4912</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?</td>
<td></td>
</tr>
</tbody>
</table>

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Were substantially all (90% or more) dues received nondeductible by members?</td>
</tr>
<tr>
<td>2</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization agree to carry over lobbying and political expenditures from the prior year?</td>
</tr>
</tbody>
</table>

### 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."

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dues, assessments and similar amounts from members</td>
</tr>
<tr>
<td>2</td>
<td>Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).</td>
</tr>
<tr>
<td>a</td>
<td>Current year</td>
</tr>
<tr>
<td>b</td>
<td>Carryover from last year</td>
</tr>
<tr>
<td>c</td>
<td>Total</td>
</tr>
<tr>
<td>3</td>
<td>Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues</td>
</tr>
<tr>
<td>4</td>
<td>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?</td>
</tr>
<tr>
<td>5</td>
<td>Taxable amount of lobbying and political expenditures (see instructions)</td>
</tr>
</tbody>
</table>

### Part IV
Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information.
Supplemental Financial Statements

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>
<thead>
<tr>
<th></th>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total number at end of year</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Aggregate contributions to (during year)</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Aggregate grants from (during year)</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Aggregate value at end of year</td>
<td></td>
</tr>
</tbody>
</table>

5. Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? [ ] Yes [ ] No

6. Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? [ ] Yes [ ] No

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

1. Purpose(s) of conservation easements held by the organization (check all that apply)
   - Preservation of land for public use (e.g., recreation or education)
   - Preservation of an historically important land area
   - Protection of natural habitat
   - Preservation of a certified historic structure
   - Preservation of open space

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

<table>
<thead>
<tr>
<th></th>
<th>Held at the End of the Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td></td>
</tr>
<tr>
<td>2b</td>
<td></td>
</tr>
<tr>
<td>2c</td>
<td></td>
</tr>
<tr>
<td>2d</td>
<td></td>
</tr>
</tbody>
</table>

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

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

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

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

7. Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

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

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

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

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

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

   (i) Revenues included in Form 990, Part VIII, line 1

   (ii) Assets included in Form 990, Part X

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

   a. Revenues included in Form 990, Part VIII, line 1

   b. Assets included in Form 990, Part X
Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

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

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

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

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c</td>
</tr>
<tr>
<td>1d</td>
</tr>
<tr>
<td>1e</td>
</tr>
<tr>
<td>1f</td>
</tr>
</tbody>
</table>

c Beginning balance
d Additions during the year
e Distributions during the year
f 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.

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

1a Beginning of year balance
b Contributions
c Net investment earnings, gains, and losses
d Grants or scholarships
e Other expenditures for facilities and programs
f Administrative expenses
g End of year balance

<table>
<thead>
<tr>
<th>(a) Current year</th>
<th>(b) Prior year</th>
<th>(c) Two years back</th>
<th>(d) Three years back</th>
<th>(e) Four years back</th>
</tr>
</thead>
</table>

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

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

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
(ii) related organizations

   □ Yes  □ No

3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property (a) Cost or other basis (investment) (b) Cost or other basis (other) (c) Accumulated depreciation (d) Book value

<table>
<thead>
<tr>
<th>1a Land</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1b Buildings</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1c Leasehold improvements</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1d Equipment</td>
<td>44,756</td>
<td>23,309</td>
<td>21,447</td>
</tr>
<tr>
<td>1e Other</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

21,447

Schedule D (Form 990) 2012
### Part VIII Investments—Other Securities
See Form 990, Part X, line 12.

<table>
<thead>
<tr>
<th>(a) Description of security or category (including name of security)</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Financial derivatives</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col. (B) line 12)**

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

<table>
<thead>
<tr>
<th>(a) Description</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)**

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

1. **Federal income taxes**

<table>
<thead>
<tr>
<th>(a) Description of liability</th>
<th>(b) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)**

2. Fin 48 (ASC 740) Footnote: 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

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue, gains, and other support per audited financial statements</td>
<td>6,618,004</td>
</tr>
<tr>
<td>2</td>
<td>Amounts included on line 1 but not on Form 990, Part VIII, line 12</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Net unrealized gains on investments</td>
<td>2a</td>
</tr>
<tr>
<td></td>
<td>b. Donated services and use of facilities</td>
<td>2b</td>
</tr>
<tr>
<td></td>
<td>c. Recoveries of prior year grants</td>
<td>2c</td>
</tr>
<tr>
<td></td>
<td>d. Other (Describe in Part XIII)</td>
<td>2d</td>
</tr>
<tr>
<td>2e</td>
<td>Add lines 2a through 2d</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2e from line 1</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Amounts included on Form 990, Part VIII, line 12, but not on line 1</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Investment expenses not included on Form 990, Part VIII, line 7b</td>
<td>4a</td>
</tr>
<tr>
<td></td>
<td>b. Other (Describe in Part XIII)</td>
<td>4b</td>
</tr>
<tr>
<td>4c</td>
<td>Add lines 4a and 4b</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total expenses and losses per audited financial statements</td>
<td>6,622,875</td>
</tr>
<tr>
<td>2</td>
<td>Amounts included on line 1 but not on Form 990, Part IX, line 25</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Donated services and use of facilities</td>
<td>2a</td>
</tr>
<tr>
<td></td>
<td>b. Prior year adjustments</td>
<td>2b</td>
</tr>
<tr>
<td></td>
<td>c. Other losses</td>
<td>2c</td>
</tr>
<tr>
<td></td>
<td>d. Other (Describe in Part XIII)</td>
<td>2d</td>
</tr>
<tr>
<td>2e</td>
<td>Add lines 2a through 2d</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2e from line 1</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Amounts included on Form 990, Part IX, line 25, but not on line 1</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a. Investment expenses not included on Form 990, Part VIII, line 7b</td>
<td>4a</td>
</tr>
<tr>
<td></td>
<td>b. Other (Describe in Part XIII)</td>
<td>4b</td>
</tr>
<tr>
<td>4c</td>
<td>Add lines 4a and 4b</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)</td>
<td></td>
</tr>
</tbody>
</table>

### Part XIII  Supplemental Information

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

<table>
<thead>
<tr>
<th>Description of Uncertain Tax Positions Under FIN 48</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Identifier</td>
<td>Part X, Line 2</td>
<td>A tax expense or benefit from an uncertain income tax position (including tax-exempt status) may be recognized only when it is more likely than not that the position will be sustained upon examination by taxing authorities. Management believes BGAF has no uncertain income tax positions that would result in an accrual, expense or benefit under the more likely than not standard.</td>
</tr>
</tbody>
</table>
**Part I  Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply.
   - Mail solicitations
   - Internet and email solicitations
   - Phone solicitations
   - In-person solicitations
   - Solicitation of non-government grants
   - Solicitation of government grants
   - 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

2b. 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:

<table>
<thead>
<tr>
<th>(i) Name and address of individual or entity (fundraiser)</th>
<th>(ii) Activity</th>
<th>(iii) Did fundraiser have custody or control of contributions?</th>
<th>(iv) Gross receipts from activity</th>
<th>(v) Amount paid to (or retained by) fundraiser listed in col (i)</th>
<th>(vi) Amount paid to (or retained by) organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
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</tr>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total

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

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

Cat No 50083H Schedule G (Form 990 or 990-EZ) 2012
### 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.

<table>
<thead>
<tr>
<th>Revenue</th>
<th>(a) Event #1</th>
<th>(b) Event #2</th>
<th>(c) Other events</th>
<th>(d) Total events (add col (a) through col (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gross receipts</td>
<td>253,750</td>
<td></td>
<td></td>
<td>253,750</td>
</tr>
<tr>
<td>2 Less Contributions</td>
<td>236,400</td>
<td></td>
<td></td>
<td>236,400</td>
</tr>
<tr>
<td>3 Gross income (line 1 minus line 2)</td>
<td>17,350</td>
<td></td>
<td></td>
<td>17,350</td>
</tr>
<tr>
<td>4 Cash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Noncash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Rent/facility costs</td>
<td>8,284</td>
<td></td>
<td></td>
<td>8,284</td>
</tr>
<tr>
<td>7 Food and beverages</td>
<td>29,627</td>
<td></td>
<td></td>
<td>29,627</td>
</tr>
<tr>
<td>8 Entertainment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Other direct expenses</td>
<td>25,964</td>
<td></td>
<td></td>
<td>25,964</td>
</tr>
<tr>
<td>10 Direct expense summary Add lines 4 through 9 in column (d)</td>
<td>(63,875)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income summary Combine line 3, column (d), and line 10</td>
<td></td>
<td>(46,525)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th>Revenue</th>
<th>(a) Bingo</th>
<th>(b) Pull tabs/Instant bingo/progressive bingo</th>
<th>(c) Other gaming</th>
<th>(d) Total gaming (add col (a) through col (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gross revenue</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Cash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Non-cash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Rent/facility costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Other direct expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Volunteer labor</td>
<td>☑ Yes</td>
<td>☑ Yes</td>
<td>☑ Yes</td>
<td></td>
</tr>
<tr>
<td>☑ No</td>
<td>☑ No</td>
<td>☑ No</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Direct expense summary Add lines 2 through 5 in column (d)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Net gaming income summary Combine lines 1 and 7 in column (d)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

9a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☑ Yes ☑ No

b If "Yes," explain
Does the organization operate gaming activities with nonmembers?  

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?  

13 Indicate the percentage of gaming activity operated in 

a The organization's facility  

b An outside facility  

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records  

Name ▶  

Address ▶  

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $  

and the amount of gaming revenue retained by the third party ▶ $  

15c 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?  

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent 

in the organization's own exempt activities during the tax year ▶ $  

**Part IV Supplemental Information.** Complete this part to provide the explanations 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).  

| Identifier | Return Reference | Explanation |
## Part I General Information on Grants and Assistance

1. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  
   - Yes [✓]  
   - No [ ]

2. Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

## Part II Grants and Other Assistance to Governments and Organizations in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC Code section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) BlueGreen Alliance Inc 2828 University Ave SE Ste 200 Minneapolis, MN 55414</td>
<td>26-4086284</td>
<td>501(C)(4)</td>
<td>400,000</td>
<td></td>
<td></td>
<td></td>
<td>Lobbying</td>
</tr>
<tr>
<td>(2) WIRE-Net 4855 W 130th Street Suite 1 Cleveland, OH 44135</td>
<td>34-1596116</td>
<td>501(C)(3)</td>
<td>261,551</td>
<td></td>
<td></td>
<td></td>
<td>Wind Supply Chain Project</td>
</tr>
<tr>
<td>(3) Sierra Club Foundation 85 Second St 2nd Fl San Francisco, CA 94105</td>
<td>94-1153307</td>
<td>501(C)(3)</td>
<td>25,000</td>
<td></td>
<td></td>
<td></td>
<td>Clean Energy Policy</td>
</tr>
</tbody>
</table>

2. Enter total number of section 501(c)(3) and government organizations listed in the line 1 table.

3. Enter total number of other organizations listed in the line 1 table.
### Part III  Grants and Other Assistance to Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Number of recipients</th>
<th>(c) Amount of cash grant</th>
<th>(d) Amount of non-cash assistance</th>
<th>(e) Method of valuation (book, FMV, appraisal, other)</th>
<th>(f) Description of non-cash assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part IV  Supplemental Information

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Procedure for Monitoring Grants in the U S</td>
<td>Part I, Line 2</td>
<td>Schedule I, Part I, Line 2  A signed agreement detailing the award, restrictions, monitoring and reporting requirements is completed for each grant or contribution  The Director of Administration and Finance oversees this process</td>
</tr>
</tbody>
</table>
### Part I Questions Regarding Compensation

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- First-class or charter travel</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Travel for companions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Tax indemnification and gross-up payments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Discretionary spending account</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Housing allowance or residence for personal use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Payments for business use of personal residence</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Health or social club dues or initiation fees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Personal services (e.g., maid, chauffeur, chef)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b If any of the boxes in 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 &quot;No,&quot; complete Part III to explain</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Compensation committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Independent compensation consultant</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Written employment contract</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Compensation survey or study</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Form 990 of other organizations</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Approval by the board or compensation committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Receive a severance payment or change-of-control payment?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>c Participate in, or receive payment from, an equity-based compensation arrangement?</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a The organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Any related organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; to line 5a or 5b, describe in Part III</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a The organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Any related organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; to line 6a or 6b, describe in Part III</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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 &quot;Yes,&quot; describe in Part III</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>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 &quot;Yes,&quot; describe in Part III</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>9 If &quot;Yes&quot; to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>
### 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.

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>(C) Retirement and other deferred compensation</th>
<th>(D) Nontaxable benefits</th>
<th>(E) Total of columns (B)(i)-(D)</th>
<th>(F) Compensation reported as deferred in prior Form 990</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(I) Base compensation</td>
<td>(II) Bonus &amp; Incentive compensation</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>(III) Other reportable compensation</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

*Schedule J (Form 990) 2012*
### 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.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Supplemental Information</td>
<td>Part III</td>
<td>BGAF’s President, David Foster, is compensated by the BlueGreen Alliance, Inc. (BGA) which is an unrelated organization as defined by IRS instruction. Shared expenses, including those for the President’s compensation, are allocated to each entity based on a Cost Sharing Agreement. The President’s total compensation is reported on BGA’s Form 990. The amount attributed to BGAF was $103,455. Margrete Strand was employed by BGA through May, 2012. She became a board member in June of 2012. Her total compensation through May, 2012 as an employee of BGA and attributed to BGAF was $38,445.</td>
</tr>
</tbody>
</table>
### Supplemental Information to Form 990 or 990-EZ

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

**Name of the organization:** BlueGreen Alliance Foundation

**Employer identification number:** 20-3477309

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Form 990, Part VI, Section B, line 11</td>
<td>Officers and Directors are provided a final draft of the Form 990 and asked to review and comment</td>
</tr>
<tr>
<td></td>
<td>Form 990, Part VI, Section B, line 12c</td>
<td>Board members are asked to read and sign a written conflict of interest form annually</td>
</tr>
<tr>
<td></td>
<td>Form 990, Part VI, Section C, line 19</td>
<td>The Organization will make them available when requested in writing</td>
</tr>
<tr>
<td>Other Fees</td>
<td>Form 990, Part IX, line 11g</td>
<td>Other Program service expenses 537,363 Management and general expenses 78,694 Fundraising expenses 812 Total expenses 616,869 Conference services Program service expenses 88,638 Management and general expenses 0 Fundraising expenses 0 Total expenses 88,638 Employment service providers Program service expenses 93,877 Management and general expenses 0 Fundraising expenses 0 Total expenses 93,877 Educational training Program service expenses 190,100 Management and general expenses 0 Fundraising expenses 0 Total expenses 190,100</td>
</tr>
<tr>
<td></td>
<td>Form 990, Part VI, Section B, Lines 15a-b</td>
<td>The Organization obtains executive and other management services from individuals employed by BlueGreen Alliance, pursuant to the terms of a cost-sharing agreement described further in Schedule J and Schedule O</td>
</tr>
<tr>
<td>Relationship with BlueGreen Alliance, Inc</td>
<td>Form 990 - General Disclosure</td>
<td>The BlueGreen Alliance Foundation (BGAF) has a relationship with BlueGreen Alliance, Inc (BGA), a 501(c)(4) tax-exempt organization. BGAF and BGA are not considered to be &quot;related organizations&quot; as defined by IRS instruction. BGAF AND BGA share certain staff and facilities. All shared staff were employed by BGA. Shared expenses are allocated to each entity on a Cost Sharing Agreement based on number of hours worked and other inputs</td>
</tr>
<tr>
<td>Explanation of Reimbursed Costs</td>
<td>Form 990, Part IX, Line 24</td>
<td>As noted in various parts of this return, BGAF shares certain staff with BGA, an unrelated organization as defined by IRS instruction. Shared employee costs are allocated based on a Cost Sharing Agreement Compensation, benefits and payroll taxes allocated and reimbursed by BGAF are reported as Reimbursed Costs on Form 990, Part IX, Line 24</td>
</tr>
</tbody>
</table>