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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
ACHIEVEMINNEAPOLIS

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
111 3RD AVENUE SOUTH NO 5

City or town, state or country, and ZIP + 4
MINNEAPOLIS, MN 554012510

D Employer identification number
41-1425264

E Telephone number
(612)455-1530

G Gross receipts $ 3,668,395

F Name and address of principal officer
PAMELA COSTAIN
111 3RD AVENUE SOUTH NO 5
MINNEAPOLIS,MN 554012510

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ WWW ACHIEVEMPLS ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2002

M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
ACHIEVE!MINNEAPOLIS IS THE STRATEGIC NON-PROFIT PARTNER OF MINNEAPOLIS PUBLIC SCHOOLS

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**	23
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	23
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	50
6	Total number of volunteers (estimate if necessary)	**6**	625
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	8,716,293	2,567,402
	9 Program service revenue (Part VIII, line 2g)	1,035,391	1,052,503
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	101,437	46,220
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-44,718	-20,960
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,808,403	3,645,165
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,049,185	2,190,828
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,749,086	1,755,980
	16a Professional fundraising fees (Part IX, column (A), line 11e)	10,865	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶152,420		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	796,486	561,213
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,605,622	4,508,021
	19 Revenue less expenses Subtract line 18 from line 12	5,202,781	-862,856

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	10,871,415	10,286,753
	21 Total liabilities (Part X, line 26)	613,739	945,059
	22 Net assets or fund balances Subtract line 21 from line 20	10,257,676	9,341,694

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

****** | 2013-05-10
Signature of officer | Date

PAMELA COSTAIN PRESIDENT AND CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ XIAOYAN LUO	Date	Check if self-employed ▶ ☐	Preparer's taxpayer identification number (see instructions) P01305207
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CLIFTONLARSONALLEN LLP 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS, MN 55402			EIN ▶ 41-0746749 Phone no ▶ (612) 376-4500

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

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

AS THE STRATEGIC NONPROFIT PARTNER OF THE MINNEAPOLIS PUBLIC SCHOOLS (MPS), ACHIEVEMPLS MOBILIZES A WIDE WEB OF COMMUNITY SUPPORT TO ENSURE ACADEMIC ACHIEVEMENT, EQUITABLE OPPORTUNITIES AND CAREER AND COLLEGE READINESS FOR ALL STUDENTS WE BELIEVE THAT PREPARING OUR YOUNG PEOPLE TO SUCCEED IN SCHOOL, WORK AND LIFE IS THE BEST INVESTMENT WE CAN MAKE IN OUR CITY'S HEALTH AND VITALITY

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 2,550,242 including grants of $ 2,190,828) (Revenue $ 190,988)

MINNEAPOLIS PUBLIC SCHOOLS (MPS) INITIATIVES SINCE ITS FOUNDING IN 2002, ACHIEVEMPLS HAS BEEN CHARGED WITH RAISING MONEY AND MOBILIZING PUBLIC SUPPORT FOR THE STRATEGIC PRIORITIES OF THE MPS SUPERINTENDENT CURRENT PRIORITIES INCLUDE EARLY LITERACY AND STEM EDUCATION, KINDERGARTEN AND COLLEGE READINESS, LEADERSHIP AND HUMAN CAPITAL DEVELOPMENT, INNOVATION AND ACCOUNTABILITY, AND ARTS FOR ACADEMIC ACHIEVEMENT IN FY12, ACHIEVEMPLS HELPED SECURE MORE THAN $2 MILLION IN PRIVATE SUPPORT FOR MPS, INCLUDING $578,000 FOR THE MPS AVID PROGRAM, $360,000 FOR STEM, $75,000 FOR THE GUYS IN SCIENCE & ENGINEERING PROGRAM, $128,000 FOR ARTS IN ACADEMIC ACHIEVEMENT, AND $942,000 TO SUPPORT THE MPS COLLABORATIVE FOR EDUCATION EXCELLENCE, DESIGNED TO STRENGTHEN THE DISTRICT'S HUMAN CAPITAL PROCESSES FOR SCHOOL LEADERSHIP ACHIEVEMPLS CONTINUES TO MANAGE MULTI-YEAR GRANTS PROVIDED BY CARGILL, GENERAL MILLS, AND MEDTRONIC THESE GRANTS ARE NOT ONLY AN EXTRAORDINARY GESTURE OF FINANCIAL SUPPORT FOR PUBLIC EDUCATION, BUT A TRUE PUBLIC-PRIVATE PARTNERSHIP IN WHICH THESE COMPANIES SHARE BEST PRACTICES AND SERVICES TO STRENGTHEN EDUCATION IN MINNEAPOLIS ACHIEVEMPLS ALSO SUPPORTS MPS BY MANAGING OVER 300 INDIVIDUAL FUNDS THESE INCLUDE ADMINISTERING MORE THAN 220 COLLEGE SCHOLARSHIPS, FIVE COMPETITIVE GRANT PROGRAMS FOR PROFESSIONAL DEVELOPMENT AND CLASS FIELD TRIPS, AND OVER 100 FUNDS FOR INDIVIDUAL MPS SCHOOLS AND DEPARTMENTS

4b (Code) (Expenses $ 904,021 including grants of $ 0) (Revenue $ 515,000)

CAREER & COLLEGE CENTERS ACHIEVEMPLS CAREER & COLLEGE CENTERS (CCCS, PART OF THE CAREER & COLLEGE INITIATIVE) ARE LOCATED IN EACH MINNEAPOLIS PUBLIC HIGH SCHOOL AND SERVE EVERY STUDENT EACH CCC IS STAFFED BY A SKILLED ACHIEVEMPLS COORDINATOR WHO IS A MEMBER OF THE HIGH SCHOOL COUNSELING TEAM CCCS PROVIDE PERSONAL GUIDANCE AND A WIDE RANGE OF LIFE-PLANNING RESOURCES FOR STUDENTS IN THE 2011-2012 SCHOOL YEAR MPS STUDENTS VISITED THE CCCS MORE THAN 63,000 TIMES COORDINATORS HELD OVER 10,000 SESSIONS WITH STUDENTS, RANGING FROM LARGE CAREER AND COLLEGE FAIRS TO ONE-ON-ONE MEETINGS THEY MET ON AVERAGE WITH SIX STUDENTS PER SESSION AND DEVOTED 2/3 OF THEIR TIME TO INDIVIDUALIZED, ONE-ON-ONE SUPPORT CCC ACTIVITIES INCLUDED -MY LIFE PLAN ACTIVITIES AND ASSESSMENTS CCCS HOSTED OVER 2,300 MLP ACTIVITIES IN THE 2011-2012 SCHOOL YEAR -CAREER AND COLLEGE FAIRS 5,000 STUDENT CONNECTIONS WERE MADE AT COLLEGE FAIRS AND 3,400 CONNECTIONS AT CAREER FAIRS -JOB SKILLS WORKSHOPS CCCS HOSTED 20 CAREER PRESENTATIONS AND THREE MULTI-WEEK WORKSHOPS VOLUNTEERS CONNECTED WITH STUDENTS APPROXIMATELY 3,000 TIMES TO OFFER CAREER SUPPORT -FINANCIAL AID AND SCHOLARSHIP INFORMATION CCCS MADE 3,200 CONNECTIONS, THROUGH 1,638 MEETINGS WITH STUDENTS, TO ASSIST THEM WITH FINANCIAL AID AND FAFSA COMPLETION -COLLEGE SUPPORT AND RECRUITER VISITS CCCS MADE 22,779 CONNECTIONS THAT FOCUSED ON COLLEGE PREPARATION -ACT TEST SUPPORT CCCS MADE OVER 2,000 STUDENT CONNECTIONS FOR ACT SUPPORT AND TEST PREP

4c (Code) (Expenses $ 548,059 including grants of $ 0) (Revenue $ 350,015)

STEP-UP ACHIEVE STEP-UP ACHIEVE (PART OF THE CAREER & COLLEGE INITIATIVE) HELPS MORE THAN 700 MINNEAPOLIS YOUNG PEOPLE EXPLORE THE WORLD OF WORK EACH YEAR AND MAKE STRONG PROFESSIONAL CONNECTIONS THROUGH PAID SUMMER INTERNSHIPS WITH MORE THAN 150 TOP TWIN CITIES EMPLOYERS EMPLOYERS RANGE FROM FORTUNE 500 COMPANIES SUCH AS US BANK, MEDTRONIC AND TARGET TO LAW FIRMS, PUBLIC AGENCIES, HEALTHCARE PROVIDERS AND THE MINNESOTA TWINS STEP-UP HAS MADE MINNEAPOLIS A NATIONAL MODEL FOR YOUTH EMPLOYMENT STEP-UP ACHIEVE OFFERS -MEANINGFUL ON-THE-JOB CAREER EXPERIENCE-WORK-READINESS TRAINING CERTIFIED BY THE MINNEAPOLIS CHAMBER OF COMMERCE -ADULT MENTORING AND SUPPORT THAT CAN LAST LONG AFTER THE INTERNSHIP ENDS-COACHING FOR YOUNG PEOPLE AND THEIR EMPLOYERS-CAREER PIPELINES IN HEALTH CARE, LEGAL AND FINANCIAL SERVICES, STEM, PUBLIC SERVICE AND OUTDOORS/RECREATION -PARTNERSHIPS WITH OVER 150 PRIVATE, PUBLIC AND NONPROFIT EMPLOYERSIN THE SUMMER OF 2012, THE PROGRAM ACHIEVED NEW PARTICIPATION RECORDS, INCLUDING 1,532 INTERNS WHO COMPLETED WORK READINESS TRAINING AND 750 INTERNS WHO WERE PLACED IN STEP-UP ACHIEVE SUMMER JOBS WITH 152 OF THE REGION'S LEADING EMPLOYERS HUNDREDS OF OTHER WORK READINESS GRADUATES PARTICIPATED IN STEP-UP DISCOVER THROUGH THE CITY OF MINNEAPOLIS MORE THAN 90% OF INTERNS WERE LOW-INCOME YOUNG PEOPLE AND 88% WERE YOUTH OF COLOR FOLLOWING THEIR INTERNSHIPS, 98% OF INTERNS SAID THEIR JOB WAS A VALUABLE LEARNING EXPERIENCE AND 90% OF SUPERVISORS SAID THE INTERN MADE A VALUABLE CONTRIBUTION TO THE WORKPLACE

(Code) (Expenses $ 148,193 including grants of $ 0) (Revenue $ -3,500)

COMMUNITY ENGAGEMENT THE ACHIEVEMPLS COMMUNITY ENGAGEMENT PROGRAM (PART OF THE CAREER & COLLEGE INITIATIVE) BUILDS BRIDGES BETWEEN THE CITY AND THE PUBLIC SCHOOLS BY CREATING SHORT- AND LONG-TERM VOLUNTEER OPPORTUNITIES FOR INDIVIDUALS AND ORGANIZATIONS, HOSTING MONTHLY FORUMS ON EDUCATION ISSUES, AND FOUNDING THE NEW MPS MINNEAPOLIS ALUMNI CONNECTION TO ORGANIZE PUBLIC SCHOOL ALUMNI IN SERVICE TO THE NEXT GENERATION OF STUDENTS DURING THE LAST FISCAL YEAR, THE COMMUNITY ENGAGEMENT TEAM RECRUITED 625 VOLUNTEERS WHO OFFERED DIRECT SERVICES TO MORE THAN 4,100 MINNEAPOLIS STUDENTS THE TEAM ALSO FACILITATED EIGHT "OUR CITY, OUR SCHOOLS" COMMUNITY FORUMS ON PUBLIC EDUCATION ISSUES, ORGANIZED EIGHT CAREER FAIRS AT MPS HIGH SCHOOLS, AND HOSTED THREE MULTI-WEEK CAREER SKILLS WORKSHOPS AND 19 CAREER SEMINARS FOCUSING ON HEALTH, LAW, GOVERNMENT, AND HIGHER EDUCATION THROUGH "REAL LIFE 101," A WEEKLY, VOLUNTEER-DRIVEN CAREER AND COLLEGE ADVISORY FOR STUDENTS IN ROOSEVELT HIGH SCHOOL, OVER 70 VOLUNTEERS WORKED WITH 800 STUDENTS TEN NEW PROFESSIONAL PARTNERS, INCLUDING H&R BLOCK, TWINS CITIES PUBLIC TELEVISION AND THE CITIZENS LEAGUE, WERE ENGAGED, AND 42 VOLUNTEER GRADUATION COACHES WORKED IN MENTORING RELATIONSHIPS WITH STUDENTS AT HENRY HIGH SCHOOL

4d Other program services (Describe in Schedule O)

(Expenses $ 148,193 including grants of $) (Revenue $ -3,500)

4e **Total program service expenses** ▶ $ 4,150,515

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
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*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
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*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
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 U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
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 U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
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*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	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**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 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**		No
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 questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		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**	Yes	
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 owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
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 N, Part I*	**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 II*	**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, Parts II, III, IV, and V, line 1*	**34**		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		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 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	26		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**		
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	50		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	23		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	23		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		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?		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MN

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☑ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

DARLA BAKER
111 3RD AVENUE SOUTH NO 5
MINNEAPOLIS, MN 554012510
(612) 455-1556

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, and **current** key employees 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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL DONOVAN CHAIR	1 00	X		X				0	0	0
(2) LISA HELMINIAK VICE CHAIR	1 00	X		X				0	0	0
(3) PETER LANCASTER TREASURER	1 00	X		X				0	0	0
(4) JILL DAVIS SECRETARY	1 00	X		X				0	0	0
(5) MAUREEN BAZINET DIRECTOR	1 00	X						0	0	0
(6) CAROL CARRIER DIRECTOR	1 00	X						0	0	0
(7) MARY ANN DORSHER DIRECTOR	1 00	X						0	0	0
(8) ALICIA W GARDNER DIRECTOR	1 00	X						0	0	0
(9) JEREMY HANSON DIRECTOR	1 00	X						0	0	0
(10) TOM HOLMAN DIRECTOR	1 00	X						0	0	0
(11) KAREN HYNICK DIRECTOR	1 00	X						0	0	0
(12) BERNADEIA JOHNSON DIRECTOR	1 00	X						0	0	0
(13) LINDA KEENE DIRECTOR	1 00	X						0	0	0
(14) KAREN KELLEY-ARIWOOLA DIRECTOR	1 00	X						0	0	0
(15) ELMER KOCH DIRECTOR	1 00	X						0	0	0
(16) JENNIFER MELIN MILLER DIRECTOR	1 00	X						0	0	0
(17) ALBERTO MONSERRATE DIRECTOR	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARK MURPHY DIRECTOR	1 00	X						0	0	0
(19) BETSY ORDAL DIRECTOR	1 00	X						0	0	0
(20) FRANK PARISI DIRECTOR	1 00	X						0	0	0
(21) LEO RAUDYS DIRECTOR	1 00	X						0	0	0
(22) MAYOR RT RYBAK DIRECTOR	1 00	X						0	0	0
(23) ELAINE SALINAS DIRECTOR	1 00	X						0	0	0
(24) ROBBIE SOSKIN DIRECTOR	1 00	X						0	0	0
(25) CHRISTOPHER STEVENS DIRECTOR	1 00	X						0	0	0
(26) PAMELA COSTAIN PRESIDENT & CEO	40 00			X				113,539	0	14,052
(27) DARLA BAKER DIRECTOR OF FINANCE	40 00			X				67,903	0	10,563

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	181,442	0	24,615

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 ▶1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**		No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c 117,716				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 2,449,686				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶	2,567,402			
Program Service Revenue		Business Code				
	2a	CONTRACT INCOME 900099	978,902	978,902		
	b	EARNED INCOME 900099	73,601	73,601		
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	1,052,503			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	39,191			39,191
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory 3,190				
	b	Less cost or other basis and sales expenses -3,839				
	c	Gain or (loss) 7,029				
	d	Net gain or (loss) . . . . . ▶	7,029			7,029
Other Revenue	8a	Gross income from fundraising events (not including $ 117,716 of contributions reported on line 1c) See Part IV, line 18 . . . a 5,899				
	b	Less direct expenses . . . b 27,069				
	c	Net income or (loss) from fundraising events . . ▶	-21,170			-21,170
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶				
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶				
		Miscellaneous Revenue / Business Code				
	11a	MISCELLANEOUS 900099	210			210
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶	210			
	12	**Total revenue.** See Instructions . . . ▶	3,645,165	1,052,503	0	25,260

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,978,588	1,978,588		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	212,240	212,240		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	212,251	119,319	58,513	34,419
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,297,490	1,095,519	125,389	76,582
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	22,512	19,072	2,293	1,147
9	Other employee benefits	87,476	72,956	9,492	5,028
10	Payroll taxes	136,251	104,692	22,543	9,016
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	23,364		23,364	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees				
g	Other	126,581	126,581		
12	Advertising and promotion	25,876	15,918	9,137	821
13	Office expenses	44,554	22,249	13,805	8,500
14	Information technology	1,363		1,363	
15	Royalties . .				
16	Occupancy	20,828	15,132	3,881	1,815
17	Travel	3,578	3,144	276	158
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	20,386	9,933	8,649	1,804
23	Insurance	8,299		8,299	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PROGRAM EXPENSES	192,317	175,047	10,779	6,491
b	EQUIPMENT AND MAINTENAN	32,110	12,352	13,688	6,070
c	LICENSES AND FEES	11,314	2,958	8,161	195
d	TRAINING	9,010	6,552	2,084	374
e					
f	All other expenses	41,633	158,263	-116,630	
25	**Total functional expenses.** Add lines 1 through 24f	4,508,021	4,150,515	205,086	152,420
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		4,891,481	2	6,143,027
	3	Pledges and grants receivable, net		4,555,347	3	2,717,824
	4	Accounts receivable, net		58,051	4	68,761
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		16,203	9	31,505
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 338,400			
	b	Less accumulated depreciation	10b 272,383	41,427	10c	66,017
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		1,308,906	12	1,259,619
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		10,871,415	16	10,286,753
Liabilities	17	Accounts payable and accrued expenses		498,595	17	790,739
	18	Grants payable		115,144	18	154,320
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		613,739	26	945,059
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		692,810	27	762,957
	28	Temporarily restricted net assets		9,397,922	28	8,417,975
	29	Permanently restricted net assets		166,944	29	160,762
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		10,257,676	33	9,341,694
	34	Total liabilities and net assets/fund balances		10,871,415	34	10,286,753

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	3,645,165
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,508,021
3	Revenue less expenses Subtract line 2 from line 1	3	-862,856
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	10,257,676
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-53,126
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	9,341,694

Part XII Financial Statements and Reporting

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

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

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

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 **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	5,063,484	4,789,693	2,572,241	8,716,293	2,567,402	23,709,113
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	5,063,484	4,789,693	2,572,241	8,716,293	2,567,402	23,709,113
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)						9,779,135
6 **Public Support.** Subtract line 5 from line 4						13,929,978

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	5,063,484	4,789,693	2,572,241	8,716,293	2,567,402	23,709,113
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	346,260	127,155	56,891	39,783	39,191	609,280
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets				104	210	314
11 **Total support** (Add lines 7 through 10)						24,318,707

12 Gross receipts from related activities, etc (See instructions)	12	4,276,116

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** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	57 280 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	49 550 %

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support test—2010.** If the organization did not check the 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—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

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 IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME MISCELLANEOUS

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

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

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

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

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

b If the organization elected, as permitted under SFAS 116, 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 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance			466,833	630,907	
b Contributions					
c Investment earnings or losses			49,735	-129,301	
d Grants or scholarships			19,141	34,773	
e Other expenditures for facilities and programs					
f Administrative expenses			6,853		
g End of year balance			490,574	466,833	

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

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		302,490	266,398	36,092
e Other		35,910	5,985	29,925
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				66,017

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) BENEFICIAL INTEREST IN TMF INVESTMENT POOL	229,510	F
(B) PARTNERSHIP INTERESTS IN TMF INVESTMENT POOL	1,030,109	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	1,259,619	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,645,165
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,508,021
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-862,856
4	Net unrealized gains (losses) on investments	4	-53,126
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-53,126
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-915,982

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

1	Total revenue, gains, and other support per audited financial statements			1	3,595,137
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-53,126		
b	Donated services and use of facilities	2b	3,098		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	-50,028
3	Subtract line **2e** from line **1**			3	3,645,165
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	3,645,165

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

1	Total expenses and losses per audited financial statements			1	4,511,119
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	3,098		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	3,098
3	Subtract line **2e** from line **1**			3	4,508,021
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	4,508,021

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND SIMILAR STATE INCOME TAX LAWS IT IS THE POLICY OF THE ORGANIZATION TO ASSESS ANY UNCERTAIN TAX PROVISIONS AND, IF NECESSARY, RECORD A TAX ASSET OR LIABILITY, AND THE RELATED INCOME TAX EXPENSE FOR ANY UNCERTAIN TAX PROVISIONS THE ORGANIZATION DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS OR UNRELATED BUSINESS INCOME THE ORGANIZATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES THE TAX RETURNS FOR THE YEARS 2009 THROUGH 2011 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES

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SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

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

a ☐ Mail solicitations
b ☐ Internet and e-mail solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
		Yes	**No**			
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

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 EDUCATION PARTNERS LUNCHEON (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	123,615			123,615
	2 Less Charitable contributions	117,716			117,716
	3 Gross income (line 1 minus line 2)	5,899			5,899
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	5,195			5,195
	7 Food and beverages	18,210			18,210
	8 Entertainment	2,097			2,097
	9 Other direct expenses	1,567			1,567
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(27,069)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-21,170

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

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

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

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

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

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. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MINNEAPOLIS PUBLIC SCHOOLS807 NORTHEAST BROADWAY AVENUE MINNEAPOLIS, MN 55413	41-0851980	GOVERNMENT	1,978,588		N/A	N/A	AID TO DISTRICT SCHOOLS, PROGRAMS, AND DEPARTMENTS

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

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. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) OTHER (STUDENT TRAVEL TO CONFERENCE)	2	1,000		N/A	N/A
(2) PROFESSIONAL DEVELOPMENT	12	38,134		N/A	N/A
(3) SCHOLARSHIPS	147	159,250		N/A	N/A
(4) CLASSROOM GRANTS	38	13,856		N/A	N/A

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 MOST FUNDS ARE MANAGED BY MINNEAPOLIS PUBLIC SCHOOLS (MPS) EACH YEAR THEY ARE PUBLICLY AUDITED TWO DIFFERENT METHODS ARE USED FOR SELECTING SCHOLARSHIPS AND GRANT AWARDS 1) SCHOOL BASED SELECTION (APPLIES TO MOST SCHOLARSHIPS) STUDENTS COMPLETE GENERIC APPLICATIONS AT THEIR SCHOOL THEY ARE THEN PUT "IN THE RUNNING" FOR SCHOLARSHIPS AVAILABLE THROUGH BOTH ACHIEVEMPLS AND THEIR SCHOOL'S FOUNDATION THE COUNSELING OFFICE SETS UP A SELECTION COMMITTEE, REVIEWS THE CRITERIA FOR EACH SCHOLARSHIP AND THE QUALIFICATIONS OF EACH APPLICANT, AND MAKES AWARDS BASED UPON THE BEST MATCHES FOR EXAMPLE, THE MARK WELTER WORLD CITIZEN AWARD LISTS SIX PRINCIPLES THAT STUDENTS SHOULD EMULATE COUNSELORS REVIEW STUDENTS' ESSAYS WITHIN THEIR APPLICATIONS AND TARGET THOSE STUDENTS THAT DISPLAY THOSE PRINCIPLES 2) ACHIEVEMPLS BASED SELECTION (APPLIES TO SOME SCHOLARSHIPS AND ALL GRANTS) SCHOLARSHIPS STUDENTS COMPLETE SPECIFIC APPLICATIONS FOR SPECIFIC SCHOLARSHIPS ACHIEVEMPLS ACCEPTS APPLICATIONS AND DISTRIBUTES TO SELECTION COMMITTEE MEMBERS (COMPRISED OF DONORS, CONTENT AREA EXPERTS, AND/OR ACHIEVEMPLS STAFF) APPLICATIONS ARE REVIEWED AND SCORED BASED UPON SPECIFIC SCORING INSTRUCTIONS SCORES ARE RANKED AND, AFTER A THOUGHTFUL CONVERSATION OR EMAIL EXCHANGE, AWARDS ARE MADE FOR EXAMPLE, THE MPS NURSES SCHOLARSHIP REQUIRES THE SUBMISSION OF SEVERAL APPLICATION PARTS (COVER SHEET, TEST SCORES, TRANSCRIPT, ESSAY) TWO NURSES AND ACHIEVEMPLS STAFF REVIEW APPLICATIONS AND SCORE BASED UPON SCORING INSTRUCTIONS GRANTS APPLICANTS COMPLETE A SPECIFIC APPLICATION AND SUBMIT TO ACHIEVEMPLS OR ONLINE TO A PARTNERING ORGANIZATION APPLICATIONS ARE REVIEWED AND SCORED TO A RUBRIC OR SET OF SCORING INSTRUCTIONS SELECTION COMMITTEES ARE COMPRISED OF ACHIEVEMPLS STAFF, MPS STAFF, COMMUNITY MEMBERS, AND STAFF FROM PARTNER ORGANIZATIONS SELECTION COMMITTEE MEETINGS ARE HELD TO REVIEW THE TOP CONTENDERS AND MAKE AWARDS BASED UPON APPLICATION STRENGTH AND MERIT SMALL AWARDS SMALL, RANDOM AWARDS (USUALLY UNDER $500) ARE OCCASIONALLY GRANTED BASED UPON A SCHOOL OR PROJECT NEED REQUESTS ARE MADE AND REVIEWED BY MEMBERS OF ACHIEVEMPLS' DEVELOPMENT AND ADMINISTRATIVE STAFF AWARDS ARE MADE BASED UPON MERIT, EXTERNAL LACK OF FUNDING, AND INTERNAL FUND AVAILABILITY

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ACT READY	MARY ANN DORSHER, CURRENT BOARD MEMBER, CO-OWNER OF ACT READY	9,575	THE ORGANIZATION PAID ACT READY TO PROVIDE TUTORING SERVICES TO MINNEAPOLIS STUDENTS PREPARING TO TAKE THE ACT TEST		No
(2) AZUL 7	LISA HELMINIAK, CURRENT BOARD MEMBER/PRINCIPAL, STRATEGIST AT AZUL 7	852	THE ORGANIZATION PAID FOR WEB HOSTING SERVICES FROM AZUL 7		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493133040093

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ACHIEVEMINNEAPOLIS

Employer identification number
41-1425264

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE IS COMPOSED OF THE BOARD CHAIR, VICE CHAIR, TREASURER AND SECRETARY, ALONG WITH THE HEADS OF ALL STANDING COMMITTEES THE EXECUTIVE COMMITTEE MEETS IN THE MONTHS THAT THE BOARD OF DIRECTORS DOES NOT MEET THE EXECUTIVE COMMITTEE SETS THE AGENDA FOR BOARD MEETINGS, SUPERVISES THE CEO AND PERFORMS ANY OTHER DUTIES ASSIGNED BY THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE ORGANIZATION AMENDED ITS BYLAWS FOR THE FOLLOWING 1) THE BOARD PREVIOUSLY HAD FOUR EX-OFFICIO POSITIONS AVAILABLE FOR THE INDIVIDUALS SERVING IN CERTAIN COMMUNITY ROLES, THE CHAIRPERSON OF THE MINNEAPOLIS HIGH SCHOOL STUDENT COUNCIL WAS REMOVED 2) THE BOARD OF DIRECTORS PREVIOUSLY HAD THREE CLASSES OF DIRECTORS WHICH HAD DIFFERING TERM PERIODS WITH NO TERM LIMITS, BOARD DIRECTORS NOW SERVE THREE YEAR TERMS, LIMITED TO THREE TERMS 3) THE OFFICERS PREVIOUSLY INCLUDED A SECRETARY POSITION AND THE REQUIREMENT THAT AT LEAST ONE OF THE ORGANIZATION'S OFFICERS BE THE CHAIRPERSON OF THE MINNEAPOLIS SCHOOL BOARD, THE SUPERINTENDENT OF MINNEAPOLIS PUBLIC SCHOOLS OR THE REPRESENTATIVE OF THE MINNEAPOLIS PUBLIC SCHOOL SYSTEM, BOTH OF THESE SECTIONS HAVE BEEN REMOVED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND IS FIRST REVIEWED BY THE DIRECTOR OF FINANCE. THE DIRECTOR OF FINANCE THEN EMAILS A COPY OF THE FORM 990 TO THE FINANCE COMMITTEE FOR THEIR REVIEW AND APPROVAL. THE FINANCE COMMITTEE IS EMPOWERED BY THE BOARD OF DIRECTORS TO APPROVE THE FORM 990

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	A "CONFLICT" EXISTS WHEN A DIRECTOR, OFFICER, COMMITTEE MEMBER OR KEY EMPLOYEE OR A MEMBER OF THEIR IMMEDIATE FAMILY HAS A MATERIAL FINANCIAL INTEREST OR OTHER PROFESSIONAL OR PERSONAL RELATIONSHIP WHICH MAY MAKE IT DIFFICULT TO EXERCISE INDEPENDENT JUDGMENT IN THE BOARD'S BEST INTERESTS IMMEDIATE FAMILY INCLUDES A SPOUSE, PARENT, CHILD, SPOUSE OF A CHILD, BROTHER, SISTER OR SPOUSE OF A BROTHER OR SISTER ANY DIRECTOR, OFFICER, COMMITTEE MEMBER OR KEY EMPLOYEE SHALL IMMEDIATELY DISCLOSE A CONFLICT TO THE BOARD OR RELEVANT COMMITTEE AS SOON AS IT BECOMES APPARENT TO THE INVOLVED INDIVIDUAL THAT SUCH A CONFLICT EXISTS ON A MATTER UNDER BOARD OR COMMITTEE CONSIDERATION EACH FINANCIAL INTEREST SHALL BE FULLY DISCLOSED OR KNOWN TO THE BOARD OR COMMITTEE PRIOR TO ANY ACTION ON THE RELEVANT CONTRACT OR TRANSACTION THIS DISCLOSURE SHALL BE MADE ORALLY AND SHALL BE FOLLOWED UP BY A DISCLOSURE IN WRITING WITHIN TEN (10) BUSINESS DAYS THE BOARD OR COMMITTEE SHALL EXCLUDE ANY PERSON DISCLOSING A FINANCIAL INTEREST FROM DISCUSSION ON THE ISSUE INVOLVING THAT CONFLICT AND SUCH INTERESTED PARTIES SHALL NOT BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM TO APPROVE ANY TRANSACTION INVOLVING A CONFLICT, THE BOARD OR COMMITTEE SHALL DETERMINE BY MAJORITY VOTE (NOT COUNTING ANY VOTE AN INTERESTED PARTY MIGHT OTHERWISE HAVE), THAT THE CONTRACT, TRANSACTION OR RELATIONSHIP INVOLVING THE CONFLICT IS IN THE BOARD'S BEST INTERESTS AND IS FAIR AND REASONABLE THE MINUTES OF MEETINGS SHALL INDICATE THE INDIVIDUAL DISCLOSING ANY CONFLICTS AND THE NATURE OF SUCH CONFLICTS, THE PERSONS PRESENT, THE DISCUSSION AND BASIS FOR THE DECISION MADE, AND A RECORD OF THE VOTE TAKEN

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	THE PROCESS OF DETERMINING THE COMPENSATION OF THE PRESIDENT AND CEO INCLUDES A REVIEW AND APPROVAL BY THE EXECUTIVE COMMITTEE IN AN EXECUTIVE SESSION IT ALSO INCLUDES A REVIEW OF THE MINNESOTA COUNCIL OF NONPROFITS' SURVEY FOR COMPENSATION TO ASSESS WHETHER THE SALARIES ARE COMPARABLE THIS PROCESS WAS MOST RECENTLY UNDERTAKEN IN 2012 FOR THE PRESIDENT AND CEO, P COSTAIN THE PRESIDENT AND CEO MAKES ALL COMPENSATION DECISIONS FOR OTHER OFFICERS AND STAFF FOR OTHER OFFICERS AND STAFF, AN ANNUAL PERFORMANCE REVIEW SYSTEM IS USED TO DETERMINE COMPENSATION THIS PROCESS WAS MOST RECENTLY UNDERTAKEN IN 2012 FOR THE DIRECTOR OF FINANCE, D BAKER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -53,126

Additional Data

Software ID:
Software Version:
EIN: 41-1425264
Name: ACHIEVEMINNEAPOLIS

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 148,193 including grants of $ 0) (Revenue $ -3,500)

COMMUNITY ENGAGEMENT THE ACHIEVEMPLS COMMUNITY ENGAGEMENT PROGRAM (PART OF THE CAREER & COLLEGE INITIATIVE) BUILDS BRIDGES BETWEEN THE CITY AND THE PUBLIC SCHOOLS BY CREATING SHORT- AND LONG-TERM VOLUNTEER OPPORTUNITIES FOR INDIVIDUALS AND ORGANIZATIONS, HOSTING MONTHLY FORUMS ON EDUCATION ISSUES, AND FOUNDING THE NEW MPS MINNEAPOLIS ALUMNI CONNECTION TO ORGANIZE PUBLIC SCHOOL ALUMNI IN SERVICE TO THE NEXT GENERATION OF STUDENTS DURING THE LAST FISCAL YEAR, THE COMMUNITY ENGAGEMENT TEAM RECRUITED 625 VOLUNTEERS WHO OFFERED DIRECT SERVICES TO MORE THAN 4,100 MINNEAPOLIS STUDENTS THE TEAM ALSO FACILITATED EIGHT "OUR CITY, OUR SCHOOLS" COMMUNITY FORUMS ON PUBLIC EDUCATION ISSUES, ORGANIZED EIGHT CAREER FAIRS AT MPS HIGH SCHOOLS, AND HOSTED THREE MULTI-WEEK CAREER SKILLS WORKSHOPS AND 19 CAREER SEMINARS FOCUSING ON HEALTH, LAW, GOVERNMENT, AND HIGHER EDUCATION THROUGH "REAL LIFE 101," A WEEKLY, VOLUNTEER-DRIVEN CAREER AND COLLEGE ADVISORY FOR STUDENTS IN ROOSEVELT HIGH SCHOOL, OVER 70 VOLUNTEERS WORKED WITH 800 STUDENTS TEN NEW PROFESSIONAL PARTNERS, INCLUDING H&R BLOCK, TWINS CITIES PUBLIC TELEVISION AND THE CITIZENS LEAGUE, WERE ENGAGED, AND 42 VOLUNTEER GRADUATION COACHES WORKED IN MENTORING RELATIONSHIPS WITH STUDENTS AT HENRY HIGH SCHOOL