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## CHANGE OF ACCOUNTING PERIOD

## Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2013

Open to Public  
Inspection

► Do not enter Social Security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

A For the 2013 calendar year, or tax year beginning SEP 1, 2013 and ending DEC 31, 2013

B Check if applicable	C Name of organization <b>SOUTH SHORE Y.M.C.A.</b>		D Employer identification number <b>04-2105881</b>
<input type="checkbox"/> Address change	Doing Business As		E Telephone number <b>781-264-9400</b>
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ <b>9,301,760.</b>
<input type="checkbox"/> Initial return	<b>91 LONGWATER CIRCLE</b>		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Terminated	City or town, state or province, country, and ZIP or foreign postal code <b>NORWELL, MA 02061</b>		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Amended return	F Name and address of principal officer: <b>PAUL J GORMAN</b> <b>91 LONGWATER CIRCLE, NORWELL, MA 02061</b>		If "No," attach a list (see instructions)
<input type="checkbox"/> Application pending	I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► <a href="http://WWW.SSYMCA.ORG">WWW.SSYMCA.ORG</a>
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: <b>1892</b> M State of legal domicile: <b>MA</b>	

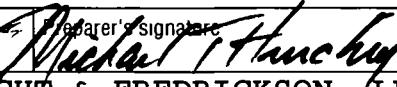
## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>TO PROMOTE A HEALTHY SPIRIT, MIND AND BODY FOR ALL WITH PROGRAMS FOR YOUTH DEVELOPMENT, HEALTHY</b>				
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	20		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15		
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1551		
	6 Total number of volunteers (estimate if necessary)	6	1750		
	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.		
	8 Contributions and grants (Part VIII, line 1h)	30	AUG 15 2014	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)			3,130,460.	566,504.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)			23,365,821.	5,358,701.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			252,309.	567,187.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)			778,866.	1,908,229.
				27,527,456.	8,400,621.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		1,986,868.	460,358.	
	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)		14,121,471.	4,555,542.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.	
	b Total fundraising expenses (Part IX, column (D), line 25) ► <b>189,729.</b>				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		12,155,540.	4,927,045.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		28,263,879.	9,942,945.	
	19 Revenue less expenses. Subtract line 18 from line 12		-736,423.	-1,542,324.	
	20 Total assets (Part X, line 16)		Beginning of Current Year	End of Year	
	21 Total liabilities (Part X, line 26)		76,467,304.	81,952,409.	
22 Net assets or fund balances Subtract line 21 from line 20		37,924,184.	44,935,528.		
		38,543,120.	37,016,881.		

## 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.

SCANNED Sign Here	► Signature of officer  ► <b>PAUL J. GORMAN, PRESIDENT</b>	Date <b>9/12/14</b>
	► Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name <b>MICHAEL HINCHY</b>	Preparer's signature 	Date <b>08/07/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00451160</b>
	Firm's name ► <b>KIRKLAND ALBRECHT &amp; FREDRICKSON, LLC</b>		Firm's EIN ►	<b>04-3121055</b>	
	Firm's address ► <b>10 FORBES ROAD WEST BRAINTREE, MA 02184</b>		Phone no.	<b>781-356-2000</b>	

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

332001 10-29-13 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2013)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

617 23

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III 

1 Briefly describe the organization's mission:

**TO PROMOTE A HEALTHY SPIRIT, MIND AND BODY FOR ALL WITH PROGRAMS FOR YOUTH DEVELOPMENT, HEALTHY LIVING, AND SOCIAL RESPONSIBILITY.****THE SOUTH SHORE YMCA RESPONDS TO THE INDIVIDUAL NEEDS OF THE 11**2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses  
Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code                   ) (Expenses \$ 3,063,959. including grants of \$ 215,126.) (Revenue \$ 2,453,574.)  
**YOUTH DEVELOPMENT - OF THESE SERVED, OVER 40% ARE CHILDREN AND TEENS. THROUGH OUR CHILD CARE, AFTER SCHOOL AND CAMPING PROGRAMS WE PROVIDE SAFE, ENGAGING ENVIRONMENTS WHERE CHILDREN LEARN, GROW AND THRIVE WHILE PARENTS ARE AWAY FROM HOME WORKING. IN OUR LEADERSHIP DEVELOPMENT PROGRAMS, SUCH AS YOUTH AND GOVERNMENT AND LEADERS CLUBS, WE ARE ABLE TO INCORPORATE OUR YMCA CORE VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY TO HELP GUIDE THE YOUTH OF TODAY BECOME THE STEWARDS OF TOMORROW. THROUGH OUR AQUATICS, SPORTS & RECREATION AND HEALTH AND WELL-BEING CLASSES WE ARE PROVIDING IMPORTANT HEALTHY ACTIVITIES TO HELP ADDRESS THE NATION'S CHILDHOOD OBESITY CRISIS.**

4b (Code                   ) (Expenses \$ 2,606,424. including grants of \$ 148,599.) (Revenue \$ 2,066,509.)  
**HEALTHY LIVING - WITH A COMMITMENT TO BEING ACCESSIBLE FOR PEOPLE OF ALL AGES, ABILITIES, BACKGROUNDS AND INCOMES WE SERVE OVER 60,000 MEMBERS AND PROGRAM PARTICIPANTS WITH SERVICES AND PROGRAMS THAT BUILD HEALTH OF SPIRIT, MIND AND BODY FOR ALL. AS THE NATION'S HEALTH CRISIS GROWS, ACCESS TO PROGRAMS THAT IMPROVE HEALTH AND WELL-BEING IS ESSENTIAL TO CREATING HEALTHY COMMUNITIES. THROUGH PROGRAMS SUCH AS OUR PARTNERSHIP PROGRAM WHERE VOLUNTEERS PARTNER WITH INDIVIDUALS WITH DISABILITIES, FAMILY WORKOUT WHERE CHILDREN AGES 7 AND UP EXERCISE ALONG SIDE THEIR PARENTS, OR THROUGH OUR TRANSITION PROGRAMS SUCH AS ARTHRITIS AQUATICS, CARDIAC CARE OR DIABETES PREVENTION WE CREATE SAFE, SUPPORTIVE, CARING ENVIRONMENTS WHERE HEALTHY LIVING IS ATTAINABLE.**

4c (Code                   ) (Expenses \$ 1,387,765. including grants of \$ 96,633.) (Revenue \$ 838,618.)  
**SOCIAL RESPONSIBILITY - AS A CAUSE-DRIVEN ORGANIZATION OUR PURPOSE IS STRENGTHENING OUR COMMUNITIES. THROUGH THE DEVELOPMENT OF PARTNERSHIPS AND COLLABORATIONS WITH OTHER COMMUNITY ORGANIZATIONS WE WORK TO IDENTIFY AND RESPOND TO COMMUNITY NEEDS. AT THE GERMANTOWN NEIGHBORHOOD CENTER PROGRAMS SUCH AS THE WOMEN'S DOMESTIC ADVOCACY NETWORK, FAMILY EMERGENCY FUND AND FOOD PANTRY, WHICH IS CURRENTLY SERVING OVER 1,400 INDIVIDUALS MONTHLY, PROVIDE ESSENTIAL SERVICES, PROGRAMS AND NECESSITIES TO BREAK THE CYCLE OF GENERATIONAL POVERTY AND ABUSE. THROUGH OUR VOLUNTEER PROGRAM, WE ENGAGE OVER 700 VOLUNTEERS TO PROVIDE ASSISTANCE WITH GOVERNANCE ON OUR BOARDS, COMMITTEES, PROGRAMS AND SERVICES. ADDITIONALLY, OUR ANNUAL SUPPORT CAMPAIGN HAS OVER 750 FUNDRAISING VOLUNTEERS WHO HELP TO RAISE OVER \$1.2 MILLION DOLLARS FOR**

4d Other program services (Describe in Schedule O)

(Expenses \$                    including grants of \$                   ) (Revenue \$                   )4e Total program service expenses ► 7,058,148.

## Part IV Checklist of Required Schedules

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

## Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
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	X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	X

**Note.** All Form 990 filers are required to complete Schedule O

Form 990 (2013)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V 

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	80	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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	1551	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		
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		X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		X
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
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?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
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?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> 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	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> 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	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	14a	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	X

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

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

### Section A. Governing Body and Management

		Yes	No
1a	20		
1b	15		
2	X		
3		X	
4		X	
5		X	
6		X	
7a		X	
7b		X	
8a	X		
8b	X		
9		X	

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

	Yes	No
10a	X	
10b	X	
11a	X	
11b		
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b	X	
16a		X
16b		

### Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► <b>MA</b>
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
	<input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► <b>JAMES JAROSZ, VP FINANCE &amp; SYSTEMS - 781-264-9400</b> <b>91 LONGWATER CIRCLE, SUITE 100, NORWELL, MA 02061</b>

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**
 Check if Schedule O contains a response or note to any line in this Part VII

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) DANIEL R DEMARCO <u>FORMER CHAIRMAN, TREASURER</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(2) DAVID KEEFE <u>CHAIRMAN</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(3) PHILLIP LUSSIER <u>VICE CHAIR, TREASURER</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(4) GEORGE ATKINSON <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(5) K. DOUGLAS BRIGGS <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(6) STEVEN BRIGGS <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(7) ALEXANDER G. CLARK <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(8) RONALD CLEAVES <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(9) MARK DICKINSON <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(10) LAWRENCE DINARDO <u>CLERK</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(11) MARK GILLARD <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(12) RICHARD JOHNSON <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(13) DONALD J. MACKINNON <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(14) JONATHAN NORTON <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(15) PETER RACICOT <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(16) ANDREW K. SULLIVAN <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.
(17) JAMES G. WELCH <u>DIRECTOR</u>	1.50  <input checked="" type="checkbox"/>						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated Employee			
(18) SUZANNE L. STEFANY <u>DIRECTOR</u>	1.50  X						0.	0.	0.
(19) ROBERT BIZAK <u>DIRECTOR</u>	1.50  X						0.	0.	0.
(20) CORLIS MCGEE <u>DIRECTOR</u>	1.50  X						0.	0.	0.
(21) PAUL GORMAN <u>PRESIDENT</u>	40.00  X						214,747.	0.	39,629.
(22) JOHN IRELAND <u>VP - OPERATIONS</u>	40.00  X						149,999.	0.	34,019.
(23) CHERYL BOTIERI <u>VP - MISSION ADVANCEMENT</u>	40.00  X						112,134.	0.	13,456.
(24) JAMES JAROSZ <u>VP - FINANCE &amp; SYSTEMS</u>	40.00  X						157,190.	0.	19,120.
<b>1b Sub-total</b>							<b>634,070.</b>	<b>0.</b>	<b>106,224.</b>
<b>c Total from continuation sheets to Part VII, Section A</b>							<b>0.</b>	<b>0.</b>	<b>0.</b>
<b>d Total (add lines 1b and 1c)</b>							<b>634,070.</b>	<b>0.</b>	<b>106,224.</b>

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 ► 4

	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	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

## Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CALLAHAN, INC 80 FIRST STREET, BRIDGEWATER, MA 02324	CONSTRUCTION CONTRACTOR	7,489,755.
J. BRIAN DAY, INC PO BOX 970050, BOSTON, MA 02297	RESTORATION SERVICES	343,496.
GZA GEOENVIRONMENTAL, INC 249 VANDERBILT AVENUE, NORWOOD, MA 02062	ENVIRONMENTAL CONSULTING	289,127.
SE LUTTAZI & SONS, INC. 41 LEDIN DRIVE, AVON, MA 02322	CONSTRUCTION CONTRACTOR	207,931.
UNITEL, INC. 430 TURNPIKE STREET, SOUTH EASTON, MA 02375	TELECOMMUNICATIONS	121,249.
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 ►	5	

## Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns b Membership dues c Fundraising events d Related organizations e Government grants (contributions) f All other contributions, gifts, grants, and similar amounts not included above g Noncash contributions included in lines 1a-1f \$ h Total. Add lines 1a-1f ►	18,833. 1b 1c 1d 1e 547,671. 125,492. 566,504.			
Program Service Revenue	2 a DUES AND ASSESSMENTS b CHILD CARE c PROGRAM FEES d RESIDENT, DAY CAMP e f All other program service revenue g Total. Add lines 2a-2f ►	713940 624410 713940 713940 5,358,701.	1,924,601. 1,761,798. 1,476,045. 196,257. 124,229.	1,924,601. 1,761,798. 1,476,045. 196,257. 124,229.	
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ► 4 Income from investment of tax-exempt bond proceeds ► 5 Royalties ► 6 a Gross rents b Less: rental expenses c Rental income or (loss) d Net rental income or (loss) ► 7 a Gross amount from sales of assets other than inventory b Less cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss) ► 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 b Less: direct expenses c Net income or (loss) from fundraising events ► 9 a Gross income from gaming activities. See Part IV, line 19 b Less direct expenses c Net income or (loss) from gaming activities ► 10 a Gross sales of inventory, less returns and allowances b Less cost of goods sold c Net income or (loss) from sales of inventory ► Miscellaneous Revenue 11 a INSURANCE CLAIM b MERCHANDISE & VENDING c FACILITY RENT d All other revenue e Total. Add lines 11a-11d ► 12 Total revenue. See instructions. ►	(i) Real 1,223,154. 780,196. 442,958.  (i) Securities 1,223,154. 780,196. 442,958.  a 340,305. b 120,943.  a  b  a  b  a  b  Miscellaneous Revenue 623990 900099 900002 900099 1,688,867. 8,400,621. 7,490,526. 0. 343,591.	1,924,601. 1,761,798. 1,476,045. 196,257. 124,229. 442,958. 442,958. 219,362. 219,362. 219,362. 219,362. 1,634,530. 31,067. 15,532. 7,738. 1,688,867. 8,400,621. 7,490,526. 0. 343,591.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	460,358.	460,358.		
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				
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	3,680,774.	2,895,868.	630,865.	154,041.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	227,875.	169,256.	45,267.	13,352.
9 Other employee benefits	276,510.	199,043.	67,271.	10,196.
10 Payroll taxes	370,383.	280,734.	77,509.	12,140.
11 Fees for services (non-employees):				
a Management				
b Legal	12,676.		12,676.	
c Accounting	44,830.		44,830.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	205,823.	102,888.	102,935.	
12 Advertising and promotion	96,453.	84,797.	11,656.	
13 Office expenses	96,752.	79,911.	16,841.	
14 Information technology				
15 Royalties				
16 Occupancy	368,004.	329,056.	38,948.	
17 Travel	6,252.	3,888.	2,364.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	18,020.	3,287.	14,733.	
20 Interest	115,035.	115,035.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	544,777.	508,527.	36,250.	
23 Insurance	108,061.	99,895.	8,166.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ABATEMENT COSTS	1,460,000.		1,460,000.	
b FLOOD DAMAGE AND RESTOR	595,545.	595,545.		
c UTILITIES	305,524.	305,524.		
d SUPPLIES	298,772.	269,796.	28,976.	
e All other expenses	650,521.	554,740.	95,781.	
25 Total functional expenses. Add lines 1 through 24e	9,942,945.	7,058,148.	2,695,068.	189,729.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ►  if following SOP 98-2 (ASC 958-720)

## Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	81,759.	1	683,965.
	2 Savings and temporary cash investments	2,482,115.	2	0.
	3 Pledges and grants receivable, net	3,120,397.	3	2,630,787.
	4 Accounts receivable, net	385,665.	4	1,067,485.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	32,401.	8	32,401.
	9 Prepaid expenses and deferred charges	183,920.	9	457,545.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 79,496,240.		
	b Less accumulated depreciation	10b 13,393,942.	10c	66,102,298.
	11 Investments - publicly traded securities	6,689,031.	11	7,265,973.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets	624,505.	14	617,223.
	15 Other assets. See Part IV, line 11	5,917,659.	15	3,094,732.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	76,467,304.	16	81,952,409.
Liabilities	17 Accounts payable and accrued expenses	5,326,841.	17	6,438,987.
	18 Grants payable		18	
	19 Deferred revenue	528,365.	19	605,063.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	31,628,978.	23	35,966,718.
	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	440,000.	25	1,924,760.
	26 Total liabilities. Add lines 17 through 25	37,924,184.	26	44,935,528.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	36,416,781.	27	34,669,994.
	28 Temporarily restricted net assets	579,253.	28	799,801.
	29 Permanently restricted net assets	1,547,086.	29	1,547,086.
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	38,543,120.	33	37,016,881.
	34 Total liabilities and net assets/fund balances	76,467,304.	34	81,952,409.

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12)	1	8,400,621.
2 Total expenses (must equal Part IX, column (A), line 25)	2	9,942,945.
3 Revenue less expenses Subtract line 2 from line 1	3	-1,542,324.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	38,543,120.
5 Net unrealized gains (losses) on investments	5	16,085.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	37,016,881.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	<input checked="" type="checkbox"/>
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	<input checked="" type="checkbox"/>
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	<input checked="" type="checkbox"/>
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? 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	3a	<input checked="" type="checkbox"/>
	3b	

Form 990 (2013)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
<b>4 Total.</b> Add lines 1 through 3						
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)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>11 Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b>						<input type="checkbox"/>

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

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	<b>15</b>	%
16a <b>33 1/3% support test - 2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b <b>33 1/3% support test - 2012.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
17a <b>10% -facts-and-circumstances test - 2013.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b <b>10% -facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		
► <input type="checkbox"/>		

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	11480528.	11872099.	8696394.	3829836.	906,809.	36785666.
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	9009804.	9000943.	20865486.	23365821.	5598701.	67840755.
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	20490332.	20873042.	29561880.	27195657.	6505510.	104626421
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						104626421

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	20490332.	20873042.	29561880.	27195657.	6505510.	104626421
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	98,414.	118,518.	530,256.	915,975.	591,775.	2254938.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	98,414.	118,518.	530,256.	915,975.	591,775.	2254938.
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)	299,123.	375,558.	329,793.	238,769.	2245337.	3488580.
13 Total support (Add lines 9, 10c, 11, and 12)	20887869.	21367118.	30421929.	28350401.	9342622.	110369939

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

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

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	94.80	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	97.20	%

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

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	2.04	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1.55	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

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

**Part IV**

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

990 LINE A

EXPLANATION: THE ORGANIZATION HAS CHANGED THE ACCOUNTING PERIOD TO END ON 12/31. THIS INFORMATION RETURN INCLUDES A SHORT PERIOD OF FOUR MONTHS TO SWITCH FROM THE FISCAL YEAR END OF 8/31 TO 12/31.

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**SOUTH SHORE Y.M.C.A.**

Employer identification number  
**04-2105881**

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	<b>Held at the End of the Tax Year</b>
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
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? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

(check all that apply)

a  Public exhibition  
 b  Scholarly research  
 c  Preservation for future generations

d  Loan or exchange programse  Other \_\_\_\_\_

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

 Yes No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

 Yes No

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

	Amount
1c	
1d	
1e	
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 XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	7,178,135.	6,503,786.	6,123,764.	5,798,913.	5,701,126.
b Contributions	0.	49,241.	197,226.	50.	28,130.
c Net investment earnings, gains, and losses	566,737.	842,279.	516,932.	640,514.	294,693.
d Grants or scholarships					
e Other expenditures for facilities and programs	848,055.	200,454.	317,572.	298,350.	225,036.
f Administrative expenses	5,742.	16,717.	16,564.	17,363.	
g End of year balance	6,891,075.	7,178,135.	6,503,786.	6,123,764.	5,798,913.

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

a Board designated or quasi-endowment ► 99.70 %b Permanent endowment ► .30 %c Temporarily restricted endowment ►                    %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		16,419,853.		16,419,853.
b Buildings		53,852,398.	10,179,514.	43,672,884.
c Leasehold improvements				
d Equipment		1,564,543.	79,783.	1,484,760.
e Other		7,659,446.	3,134,645.	4,524,801.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 66,102,298.

Schedule D (Form 990) 2013

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OTHER-GERMANTOWN	440,000.
(3) CAPITAL LEASES	1,484,760.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total. (Column (b) must equal Form 990, Part X, col. (B) line 25 ) ►</b>	<b>1,924,760.</b>

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

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

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

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

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

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

**Part XIII Supplemental Information.**

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

**PART V, LINE 4:**

**EXPLANATION: THE INTENTION IS TO EARN A SAFE RETURN ON THE INVESTMENTS AND TO USE FUNDS TO SUPPORT CURRENT UNRESTRICTED OPERATIONS OF THE ASSOCIATION.**

**PART X, LINE 2:**

**EXPLANATION: THE ASSOCIATION IS A NOT-FOR-PROFIT SOCIAL WELFARE CORPORATION THAT IS QUALIFIED UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES. THE ASSOCIATION ACCOUNTS FOR UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH FASB ASC TOPIC ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE TOPIC PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT PROCESS FOR FINANCIAL STATEMENT**

## **Part XIII Supplemental Information (continued)**

RECOGNITION OF UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE TOPIC ALSO PROVIDES GUIDANCE ON RECOGNITION, DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE AND TRANSITION. MANAGEMENT BELIEVES THE ASSOCIATION HAS NO MATERIAL UNCERTAINTIES IN INCOME TAXES. THE ASSOCIATION'S OPEN TAX YEARS INCLUDE 2012, 2011 AND 2010.



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

Revenue	(a) Event #1 <b>ENCHANTED EVENING</b> (event type)	(b) Event #2 <b>OTHER</b> (event type)	(c) Other events <b>NONE</b> (total number)	(d) Total events (add col (a) through col. (c))
				269,935.
				70,370.
Direct Expenses	1 Gross receipts	2 Less: Contributions	3 Gross income (line 1 minus line 2)	340,305.
	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses	86,651.	34,292.	120,943.
	10 Direct expense summary Add lines 4 through 9 in column (d)			▶ 120,943.
	11 Net income summary. Subtract line 10 from line 3, column (d)			▶ 219,362.

**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.

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

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

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

b If "No," explain \_\_\_\_\_

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

b An outside facility

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

13a	%
13b	%

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

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

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount

of gaming revenue retained by the third party ► \$ \_\_\_\_\_

c If "Yes," enter name and address of the third party

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information.

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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



Part III can be duplicated 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
THE ASSOCIATION PROVIDES NON-CASH FINANCIAL ASSISTANCE TO QUALIFIED APPLICANTS IN MANY OF ITS PROGRAMS BASED UPON ESTABLISHED SCHEDULES OF FAMILY INCOME LEVEL	1818	0	460,358.		DISCOUNTS ON MEMBERSHIP, PROGRAM FEES, CHILD-CARE SERVICES.

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information

**SCHEDULE J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**SOUTH SHORE Y.M.C.A.**

Employer identification number

**04-2105881**

**Part I Questions Regarding Compensation**

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

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

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

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

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

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

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

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

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

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

Schedule J (Form 990) 2013

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

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

(A) Name and Title	(B) Breakdown of W2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) PAUL GORMAN PRESIDENT	(i) <b>214,747.</b> 0.	0.	0.	0.	<b>39,629.</b> 0.	<b>254,376.</b> 0.	0.
(2) JOHN IRELAND VP - OPERATIONS	(i) <b>149,999.</b> 0.	0.	0.	0.	<b>34,019.</b> 0.	<b>184,018.</b> 0.	0.
(3) JAMES JAROSZ VP - FINANCE & SYSTEMS	(i) <b>157,190.</b> 0.	0.	0.	0.	<b>19,120.</b> 0.	<b>176,310.</b> 0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(iii) 0.	0.	0.	0.	0.	0.	0.
	(iv) 0.	0.	0.	0.	0.	0.	0.
	(v) 0.	0.	0.	0.	0.	0.	0.
	(vi) 0.	0.	0.	0.	0.	0.	0.
	(vii) 0.	0.	0.	0.	0.	0.	0.
	(viii) 0.	0.	0.	0.	0.	0.	0.
	(ix) 0.	0.	0.	0.	0.	0.	0.
	(x) 0.	0.	0.	0.	0.	0.	0.
	(xi) 0.	0.	0.	0.	0.	0.	0.
	(xii) 0.	0.	0.	0.	0.	0.	0.
	(xiii) 0.	0.	0.	0.	0.	0.	0.
	(xiv) 0.	0.	0.	0.	0.	0.	0.
	(xv) 0.	0.	0.	0.	0.	0.	0.
	(xvi) 0.	0.	0.	0.	0.	0.	0.
	(xvii) 0.	0.	0.	0.	0.	0.	0.
	(xviii) 0.	0.	0.	0.	0.	0.	0.
	(xix) 0.	0.	0.	0.	0.	0.	0.
	(xx) 0.	0.	0.	0.	0.	0.	0.
	(xxi) 0.	0.	0.	0.	0.	0.	0.
	(xxii) 0.	0.	0.	0.	0.	0.	0.
	(xxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxv) 0.	0.	0.	0.	0.	0.	0.
	(xxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxix) 0.	0.	0.	0.	0.	0.	0.
	(xxx) 0.	0.	0.	0.	0.	0.	0.
	(xxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.	0.	0.	0.
	(xxxii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiii) 0.	0.	0.	0.	0.	0.	0.
	(xxxiv) 0.	0.	0.	0.	0.	0.	0.
	(xxxv) 0.	0.	0.	0.	0.	0.	0.
	(xxxvi) 0.	0.	0.	0.	0.	0.	0.
	(xxxvii) 0.	0.	0.	0.	0.	0.	0.
	(xxxviii) 0.	0.	0.	0.	0.	0.	0.
	(xxxix) 0.	0.	0.	0.	0.	0.	0.
	(xxxxi) 0.	0.	0.	0.</			

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

**PART I, LINE 7:**

**EXPLANATION: PRESIDENT/CEO'S AND VICE PRESIDENTS' COMPENSATION IS  
REVIEWED ANNUALLY BY DESIGNATED EXECUTIVE BOARD MEMBERS.**

**SCHEDULE K**  
**(Form 990)**  
 Department of the Treasury  
 Internal Revenue Service

Name of the organization

SOUTH SHORE Y.M.C.A.

ENTITY 1

**Supplemental Information on Tax-Exempt Bonds**  
 ► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Employer identification number  
 04-2105881

OMB No. 1545-0047

**2013**

Open to Public

Inspection

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing			
						Yes	No	Yes	No	Yes	No
A MASS DEV FINANCE AGENCY		NONE	04/17/03	3,400,000.	NEW CONSTRUCTION		X	X			X
B MASS DEV FINANCE AGENCY		NONE	04/17/03	2,100,000.	NEW CONSTRUCTION		X	X			X
C MASS DEV FINANCE AGENCY		NONE	05/01/12	8,000,000.	NEW CONSTRUCTION		X	X			X
D MASS DEV FINANCE AGENCY		NONE	05/01/12	2,400,000.	NEW CONSTRUCTION		X	X			X

**Part II Proceeds**

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased				
3 Total proceeds of issue				
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X	X
15 Were the bonds issued as part of an advance refunding issue?	X		X	X
16 Has the final allocation of proceeds been made?	X		X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	X

**Part III Private Business Use**

	A	B	C	D
	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	X		X	X
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X		X	X

**SCHEDULE K**  
(Form 990)  
Department of the Treasury  
Internal Revenue Service

Name of the organization

SOUTH SHORE Y.M.C.A.

ENTITY 2

**Supplemental Information on Tax-Exempt Bonds**  
► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
► Attach to Form 990. ► See separate instructions. ► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Employer identification number  
04-2105881

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased (h) On behalf of issuer	(i) Pooled financing
A MASS DEV FINANCE AGENCY		NONE	05/01/12	2,400,000.	NEW CONSTRUCTION	X	X
B MASS DEV FINANCE AGENCY		NONE	05/01/12	7,500,000.	NEW CONSTRUCTION	X	X
C MASS DEV FINANCE AGENCY		NONE	05/01/12	7,500,000.	NEW CONSTRUCTION	X	X
D MASS DEV FINANCE AGENCY		NONE	05/01/12	7,100,000.	NEW CONSTRUCTION	X	X

**Part II Proceeds**

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased				
3 Total proceeds of issue				
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X	X	X	X
15 Were the bonds issued as part of an advance refunding issue?	X	X	X	X
16 Has the final allocation of proceeds been made?	X	X	X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X	X	X	X

**Part III Private Business Use**

	A	B	C	D
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X	X	X	X

**SCHEDULE K**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

Name of the organization

SOUTH SHORE Y.M.C.A.

ENTITY 3

**Supplemental Information on Tax-Exempt Bonds**  
 ► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public Inspection

Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Employer identification number

04-2105881

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing
						Yes	No	Yes
						No	Yes	No
<b>A MASS DEV FINANCE AGENCY</b>		NONE	05/01/12	7,100,000	NEW CONSTRUCTION	X	X	X
<b>B</b>								
<b>C</b>								
<b>D</b>								

**Part II Proceeds**

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased				
3 Total proceeds of issue				
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?	X			
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

**Part III Private Business Use**

	A	B	C	D
	Yes	No	Yes	No
	No	Yes	No	Yes
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	X			
2 Are there any lease arrangements that may result in private business use of bond-financed property?				

## Part III Private Business Use (Continued)

	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Are there any research agreements that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	▲	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	▲	%	%	%
6 Total of lines 4 and 5		%	%	%
7 Does the bond issue meet the private security or payment test?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%	%	%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

## Part IV Arbitrage

	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Exception to rebate?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c No rebate due?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

## Part III Private Business Use (Continued)

04-2105881

ENTITY 2

Page 2

	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Are there any research agreements that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	▲	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	▲	%	%	%
6 Total of lines 4 and 5		%	%	%
7 Does the bond issue meet the private security or payment test?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%	%	%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Part IV Arbitrage</b>				
	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b Exception to rebate?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
c No rebate due?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?	X							
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	▲	%	%	%	%	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	▲	%	%	%	%	%	%	%
6 Total of lines 4 and 5								
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	X							
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						
<b>Part IV Arbitrage</b>								
	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?		X						
d If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

**Part IV Arbitrage (Continued)**

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	A	B	C	D
Yes	No	Yes	No	Yes
<b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)?	X	X	X	X
<b>b</b> Name of provider				
<b>c</b> Term of GIC				
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?				
<b>6</b> Were any gross proceeds invested beyond an available temporary period?	X	X	X	X
<b>7</b> Has the organization established written procedures to monitor the requirements of section 148?	X	X	X	X

**Part V Procedures To Undertake Corrective Action**

	A	B	C	D
Yes	No	Yes	No	Yes
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?				

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions)

Part IV Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7	Has the organization established written procedures to monitor the requirements of section 148?		X		X		X		X

## Part V Procedures To Undertake Corrective Action

Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?

**Part VI Supplemental Information** Provide additional information for responses to questions on Schedule K (see instructions).





**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
EASTERN BANK	EXEC VP OF EASTERN	17,000,000.	THE ASSOCIA		X
BURGIN PLATNER HURLEY INSU	QUINCY MUTUAL OFFIC	268,232.	BURGIN PLAT		X
SHEKEY ARCHITECTS	PART OWNER OF SHESK	36,479.	SHEKEY ARC		X
QUINCY MUTUAL FIRE INSURAN	QUINCY MUTUAL OFFIC	8,000,000.	THE ASSOCIA		X
BAKER BRAVERMAN & BARBADOR	FIRM IS GENERAL COU	11,477.	THE ASSOCIA		X
WEBSTER BANK	FORMER ASSOCIATION	17,000,000.	THE ASSOCIA		X
GRANITE TELECOMMUNICATIONS	OWNER WAS A BOARD M	21,289.	BUSINESS PR		X
EASTERN NAZARENE COLLEGE	THE PRESIDENT OF TH	32,576.	THE SOUTH S		X

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

**SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:****(A) NAME OF PERSON: EASTERN BANK****(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**EXEC VP OF EASTERN INSURANCE GROUP (AN AFFILIATE) IS A DIRECTOR AT SS-YMCA**(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH**EASTERN BANK, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENTFINANCE AGENCY AND PURCHASED BY EASTERN BANK. IN ADDITION, EASTERN BANKPROVIDES CASH HANDLING AND MANAGEMENT SERVICES AND FOR WHICH THEASSOCIATION PAID \$13,871.**(A) NAME OF PERSON: BURGIN PLATNER HURLEY INSURANCE AGENCY LLC****(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**QUINCY MUTUAL OFFICERS (PARENT CORP) ARE DIRECTORS AT THE SOUTH SHORE YMCA.**(D) DESCRIPTION OF TRANSACTION: BURGIN PLATNER HURLEY PROVIDES INSURANCE**BROKERAGE AND RISK MANAGEMENT SERVICES TO THE SOUTH SHORE YMCA. BURGINPLATNER PLACES THE YMCA'S COVERAGE WITH A VARIETY OF CARRIERS, INCLUDINGCOMMERCE, HANOVER, CHUBB, ACADIA, ONE BEACON, HARTFORD STEAM BOILER,NATIONAL UNION FIRE AND NEW HAMPSHIRE INSURANCE COMPANY (AIG). NONE OFTHE YMCA'S POLICIES WERE PLACED WITH QUINCY MUTUAL.

**Part V Supplemental Information**

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

(A) NAME OF PERSON: SHESKEY ARCHITECTS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

PART OWNER OF SHESKEY ARCHITECTS WAS A DIRECTOR AT THE SOUTH SHORE YMCA.

(D) DESCRIPTION OF TRANSACTION: SHESKEY ARCHITECTS PROVIDES

ARCHITECTURAL SERVICES TO THE SOUTH SHORE YMCA ON A FEE BASIS. FEES

CHARGED BY THIS FIRM TO THE SOUTH SHORE YMCA HAVE BEEN INDEPENDENTLY

VERIFIED WITH ARCHITECTURAL CONSULTANTS FROM THE YMCA OF THE USA AS ON

AVERAGE BEING MATERIALLY LOWER THAN GOING RATES FOR YMCA PROJECTS.

(A) NAME OF PERSON: QUINCY MUTUAL FIRE INSURANCE COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

QUINCY MUTUAL OFFICERS ARE DIRECTORS AT THE SOUTH SHORE YMCA.

(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH

QUINCY MUTUAL, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENT

FINANCE AGENCY AND PURCHASED BY QUINCY MUTUAL. IN ADDITION, QUINCY

MUTUAL PROVIDED INSURANCE BROKERAGE AND RISK MANAGEMENT SERVICES THROUGH

AN AFFILIATE (SEE BURGIN PLATNER). COVERAGE WAS FROM A VARIETY OF

CARRIERS BUT NONE WAS PLACED WITH QUINCY MUTUAL.

(A) NAME OF PERSON: BAKER BRAVERMAN & BARBADORO P.C.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FIRM IS GENERAL COUNSEL AT THE SOUTH SHORE YMCA, FIRM EMPLOYEE IS CLERK

(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION PAID APPROXIMATELY

\$11,477 IN FEES FOR GENERAL COUNSEL MATTERS.

(A) NAME OF PERSON: WEBSTER BANK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FORMER ASSOCIATION TREASURER IS A WEBSTER BANK REGIONAL PRESIDENT

**Part V Supplemental Information**

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

(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH WEBSTER BANK, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENT FINANCE AGENCY AND PURCHASED BY WEBSTER BANK.

(A) NAME OF PERSON: GRANITE TELECOMMUNICATIONS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

OWNER WAS A BOARD MEMBER

(D) DESCRIPTION OF TRANSACTION: BUSINESS PROVIDES COMMUNICATIONS SERVICES ON A COMPETITIVE BASIS

(A) NAME OF PERSON: EASTERN NAZARENE COLLEGE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

THE PRESIDENT OF THE COLLEGE IS A DIRECTOR AT THE SS YMCA.

(D) DESCRIPTION OF TRANSACTION: THE SOUTH SHORE YMCA LEASES SPACE FROM EASTERN NAZARENE COLLEGE FOR DAY CAMPS AND AFTER SCHOOL CHILD CARE.

ADDITIONALLY, EASTERN NAZARENE COLLEGE STUDENTS MAY OBTAIN MEMBERSHIP AT THE SOUTH SHORE YMCA WHICH ARE PAID BY THE COLLEGE.

**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**SOUTH SHORE Y.M.C.A.**

Employer identification number

**04-2105881**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	3	91,972.	RETAIL PER FOOD BANK
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ( MISCELLANEOUS )	X	25	33,800.	FACE VALUE / ESTIMAT
26 Other ► ( _____ )				
27 Other ► ( _____ )				
28 Other ► ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions  
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

**29**

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?  
b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?  
b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		X
31		X
32a		X

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

Schedule M (Form 990) (2013)

## Part II

**Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**SOUTH SHORE Y.M.C.A.**

Employer identification number  
**04-2105881**

**FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:**

**LIVING, AND SOCIAL RESPONSIBILITY.**

**FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:**

**COMMUNITIES IN ITS SERVICE AREA BY FOCUSING OUR WORK IN THREE KEY  
AREAS: NURTURING THE POTENTIAL OF KIDS, HELPING PEOPLE LIVE HEALTHIER  
LIVES, AND SUPPORTING OUR NEIGHBORS ARE FUNDAMENTAL TO STRENGTHENING  
OUR COMMUNITIES. MORE THAN 60,000 INDIVIDUALS FROM TOWNS AND CITIES ARE  
IMPACTED EACH YEAR.**

**FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:**

**SCHOLARSHIPS AND FINANCIAL ASSISTANCE. THESE FUNDS HELP TO BREAK DOWN  
BARRIERS AS WE STRIVE TO ENSURE THAT NO CHILD, TEEN, ADULT OR SENIOR IS  
EXCLUDED FROM PARTICIPATING IN OUR PROGRAMS OR SERVICES REGARDLESS OF  
ABILITY TO PAY.**

**FORM 990, PART VI, SECTION A, LINE 2:**

**EXPLANATION: K. DOUGLAS BRIGGS AND STEVEN BRIGGS ARE BROTHERS AND ARE  
DIRECTORS ON THE BOARD OF DIRECTORS OF THE SOUTH SHORE YMCA. BOTH ARE  
OFFICERS AT QUINCY MUTUAL GROUP, THE PARENT COMPANY OF BURGIN PLATNER  
HURLEY INSURANCE AGENCY, LLC. K. DOUGLAS BRIGGS IS ALSO A TRUSTEE OF  
EASTERN BANK.**

**ALEXANDER G. CLARK, DIRECTOR ON THE BOARD OF DIRECTORS OF THE SOUTH SHORE  
YMCA, A DIRECTOR AT QUINCY MUTUAL GROUP, THE PARENT COMPANY OF BURGIN  
PLATNER HURLEY INSURANCE AGENCY, AND A TRUSTEE AT EASTERN BANK.**

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number

04-2105881

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE FORM 990 IS PROVIDED TO THE GOVERNING BODY PRIOR TO FILING. THE BOARD HAS DESIGNATED THE TREASURER (CHAIR OF FINANCE COMMITTEE) AND THE CHAIR OF THE AUDIT COMMITTEE TO REVIEW THE FORM 990 PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: THE CONFLICT OF INTEREST POLICY IS CIRCULATED ANNUALLY TO BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES, AND REQUIRES REPORTING OF ANY CONFLICTS OF INTEREST TO THE CEO WHO FOLLOWS UP ON ANY REPORTED MATTERS.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE COMPENSATION OF THE TOP 10 PAID EXECUTIVES AT THE SOUTH SHORE YMCA IS COMPARED TO NATIONAL YMCA COMPENSATION STATISTICS AS WELL AS LOCAL (NON-YMCA) INFORMATION. THESE SALARIES AND COMPARATIVE DATA ARE REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS EACH YEAR.

FORM 990, PART VI, SECTION C, LINE 18:

EXPLANATION: THE FORM 990 MAY BE OBTAINED UPON WRITTEN REQUEST TO THE ASSOCIATION AT THE ASSOCIATION'S ADDRESS, TO THE ATTENTION OF THE VP OF FINANCE.

THE FORM 990 MAY ALSO BE OBTAINED FROM THE GUIDESTAR.ORG WEBSITE, OR FROM THE WEBSITE OF THE ATTORNEY GENERAL OF THE COMMONWEALTH OF MASSACHUSETTS, DIVISION OF PUBLIC CHARITIES, THE SEARCH FOR FILINGS FEATURE. ENTERING THE ASSOCIATION'S EMPLOYER IDENTIFICATION NUMBER, 04-2105881 WILL DISPLAY THE

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number

04-2105881

DOCUMENTS WHICH MAY BE VIEWED OR DOWNLOADED.FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ASSOCIATION'S CONFLICT OF INTEREST POLICY IS NOT AVAILABLE TO THE PUBLIC. THE GOVERNING DOCUMENTS, INCLUDING THE ARTICLES OF ORGANIZATION AND BY-LAWS, ARE AVAILABLE FOR DOWNLOAD OR VIEWING AT THE WEBSITE OF THE MASSACHUSETTS SECRETARY OF STATE BY SEARCHING THE CORPORATION DATABASE AND INSERTING THE ASSOCIATION'S FEDERAL IDENTIFICATION NUMBER, 04-2105881 IN THE APPROPRIATE SEARCH FIELD.

FORM 990, PART XII, LINE 2C

EXPLANATION: THERE HAVE BEEN NO CHANGES FROM THE PRIOR YEAR IN THE METHODS USED BY THE COMMITTEE RESPONSIBLE FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.