

C&E 372

EXTENDED TO FEBRUARY 15, 2018

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2016 calendar year, or tax year beginning APR 1, 2016 and ending MAR 31, 2017

B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending. C Name of organization: HARPETH CONSERVANCY. D Employer identification number: 62-1802858. E Telephone number: (615) 790-9767. F Name and address of principal officer: DORENE BOLZE, 215 JAMESTOWN PARK, BRENTWOOD, TN 37027. G Gross receipts \$: 440,399. H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No. H(c) Group exemption number. I Tax-exempt status: 501(c)(3). J Website: WWW.HARPETHCONSERVANCY.ORG. K Form of organization: Corporation. L Year of formation: 1999. M State of legal domicile: TN.

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Part I Summary table with columns for Prior Year and Current Year. Rows include: 1. Mission: TO RESTORE AND PROTECT CLEAN WATER AND HEALTHY ECOSYSTEMS FOR RIVERS IN TENNESSEE. 2-7. Governance metrics. 8-12. Revenue: 438,853 (Prior) / 346,336 (Current). 13-19. Expenses: 421,703 (Prior) / 404,543 (Current). 20-22. Net Assets or Fund Balances: 155,322 (Prior) / 125,472 (Current).

RECEIVED DEC 27 2017 OGDEN, UT

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.

Signature of officer: Dorene Bolze, Date: 12/21/2017. Preparer's name: DORENE BOLZE, EXECUTIVE DIRECTOR. Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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

945 LA

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission

HARPETH CONSERVANCY'S MISSION IS TO RESTORE AND PROTECT CLEAN WATER AND HEALTHY ECOSYSTEMS FOR RIVERS IN TENNESSEE BY EMPLOYING SCIENTIFIC EXPERTISE AND COLLABORATIVE RELATIONSHIPS TO DEVELOP, PROMOTE AND SUPPORT BROAD COMMUNITY STEWARDSHIP AND ACTION.

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 X

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 X

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 \$ 117,086. including grants of \$) (Revenue \$ 6,595.)

RIVER SCIENCE, WATER QUALITY MONITORING, AND RESTORATION PROGRAM: HC CONTINUED ITS EFFORTS TO EXPAND ITS CAPACITY BY CREATING IN 2016 A NEW DIRECTOR OF WATERSHED SCIENCE AND RESTORATION, A POSITION FILLED BY DR. DAN FITZGERALD, WHO JOINED THE HARPETH CONSERVANCY IN MAY 2017. HIS GRADUATE RESEARCH FOCUSED ON KEY ISSUES AFFECTING AQUATIC DIVERSITY, SUCH AS GLOBAL PATTERNS OF FRESHWATER FISH INVASIONS AND THE IMPACTS OF EXPANDING HYDROELECTRIC DEVELOPMENT IN THE TROPICS.

A. RIVER SCIENCE AND WATER QUALITY MONITORING

1. TOTAL MAXIMUM DAILY LOAD (TMDL) POLLUTION REDUCTION STUDY

A PRODUCT OF OUR SUCCESSFUL WORK ON FRANKLIN'S WATER WITHDRAWAL PERMIT WAS THE PUBLIC ANNOUNCEMENT, IN SUMMER 2015, BY TDEC, HC, AND FRANKLIN OF THE LAUNCH OF A NEW POLLUTION REDUCTION PLAN (A "TOTAL MAXIMUM DAILY

4b (Code) (Expenses \$ 172,185. including grants of \$) (Revenue \$)

CLEAN WATER PROTECTION PROGRAM: HC BEGAN IMPLEMENTING THE EXPANSION OF ITS SENIOR STAFF TEAM IN MARCH 2016 WITH THE HIRING OF THE DIRECTOR FOR THE WATER QUALITY PROTECTION PROGRAM. JIM REDWINE, AS OVER 30 YEARS OF EXPERIENCE AS A CORPORATE EXECUTIVE, AND ENVIRONMENTAL AND BANKRUPTCY ATTORNEY. WATER QUALITY PROTECTION FOCUS-A. THE SUCCESSFUL SETTLEMENT OF HC'S CLEAN WATER ACT LAWSUIT AGAINST FRANKLIN TO ADDRESS STATE PERMIT COMPLIANCE FOR ITS SEWER PLANT: IN JANUARY 2014, TO ADDRESS COMPLIANCE ISSUES, HC FILED 60-DAY NOTICES OF INTENT TO SUE UNDER THE CITIZEN SUIT PROVISION OF THE CLEAN WATER ACT AGAINST ALL THREE SEWAGE TREATMENT PLANTS THAT DISCHARGE IN WILLIAMSON COUNTY INTO THE HARPETH RIVER (THE "HARPETH"). THE CITY OF FRANKLIN NEVER RESPONDED TO HC'S SETTLEMENT OFFER, WHICH THE CITY DEMANDED IN MAY 2014. THIS REFUSAL

4c (Code) (Expenses \$ 55,099. including grants of \$) (Revenue \$)

OUTREACH, EDUCATION & RECREATION:

A. COMMUNITY OUTREACH:

1) TENNESSEE SPECIALTY LICENSE PLATE BENEFITING HARPETH RIVER WATERSHED ASSOCIATION: IN JUNE 2015, HC ACHIEVED 1,000 SUBSCRIBERS FOR OUR "PROTECTING RIVERS AND CLEAN WATER" TENNESSEE SPECIALTY LICENSE PLATE. THE INITIAL SUBSCRIBERS' FIRST YEAR FEES TOTALING \$35,000 PAYMENT WAS SUBMITTED TO THE STATE, AND IN EARLY NOVEMBER 2015, THE PLATES BECAME AVAILABLE THROUGH COUNTY CLERK'S OFFICES ACROSS TENNESSEE. FROM 2016-2017 THE PLATES HAVE GENERATED APPROXIMATELY \$12,000 IN REVENUE FOR HC'S WATERSHED RESTORATION AND CONSERVATION EFFORTS THAT WILL HAVE STATEWIDE SUPPORT AND IMPACT.

2) NASHVILLE WATERWAYS CONSORTIUM: HARPETH CONSERVANCY, THE CUMBERLAND

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 344,370.

MABDGO

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, Schedule of Contributors?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*
- 4 **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*
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
 - a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*
 - 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*
 - 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*
 - 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*
 - e Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part 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*
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*
- 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
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- 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*
- 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*
- 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*
- 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*
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*

| | Yes | No |
|-----|-----|----|
| 1 | X | |
| 2 | X | |
| 3 | | X |
| 4 | | X |
| 5 | | X |
| 6 | | X |
| 7 | | X |
| 8 | | X |
| 9 | | X |
| 10 | | X |
| 11a | X | |
| 11b | X | |
| 11c | | X |
| 11d | | X |
| 11e | X | |
| 11f | X | |
| 12a | X | |
| 12b | | X |
| 13 | | X |
| 14a | | X |
| 14b | | X |
| 15 | | X |
| 16 | | X |
| 17 | | X |
| 18 | X | |
| 19 | | X |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | X |
| 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | | X |
| 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> | | 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 entry or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | X | |

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response 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. | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | X | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. | | |
| 2b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). | X | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | | X |
| 3b | 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)? | | X |
| 4b | If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5c | 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? | | X |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| 7a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | X |
| 7b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year. | | |
| 7e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | |
| 8 | Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| 9a | Did the sponsoring organization make any taxable distributions under section 4966? | | |
| 9b | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12. | | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. | | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| 11a | Gross income from members or shareholders. | | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year. | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| 13a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | | |
| 13b | 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. | | |
| 13c | Enter the amount of reserves on hand. | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? | | X |
| 14b | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. | | |

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

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| | 8 | | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 8 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **TN**
- 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.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **▶**
DORENE BOLZE - (615) 790-9767
215 JAMESTOWN PARK, SUITE 101, BRENTWOOD, TN 37027

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 | Former | | | |
| (1) JOHN DAB CHAIRMAN | 5.00 | X | | X | | | | 0. | 0. | 0. |
| (2) CHRISTIAN CURRY VICE CHAIRMAN | 5.00 | X | | X | | | | 0. | 0. | 0. |
| (3) JOHN MATTOX SECRETARY | 5.00 | X | | X | | | | 0. | 0. | 0. |
| (4) BRIAN WILSON TREASURER | 5.00 | X | | X | | | | 0. | 0. | 0. |
| (5) WAYNE EDWARDS BOARD MEMBER | 5.00 | X | | | | | | 0. | 0. | 0. |
| (6) JOHN PRIEST BOARD MEMBER | 5.00 | X | | | | | | 0. | 0. | 0. |
| (7) MARY STONE BOARD MEMBER | 5.00 | X | | | | | | 0. | 0. | 0. |
| (8) STACY VEREEN BOARD MEMBER | 5.00 | X | | | | | | 0. | 0. | 0. |
| (9) DORENE BOLZE EXECUTIVE DIRECTOR | 40.00 | | | X | | | | 80,000. | 0. | 0. |
| | | | | | | | | | | |
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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 | 1a | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | 57,675. | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 29,970. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 258,691. | | | | |
| | g Noncash contributions included in lines 1a-1f \$ | | 34,274. | | | | |
| | h Total. Add lines 1a-1f | | 346,336. | | | | |
| | Program Service Revenue | 2 a <u>SERVICE REVENUE</u> | Business Code 541700 | 6,595. | 6,595. | | |
| b | | | | | | | |
| c | | | | | | | |
| d | | | | | | | |
| e | | | | | | | |
| f All other program service revenue | | | | | | | |
| g Total. Add lines 2a-2f | | | 6,595. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 70. | | | 70. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6 a Gross rents | (i) Real | (ii) Personal | | | | |
| | | | | | | | |
| | | 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 | (i) Securities | (ii) Other | | | | |
| | | | | | | | |
| | | 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 \$ 57,675. of contributions reported on line 1c) See Part IV, line 18 | a | | 87,310. | | | |
| | | b Less direct expenses | | 89,221. | | | |
| c Net income or (loss) from fundraising events | | | <1,911.> | | | <1,911.> | |
| 9 a Gross income from gaming activities See Part IV, line 19 | a | | | | | | |
| | b Less direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less cost of goods sold | | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a <u>OTHER INCOME</u> | 900099 | | 88. | | | 88. | |
| b | | | | | | | |
| c | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | | 88. | | | | |
| 12 Total revenue. See instructions. | | | 351,178. | 6,595. | 0. | <1,753.> | |

Part IX Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 80,000. | 68,000. | 4,000. | 8,000. |
| 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 | 185,820. | 151,115. | 10,142. | 24,563. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | 21,430. | 17,665. | 1,140. | 2,625. |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | 3,317. | | 3,317. | |
| 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.) | 29,518. | 29,470. | 24. | 24. |
| 12 Advertising and promotion | 1,449. | 1,449. | | |
| 13 Office expenses | 1,734. | 1,487. | 247. | |
| 14 Information technology | 6,572. | 6,572. | | |
| 15 Royalties | | | | |
| 16 Occupancy | 30,876. | 28,002. | 1,437. | 1,437. |
| 17 Travel | 5,527. | 5,465. | | 62. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 298. | 298. | | |
| 23 Insurance | 5,679. | 5,105. | 287. | 287. |
| 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 CONTRACT LABOR | 14,100. | 13,225. | 875. | |
| b POSTAGE AND PRINTING | 7,414. | 6,928. | | 486. |
| c MISCELLANEOUS | 3,371. | 3,371. | | |
| d TELEPHONE AND UTILITIES | 2,992. | 2,898. | 47. | 47. |
| e All other expenses | 4,446. | 3,320. | 1,126. | |
| 25 Total functional expenses. Add lines 1 through 24e | 404,543. | 344,370. | 22,642. | 37,531. |
| 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 | 23,952. | 1 | 24,828. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 69,881. | 4 | 31,468. |
| | 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 | | 8 | |
| | 9 Prepaid expenses and deferred charges | 3,261. | 9 | 11,176. |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 10,459. | | |
| | b Less accumulated depreciation | 10b 9,762. | 995. | 10c 697. |
| | 11 Investments - publicly traded securities | | 11 | |
| | 12 Investments - other securities See Part IV, line 11 | 57,233. | 12 | 57,303. |
| | 13 Investments - program-related See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 155,322. | 16 | 125,472. | |
| Liabilities | 17 Accounts payable and accrued expenses | 1,687. | 17 | 21,657. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | 1,000. |
| | 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 | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 1,573. | 25 | 4,118. |
| | 26 Total liabilities. Add lines 17 through 25 | 3,260. | 26 | 26,775. |
| 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 | 116,364. | 27 | 83,079. |
| | 28 Temporarily restricted net assets | 35,698. | 28 | 15,618. |
| | 29 Permanently restricted net assets | | 29 | |
| | 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 | 152,062. | 33 | 98,697. |
| 34 Total liabilities and net assets/fund balances | 155,322. | 34 | 125,472. | |

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 | 351,178. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 404,543. |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | <53,365.> |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 152,062. |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 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 | 98,697. |

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

| | Yes | No |
|----|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | | X |
| 3b | | |

Form 990 (2016)

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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 459,062. | 416,555. | 437,740. | 438,853. | 346,336. | 2098546. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | 459,062. | 416,555. | 437,740. | 438,853. | 346,336. | 2098546. |
| 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) | | | | | | 492,647. |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 1605899. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 7 Amounts from line 4 | 459,062. | 416,555. | 437,740. | 438,853. | 346,336. | 2098546. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 28. | 28. | 16. | 21. | 70. | 163. |
| 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 VI) | 89,065. | 43,105. | 71,571. | 73,314. | 87,398. | 364,453. |
| 11 Total support. Add lines 7 through 10 | | | | | | 2463162. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 38,969. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|----|---------|
| 14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) | 14 | 65.20 % |
| 15 Public support percentage from 2015 Schedule A, Part II, line 14 | 15 | 59.44 % |
| 16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/> | | |
| b 33 1/3% support test - 2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 17a 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| b 10% -facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/> | | |

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

(Complete only if you checked the box on line 10 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) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2012 | (b) 2013 | (c) 2014 | (d) 2015 | (e) 2016 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2015 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2015 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain. | | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2). | | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below. | | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination. | | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use. | | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below. | | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations. | | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes. | | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document). | | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI . | | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ). | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ). | | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI . | | |
| b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI . | | |
| c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI . | | |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below. | | |
| b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.) | | |

Part IV Supporting Organizations (continued)

| | Yes | No |
|--|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization. | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |

Section E. Type III Functionally Integrated Supporting Organizations

| | | |
|--|--|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions). | | |
| 2 Activities Test. Answer (a) and (b) below. | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | | |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) below. | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3 | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |

| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|--|----------------|-----------------------------|
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI) | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | |
| 4 | Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | | Current Year |
|----------------------------------|--|---|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 85% of line 1 | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 | Enter greater of line 2 or line 3 | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions) | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI) See instructions | |
| 7 Total annual distributions. Add lines 1 through 6 | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions | |
| 9 Distributable amount for 2016 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2016 | (iii) Distributable Amount for 2016 |
|---|-----------------------------|--|---|
| 1 Distributable amount for 2016 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI) See instructions | | | |
| 3 Excess distributions carryover, if any, to 2016 | | | |
| a | | | |
| b | | | |
| c From 2013 | | | |
| d From 2014 | | | |
| e From 2015 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2016 distributable amount | | | |
| i Carryover from 2011 not applied (see instructions) | | | |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f | | | |
| 4 Distributions for 2016 from Section D, line 7 \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2016 distributable amount | | | |
| c Remainder Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions | | | |
| 6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions | | | |
| 7 Excess distributions carryover to 2017. Add lines 3j and 4c | | | |
| 8 Breakdown of line 7 | | | |
| a | | | |
| b Excess from 2013 | | | |
| c Excess from 2014 | | | |
| d Excess from 2015 | | | |
| e Excess from 2016 | | | |

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on 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.

Name of the organization

HARPEETH CONSERVANCY

Employer identification number

62-1802858

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located..., 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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

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

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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Schedule D (Form 990) 2016

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on 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

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

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on 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 | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

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

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Temporarily restricted endowment ▶ _____ %

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

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

- (i) unrelated organizations
- (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

b If "Yes" on line 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" on 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 | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | 10,459. | | 9,762. | 697. |
| e Other | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 697. |

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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) BROKERAGE ACCOUNT | 57,303. | END-OF-YEAR MARKET VALUE |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) | 57,303. | |

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

| 1. (a) Description of liability | (b) Book value |
|--|----------------|
| (1) Federal income taxes | |
| (2) DUE TO HVRP FUND | 1,135. |
| (3) DUE TO WHCAF FUND | 2,983. |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25) | 4,118. |

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" on Form 990, Part IV, line 12a

| | | | | |
|----------|---|-----------|-----------|----------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 482,870. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | |
| a | Net unrealized gains (losses) on investments | 2a | | |
| b | Donated services and use of facilities | 2b | 42,471. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII) | 2d | 89,221. | |
| e | Add lines 2a through 2d | | 2e | 131,692. |
| 3 | Subtract line 2e from line 1 | | 3 | 351,178. |
| 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 | 0. |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | | 5 | 351,178. |

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

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

| | | | | |
|----------|--|-----------|-----------|----------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 536,235. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | |
| a | Donated services and use of facilities | 2a | 42,471. | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII) | 2d | 89,221. | |
| e | Add lines 2a through 2d | | 2e | 131,692. |
| 3 | Subtract line 2e from line 1 | | 3 | 404,543. |
| 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 | 0. |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | | 5 | 404,543. |

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 X, LINE 2:

THE ORGANIZATION FOLLOWS THE GUIDANCE IN ASC 740 ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (FORMERLY FIN 48). FOR ALL TAX POSITIONS TAKEN BY THE ORGANIZATION, MANAGEMENT BELIEVES IT IS CLEAR THAT THE LIKELIHOOD IS GREATER THAN 50 PERCENT THAT THE FULL AMOUNT OF THE TAX POSITIONS TAKEN WILL BE ULTIMATELY REALIZED. THE ORGANIZATION INCURRED NO INTEREST OR PENALTIES DURING THE YEAR ENDED MARCH 31, 2017.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

EVENT EXPENSES NETTED AGAINST REVENUES PER THE 89,221. AUDITED FINANCIAL STATEMENTS, BUT SHOWN SEPARATELY PER THE 990.

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EVENT EXPENSES NETTED AGAINST REVENUES PER THE 89,221.

AUDITED FINANCIAL STATEMENTS, BUT SHOWN SEPARATELY PER THE 990.

Multiple horizontal lines for supplemental information.

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

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events (add col (a) through col (c)) |
|-----------------|----|---|--------------------------|------------------------|---|
| | | DINNER/CONCERT (event type) | ART SHOW (event type) | NONE (total number) | |
| Revenue | 1 | Gross receipts | 120,601. | 23,018. | 143,619. |
| | 2 | Less Contributions | 71,056. | 10,873. | 81,929. |
| | 3 | Gross income (line 1 minus line 2) | 49,545. | 12,145. | 61,690. |
| Direct Expenses | 4 | Cash prizes | 0. | 0. | |
| | 5 | Noncash prizes | 11,537. | 10,873. | 22,410. |
| | 6 | Rent/facility costs | 26,234. | 3,050. | 29,284. |
| | 7 | Food and beverages | 18,154. | 300. | 18,454. |
| | 8 | Entertainment | 2,000. | 0. | 2,000. |
| | 9 | Other direct expenses | 13,609. | 1,057. | 14,666. |
| | 10 | Direct expense summary Add lines 4 through 9 in column (d) | | | 86,814. |
| | 11 | Net income summary Subtract line 10 from line 3, column (d) | | | <25,124.> |

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

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col (a) through col (c)) |
|-----------------|---|---|---|---|---|
| | | | | | |
| Revenue | 1 | Gross revenue | | | |
| | 2 | Cash prizes | | | |
| Direct Expenses | 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 conducts gaming activities _____

a Is the organization licensed to conduct 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 conduct 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 conducted in

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

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2016

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **HARPETH CONSERVANCY** Employer identification number **62-1802858**

| 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 | | | | |
| 20 | Drugs and medical supplies | | | | |
| 21 | Taxidermy | | | | |
| 22 | Historical artifacts | | | | |
| 23 | Scientific specimens | | | | |
| 24 | Archeological artifacts | | | | |
| 25 | Other ▶ (<u>AUCTION ITEMS</u>) | X | 61 | 22,410.FMV | |
| 26 | Other ▶ (<u>FOOD</u>) | X | 2 | 10,864.FMV | |
| 27 | Other ▶ (<u>MISCELLANEOUS</u>) | X | 1 | 1,000.FMV | |
| 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**

| | Yes | No |
|--|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? b If "Yes," describe the arrangement in Part II | | X |
| 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? | | X |
| 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 | | X |
| 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II | | |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2016)

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.

OMB No 1545-0047

2016

Open to Public
Inspection

Name of the organization

HARPETH CONSERVANCY

Employer identification number

62-1802858

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

AS OF NOVEMBER 2017, HARPETH CONSERVANCY ("HC") IS THE CORPORATE NAME FOR THE HARPETH RIVER WATERSHED ASSOCIATION WITH THE FILING OF THE AMENDED AND RESTATED CHARTER. THE RE-BRANDING OF HC IS ONE OF THE OUTCOMES OF WORK LED BY THE STRATEGIC PLANNING COMMITTEE OF THE BOARD THAT BEGAN WORK LAST FISCAL YEAR WHICH INCLUDED SURVEYS OF THE BOARD AND ADVISORY COUNCIL, BRAND DEVELOPMENT, AND STRATEGIC VISIONING AS HC APPROACHES 20 YEARS. IN MAY 2017, HC ADOPTED RESOLUTIONS TO REGISTER A SERVICE MARK AS SEEN ON THIS ANNUAL REPORT.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

LOAD" OR "TMDL") FOR THE HARPETH, WHICH WILL INCLUDE THE EPA PROVIDING IMPORTANT TECHNICAL EXPERTISE. THE TMDL FOR THE HARPETH WILL BE THE FIRST FOR AN ENTIRE RIVER SYSTEM IN THE SOUTHEAST. THE PRIOR TMDL (DONE IN 2004 FOR NUTRIENT ENRICHMENT/LOW DISSOLVED OXYGEN), DID NOT IMPROVE WATER QUALITY IN THE RIVER, AS SHOWN BY STUDIES HC CONDUCTED AND/OR COORDINATED. ANALYSES OF THE TMDL BY EXPERTS AND HC'S EFFORTS TO USE THE EPA TMDL COMPUTER MODEL HIGHLIGHTED FUNDAMENTAL PROBLEMS. THE REMOVAL OF THE LOWHEAD DAM REJUVENATED NATURAL RIVER FLOWS WHICH FURTHER SUPPORTED THE NEED FOR A NEW TMDL.

HC IS NOW ACTIVELY PARTICIPATING IN THE TMDL PROCESS IN SEVERAL DIFFERENT WAYS. HC IS PARTICIPATING IN ALL STAKEHOLDER MEETINGS LED BY TDEC, AND IS ACTIVELY WORKING TO INCREASE STAKEHOLDER INVOLVEMENT IN THE TMDL PROCESS, INCLUDING BY MAKING SURE THAT COMMUNITY LEADERS ARE

ACTIVELY ENGAGED IN THE PROCESS. HC IS ALSO ACTIVELY WORKING TO HELP

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

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ENSURE THAT THE TMDL IS BASED ON ACTUAL FIELD DATA AND SCIENTIFIC PRINCIPLES AND PEER REVIEW. DURING FYE 2017, HC FORMULATED PLANS TO ATTEMPT TO MAKE SURE THAT ALL APPROPRIATE AND DESIRABLE LOCATIONS WOULD BE SAMPLED. HC WORKED TO ENSURE THAT DATA COLLECTION PLANS INCLUDED APPROPRIATE SPATIAL AND TEMPORAL COVERAGE, AS WELL AS CAPTURED ALL NECESSARY PARAMETERS. HC ATTENDED ALL MEETINGS OF THE TMDL GROUP, SOUGHT ADVICE FROM BOTH LOCAL AND NATIONAL EXPERTS, ENSURED AVAILABLE DATA WERE SUBMITTED TO EPA, AND PUSHED FOR THE GROUP TO BEGIN COLLECTING FIELD DATA NEEDED TO CALIBRATE THE WATER QUALITY MODEL. DESPITE THESE EFFORTS, DATA COLLECTION DID NOT BEGIN THIS PERIOD. HC HAS ALSO PROVIDED A SEDIMENT OXYGEN DEMAND STUDY WORKPLAN FOR THE SUMMER OF 2017. HC ALSO FORMULATED PLANS FOR ALGAE STUDIES PERFORMED BY DR. JEFF LEBKUECHER OF AUSTIN PEAY STATE UNIVERSITY.

THE TMDL DATA COLLECTION IS A JOINT EFFORT BETWEEN TDEC, HC, US GEOLOGICAL SOCIETY, CITY OF FRANKLIN, METRO NASHVILLE, WATER AUTHORITY OF DICKSON COUNTY, AND OTHERS, WITH EPA CONDUCTING THE WATER QUALITY MODELING. THE EPA CONTRIBUTION TO THE MODELING IS WORTH ROUGHLY \$500,000.

2. WATER QUALITY MONITORING ON THE HARPETH

WATER QUALITY MONITORING CONSISTED PRIMARILY OF CONTINUOUS WATER QUALITY GAGES INSTALLED IN PARTNERSHIP WITH THE US GEOLOGICAL SURVEY, FUNDED THROUGH THE SETTLEMENT AGREEMENTS WITH CARTWRIGHT CREEK, HARPETH WASTEWATER COOPERATIVE (\$20,000 ANNUALLY), AND THE CITY OF FRANKLIN. THESE GAGES COLLECTED DATA ON PH, DISSOLVED OXYGEN, CONDUCTIVITY, AND WATER TEMPERATURE AT FOUR LOCATIONS STRATEGICALLY PLACED THROUGHOUT THE WATERSHED. THESE DATA WILL AID THE TMDL MODEL CALIBRATION EFFORTS AND INITIATE THE LONG-TERM MONITORING NETWORK NECESSARY TO TRACK WHEN CONDITIONS ON THE HARPETH FALL BELOW STATE WATER QUALITY STANDARDS. THE

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USGS IS USING THE HARPETH RIVER AS ITS TN FOCUS FOR A NATIONAL NUTRIENT ENRICHMENT STUDY. IN ADDITION TO FUNDING FROM THE SETTLEMENT AGREEMENTS, HC SECURED \$60,000 OVER 3 YEARS FROM DUGAS FAMILY FUND TO FACILITATE THIS SAMPLING.

B RIVER RESTORATION

A CHART OF THE PROJECTS CONDUCTED DURING THE FISCAL YEAR UNDER THE RIVER RESTORATION PROGRAM AND OUTREACH AND EDUCATION PROGRAM IS IN THE OFFICIAL ANNUAL REPORT THAT CAN BE FOUND ON GIVINGMATTERS.COM. OVERALL, IN OUR RIVER RESTORATION AND OUTREACH AND EDUCATION PROGRAMS, WE ENGAGED 130 VOLUNTEERS FOR A TOTAL OF 442 TOTAL VOLUNTEER HOURS.

1. IMPLEMENTATION OF THE HEADWATERS OF THE HARPETH WATERSHED RESTORATION PLAN

HC CONTINUED WORK ON IMPLEMENTATION OF III OF THE HARPETH RIVER HEADWATERS WATERSHED RESTORATION PLAN WITH GRANT FUNDING FROM THE TN DEPARTMENT OF AGRICULTURE. THE FUNDING COMES FROM THE 319 FUNDS UNDER THE CLEAN WATER ACT FOR NONPOINT SOURCE POLLUTION REDUCTION EFFORTS. IN PARTNERSHIP WITH NRCS, HARPETH CONSERVANCY SECURED AN AGRICULTURAL BMP PROJECT WITH HORACE JACKSON AND BEGAN WORK ON HIS FARM IN OCTOBER 2016 TO INSTALL AN EXCLUSION FENCE, STREAM CROSSING, TWO HEAVY USE AREA PROTECTIONS, LIVESTOCK PIPELINE, AND A WATERING FACILITY. THE BMPS WERE ALL INSTALLED BY THE END OF NOVEMBER, EXCEPT FOR THE EXCLUSION FENCING. DUE TO THE DRY WINTER AND WET SPRING, DATE OF THE EXCLUSION FENCE INSTALLATION WAS POSTPONED. IN ADDITION, WE MET WITH SEVERAL MEMBERS OF THE EAGLEVILLE COMMUNITY AND SPENT TIME CATALOGING STORM WATER SOURCES AND ISSUES TO PRIORITIZE OUR EFFORTS IN EAGLEVILLE DURING THIS PERIOD. IN ADDITION, WE MET WITH THE CITY MANAGER OF EAGLEVILLE, TO DISCUSS STORM WATER BMPS FOR THE NEW CITY OF EAGLEVILLE PUBLIC SAFETY BUILDING AND CONDUCTED CHEATHAM BRANCH RECON. THIS MEETING LED TO OUR DECISION

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TO APPLY FOR ANOTHER 319 GRANT, WHICH WE WOULD INVOLVE A HARPETH CONSERVANCY PARTNERSHIP WITH THE CITY OF EAGLEVILLE, TO INCORPORATE STORM WATER BMPS INTO THE PROPOSAL FOR THE PUBLIC SAFETY BUILDING. IN ADDITION, WE UPDATED THE HEADWATERS WATERSHED MANAGEMENT PLAN, WHICH WILL BE USED TO FIND SOLUTIONS TO BETTER MANAGE STORM WATER IN EAGLEVILLE.

2. RESTORATION PROJECTS WITH VOLUNTEERS

(A) CITY OF BRENTWOOD PARKS AND RECREATION STREAM RESTORATION: EACH YEAR HC HAS A \$4,995 CONTRACT WITH BRENTWOOD CITY PARKS TO CONDUCT STREAMBANK RESTORATION AROUND THE PARKS SYSTEM.

(B) 100K TREE DAY: HC PARTICIPATES IN THIS STATEWIDE INITIATIVE OF THE TENNESSEE ENVIRONMENTAL COUNCIL. HC WORKED WITH VOLUNTEERS FROM TURNER CONSTRUCTION AND OTHERS TO PLANT ROUGHLY 200 NATIVE BARE-ROOT TREES NEAR THE HARPETH RIVER IN BURNS PARK, KINGSTON SPRINGS, TO REFOREST NEARLY 1,000 FEET OF STREAM BANK, RESTORE A RIPARIAN BUFFER ZONE AND TO PREVENT EROSION.

(C) WEED WRANGLE: HC AND VOLUNTEERS PARTICIPATED IN THIS EVENT FOR THE SECOND YEAR IN A ROW. HC WORKED WITH A GROUP OF VOLUNTEERS AT WARNER PARKS ALONG THE GREENWAY TO REMOVE INVASIVE SPECIES AS PART OF A CITY-WIDE INITIATIVE. WEED WRANGLE IS PUT ON BY THE GARDEN CLUB OF NASHVILLE IN PARTNERSHIP WITH INVASIVE PLANT CONTROL, INC. VOLUNTEERS REMOVED BUSH AND JAPANESE HONEYSUCKLE, SHRUBS THAT SHADES OUT NATIVE PLANTS ON THE FOREST FLOOR.

(D) ENSWORTH HIGH SCHOOL: HC WORKED WITH STUDENTS FROM ENSWORTH HIGH SCHOOL WHOSE CAMPUS IS AT THE CONFLUENCE OF THE LITTLE HARPETH AND MAIN HARPETH TO PLANT TREES AND REMOVE INVASIVE PLANT SPECIES FROM SCHOOL GROUNDS IN AN EFFORT TO RESTORE THE RIPARIAN BUFFER FOR THE LITTLE HARPETH RIVER.

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2. RIVER CLEAN-UPS WITH VOLUNTEERS

TENNESSEE VALLEY AUTHORITY PROVIDED \$3,000 AS PART OF THEIR RESERVOIR & COMMUNITY CLEANUPS PROGRAM TO ASSIST IN THE CLEANUP OF WATERWAYS AND PUBLIC PLACES. FROM MAY TO OCTOBER 2016, HC HOSTED THREE RIVER CLEAN-UPS AND ASSISTED ONE GROUP TO HOST A CLEAN-UP OF THEIR OWN IN WILLIAMSON AND DAVIDSON COUNTIES. TWO CLEAN-UPS WERE COMPLETED BY VOLUNTEERS FROM NISSAN AND HCA. OVERALL, 35 VOLUNTEERS CONTRIBUTED 153 VOLUNTEER HOURS AND HELPED REMOVE OVER 4,000 POUNDS OF TRASH, TIRES, AND SHEET METAL FROM THE HARPETH RIVER AND ITS TRIBUTARIES.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

FORCED HC TO FILE A LAWSUIT IN AUGUST 2014. THE CITY DEMANDED A WRITTEN OFFER WHICH THE CITY USED AS A BASIS FOR THE FEDERAL FILING AGAINST HC OF A COUNTERCLAIM FOR ALLEGED ABUSE OF PROCESS, A FORM OF STRATEGIC LAWSUIT AGAINST PUBLIC PARTICIPATION ("SLAPP" LAWSUIT). THESE AGGRESSIVE LEGAL TACTICS WERE ULTIMATELY REJECTED BY THE FEDERAL JUDGE IN NOVEMBER 2015. IN EARLY MARCH 2016 THE FEDERAL JUDGE LARGELY REJECTED THE CITY'S ATTEMPTS TO DISMISS OUR LAWSUIT. IN HIS MARCH 2016 RULING, THE JUDGE REITERATED HIS ADMONITION OF NOVEMBER 2015 TO SETTLE THE CASE "BEFORE MORE TAXPAYER TIME AND MONEY IS SPENT." ON MAY 10, 2016, HC SUCCESSFULLY SETTLED ITS ACTION AGAINST THE FRANKLIN WITH THE CITY ENTERING INTO A FEDERAL COURT-ENFORCEABLE CONTRACT WITH HC TO TAKE SPECIFIC STEPS TO MONITOR, PROTECT AND CLEAN-UP THE HARPETH RIVER. THE US DEPARTMENT OF JUSTICE AND COURT APPROVED IN AUGUST 2016 AND RETAIN JURISDICTION FOR ENFORCEMENT. THE MAJOR POINTS OF THE FEDERAL COURT-ENFORCEABLE SETTLEMENT INCLUDE: 1) STUDY AND MONITOR THE RIVER'S WATER QUALITY, INCLUDING FULFILLING OBLIGATIONS THAT WERE IN FRANKLIN'S CURRENT PERMIT SINCE 2010. 2) PARTICIPATE ALONG WITH HC AND OTHER

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AGENCIES IN THE FORMULATION OF A NEW POLLUTION REDUCTION PLAN, CALLED THE TMDL, LED BY TDEC FOR THE ENTIRE RIVER. 3) FUND UP TO \$150,000 FOR STUDIES IN SUPPORT OF THE TMDL POLLUTION REDUCTION PLAN. 4) CONDUCT AN "OPTIMIZATION STUDY" FOR THE CURRENT SEWAGE TREATMENT PLANT FOCUSED ON REDUCING PHOSPHORUS AND NITROGEN INPUTS TO THE RIVER TO REDUCE THE RISK OF HARMFUL ALGAL BLOOMS. THE CITY ALSO AGREED TO PRIORITIZE THE INSTALLATION OF PORTIONS OF THE NEW SEWAGE TREATMENT FACILITY UP FRONT TO HAVE THE ABILITY TO REMOVE PHOSPHORUS TO LOW LEVELS. 5) SPEND \$10 MILLION OVER FIVE YEARS UPGRADING EXISTING, AGING SEWER COLLECTION INFRASTRUCTURE. 6) DEVELOP A SEWER OVERFLOW RESPONSE PLAN, SIMILAR TO THOSE ALREADY IMPLEMENTED IN OTHER TENNESSEE CITIES. THIS PLAN IS DESIGNED TO REDUCE PUBLIC HEALTH RISKS FROM EXPOSURE TO RAW SEWAGE AND INCREASE PUBLIC TRANSPARENCY REGARDING SEWER OVERFLOW ISSUES. 7) NOT TO INCREASE SEWER RATES BASED ON THE LAWSUIT, COUNTERCLAIMS, OR THE SETTLEMENT. IN FACT, BOTH THE HC AND OUR LAWYERS, SOUTHERN ENVIRONMENTAL LAW CENTER ("SELC") FOLLOWED THROUGH ON THEIR OFFERS TO FRANKLIN PRIOR TO THE FILING OF THE LAWSUIT AND AGREED NOT TO COLLECT ANY ATTORNEY'S FEES, EITHER FOR THE MAIN ACTION - THE PROSECUTION OF THE CITIZEN SUIT UNDER THE FEDERAL CLEAN WATER ACT, OR FOR THE DEFENSE AGAINST FRANKLIN'S SLAPP COUNTER-SUIT AGAINST HC. B. COMMENTS ON AND APPEAL OF FRANKLIN'S SEWER PLANT PERMIT-EXPANSION FROM 12 TO 16 MILLION GALLONS PER DAY-SINCE HC'S PREVIOUS EFFORTS IN 2013 TO REVIEW AND PROVIDE EXPERT INPUT ON THE STATE'S DRAFT NPDES (DISCHARGE) PERMIT, THE STATE AGREED TO ALLOW FRANKLIN TO RE-APPLY FOR A NEW PERMIT. THE FRANKLIN SEWER PLANT IS THE LARGEST SINGLE POINT SOURCE DISCHARGER ON THE HARPETH. FRANKLIN'S SEWER PLANT EFFLUENT DISCHARGE HAS CONSIDERABLY MORE NITROGEN AND PHOSPHORUS THAN THE HARPETH ITSELF, DEPENDING UPON CONDITIONS. AS PART OF THE SETTLEMENT AGREEMENT, HC MET WITH FRANKLIN

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AND TDEC TO DISCUSS INTERIM (AND PERMANENT) PHOSPHORUS LIMITS FOR THE SEWER PLANT. HC FURTHER MET WITH TDEC (AND FRANKLIN) TO DISCUSS THE PRE-PUBLIC DRAFT OF THE PERMIT AND ADVISED THEM OF VARIOUS ISSUES WITH THE PERMIT INCLUDING THAT THE PROPOSED PERMIT ALLOWED FRANKLIN TO MORE THAN DOUBLE THE AMOUNT OF PHOSPHORUS IT WOULD BE ALLOWED TO DISCHARGE INTO THE RIVER, EVEN THOUGH THE RIVER IS ALREADY IMPAIRED (ON TENNESSEE'S 303(D) LIST) FOR PHOSPHORUS AS A RESULT OF FRANKLIN'S DISCHARGES. HC COMMISSIONED TWO (2) NATIONAL EXPERTS TO REVIEW AND PREPARE REPORTS ON THE NEW SEWER PLANT AND ITS EFFECTS ON THE RIVER, AND FILED EXTENSIVE PERMIT COMMENTS ALONG WITH ENCOURAGING OVER 100 PUBLIC COMMENTS AND CITIZEN COMMENTS AT THE PUBLIC HEARING IN THE FALL. EXPORT ANALYSES SHOW THAT 1) THE SEWER PLANT DISCHARGE DOMINATES THE RIVER'S FLOW AND HAS A "SEWER SIGNATURE" DURING LOW FLOW MONTHS BASED ON THE CITY'S OWN DATA. 2) FRANKLIN CAN EASILY ACHIEVE REDUCTIONS IN PHOSPHORUS POLLUTION TO "HOLD THE LINE" TO REDUCE THE RISK OF POTENTIALLY DANGEROUS ALGAL BLOOMS IN THE RIVER. KEY POINTS FOCUSED ON: 1) TDEC'S OWN 303(D) LIST SHOWS THAT THE RIVER IS IMPAIRED FOR PHOSPHORUS BY FRANKLIN'S SEWER TREATMENT PLANT AND THE CITY'S STORM WATER DISCHARGES. 2) THE MIS-USE OF USEPA-DEVELOPED STATISTICAL TECHNIQUE THAT WAS DESIGNED TO PROTECT AGAINST EXPOSURES TO TOXIC CHEMICALS AND TO REQUIRE THE EFFICIENT USE OF TECHNOLOGY, TO ALLOW FRANKLIN TO ALMOST DOUBLE THE AMOUNT OF PHOSPHORUS IT CURRENTLY DISCHARGES INTO THE RIVER. INSTEAD OF USING AN AVERAGE OF FRANKLIN'S ACTUAL DISCHARGES (72.5 LBS./DAY) TO SET THE LIMIT FOR THE NEW PLANT, IT USES THE 95TH PERCENTILE OF ITS CONCENTRATIONS MULTIPLIED BY DESIGN FLOWS TO DOUBLE THE AMOUNT FRANKLIN CAN DISCHARGE (TO 174 LBS./DAY); 2) THE RIVER IS ON THE STATE'S LIST OF WATERS THAT ARE POLLUTED (THE "303(D) LIST") BECAUSE OF PHOSPHORUS POLLUTION, AND THE STATE'S

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REGULATIONS SAY THAT IN THOSE CIRCUMSTANCES, ADDITIONAL DISCHARGES OF THE SAME POLLUTANT CANNOT BE ALLOWED. 3) A WATER QUALITY-BASED EFFLUENT LIMITATION ("WQBEL") IS NECESSARY FOR THE HARPETH RIVER AND CAN BE SET BASED ON EXISTING DATA AND UNDERSTANDING. 4) THERE IS ENOUGH DATA TO SUPPORT THE STATE'S DETERMINATION OF THE HARPETH'S IMPAIRMENT, THAT A SIGNIFICANT SOURCE IS FROM THE SEWER PLANT DISCHARGE AND THAT A PERMIT LIMIT CAN BE SET TO RECOVER THE RIVER'S WATER QUALITY. HC TESTIFIED AT A PUBLIC HEARING ON THE STATE REVOLVING FUND LOAN TO CONSTRUCT THE EXPANDED PLANT, AND FILED TWO SETS OF COMMENTS ON THE PROPOSED LOAN. AS A RESULT OF TDEC'S FAILURE TO CONSIDER AND RESPOND TO OUR COMMENTS, AND THOSE OF OTHERS, HC WERE FORCED, IN JUNE 2017, TO AN APPEAL OF THE PERMIT. HC ARE BEING REPRESENTED IN THIS CASE ON A PRO BONO BASIS BY NASHVILLE'S PREMIER BUSINESS LAW FIRM, WALLER LANSDEN DORTCH & DAVIS, LLP. C. RESPONSE TO EFFORTS TO UNDERMINE STATE WATER QUALITY REGULATIONS ON STORMWATER MANAGEMENT- IN JANUARY 2016, THE TN HOMEBUILDERS ASSOCIATION LAUNCHED A SUCCESSFUL EFFORT TO UNDERMINE A DECADE OF WORK BY LOCAL GOVERNMENTS ACROSS THE STATE TO IMPLEMENT ORDINANCES TO MANAGE STORM WATER FROM NEW DEVELOPMENTS TO PREVENT POLLUTION FROM RUNOFF AND DAMAGE/LOSS TO DOWNSTREAM PROPERTY OWNERS. THE LEGISLATION UNDERMINING STORM WATER CONTROLS COINCIDED WITH A PROPOSED UPDATE TO THE STATEWIDE PERMIT UNDER WHICH 95 CITIES/COUNTIES AROUND THE STATE TO MANAGE STORM WATER. HC WAS PART OF A BROAD COALITION OF CONSERVATION ORGANIZATIONS TO SUPPORT TDEC'S POSITION TO THE GOVERNOR THAT THE BILL WAS FLAWED. ALTHOUGH THE BILL ULTIMATELY BECAME LAW, GOVERNOR HASLAM LET IT BECOME LAW WITHOUT HIS SIGNATURE, AND PROVIDED A STATEMENT IN WHICH HE EXPRESSED MANY OF THE RESERVATIONS PROVIDED TO HIM. IN FEBRUARY 2016, TDEC RELEASED FOR COMMENT ITS DRAFT MS4 PHASE II GENERAL PERMIT. HC AUTHORED AND COORDINATED EFFORTS TO

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PROVIDE COMMENTS ON THE DRAFT PERMIT AMONG A COALITION OF CONSERVATION ORGANIZATIONS. HC ALSO COORDINATED JOINT COMMENTS ON A RELATED PERMIT, THE CONSTRUCTION STORM WATER GENERAL PERMIT. HC AUTHORED THE ENVIRONMENTAL GROUPS' COMMENTS IN JUNE 2016. DORIE BOLZE, PRESIDENT AND CHIEF OPERATING OFFICER, CONTINUES TO SERVE AS VICE CHAIR OF THE WILLIAMSON COUNTY STORMWATER APPEALS BOARD. RURAL LAND PROTECTION AND LAND USE FOCUS-THE CONVERSION OF THE RURAL LANDSCAPE AROUND THE HARPETH, ESPECIALLY IN WILLIAMSON COUNTY, CONTINUES TO BE A SIGNIFICANT CONCERN. HC IS ONE OF THE ONLY STATE NON-PROFITS WITH EXPERTISE ON LAND USE PLANNING, ANNEXATION LAWS, LOCAL DEVELOPMENT STANDARDS, AND ZONING AND NON-DISCHARGING SEWER PLANTS. 1. IN FYE 2017 HC WAS INVOLVED WITH EFFORTS TO DEAL WITH TWO CHALLENGES TO SMART GROWTH IN THE HARPETH'S 5 COUNTY WATERSHED, 1) "LOOPHOLES" IN THE 2014 URBAN GROWTH BOUNDARY LAW HIGHLIGHTED BY RECENT LAND ANNEXATION BY THE CITY OF THOMPSON'S STATION OUTSIDE ITS UGB, AND 2) THE EFFECTS OF THE 2014 VESTED PROPERTY RIGHTS ACT.

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

RIVER COMPACT, THE NATURE CONSERVANCY - TENNESSEE CHAPTER, TENNESSEE ENVIRONMENTAL COUNCIL, AND THE RICHLAND CREEK WATERSHED ALLIANCE HAVE FORMED THIS JOINT INITIATIVE TO CREATE A PUBLIC AWARENESS CAMPAIGN FOCUSED IN DAVIDSON COUNTY THAT ADVANCES THE NEED FOR CLEAN WATER AND HEALTHY STREAMS AND RIVERS AS A CORE COMPONENT OF HEALTHY COMMUNITIES. THIS \$200,000 2-YEAR EFFORT IS FUNDED BY THE DAN AND MARGARET MADDOX CHARITABLE FUND. THE FUNDING SUPPORTS A COORDINATOR FOR THE CONSORTIUM, CONSUMER RESEARCH, AND CREATING AND LAUNCHING THE MARKETING CAMPAIGN. THE FUNDS DO NOT SUPPORT THE GENERAL PROGRAMS OF ANY OF THE FIVE CONSORTIUM ORGANIZATIONS AND ARE RUN THROUGH CRC AS THE FISCAL AGENT SO

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THIS NEW FUNDING DOES NOT SHOW UP ON HC'S BUDGET. THE GRANT WAS AWARDED DURING THE FISCAL YEAR, MCNEELEY PIGGOT AND FOX (MPF PUBLIC RELATIONS) WAS HIRED AFTER A SEARCH, AN ADVISORY COUNCIL WAS FORMED AND THE CONSUMER RESEARCH CONDUCTED DURING THIS FISCAL YEAR.

3) TABLING EVENTS: HC SET UP TABLES AT MULTIPLE COMMUNITY EVENTS THROUGHOUT THE YEAR TO CONDUCT GENERAL OUTREACH AND EDUCATION ABOUT THE HARPETH RIVER AND HARPETH CONSERVANCY AS WELL AS TO SOLICIT REGISTRATIONS FOR THE SPECIALTY LICENSE PLATE (SEE BELOW). THESE INCLUDED, BUT ARE NOT LIMITED TO EARTH DAY CENTENNIAL PARK, WATERFEST AT CRC, URBAN GARDENING FESTIVAL, UNIVERSITY OF SCOUTING, HOEDOWN ON THE HARPETH.

4) HARPETH CONSERVANCY'S WEBSITE, HARPETHCONSERVANCY.ORG, CONTINUES TO BE UPDATED AND ENHANCED TO PROVIDE CURRENT AND HISTORICAL INFORMATION ABOUT ALL ASPECTS OF THE WATERSHED: POLICY, VOLUNTEER ACTIVITIES, FUNDRAISING, AND WILDLIFE INFORMATION. ENHANCED INTEGRATION WITH THE EMAIL SYSTEM AND ONLINE DONATION PROCESSING HAVE IMPROVED THE EFFICIENCY FOR HC AND MADE A MORE SEAMLESS USER EXPERIENCE FOR SITE VISITORS. HC ALSO FOUND NEW WAYS TO SHARE INFORMATION ABOUT OUR REGION'S UNIQUELY ABUNDANT BIODIVERSITY BY POSTING TWO WILDLIFE FACTS PER WEEK ON SOCIAL MEDIA PLATFORMS AND THE HC WEBSITE.

B. WILDLIFE AND WATER QUALITY EDUCATION

1) HC'S EDUCATION PROGRAM RECEIVED SPECIFIC SUPPORT FROM THE BARBARA J. MAPP FOUNDATION (\$15,000) AND THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE (\$3,000). WITH THIS FUNDING, HARPETH CONSERVANCY STAFF VISITS CAMPS, SCHOOLS, AND OTHER COMMUNITY GROUPS TO FACILITATE ACTIVITIES RELATED TO EXPLORING THE WILDLIFE THAT LIVE IN AND AROUND OUR WATERS. HARPETH CONSERVANCY LED ACTIVITIES WITH EAGLEVILLE, RAVENSWOOD, AND CENTENNIAL HIGH SCHOOLS, PEN PALS, WARNER PARKS, VANDERBILT UNIVERSITY

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ENVIRONMENTAL LAW SOCIETY, BOYS AND GIRLS CLUB. HC ALSO PARTNERED WITH CUMBERLAND RIVER COMPACT AND URBAN GREEN LABS TO CO-HOST A FREE DOCUMENTARY FILM SCREENING OF RACING EXTINCTION THAT WAS OPEN TO THE PUBLIC.

2) WILD & SCENIC FILM FESTIVAL: HARPETH CONSERVANCY HOSTED NASHVILLE'S FIRST WILD AND SCENIC FILM FESTIVAL IN OCTOBER OF 2016 AT THE BELCOURT THEATRE. THE FILM FESTIVAL SHOWED 11 FILMS THAT ILLUSTRATED THE EARTH'S BEAUTY, THE CHALLENGES FACING OUR PLANET, AND THE WORK COMMUNITIES ARE DOING TO PROTECT THE ENVIRONMENT. THE FESTIVAL'S PURPOSE IS TO INSPIRE ENVIRONMENTAL ACTIVISM BY MOTIVATING OTHERS TO GO OUT AND MAKE A DIFFERENCE IN THEIR COMMUNITY AND THE ENVIRONMENT. AT THE EVENT, WE PROMOTED PARTNER GROUPS' VOLUNTEER OPPORTUNITIES IN ORDER TO GET THE PEOPLE AT THE FESTIVAL, WHO WERE READY TO GET INVOLVED, A PLACE TO PLUG IN IN THE COMMUNITY RIGHT AWAY.

3) HC ALSO HELPED GENERATE EFFECTIVE PRESS COVERAGE AND DEVELOPMENT OF PRESS AND BROAD UNDERSTANDING OF THE ISSUES: CLEAN WATER ACT LAWSUIT, WATER-SAVING TIPS, WILDLIFE TIPS, AS WELL AS HARPETH RIVER AND TN CLEAN WATER ISSUES IN GENERAL.

C. RECREATION: 1) ASSISTED TN SCENIC RIVERS ASSOCIATION, CITY OF FRANKLIN, LADD FARMS ENGINEERS, AND OTHERS TO BUILD THE LADD FARMS RIVER ACCESS POINT IN FRANKLIN, TN AT THE CROSSING OF THE HARPETH BY CARUTHERS BLVD. 2) PERFORMED PRELIMINARY STEPS TO DEVELOP THE RESPONSIBLE RIVER RECREATION CAMPAIGN.

D. MEDIA COVERAGE

THE FOLLOWING IS NOT AN EXHAUSTIVE LIST OF ALL MEDIA COVERAGE OBTAINED: PRINT NEWS COVERAGE IN THE TENNESSEAN, WILLIAMSON HERALD, FRANKLIN HOME PAGE AND OTHERS COVERED MAJOR TOPICS: 1) FRANKLIN TO INCREASE WASTEWATER DISCHARGES INTO HARPETH RIVER; 2) CITY SETTLES LAWSUIT WITH

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HARPETH RIVER WATERSHED WITH PLAN IN PLACE; 3) FRANKLIN AGREES TO
LIMITS ON POLLUTION IN HARPETH; 4) HARPETH RIVER DAM REMOVAL IN
TENNESSEE RECEIVES NATIONAL LEGACY PROJECT RECOGNITION; 5) POLLUTION
SETTLEMENT APPROVED; 6) HARPETH RIVER SWING, YOUR WILLIAMSON, NFOCUS.

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

THE DRAFT OF THE 990 IS REVIEWED BY THE FINANCIAL ADMINISTRATION STAFF TEAM
AND SENT TO THE BOARD OF DIRECTORS' FINANCE COMMITTEE FOR REVIEW BEFORE
SUBMITTAL TO THE IRS.

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

HARPETH CONSERVANCY'S BY-LAWS, SECTION III.F. SPECIFY THE PROCESS THE BOARD
OF DIRECTORS FOLLOWS TO REVIEW POTENTIAL CONFLICTS OF INTEREST WITH MEMBERS
OF THE BOARD. HARPETH CONSERVANCY ALSO HAS A CONFLICT OF INTEREST POLICY
IN ITS PERSONNEL HANDBOOK AND A CONFLICT OF INTEREST POLICY FORM THAT ALL
INCOMING STAFF MUST REVIEW AND SIGN INDICATING THAT THEY UNDERSTAND THE
ORGANIZATION'S INTERNAL CONFLICT OF INTEREST POLICY FOR STAFF.

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

THE EXECUTIVE DIRECTOR AND ALL FULL-TIME EMPLOYEES ARE REVIEWED ANNUALLY.
SUPERVISORS REVIEW STAFF THAT THEY MANAGE. FOR THE EXECUTIVE DIRECTOR, THE
BOARD APPOINTS A REVIEW COMMITTEE EACH YEAR. THE EXECUTIVE DIRECTOR
COMPLETES A REVIEW AS DO THE MEMBERS OF THE REVIEW COMMITTEE. THE REST OF
THE BOARD IS PROVIDED WITH THE RESULTS OF THE ANNUAL REVIEW FOR INPUT AS
WELL. RECOMMENDATIONS FOR PRIORITIES FOR THE EXECUTIVE DIRECTOR,
COMPENSATION AND OTHER ASPECTS FROM THE REVIEW COMMITTEE ARE PRESENTED TO
THE FULL BOARD FOR APPROVAL. THE ANNUAL REVIEW PROCESS IS TIMED TO FIT WITH
THE ANNUAL BUDGET CYCLE.

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FORM 990, PART VI, SECTION C, LINE 19:

ALL HARPETH CONSERVANCY GOVERNING DOCUMENTS ARE ON A PUBLIC WEBSITE MANAGED AND REVIEWED BY THE COMMUNITY FOUNDATION OF MIDDLE TN, CALLED GIVING MATTERS. THE GIVING MATTERS STAFF REVIEW ALL POSTINGS AND THEY SPECIFICALLY ENTER THE FINANCIAL DATA THAT IS DERIVED FROM THE 990. HARPETH CONSERVANCY HAS A LINK ON OUR WEBSITE TO GIVING MATTERS AND INFORMS THE PUBLIC THAT THE GOVERNING DOCUMENTS, BY-LAWS, AND FINANCIAL DOCUMENTS CAN BE FOUND THERE. WE ALSO PROVIDE SUCH INFORMATION TO ANY WHO REQUEST IT.

FORM 990, PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.