

Form 990

Return of Organization Exempt From Income Tax

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public

► Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018

B Check if applicable

Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization UPSTATE FOREVER		D Employer identification number 57-1070433
Doing business as		E Telephone number (864) 250-0500
Number and street (or P O box if mail is not delivered to street address) 507 PETTIGRU STREET		Room/suite
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE, SC 29601		
F Name and address of principal officer MARK TAYLOR 507 PETTIGRU STREET GREENVILLE, SC 29601		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ►
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		K Website: ► WWW UPSTATEFOREVER.ORG
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1998
		M State of legal domicile SC

Part I Summary

1 Briefly describe the organization's mission or most significant activities
UPSTATE FOREVER IS A CONSERVATION ORGANIZATION WITH A MISSION TO PROTECT CRITICAL LANDS, WATERS, AND THE UNIQUE CHARACTER OF THE UPSTATE OF SOUTH CAROLINA

2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	3	17
3 Number of voting members of the governing body (Part VI, line 1a)	4	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	5	20
5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	6	36
6 Total number of volunteers (estimate if necessary)	7a	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7b	
b Net unrelated business taxable income from Form 990-T, line 34		

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	1,740,371	3,501,430
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	62,544	156,682
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	73,366	89,627
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,876,281	3,747,739

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	864,841	916,849
16a Professional fundraising fees (Part IX, column (A), line 11e)	39,468	126,353
b Total fundraising expenses (Part IX, column (D), line 25) ► 405,053		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,043,167	749,424
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,947,476	1,792,626
19 Revenue less expenses Subtract line 18 from line 12	-71,195	1,955,113

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	6,157,295	7,687,828
22 Net assets or fund balances Subtract line 21 from line 20	61,644	72,891
	6,095,651	7,614,937

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here	***** Signature of officer ANDREA COOPER EXECUTIVE DIRECTOR Type or print name and title	2019-08-15 Date
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Paid Preparer Use Only	Print/Type preparer's name Firm's name ► GREENE FINNEY LLP	Preparer's signature Date 2019-07-31	Check <input type="checkbox"/> if self-employed	PTIN P01019423
	Firm's address ► 211 EAST BUTLER ROAD STE C-6	Firm's EIN ► 52-2212837		
	MAULDIN, SC 29662	Phone no (864) 451-7381		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2018)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1 Briefly describe the organization's mission**

UPSTATE FOREVER IS A CONSERVATION ORGANIZATION WITH A MISSION TO PROTECT CRITICAL LANDS, WATERS, AND THE UNIQUE CHARACTER OF THE UPSTATE OF SOUTH CAROLINA

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 157,332 including grants of \$) (Revenue \$)

See Additional Data

4b (Code) (Expenses \$ 594,539 including grants of \$) (Revenue \$)

See Additional Data

4c (Code) (Expenses \$ 360,783 including grants of \$) (Revenue \$)

See Additional Data

(Code) (Expenses \$ 149,327 including grants of \$) (Revenue \$)

SIGNING 125 CONSERVATION AGREEMENTS THAT PROTECT NEARLY 22,000 ACRES OF CRITICAL LANDS IN THE REGION, SUCH AS ADDITIONS TO PARIS MOUNTAIN STATE PARK IN GREENVILLE, BUFFER LANDS TO THE CLEMSON FOREST IN PICKENS COUNTY, PUBLIC ACCESS TO FALLS PARK IN THE CITY OF GREENVILLE, KEY TRACTS IN THE BLUE RIDGE ESCARPMENT, LAND ALONG HIGHWAY 11, AND A NUMBER OF BEAUTIFUL FARMLANDS THAT COLLECTIVELY HELP TO PRESERVE OUR GREATLY THREATENED NATURAL HERITAGE BECOMING THE FIRST LAND TRUST ORGANIZATION IN SOUTH CAROLINA TO RECEIVE NATIONAL ACCREDITATION PLAYING AN ESSENTIAL ROLE IN SECURING AND OPENING GREENVILLE'S GHS SWAMP RABBIT TRAIL AND CATALYZING AN EXTENSION OF THE TRAIL FROM DOWNTOWN TO CU-ICAR AND CONTINUING TO PLAY AN ACTIVE ROLE TO COMPLETE THE LONG-TERM PLAN FOR THE TRAIL ESTABLISHING AND OPERATING THE GREENVILLE B-CYCLE BIKE-SHARE PROGRAM LEADING COORDINATION OF BLUEWAY TRAIL MAPPING THROUGHOUT SC AND CATALYZING RIVER ACCESS ACROSS THE UPSTATE MOBILIZING PUBLIC OPPOSITION TO STOP DUKE ENERGY'S PROPOSED SUBSTATION AND 45-MILE LONG TRANSMISSION LINE ACROSS THE FOOTHILLS AND BLUE RIDGE MOUNTAINS OF THE UPSTATE AND WESTERN NORTH CAROLINA APPEALED A PROPOSED 254-HOME SUBDIVISION THAT WOULD HAVE FOREVER ALTERED THE CHARACTER OF GLASSY MOUNTAIN, A PICKENS COUNTY ICON, AND WORKED WITH THE LANDOWNERS AND COMMUNITY MEMBERS TO REALIZE A CONSERVATION SOLUTION SECURING A VOLUNTARY AGREEMENT FROM DUKE ENERGY TO REMOVE COAL ASH IMPROPERLY STORED ALONG THAT SALUDA RIVER ASSISTING THE SOUTHERN ENVIRONMENTAL LAW CENTER IN A SUCCESSFUL US 4TH CIRCUIT APPEAL ADDRESSING THE 2014 DIESEL SPILL IN BELTON, SC SUCCESSFULLY ADVOCATING FOR IMPLEMENTATION OF THE FEDERAL COURT'S CONSENT DECREE TO REMOVE PCB-CONTAMINATED SEDIMENT AND TWO DAMS ON THE TWELVE MILE RIVER STOPPING A PROPOSED MEGA-LANDFILL IN SPARTANBURG COUNTY AND A COAL ASH LANDFILL IN PICKENS COUNTY AND PROMOTING WASTE REDUCTION AND RECYCLING THROUGH COLLECTION EVENTS FOR HOUSEHOLD HAZARDOUS WASTE AND PHARMACEUTICALS RELEASING AN EYE-OPENING GROWTH PROJECTION STUDY FOR THE UPSTATE THAT SHOWS WHAT OUR REGION WILL LOOK LIKE IN 2040 IF CURRENT DEVELOPMENT PATTERNS AND POLICIES REMAIN UNCHANGED MANAGING ONE OF THE MOST COMPREHENSIVE WATERSHED STUDIES EVER UNDERTAKEN IN THE COUNTRY AND LEADING IMPLEMENTATION OF MANY RECOMMENDED SOLUTIONS THROUGHOUT THE SALUDA-REEDY WATERSHED, RESULTING IN SIGNIFICANT WATER QUALITY IMPROVEMENTS WHICH ALLOW RESIDENTS AND INDUSTRIES TO CONTINUE TO USE AND ENJOY LAKE GREENWOOD ADVOCATING SUCCESSFULLY FOR THE ENACTMENT OF HOSPITALITY TAXES IN GREENVILLE AND SPARTANBURG COUNTIES TO FUND PARKS AND GREENWAYS CREATING AND SUCCESSFULLY ADVOCATING FOR THE ADOPTION OF THE STORMWATER BANKING PROGRAM, A MARKET-BASED INITIATIVE FOR CLEANER WATER THAT PROVIDES INCENTIVES FOR BETTER DEVELOPMENT IN THE CITY AND COUNTY OF GREENVILLE RESTORING NEARLY 3,000 FEET OF TROUT HABITAT IN THE SOUTH SALUDA RIVER ADVOCATING SUCCESSFULLY FOR THE ENACTMENT OF PROGRESSIVE LOCAL ORDINANCES THAT EFFECTIVELY ENCOURAGE MORE WALKABLE COMMUNITIES, TREE PROTECTION, STREAM BUFFERS, CLUSTERED DEVELOPMENTS, BIG BOX STORES, AND PARKING LOTS, COMPLETING THE LEED PLATINUM-CERTIFIED RENOVATION OF OUR GREENVILLE OFFICE AND INTRODUCING THE EARTHCRAFT GREEN BUILDING STANDARD TO SOUTH CAROLINA THROUGH OUR "UPSTATE HOUSE" PROJECT

4d Other program services (Describe in Schedule O)

(Expenses \$ 149,327 including grants of \$) (Revenue \$)

4e Total program service expenses ► 1,261,981

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 Yes	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? If "Yes," complete Schedule I, Parts I and II	21	No
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? If "Yes," complete Schedule I, Parts I and III	22	No

Part IV Checklist of Required Schedules (continued)

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

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	1a	23
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	20		
b 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)	2b	Yes		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No		
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O</i>	3b			
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No		
b 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?	5a	No		
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No		
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No		
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7 Organizations that may receive deductible contributions under section 170(c).	7a	Yes		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d			
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	No		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	No		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	No		
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?	9a	No		
9a Did the sponsoring organization make any taxable distributions under section 4966?	9b	No		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?				
10 Section 501(c)(7) organizations. Enter	10a			
a Initiation fees and capital contributions included on Part VIII, line 12	10b			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities				
11 Section 501(c)(12) organizations. Enter	11a			
a Gross income from members or shareholders	11b			
b 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? b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a			
a 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			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No		
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>	14b			
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N	15	No		
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O	16	No		

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

Section A. Governing Body and Management

	1a	1b	17	Yes	No
1a			17		
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					
b	Enter the number of voting members included in line 1a, above, who are independent		17		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed		SC	
18	Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply			
	<input checked="" type="checkbox"/> Own website	<input type="checkbox"/> Another's website	<input checked="" type="checkbox"/> Upon request	<input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year			
20	State the name, address, and telephone number of the person who possesses the organization's books and records			
	►ANDREA COOPER 507 PETTIGRU STREET GREENVILLE, SC 29601 (864) 250-0500			

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099- MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer or Director	Individual Trustee	Institutional Trustee	Office	Key Employee	Non-Exempt Employee			
(1) THOMAS KESTER BOARD	0 60	X						0	0	0
(2) GLENN HILLIARD SECRETARY	0 60	X	X					0	0	0
(3) MARK TAYLOR CHAIR	0 60	X	X					0	0	0
(4) MIKE BAUR VICE CHAIR	0 60	X	X					0	0	0
(5) MICHAEL ALLEN BOARD	0 40	X						0	0	0
(6) MARIANNA HABISREUTINGER BOARD	0 40	X						0	0	0
(7) MARY HAQUE BOARD	0 40	X						0	0	0
(8) JOE JAMES BOARD	0 40	X						0	0	0
(9) JOE LESESNE BOARD	0 40	X						0	0	0
(10) ERWIN MADDREY BOARD	0 60	X						0	0	0
(11) CHARLIE MICHEL BOARD	0 40	X						0	0	0
(12) BETTY MONTGOMERY BOARD	0 40	X						0	0	0
(13) PAMELA VAUGHN BOARD	0 40	X						0	0	0
(14) KRIS YON BOARD	0 40	X						0	0	0
(15) HANK MCCULLOUGH BOARD	0 40	X						0	0	0
(16) KEN DEON TREASURER	0 60	X	X					0	0	0
(17) CHARLES DALTON BOARD	0 40	X						0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
(18) ANDREA COOPER EXECUTIVE DI	40 00			X			85,000	0	0
1b Sub-Total									
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							85,000		

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
WINKLER CONSULTING, 1036 EWALL ST MT PLEASANT, SC 29464	CONSULTING	126,353
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 1		

Part VIII Statement of Revenue

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

Contributions, Gifts, Grants and Other Similar Amounts		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
1a Federated campaigns . . .	1a				
b Membership dues . . .	1b	284,147			
c Fundraising events . . .	1c				
d Related organizations	1d				
e Government grants (contributions)	1e	53,871			
f All other contributions, gifts, grants, and similar amounts not included above	1f	3,163,412			
g Noncash contributions included in lines 1a - 1f \$		307,775			
h Total. Add lines 1a-1f		3,501,430			
Program Service Revenue		Business Code			
2a					
b					
c					
d					
e					
f All other program service revenue					
g Total. Add lines 2a-2f					
Other Revenue					
3 Investment income (including dividends, interest, and other similar amounts)		156,682			156,682
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a 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)					
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	78,642			
b Less direct expenses	b	44,011			
c Net income or (loss) from fundraising events		34,631			
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory					
11a BIKE SHARE REVENUE	Business Code				33,843
b CONSULTING FEES					18,471
c OTHER					2,682
d All other revenue					
e Total. Add lines 11a-11d		54,996			
12 Total revenue. See Instructions		3,747,739			211,678

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, line 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	85,000	29,750	12,750	42,500
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	721,897	462,536	117,822	141,539
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	22,044	13,724	3,320	5,000
9 Other employee benefits	28,272	17,600	4,259	6,413
10 Payroll taxes	59,636	36,467	9,536	13,633
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	10,780		10,780	
d Lobbying				
e Professional fundraising services See Part IV, line 17	126,353			126,353
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	172,637	166,610	527	5,500
12 Advertising and promotion	8,987	8,912		75
13 Office expenses	64,140	42,877	8,457	12,806
14 Information technology	49,646	36,895	10,329	2,422
15 Royalties				
16 Occupancy	18,154	14,502	3,652	
17 Travel	21,767	21,403	6	358
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	26,747	11,945	150	14,652
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	49,780	29,419	20,361	
23 Insurance	29,369	8,702	20,667	
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 CONSERVATION EASMENTS	210,000	210,000		
b SPONSORSHIPS	31,000	31,000		
c REPAIRS & MAINTENANCE	24,646	19,389	5,257	
d BANK CHARGES	11,305	8,009	80	3,216
e All other expenses	20,466	92,241	-102,361	30,586
25 Total functional expenses. Add lines 1 through 24e	1,792,626	1,261,981	125,592	405,053
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here ► <input type="checkbox"/> 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 IX

		(A) Beginning of year		(B) End of year
Assets				
1	Cash—non-interest-bearing		1	
2	Savings and temporary cash investments	1,138,874	2	1,180,082
3	Pledges and grants receivable, net		3	
4	Accounts receivable, net	243,146	4	906,617
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 instructions) Complete Part II of Schedule L		6	
7	Notes and loans receivable, net		7	
8	Inventories for sale or use		8	
9	Prepaid expenses and deferred charges	4,475	9	3,262
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	1,141,585		
b	Less accumulated depreciation	364,446	10c	777,139
11	Investments—publicly traded securities	3,944,919	11	4,547,531
12	Investments—other securities See Part IV, line 11		12	
13	Investments—program-related See Part IV, line 11		13	
14	Intangible assets		14	
15	Other assets See Part IV, line 11	7,217	15	273,197
16	Total assets. Add lines 1 through 15 (must equal line 34)	6,157,295	16	7,687,828
Liabilities				
17	Accounts payable and accrued expenses	61,644	17	72,891
18	Grants payable		18	
19	Deferred revenue		19	
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		25	
26	Total liabilities. Add lines 17 through 25	61,644	26	72,891
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	3,289,280	27	5,077,256
28	Temporarily restricted net assets	1,765,618	28	1,407,069
29	Permanently restricted net assets	1,040,753	29	1,130,612
	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	6,095,651	33	7,614,937
34	Total liabilities and net assets/fund balances	6,157,295	34	7,687,828

Part XI

Reconciliation of Net AssetsCheck 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	3,747,739
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,792,626
3	Revenue less expenses Subtract line 2 from line 1	3	1,955,113
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,095,651
5	Net unrealized gains (losses) on investments	5	-436,254
6	Donated services and use of facilities	6	427
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	7,614,937

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		No
2b	Yes	
2c	Yes	
3a		No
3b		

Additional Data

Software ID:

Software Version:

EIN: 57-1070433

Name: UPSTATE FOREVER

Form 990 (2018)

Form 990, Part III, Line 4a:

CLEAN WATER IN 2018, THE CLEAN WATER PROGRAM COLLABORATED WITH DRINKING WATER UTILITIES IN SPARTANBURG, GREENVILLE AND ANDERSON COUNTIES IN SOUTH CAROLINA TO DEVELOP SOURCE WATER PROTECTION PLANS IN THE TYGER, PACOLET AND THREE & TWENTY CREEK WATERSHEDS. THESE WATER PROTECTION PLANS HELP TO PROTECT THESE CRITICAL DRINKING WATER RESOURCES BY ADDRESSING BACTERIA, SEDIMENT, AND NUTRIENT POLLUTION. SERVED AS A STAKEHOLDER ON THE STATE WATER PLANNING PROCESS ADVISORY COMMITTEE IN THE DEVELOPMENT OF A STATE OF SC WATER PLAN. LED DISCUSSIONS WITH STATE AND FEDERAL AGENCIES TO IMPROVE WETLAND AND STREAM MITIGATION ACROSS THE STATE. ASSISTED WITH THE EXPANSION OF THE SC ADOPT A STREAM THROUGH VOLUNTEER TRAININGS AND BY PROVIDING EQUIPMENT TO VOLUNTEERS FOR THIS CITIZEN SCIENCE MONITORING PROGRAM. COMPLETED FOUR BLUEWAY MAPS (PADDLE TRAIL MAPS) AVAILABLE BOTH ONLINE AND IN PRINT FORM TO ENCOURAGE WATER RECREATION OPPORTUNITIES FOR THE ENOREE, CHAUGA, PACOLET, AND REEDY RIVERS. CONTINUED MONITORING A UTILITY COMPANY'S COMPLIANCE WITH A VOLUNTARY SETTLEMENT AGREEMENT TO REMOVE COAL ASH PONDS WHICH THREATEN THE SALUDA RIVER. COLLABORATED WITH THE REEDY RIVER WATER QUALITY GROUP TO IMPROVE WATER QUALITY IN THE REEDY RIVER WATERSHED THROUGH LOCAL ENGAGEMENT. PROVIDED COMMENTS TO STATE AND FEDERAL AGENCIES REGARDING ANY PERMITS WITH ANY POTENTIAL IMPACTS TO WATER QUALITY/QUANTITY.

Form 990, Part III, Line 4b:

LAND TRUST THE UPSTATE FOREVER LAND TRUST PROGRAM IS ACCREDITED BY THE NATIONAL LAND TRUST ASSOCIATION AND HAS PROTECTED 22,023 ACRES THROUGH 125 CONSERVATION EASEMENTS IN THE UPSTATE OF SOUTH CAROLINA. 35% OF THE CONSERVATION EASEMENTS PROVIDE PUBLIC ACCESS AND 35% ARE WORKING FARMS. OVER 15% OF THE EASEMENTS PROTECT PROPERTIES ALONG OR NEAR SCENIC HIGHWAY 11. IN 2018 UPSTATE FOREVER HELPED TO PRESERVE SIGNIFICANT ACREAGE ADJACENT TO PARIS MOUNTAIN STATE PARK. THREE PROJECTS, TOTALING 234 ACRES, WERE PRESERVED AND ADDED TO THE STATE PARK OR CONSERVED BY A PRIVATE LANDOWNER.

Form 990, Part III, Line 4c:

LAND POLICY AND PLANNING AND ENERGY IN 2018 LAND POLICY AND PLANNING FACILITATED A WORKSHOP SERIES TO EDUCATE ELECTED OFFICIALS ON SMARTER LAND USE POLICIES COORDINATED ADVOCACY EFFORTS OF TRANSIT AND HOUSING ADVOCATES, INCLUDING CO-HOSTING A GREENVILLE COUNTY HOUSING SUMMIT ENGAGED GREENVILLE COUNTY CITIZENS IN LOCAL LAND USE PLANNING PROCESSES SUPPORTED BETTER LAND USE PLANNING IN SPARTANBURG COUNTY ASSISTED THE CITY OF LANDRUM WITH EFFORTS TO ADVANCE LAND USE POLICIES TO ENACT THEIR RECENTLY ADOPTED COMPREHENSIVE PLAN SUCCESSFULLY ADVOCATED FOR STRENGTHENED LAND DEVELOPMENT REGULATIONS IN THE CITY OF CLEMSON AND SUPPORTED ADOPTION OF AN URBAN VILLAGE ZONING DISTRICT IN THE CITY OF MAULDIN ALSO, ENERGY STAFF CREATED A "PIPELINES 101" WEBINAR SERIES AND RESOURCE LANDING PAGE TO HELP COMMUNITIES BATTLED GAS PIPELINES AND RELATED ISSUES

SCHEDULE A
(Form 990 or
990EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**
Complete if the organization is a section 501(c)(3) organization or a section
4947(a)(1) nonexempt charitable trust.
► Attach to Form 990 or Form 990-EZ.
► Go to www.irs.gov/Form990 for the latest information.**2018****Open to Public
Inspection****Name of the organization**
UPSTATE FOREVER**Employer identification number**
57-1070433**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))

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

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

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

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

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

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

9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university

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

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

12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B**.

b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C**.

c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E**.

d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V**.

e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations _____

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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

(Complete only if you checked the box on line 5, 7, 8, or 9 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant")	1,280,104	4,029,677	2,345,177	1,740,371	3,501,430	12,896,759
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	1,280,104	4,029,677	2,345,177	1,740,371	3,501,430	12,896,759
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)						1,021,924
6	Public support. Subtract line 5 from line 4						11,874,835

Section B. Total Support

	Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7	Amounts from line 4	1,280,104	4,029,677	2,345,177	1,740,371	3,501,430	12,896,759
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	92,621	79,795	81,726	62,544	156,682	473,368
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)	60,817	65,247	60,231	51,237	54,996	292,528
11	Total support. Add lines 7 through 10						13,662,655
12	Gross receipts from related activities, etc (see instructions)					12	147,952

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

Section C. Computation of Public Support Percentage

14	Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	86 910 %
15	Public support percentage for 2017 Schedule A, Part II, line 14	15	93 870 %
16a	33 1/3% support test—2018. 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—2017. 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—2018. 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—2017. 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 2018 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2018. 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		► <input type="checkbox"/>
b 33 1/3% support tests—2017. 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		► <input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		► <input type="checkbox"/>

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of 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	1	
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)	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	3a	
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	3b	
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	3c	
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	4a	
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	4b	
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	4c	
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)	5a	
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?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
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 .	6	
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)	7	
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)	8	
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 .	9a	
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 .	9b	
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 .	9c	
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 line 10b below	10a	
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)	10b	

Part IV Supporting Organizations (continued)

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

	Yes	No
11a		
11b		
11c		

Section B. Type I Supporting Organizations

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

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

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)

	Yes	No
1		

Section D. All Type III Supporting Organizations

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

	Yes	No
1		
2		
3		

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 The organization satisfied the Activities Test. Complete **line 2** below

b The organization is the parent of each of its supported organizations. Complete **line 3** below

c 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

	Yes	No
2a		
2b		
3a		
3b		

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)	1	
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 2018 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-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See Instructions)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
PART II, LINE 10	CONSULTING FEES 237,532

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2018****Open to Public Inspection**Department of the Treasury
Internal Revenue Service**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

►Complete if the organization is described below. ►Attach to Form 990 or Form 990-EZ.
►Go to www.irs.gov/Form990 for instructions and the latest information.

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

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

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

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

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

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

Name of the organization
UPSTATE FOREVEREmployer identification number
57-1070433**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ► \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ► if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals										
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	35,000											
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	35,000											
c	Total lobbying expenditures (add lines 1a and 1b)	70,000											
d	Other exempt purpose expenditures	1,722,626											
e	Total exempt purpose expenditures (add lines 1c and 1d)	1,792,626											
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	239,631											
If the amount on line 1e, column (a) or (b) is: The lobbying nontaxable amount is: <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Not over \$500,000</td> <td style="width: 50%;">20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>		Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
Not over \$500,000	20% of the amount on line 1e												
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000												
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000												
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000												
Over \$17,000,000	\$1,000,000												
g	Grassroots nontaxable amount (enter 25% of line 1f)	59,908											
h	Subtract line 1g from line 1a If zero or less, enter -0-												
i	Subtract line 1f from line 1c If zero or less, enter -0-												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No											

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount	240,968	262,634	250,874	239,631	994,107
b Lobbying ceiling amount (150% of line 2a, column(e))					1,491,161
c Total lobbying expenditures	60,000	60,000	70,000	70,000	260,000
d Grassroots nontaxable amount	60,242	65,659	62,719	59,908	248,528
e Grassroots ceiling amount (150% of line 2d, column (e))					372,792
f Grassroots lobbying expenditures	30,000	30,000	35,000	35,000	130,000

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

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

1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

a Volunteers?

b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?

c Media advertisements?

d Mailings to members, legislators, or the public?

e Publications, or published or broadcast statements?

f Grants to other organizations for lobbying purposes?

g Direct contact with legislators, their staffs, government officials, or a legislative body?

h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?

i Other activities?

j Total Add lines 1c through 1i

2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?

b If "Yes," enter the amount of any tax incurred under section 4912

c If "Yes," enter the amount of any tax incurred by organization managers under section 4912

d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

1 Were substantially all (90% or more) dues received nondeductible by members?

2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?

3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

Yes	No
1	
2	
3	

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

1 Dues, assessments and similar amounts from members

2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).

a Current year

b Carryover from last year

c Total

3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues

4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?

5 Taxable amount of lobbying and political expenditures (see instructions)

1	
2a	
2b	
2c	
3	
4	
5	

Part IV Supplemental Information

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

Return Reference	Explanation
------------------	-------------

2018

Open to Public
Inspection

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► 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.
 ► Go to www.irs.gov/Form990 for the latest information.

Name of the organization
UPSTATE FOREVER

Employer identification number
57-1070433

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.

	(a) Donor advised funds	(b) Funds and other accounts
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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

	Held at the End of the Year
2a Total number of conservation easements	125
2b Total acreage restricted by conservation easements	22,023 00
2c Number of conservation easements on a certified historic structure included in (a)	
2d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► 1

4 Number of states where property subject to conservation easement is located ► 2

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

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
 ► 2161 00

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
 ► \$ 59,239

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

(i) Revenue included on Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenue included on Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange 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 in 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	3,991,763	3,683,126	3,528,543	1,521,742	1,481,159
b Contributions	87,770	18,121	107,560	2,091,610	30,372
c Net investment earnings, gains, and losses	-236,130	481,660	242,989	-57,510	90,259
d Grants or scholarships					
e Other expenditures for facilities and programs	-129,957	-191,144	-195,966	-27,299	-80,048
f Administrative expenses					
g End of year balance	3,713,446	3,991,763	3,683,126	3,528,543	1,521,742

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

a Board designated or quasi-endowment ► 58 000 %

b Permanent endowment ► 42 000 %

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

Yes No

(ii) related organizations

Yes No

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

Yes No

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

3a(i)	3a(ii)	3b

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		62,500		62,500
b Buildings		770,597	197,340	573,257
c Leasehold improvements				
d Equipment		308,488	167,106	141,382
e Other				

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

777,139

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) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	►	

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" 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. (Column (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) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	►

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	3,311,912
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-436,254
b	Donated services and use of facilities	2b	427
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	-435,827
3	Subtract line 2e from line 1	3	3,747,739
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	3,747,739

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	1,792,626
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	1,792,626
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . .	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	1,792,626

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.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information (*continued*)

Return Reference	Explanation

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 1, PART II, LINE 5	I PURPOSE LAND CONSERVATION MONITORS WILL CONDUCT, AT A MINIMUM, AN ANNUAL INSPECTION OF EACH PROPERTY ON WHICH UPSTATE FOREVER HOLDS A CONSERVATION AGREEMENT THE PURPOSES OF THESE MONITORING INSPECTIONS ARE, AMONG OTHER THINGS, TO A OBSERVE AND DOCUMENT COMPLIANCE WITH THE TERMS OF THE CONSERVATION AGREEMENT OR OTHER LAND RESTRICTIONS TO BE ENFORCED BY UP STATE FOREVER, WHERE APPLICABLE, B TIMELY ENFORCE CONSERVATION AGREEMENT TERMS, WHERE APPLICABLE, C REINFORCE THE CONSERVATION VALUES/LIMITATIONS WITH LANDOWNERS, NEIGHBORS, AND THIRD-PARTIES, WHERE APPLICABLE, D CONFIRM CURRENT OWNERSHIP OF CONSERVED PROPERTIES, E GUARD AGAINST UNAUTHORIZED BOUNDARY ENCROACHMENTS, F GUARD AGAINST IMPERMISSIBLE USES BY THIRD -PARTIES, AND G OBSERVING THE GENERAL CONDITION OF THE LAND SUCH THAT UPSTATE FOREVER MAY BE INFORMED OF THE SAME II MONITORING VISITS A NUMBER OF VISITS ALL PROPERTIES WILL BE MONITORED AT LEAST ONCE PER YEAR MORE FREQUENT MONITORING VISITS MAY BE NECESSARY BECAUSE OF THE FOLLOWING FACTORS 1 CHANGE OF OWNERSHIP, 2 RECEIPT OF A RESERVED RIGHTS REQUEST, 3 THE EXERCISE OF SIGNIFICANT RESERVED RIGHT(S), 4 SPECIAL INVITATION BY THE LANDOWNER, 5 SUSPICION OF VIOLATION, 6 VIOLATIONS IDENTIFIED, 7 REMEDIES IN PROCESS IN RESPONSE TO A VIOLATION, AND 8 OTHER CAUSES FOR CONCERN B LANDOWNER NOTIFICATION LAND CONSERVATION MONITORS SHALL CONTACT THE LANDOWNER OR LANDOWNER'S REPRESENTATIVE AND ATTEMPT TO ARRANGE A MUTUALLY AGREEABLE TIME TO CONDUCT THE ANNUAL MONITORING INSPECTION SO THAT THE LANDOWNER OR A REPRESENTATIVE MAY ATTEND THE INSPECTION SUCH PARTICIPATION IS NOT A REQUIREMENT BUT IS DESIRABLE C INSPECTION TAKING INTO CONSIDERATION ACCESSIBILITY AND THE SPECIFIC CHARACTERISTICS OF THE PROPERTY BEING INSPECTED, MONITORS SHALL ATTEMPT TO CHECK BOUNDARIES AND ANY AREA OF ACTIVITY WHICH WARRANTS OBSERVATION FOR PROPERTIES WITH LIMITED ACCESSIBILITY, ALTERNATIVE MEANS OF INSPECTION, SUCH AS AERIAL OR RIVERINE-BASED OBSERVATIONS, MAY BE CONDUCTED PERIODICALLY D POTENTIAL VIOLATIONS IF A POTENTIAL VIOLATION IS OBSERVED, THE LAND CONSERVATION DIRECTOR SHALL BE NOTIFIED IMMEDIATELY BY THE LAND CONSERVATION MONITOR II I POST-MONITORING PROCESS THE FINDINGS OF THE INSPECTION SHALL BE DOCUMENTED IN ACCORDANCE WITH THE LAND CONSERVATION MONITORING PROCEDURES A COPY OF THE MONITORING REPORT WILL BE PROVIDED TO THE LANDOWNER, WHERE APPLICABLE LAND CONSERVATION MONITORS WILL ADHERE TO PROCEDURES TO ASSURE THAT QUESTIONS THAT ARISE DURING MONITORING INSPECTIONS OR ANY ACTIVITIES THAT ARE IN CONFLICT WITH RELEVANT LIMITATIONS FOR THAT GIVEN PROPERTY ARE ADDRESSED IN A TIMELY MANNER, WHILE PRESERVING UPSTATE FOREVER'S ENFORCEMENT RIGHTS, WHERE APPLICABLE, AND PRESERVING UPSTATE FOREVER'S RAPPORT WITH LANDOWNERS/DONORS POST-INSPECTION ACTIVITIES ARE ALSO GOVERNED BY UPSTATE FOREVER'S RECORDS RETENTION AND ENFORCEMENT POLICIES ONLY THE LAND CONSERVATION DIRECTOR, IN CONSULTATION WITH THE EXECUTIVE DIRECTOR, CAN DECLARE A VIOLATION AND DETERMINE THE

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 1, PART II, LINE 5	APPROPRIATE COURSE OF ACTION TO BE TAKEN IV MONITORS THE UPSTATE FOREVER'S MONITORS, BOTH STAFF AND VOLUNTEER, WILL WORK UNDER THE DIRECT SUPERVISION OF THE LAND CONSERVATION DIRECTOR OR DESIGNATED STEWARDSHIP STAFF PRIOR TO COMMENCING MONITORING, ANYONE INVOLVED WITH THE INSPECTION SHALL RECEIVE INSTRUCTIONS ON THE PURPOSE AND PROCESS FOR PERFORMING AN INSPECTION IN A SAFE AND PROFESSIONAL MANNER CONSISTENT WITH THE NEEDS OF UPSTATE FOREVER

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 1, PART II, LINE 9	CONSERVATION EASEMENTS DONATED TO THE ORGANIZATION ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, THE STATEMENT OF ACTIVITIES AND THE STATEMENT OF FUNCTIONAL EXPENSES. CONSERVATION EASEMENTS THAT ARE PURCHASED ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, AND ARE SHOWN AS AN EXPENSE IN THE STATEMENT OF ACTIVITIES, STATEMENT OF FUNCTIONAL EXPENSES AND STATEMENTS OF CASH FLOWS. THE FUNDING SOURCE THAT ENABLES THE PURCHASE OF THESE EASEMENTS IS SHOWN AS A REVENUE IN THE STATEMENT OF ACTIVITIES AND STATEMENTS OF CASH FLOWS, RESULTING IN A NET ZERO EFFECT ON NET ASSETS.

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PAGE 4, PART XIII	CONSERVATION EASEMENTS DONATED TO THE ORGANIZATION ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, THE STATEMENT OF ACTIVITIES AND THE STATEMENT OF FUNCTIONAL EXPENSES. CONSERVATION EASEMENTS THAT ARE PURCHASED ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, AND ARE SHOWN AS AN EXPENSES IN THE STATEMENT OF ACTIVITIES, STATEMENT OF FUNCTIONAL EXPENSES AND STATEMENT OF CASH FLOWS. THE FUNDING SOURCE THAT ENABLES THE PURCHASE OF THESE EASEMENTS IS SHOWN AS A REVENUE IN THE STATEMENT OF ACTIVITIES AND STATEMENT OF CASH FLOWS, RESULTING IN A NET ZERO EFFECT ON NET ASSETS.

SCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

OMB No 1545-0047

2018

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceComplete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the
organization entered more than \$15,000 on Form 990-EZ, line 6a

► Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest informationName of the organization
UPSTATE FOREVER

Employer identification number

57-1070433

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a <input checked="" type="checkbox"/> Mail solicitations	e <input checked="" type="checkbox"/> Solicitation of non-government grants
b <input checked="" type="checkbox"/> Internet and email solicitations	f <input checked="" type="checkbox"/> Solicitation of government grants
c <input checked="" type="checkbox"/> Phone solicitations	g <input checked="" type="checkbox"/> Special fundraising events
d <input checked="" type="checkbox"/> In-person solicitations	

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 WINKLER GROUP CONSULTING 1036 E WALL STREET MT PLEASANT, SC 29464	CAPTIAL		No	2,644,021	126,353	2,517,668
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total		►		2,644,021	126,353	2,517,668

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

SC

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 AWARDS LUNCHEON (event type)	(b) Event #2 RALLY IN THE VA (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue				
1 Gross receipts	53,450	15,177		68,627
2 Less Contributions				
3 Gross income (line 1 minus line 2)	53,450	15,177		68,627
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	39,678	8,535		48,213
10 Direct expense summary Add lines 4 through 9 in column (d)				48,213
11 Net income summary Subtract line 10 from line 3, column (d)				20,414

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				
3 Noncash prizes				
4 Rent/facility costs				
5 Other direct expenses				
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 _____

Yes No

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 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.

Return Reference	Explanation
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SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2018

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceName of the organization
UPSTATE FOREVER

Employer identification number

57-1070433

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	X	1	307,775	PARTNER BASIS
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 ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

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

29

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

	Yes	No
30a		No

b If "Yes," describe the arrangement in Part II

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

31	Yes
----	-----

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

32a		No
-----	--	----

b If "Yes," describe in Part II

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

Part II**Supplemental Information.**

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

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury

Name of the organization
UPSTATE FOREVER**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.
- ▶ Go to www.irs.gov/Form990 for the latest information.

2018**Open to Public
Inspection****Employer identification number**

57-1070433

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990	CONSERVATIONS EASEMENTS DONATED TO THE ORGANIZATION ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, THE STATEMENT OF ACTIVITIES AND THE STATEMENT OF FUNCTIONAL EXPENSES CONSERVATION EASEMENTS THAT ARE PURCHASED ARE RECORDED AT A ZERO VALUE IN THE STATEMENT OF FINANCIAL POSITION, AND ARE SHOWN AS AN EXPENSE IN THE STATEMENT OF ACTIVITIES, STATEMENT OF FUNCTIONAL EXPENSES AND STATEMENT OF CASH FLOWS THE FUNDING SOURCE THAT ENABLES THE PURCHASE OF THESE EASEMENTS IS SHOWN AS A REVENUE IN THE STATEMENT OF ACTIVITIES AND STATEMENT OF CASH FLOWS, RESULTING IN A NET ZERO EFFECT ON NET ASSETS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4A	CLEAN WATER IN 2018, THE CLEAN WATER PROGRAM COLLABORATED WITH DRINKING WATER UTILITIES IN SPARTANBURG, GREENVILLE AND ANDERSON COUNTIES IN SOUTH CAROLINA TO DEVELOP SOURCE WATER PROTECTION PLANS IN THE TYGER, PACOLET AND THREE & TWENTY CREEK WATERSHEDS. THESE WATER PROTECTION PLANS HELP TO PROTECT THESE CRITICAL DRINKING WATER RESOURCES BY ADDRESSING BACTERIA, SEDIMENT, AND NUTRIENT POLLUTION. SERVED AS A STAKEHOLDER ON THE STATE WATER PLANNING PROCESS ADVISORY COMMITTEE IN THE DEVELOPMENT OF A STATE OF SC WATER PLAN. LED DISCUSSIONS WITH STATE AND FEDERAL AGENCIES TO IMPROVE WETLAND AND STREAM MITIGATION ACROSS THE STATE. ASSISTED WITH THE EXPANSION OF THE SC ADOPT A STREAM THROUGH VOLUNTEER TRAININGS AND BY PROVIDING EQUIPMENT TO VOLUNTEERS FOR THIS CITIZEN SCIENCE MONITORING PROGRAM. COMPLETED FOUR BLUEWAY MAPS (PADDLE TRAIL MAPS) AVAILABLE BOTH ONLINE AND IN PRINT FORM TO ENCOURAGE WATER RECREATION OPPORTUNITIES FOR THE ENOREE, CHAUGA, PACOLET, AND REEDY RIVERS. CONTINUED MONITORING A UTILITY COMPANY'S COMPLIANCE WITH A VOLUNTARY SETTLEMENT AGREEMENT TO REMOVE COAL ASH PONDS WHICH THREATEN THE SALUDA RIVER. COLLABORATED WITH THE REEDY RIVER WATER QUALITY GROUP TO IMPROVE WATER QUALITY IN THE REEDY RIVER WATERSHED THROUGH LOCAL ENGAGEMENT. PROVIDED COMMENTS TO STATE AND FEDERAL AGENCIES REGARDING ANY PERMITS WITH ANY POTENTIAL IMPACTS TO WATER QUALITY/QUANTITY.

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Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4C	LAND POLICY AND PLANNING AND ENERGY IN 2018 LAND POLICY AND PLANNING FACILITATED A WORKSHOP SERIES TO EDUCATE ELECTED OFFICIALS ON SMARTER LAND USE POLICIES COORDINATED ADVOCACY EFFORTS OF TRANSIT AND HOUSING ADVOCATES, INCLUDING CO-HOSTING A GREENVILLE COUNTY HOUSING SUMMIT ENGAGED GREENVILLE COUNTY CITIZENS IN LOCAL LAND USE PLANNING PROCESSES SUPPORTED BETTER LAND USE PLANNING IN SPARTANBURG COUNTY ASSISTED THE CITY OF LANDRUM WITH EFFORTS TO ADVANCE LAND USE POLICIES TO ENACT THEIR RECENTLY ADOPTED COMPREHENSIVE PLAN SUCCESSFULLY ADVOCATED FOR STRENGTHENED LAND DEVELOPMENT REGULATIONS IN THE CITY OF CLEMSON AND SUPPORTED ADOPTION OF AN URBAN VILLAGE ZONING DISTRICT IN THE CITY OF MAULDIN ALSO, ENERGY STAFF CREATED A "PIPELINES 101" WEBINAR SERIES AND RESOURCE LANDING PAGE TO HELP COMMUNITIES BATTING GAS PIPELINES AND RELATED ISSUES

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4D	SIGNING 125 CONSERVATION AGREEMENTS THAT PROTECT NEARLY 22,000 ACRES OF CRITICAL LANDS IN THE REGION, SUCH AS ADDITIONS TO PARIS MOUNTAIN STATE PARK IN GREENVILLE, BUFFER LANDS TO THE CLEMSON FOREST IN PICKENS COUNTY, PUBLIC ACCESS TO FALLS PARK IN THE CITY OF GREENVILLE, KEY TRACTS IN THE BLUE RIDGE ESCARPMENT, LAND ALONG HIGHWAY 11, AND A NUMBER OF BEAUTIFUL FARMLANDS THAT COLLECTIVELY HELP TO PRESERVE OUR GREATLY THREATENED NATURAL HERITAGE BECOMING THE FIRST LAND TRUST ORGANIZATION IN SOUTH CAROLINA TO RECEIVE NATIONAL ACCREDITATION PLAYING AN ESSENTIAL ROLE IN SECURING AND OPENING GREENVILLE'S GHS SWAMP RABBIT TRAIL AND CATALYZING AN EXTENSION OF THE TRAIL FROM DOWNTOWN TO CUC-ICAR AND CONTINUING TO PLAY AN ACTIVE ROLE TO COMPLETE THE LONG-TERM PLAN FOR THE TRAIL ESTABLISHING AND OPERATING THE GREENVILLE B-CYCLE BIKE-SHARE PROGRAM LEADING COORDINATION OF BLUEWAY TRAIL MAPPING THROUGH SC AND CATALYZING RIVER ACCESS ACROSS THE UPSTATE MOBILIZING PUBLIC OPPOSITION TO STOP DUKE ENERGY'S PROPOSED SUBSTATION AND 45-MILE LONG TRANSMISSION LINE ACROSS THE FOOTHILLS AND BLUE RIDGE MOUNTAINS OF THE UPSTATE AND WESTERN NORTH CAROLINA APPEALED A PROPOSED 254-HOME SUBDIVISION THAT WOULD HAVE FOREVER ALTERED THE CHARACTER OF GLASSY MOUNTAIN, A PICKENS COUNTY ICON, AND WORKED WITH THE LANDOWNERS AND COMMUNITY MEMBERS TO REALIZE A CONSERVATION SOLUTION SECURING A VOLUNTARY AGREEMENT FROM DUKE ENERGY TO REMOVE COAL ASH IMPROPERLY STORED ALONG THAT SALUDA RIVER ASSISTING THE SOUTHERN ENVIRONMENTAL LAW CENTER IN A SUCCESSFUL US 4TH CIRCUIT APPEAL ADDRESSING THE 2014 DIESEL SPILL IN BELTON, SC SUCCESSFULLY ADVOCATING FOR IMPLEMENTATION OF THE FEDERAL COURT'S CONSENT DECREE TO REMOVE PCB-CONTAMINATED SEDIMENT AND TWO DAMS ON THE TWELVE MILE RIVER STOPPING A PROPOSED MEGA-LANDFILL IN SPARTANBURG COUNTY AND A COAL ASH LANDFILL IN PICKENS COUNTY AND PROMOTING WASTE REDUCTION AND RECYCLING THROUGH COLLECTION EVENTS FOR HOUSEHOLD HAZARDOUS WASTE AND PHARMACEUTICALS RELEASING AN EYE-OPENING GROWTH PROJECTION STUDY FOR THE UPSTATE THAT SHOWS WHAT OUR REGION WILL LOOK LIKE IN 2040 IF CURRENT DEVELOPMENT PATTERNS AND POLICIES REMAIN UNCHANGED MANAGING ONE OF THE MOST COMPREHENSIVE WATERSHED STUDIES EVER UNDERTAKEN IN THE COUNTRY AND LEADING IMPLEMENTATION OF MANY RECOMMENDED SOLUTIONS THROUGHOUT THE SALUDA-REEDY WATERSHED, RESULTING IN SIGNIFICANT WATER QUALITY IMPROVEMENTS WHICH ALLOW RESIDENTS AND INDUSTRIES TO CONTINUE TO USE AND ENJOY LAKE GREENWOOD ADVOCATING SUCCESSFULLY FOR THE ENACTMENT OF HOSPITALITY TAXES IN GREENVILLE AND SPARTANBURG COUNTIES TO FUND PARKS AND GREENWAYS CREATING AND SUCCESSFULLY ADVOCATING FOR THE ADOPTION OF THE STORMWATER BANKING PROGRAM, A MARKET-BASED INITIATIVE FOR CLEANER WATER THAT PROVIDES INCENTIVES FOR BETTER DEVELOPMENT IN THE CITY AND COUNTY OF GREENVILLE RESTORING NEARLY 3,000 FEET OF TROUT HABITAT IN THE SOUTH SALUDA RIVER ADVOCATING SUCCESSFULLY FOR THE ENACTMENT OF PROGRESSIVE LOCAL ORDINANCES THAT EFFECTIVELY ENCOURAGE MORE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4D	E WALKABLE COMMUNITIES, TREE PROTECTION, STREAM BUFFERS, CLUSTERED DEVELOPMENTS, BIG BOX STORES, AND PARKING LOTS, COMPLETING THE LEED PLATINUM-CERTIFIED RENOWATION OF OUR GREENVILLE OFFICE AND INTRODUCING THE EARTHCRAFT GREEN BUILDING STANDARD TO SOUTH CAROLINA THROUGH OUR "UPSTATE HOUSE" PROJECT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 6	THE TAXPAYER'S ARTICLES AND BY-LAWS STATE THAT THEY ARE A MEMBERSHIP ORGANIZATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 7A	YES - APPROXIMATELY ONE THIRD OF THE BOARD ARE ELECTED FOR THREE-YEAR TERMS BY THE MEMBERS AT THE ANNUAL MEETING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 7B	YES, MEMBERS APPROVE CHANGES TO THE BY-LAWS AT THE ANNUAL MEETING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 11B	A DRAFT COPY OF THE RETURN WAS EMAILED TO ALL BOARD MEMBERS PRIOR TO FILING THE BOARD WAS GIVEN ONE WEEK TO REVIEW AND COMMENT ON THE FORM 990

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 12C	THE EXECUTIVE COMMITTEE REGULARLY REVIEWS, AND ENSURES COMPLIANCE WITH, THE CONFLICT OF INTEREST POLICY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15A	ALL COMPENSATION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE PRIOR TO SUBMITTING THE BUDGET TO THE BOARD

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15B	ALL COMPENSATION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE PRIOR TO SUBMITTING THE BUDGET TO THE BOARD

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 19	THE GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST AT THE ORGANIZATION'S OFFICE