



## MEMORANDUM

To: ERCOT Board of Directors  
From: Michael Petterson, VP, Finance & Treasury  
Date: March 12, 2013  
Re: 2012 Internal Revenue Service Form 990 Questionnaire

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As you may recall or may be aware, ERCOT must file a Form 990 informational tax return with the U.S. Internal Revenue Service (IRS) on an annual basis. Once filed, the completed Form 990 will become a publicly available document. For those of you who served on the ERCOT Board in 2012, you may recall that the Form 990 return requires a high level of detail with regard to the organization's operations and corporate governance.

ERCOT staff is currently preparing the Form 990 return for the 2012 tax year with an anticipated filing date of August 15, 2013 and has developed a schedule for review of the return by its third-party tax consultants and ERCOT staff (including its finance, executive management, legal, and human resources teams).

In order to gather the relevant information for the Form 990, ERCOT staff is providing the attached Questionnaire for completion to those who were identified as ERCOT Board members, officers, key employees, and highly compensated employees during the 2012 year as those groups are defined by the IRS. Please refer to page two of this memorandum for a list of all current Board members who served in 2012 and need to complete the attached Questionnaire. Additionally, a blank 2012 Form 990 is included with this questionnaire for your reference.

Please note that responses to the Questionnaire are due **no later than April 12, 2013**, in order for ERCOT staff to meet the proposed schedule for completion of the return.

The final draft of the 2012 Form 990 return will be presented to the Board for its review at the July 16, 2013 Board meeting.

Please let Vickie Leady, Assistant General Counsel and Assistant Corporate Secretary, know if you have any questions or comments regarding the Questionnaire. If you have any questions regarding financial matters reported on the Form 990, please contact Michael Petterson.

**2013 Board members expected to complete the 2012 Form 990 Questionnaire:**

<b>Name</b>	<b>Title</b>
Jorge Bermudez	Board Member
Craven Crowell	Board Member
Andrew Dalton	Board Member
Mark Dreyfus	Board Member
Nick Fehrenbach	Board Member
Michehl Gent	Board Member
Sheri Givens	Board Member
Kevin Gresham	Board Member
Clifton Karnei	Board Member
Donna Nelson	Board Member
Karl Pfirrmann	Board Member
Scott Prochazka	Board Member
Jean Ryall Porter	Board Member
Judy Walsh	Board Member
H.B. Doggett	President and CEO; Board Member
Shannon Bowling	Segment Alternate
Jeff Brown	Segment Alternate
Mark Carpenter	Segment Alternate
Barbara Clemenhagen	Segment Alternate
Michael Packard	Segment Alternate
Carolyn Shellman	Segment Alternate



### **Form 990 Independence and Related Party Questionnaire for 2012 Tax Year**

Electric Reliability Council of Texas, Inc. (ERCOT), in conjunction with Ernst & Young LLP, its third-party tax consultant, is providing this Questionnaire to you to gather information required by the U.S. Internal Revenue Service (IRS) and federal tax law for ERCOT's preparation of the **2012 Form 990**, *Return of Organization Exempt From Income Tax*, for the tax year beginning January 1, 2012 and ending December 31, 2012.

#### **GENERAL DIRECTIONS:**

- Please read the **SPECIFIC DIRECTIONS** for each question or group of questions.
- Please see the **Appendix** beginning at page 8 for all **TABLES** necessary to complete this template.
- Please see the **Glossary** beginning at page 11 defining all **bold** terms necessary to complete this template.
- Please complete this template in full and provide all responsive information.
- Should you answer "Yes" or "Unsure" to any Question, please provide all requested information in the **Detailed Response** section at page 7.
- If you have any questions about this Questionnaire, please contact Vickie Leady, Assistant General Counsel and Assistant Corporate Secretary, at (512) 275-7436 or [vleady@ercot.com](mailto:vleady@ercot.com).
- Please return a signed, completed copy of this Questionnaire to ERCOT no later than **Friday, April 12, 2013**, as follows:

#### **By Mail or Hand Delivery:**

Electric Reliability Council of Texas, Inc.  
Attn: Vickie Leady, ERCOT Legal Department  
7620 Metro Center Drive  
Austin, Texas 78744

**Or**

#### **By Email:**

[BoardMaterials@ercot.com](mailto:BoardMaterials@ercot.com).

Your timely submission of the completed Questionnaire is greatly appreciated.

**PLEASE COMPLETE THE FOLLOWING:**

**NAME:** \_\_\_\_\_

**POSITION/TITLE AT ERCOT DURING 2012:** \_\_\_\_\_

**ESTIMATE OF AVERAGE HOURS PER WEEK RELATED TO ERCOT IN 2012:** \_\_\_\_\_

**OTHER POSITIONS HELD DURING 2012:**

(Please include any other position held at ERCOT or outside of ERCOT as an Officer, Trustee, Board of Directors member, Key Employee, or Other. Please note the title if different from the position description and provide the full corporate name of the company.)

- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_
  
- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_
  
- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_

(use additional lines in Exhibit A if necessary)

**I acknowledge and understand that ERCOT staff and its tax and legal consultants will rely on my responses to this Questionnaire for ERCOT's preparation of its Form 990 for the 2012 Tax Year. I further acknowledge and understand that ERCOT's Form 990 for the 2012 Tax Year will be available to the public upon its filing with the IRS.**

**SIGNATURE:** \_\_\_\_\_

**DATE OF COMPLETION:** \_\_\_\_\_

## SECTION A

**SPECIFIC DIRECTIONS:** Q1 through Q4 must be answered by those listed in **TABLE 1** or **TABLE 2**. If you are not listed in **TABLE 1** or **TABLE 2**, please check "Not Listed."

**Q1** To the best of your knowledge, during the tax year, did you engage in a new or ongoing **Business Transaction** with ERCOT (other than as an Officer, Director, Trustee, or **Key Employee**)?<sup>1</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q2** To the best of your knowledge, during the tax year, did you engage in a new or ongoing *indirect* **Business Transaction** with ERCOT? An indirect **Business Transaction** means a transaction through ownership of more than 35% in another entity (either individually or collectively with others listed in **TABLES 1** and/or **2**).<sup>2</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q3** To the best of your knowledge, during the tax year, did a **Family Member** engage in a direct or indirect **Business Transaction** with ERCOT?<sup>3</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q4** To the best of your knowledge, during the tax year, did you serve as an Officer, Director, Trustee, **Key Employee**, Partner, or Member (or a Shareholder of a Professional Corporation) of an entity other than a Section 501(c)(3) tax-exempt organization doing business with ERCOT?<sup>4</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

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<sup>1</sup> 2012 IRS Form 990, Part IV, Line 28a.

<sup>2</sup> 2012 IRS Form 990, Part IV, Line 28a.

<sup>3</sup> 2012 IRS Form 990, Part IV, Line 28b.

<sup>4</sup> 2012 IRS Form 990, Part IV, Line 28c.

## **SECTION B**

**SPECIFIC DIRECTIONS:** **Q5** must be answered by those listed in **TABLE 1**. If you are not listed in **TABLE 1**, please check “Not Listed.”

**Q5** To the best of your knowledge, during the tax year did you have a family relationship (through one or more **Family Members**) or a **Business Relationship** with any other person listed in **TABLE 1**?<sup>5</sup>

**NOTE:** The 2012 Form 990 does not require detailed disclosure of these relationships. Only “business relationship” and/or “family relationship” will be disclosed.

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

## **SECTION C**

**SPECIFIC DIRECTIONS:** **Q6, Q7** and **Q8** must be answered by those listed in any of **TABLES 1, 2, 4, 5 or 6**. If you are not listed in any of these tables, please check “NOT LISTED.”

**Q6** To the best of your knowledge, did any **Family Member** or any entity that is 35% controlled by you receive **Compensation** (please see definition in Glossary) from ERCOT during the year?<sup>6</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q7** To the best of your knowledge, did you (or any **Family Member** or any entity which is 35% controlled by you) engage in any **Excess Benefit Transaction** with ERCOT during the year?<sup>7</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

<sup>5</sup> 2012 IRS Form 990, Part VI, Line 2.

<sup>6</sup> 2012 IRS Form 990, Part IX, Line 6.

<sup>7</sup> 2012 IRS Form 990, Part IV, Line 25a.

**Q8** To the best of your knowledge, did you (or any **Family Member** or any entity which is 35% controlled by you) engage in any **Excess Benefit Transaction** with ERCOT in a prior year?<sup>8</sup>

\_\_\_\_\_ YES \_\_\_\_\_ UNSURE \_\_\_\_\_ NO \_\_\_\_\_ UNKNOWN \_\_\_\_\_ NOT LISTED

#### **SECTION D**

**SPECIFIC DIRECTIONS:** **Q9** must be answered by those listed in any of **TABLES 1 through 6**.

**Q9** To the best of your knowledge, did you (or any **Family Member** or any entity that is 35% controlled by you) receive a loan from, or extend a loan to ERCOT that was outstanding as of December 31, 2012?<sup>9</sup>

\_\_\_\_\_ YES \_\_\_\_\_ UNSURE \_\_\_\_\_ NO \_\_\_\_\_ UNKNOWN \_\_\_\_\_ NOT LISTED

#### **SECTION E**

**SPECIFIC DIRECTIONS:** **Q10** must be answered by anyone listed in any of **TABLES 1, 2, or 6**. If you are not listed in any of those tables, please check "NOT LISTED."

**Q10** To the best of your knowledge, did any of the following receive any **Grant or Other Assistance** (including the provision of goods, services, or use of facilities, regardless of amount) from ERCOT during the tax year?<sup>10</sup>

- you;
- any of your **Family Members**;
- any entity that is 35% controlled by you;

\_\_\_\_\_ YES \_\_\_\_\_ UNSURE \_\_\_\_\_ NO \_\_\_\_\_ UNKNOWN \_\_\_\_\_ NOT LISTED

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<sup>8</sup> 2012 IRS Form 990, Part IV, Line 25b.

<sup>9</sup> 2012 IRS Form 990, Part IV, Line 26.

<sup>10</sup> 2012 IRS Form 990, Part IV, Line 27.

## SECTION F

**SPECIFIC DIRECTIONS:** Q11 through Q13 must be answered by anyone listed in **TABLE**

7. If you are not listed in **TABLE 7**, please check "NOT LISTED."

**Q11** Were you compensated as an officer or other **Employee** of ERCOT or a **Related Organization** during the tax year?<sup>11</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q12** Were you compensated, or did you receive, any payments in excess of \$10,000 as an **Independent Contractor** from ERCOT or a **Related Organization**, other than for reimbursements of expenses under an **Accountable Plan** or for services as a member of the governing body during the tax year?<sup>12</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

**Q13** To the best of your knowledge, did you (or any **Family Member** or any entity that is 35% owned by you or a **Family Member**) engage in any of the following during the year:

- Enter into a new or ongoing **Business Transaction** during the tax year with a **Related Organization** (other than as an Officer, Director, Trustee or **Key Employee**);
- Serve during the tax year as Officer, Director, Trustee, **Key Employee**, Partner, or Member (or a Shareholder of Professional Corporation) of any entity other than a Section 501(c)(3) tax-exempt organization doing business with a **Related Organization**;
- Engage in any **Excess Benefit Transaction** with a **Related Organization** (or learn that such a transaction occurred in a prior year) during the tax year or in a prior year;
- Receive a loan from, or extend a loan to, a **Related Organization** that was outstanding as of the end of the tax year; or
- Receive a **Grant or Other Assistance** during the tax year (including the provision of goods, services, or use of facilities, regardless of amount) from a **Related Organization**?<sup>13</sup>

\_\_\_\_\_ YES    \_\_\_\_\_ UNSURE    \_\_\_\_\_ NO    \_\_\_\_\_ UNKNOWN    \_\_\_\_\_ NOT LISTED

<sup>11</sup> 2012 IRS Form 990, Part VI, Line 1b.

<sup>12</sup> 2012 IRS Form 990, Part VI, Line 1b.

<sup>13</sup> 2012 IRS Form 990, Part VI, Line 1b.





**Conflicts of Interest and Related Party Transaction Questionnaire**  
**Tables for 2012 Tax Year**

**TABLE 1** – List the Name, Title, and Designation of each CURRENT Officer, Director/Trustee (include whether “Individual” or “Institutional”), and **Key Employee**.

Name	Title	Form 990 Designation
Jorge Bermudez	Board Member	Director
Craven Crowell	Board Member	Director
Andrew Dalton	Board Member	Director
Mark Dreyfus	Board Member	Director
Nick Fehrenbach	Board Member	Director
Michehl Gent	Board Member	Director
Sheri Givens	Board Member	Director
Kevin Gresham	Board Member	Director
Eric Hendrick	Board Member	Director
Clifton Karnei	Board Member	Director
Donna Nelson	Board Member	Director
Karl Pfirrmann	Board Member	Director
Scott Prochazka	Board Member	Director
Jean Ryall Porter	Board Member	Director
Judy Walsh	Board Member	Director
Shannon Bowling	Segment Alternate	Director
Jeff Brown	Segment Alternate	Director
Mark Carpenter	Segment Alternate	Director
Barbara Clemenhausen	Segment Alternate	Director
Michael Packard	Segment Alternate	Director
Carolyn Shellman	Segment Alternate	Director
H.B. Doggett	Board Member; President and CEO	Director/Officer
Charles Manning	VP, Human Resources & CCO	Officer
Mark Ruane	VP, Credit and Enterprise Risk Management	Officer
Bill Magness	VP, General Counsel & Corp. Sec.	Officer
Kent Saathoff	VP, Grid Operations and System Planning	Officer
Jerry Dreyer	VP & CIO	Officer
Vickie Leady	Asst. GC & Asst. Corp. Sec.	Officer
Michael Petterson	VP, Finance & Treasury	Officer
Sallie Betty Day	VP, Business Integration	Officer
Cheryl Yager	Director, Credit	Key Employee
Steven Grendel	Director, Facilities & Site Development	Key Employee
David Forfia	Director, IT Projects	Key Employee
William Lowe	Director, Project Management	Key Employee

**TABLE 2** – List the Name, Title, and Designation of each **FORMER** Officer, Director/Trustee (include whether “Individual” or “Institutional”) and **Key Employee**.

<b>Name</b>	<b>Title</b>	<b>Form 990 Designation</b>
Mike Cleary	Senior VP & COO	Former (Officer)

**TABLE 3** – List the **CURRENT** Five Highest **Compensated Employees** other than officers, directors/trustees, and key employees that are compensated over \$100,000. For an organization reporting compensation within a group return, list only those Five Highest **Compensated Employees** reported on the group Form 990 who are directly compensated by the organization.

<b>Name</b>	<b>Title</b>	<b>Form 990 Designation</b>
Joel Mickey	Director, Market Design & Dev.	Highest Compensated Employee
Matthew Morais	Assistant General Counsel	Highest Compensated Employee
Chad Seely	Assistant General Counsel	Highest Compensated Employee
Dan Woodfin	Director, Grid Operations	Highest Compensated Employee
William Wullenjohn, Sr.	Director, Internal Audit	Highest Compensated Employee

**TABLE 4** – List each known **Disqualified Person** who is not listed in any of the other tables. Include here any other person who is or was in the past five years in the position to exercise “substantial influence” over ERCOT. In addition, include (1) a donor or donor advisor to a donor advised fund held by ERCOT and (2) an investment advisor of an organization that sponsors a donor advised fund held by ERCOT.

<b>Name</b>	<b>Title/Relationship</b>
None	None

**TABLE 5** – List each Substantial Contributor – Include here each individual or entity who contributed or bequeathed at least \$5,000 to ERCOT since the organization's inception, but only if such amount was (as of the year of the contribution) more than 2% of the total contributions and bequests received by ERCOT since its inception. A person or entity which is a substantial contributor remains a substantial contributor for all future periods even if later contributions by others push the individual or entity's contributions below the 2% threshold.

<b>Name</b>	<b>Title/Relationship</b>
None	None

**TABLE 6** – List each member of ERCOT's Grant Selection Committee (if any).

<b>Name</b>	<b>Title/Relationship</b>
None	None

**TABLE 7** – List the CURRENT voting members of ERCOT's governing body.

<b>Name</b>	<b>Title/Relationship</b>
Jorge Bermudez	Board Member
Craven Crowell	Board Member
Andrew Dalton	Board Member
Mark Dreyfus	Board Member
Nick Fehrenbach	Board Member
Michehl Gent	Board Member
Sheri Givens	Board Member
Kevin Gresham	Board Member
Eric Hendrick	Board Member
Clifton Karnei	Board Member
Donna Nelson	Board Member
Karl Pfirrmann	Board Member
Scott Prochazka	Board Member
Jean Ryall Porter	Board Member
Judy Walsh	Board Member
Shannon Bowling	Segment Alternate
Jeff Brown	Segment Alternate
Mark Carpenter	Segment Alternate
Barbara Clemenhausen	Segment Alternate
Michael Packard	Segment Alternate
Carolyn Shellman	Segment Alternate
H.B. Doggett	President and CEO; Board Member

## **Form 990 Independence and Related Party Questionnaire for 2012 Tax Year**

### **Glossary**

- **ACCOUNTABLE PLAN** means a reimbursement or other expense allowance arrangement that satisfies the requirements of Internal Revenue Code Section 62(c) by meeting the requirements of business connection, substantiation, and returning amounts to ERCOT in excess of substantiated expenses.
- **BUSINESS RELATIONSHIP (direct and indirect)** means:
  - 1) One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, key employee, or greater-than 35% owner;
  - 2) One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during ERCOT's tax year;
  - 3) **Indirect** transactions are transactions with an organization with which the one person is associated as trustee, director, officer, key employee, or greater-than-35% owner; **OR**
  - 4) The two persons are each a director, trustee, officer, or greater-than-10% owner in the same business or investment entity.
  - 5) A **Business Relationship** does not include privileged relationships such as a relationship between an attorney and client, a medical professional (including psychologist) and patient, or a priest/clergy and penitent/communicant.
- **BUSINESS TRANSACTIONS** include, but are not limited to, contracts of sale, lease, license, and performance of services, whether initiated during ERCOT's tax year or ongoing from a prior year. Business Transactions also include joint ventures, whether new or ongoing, in which either the profits or capital interest of the organization and of the interested person each exceeds 10%. ERCOT's charging of membership dues to its officers, directors, etc. are not considered Business Transactions.

However, a transaction is not a Business Transaction if all three of the following are applicable: (1) all payments during the tax year in one or more **Business Transactions** with an organization did not exceed \$100,000; (2) all payments during the year from a single **Business Transaction** did not exceed the greater of \$100,000; AND (3) **Compensation** payments by the organization paid to a **Family Member** did not exceed \$10,000.

- **COMPENSATION** includes all forms of cash and non-cash payments or benefits provided in exchange for services, including salary and wages, bonuses, severance, payments, deferred payments, retirements benefits, fringe benefits, and other financial arrangements or transactions such as personal vehicles, meals, housing, personal and family educational benefits, below-market loans, payment of personal or family travel, entertainment, and personal use of the organization's property.
- **DISQUALIFIED PERSON** means (1) any person listed in **TABLES 1, 2, 4, 5, 6, and 7**; (2) any person who is or was in the position to exercise "substantial influence" over ERCOT at any time during the prior 5-year period up to the date of the transaction; (3) a Disqualified Person's **Family Member**; (4) an entity that is 35% controlled by one or more Disqualified Persons and/or **Family Members** of one or more Disqualified Persons; (5) a donor or donor advisor to a donor advised fund held by ERCOT; and (6) an investment advisor of an organization that sponsors a donor advised fund held by ERCOT. NOTE: the Disqualified Persons of a Supported Organization include the Disqualified Persons of a § 509(a)(3) Supporting Organization that supports the Supported Organization.
- **EMPLOYEE** means any individual who, under the usual common law rules applicable in determining the employer-employee relationship, has the status of an Employee, and any other individual who is treated as an Employee for federal employment tax purposes.
- **EXCESS BENEFIT TRANSACTION** means any transaction where any **Excess Benefit** is provided by ERCOT, directly or indirectly to, or for the use of, any **Disqualified Person**.
- **EXCESS BENEFIT** means the excess of the economic benefit received from ERCOT over the consideration paid or given (including services) by a **Disqualified Person**.
- **FAMILY MEMBER** means a spouse, ancestors, brothers and sisters (whole or half-blood), children (natural or adopted), grandchildren, great grandchildren, and spouses of brothers, sisters, children, grandchildren, and great grandchildren.
- **FORMER** officer, director/trustee, and **Key Employee** means one who ERCOT reported as an officer, director/trustee or **Key Employee** (or should have reported, applying the instructions in effect for such years) on any of ERCOT's Forms 990 for any one or more of the five prior years **AND** who received reportable **Compensation** in the calendar year ending with or within the organization's current tax year in excess of the threshold amount (\$100,000 for former officers and **Key Employees**, \$10,000 for services in the capacity as a director/trustee).
- **GRANT OR OTHER ASSISTANCE** means awards, prizes, cash allocations, stipends, scholarships, fellowships, research grants, and similar payments and distributions made by ERCOT. It does not include salaries or other **Compensation** to **Employees** or **Independent Contractors**. In addition, it does not include financial benefits from the organization solely in the capacity of being a member of the charitable or other class served by the organization in the exercise of its exempt function, so long as the financial benefits comply with the organization's terms of membership.

- **INDEPENDENT** means an individual who satisfies **all** of the following three criteria:
  - 1) You have not been compensated as an Officer or other **Employee** of ERCOT or of a **Related Organization** (aside from religious exception, below);
  - 2) You did not receive total **Compensation** or other payments exceeding \$10,000 during ERCOT's tax year from ERCOT or from **Related Organizations** as an **Independent Contractor**, other than reimbursement of expenses under an **Accountable Plan** or reasonable **Compensation** for services provided in your capacity as a member of ERCOT's governing body; **AND**
  - 3) Neither you, nor any **Family Member**, was involved with a transaction with ERCOT (whether directly or indirectly through affiliation with another organization) that must be disclosed as a Transaction With Interested Persons on the Form 990, *Return of Organization Exempt From Income Tax*, filed by either ERCOT or a **Related Organization**.

NOTE: "Independence" is not affected if (a) you are a donor to ERCOT, no matter the amount; (b) you have taken a bona fide vow of poverty and you receive **Compensation** as an agent of a religious order, religious organization, or belong to a religious order that receives sponsorship payments from ERCOT; **OR** (c) you receive financial benefits from ERCOT, solely because you are a member of the charitable class served by ERCOT in the exercise of its tax-exempt function(s).

- **INDEPENDENT CONTRACTOR** means a person who provides services to ERCOT but who is not treated as an **Employee**.
- **KEY EMPLOYEE** means an **Employee** of an organization (other than an officer, director or trustee of the entity) who meets **ALL** of the following three tests:
  - 1) Received reportable **Compensation** from such organization and all **Related Organizations** in excess of \$150,000 for the calendar year ending within the entity's tax year;
  - 2) The **Employee** has responsibilities, powers or influence over such organization as a whole that is similar to those of officers, directors or trustees; manages a discrete segment or activity of such organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or **Compensation** for **Employees**; AND
  - 3) Is one of the 20 **Employees** with the highest reportable income **Compensation** from such organization and **Related Organizations** for the calendar year ending with or within the organization's tax year.

- **RELATED ORGANIZATION** means an organization that stands in one or more of the following relationships to ERCOT.
  - 1) Parent: an organization that controls ERCOT.
  - 2) Subsidiary: an organization controlled by ERCOT.
  - 3) Brother/Sister: an organization controlled by the same person or persons that control ERCOT.
  - 4) Supporting/Supported: an organization that is (or claims to be) at any time during the organization's tax year (i) a supporting organization of ERCOT within the meaning of section 509(a)(3), if ERCOT is a supported organization within the meaning of section 509(f)(3); (ii) or a supported organization, if ERCOT is a supporting organization.

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(Continuation from page 2 if necessary)

**OTHER POSITIONS HELD DURING 2012:**

(Please include any other position held at ERCOT or outside of ERCOT as an Officer, Trustee, Board of Directors member, Key Employee, or Other. Please note the title if different from the position description and provide the full corporate name of the company.)

- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_
  
- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_
  
- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_
  
- **Position/Title** \_\_\_\_\_
- **Company** \_\_\_\_\_
- **Dates of Service** \_\_\_\_\_

**Return of Organization Exempt From Income Tax****Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)**

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

**2012****Open to Public Inspection**

<b>A For the 2012 calendar year, or tax year beginning</b>		<b>, 2012, and ending</b>		<b>, 20</b>	
<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization Doing Business As			<b>D</b> Employer identification number	
	Number and street (or P.O. box if mail is not delivered to street address)			Room/suite	
	City, town or post office, state, and ZIP code				
	<b>F</b> Name and address of principal officer:			<b>G</b> Gross receipts \$	
<b>I</b> Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>J</b> Website: ▶			<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
<b>K</b> Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation:		<b>M</b> State of legal domicile:
<b>H(c)</b> Group exemption number ▶					

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b>	Briefly describe the organization's mission or most significant activities: _____		
	<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	
	<b>5</b>	Total number of individuals employed in calendar year 2012 (Part V, line 2a) . . . . .	<b>5</b>	
	<b>6</b>	Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	
		<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>
<b>b</b>		Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>	
<b>Revenue</b>	<b>8</b>	Contributions and grants (Part VIII, line 1h) . . . . .	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b>	Program service revenue (Part VIII, line 2g) . . . . .		
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .		
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .		
	<b>12</b>	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		
<b>Expenses</b>	<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .		
	<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		
	<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		
	<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		
	<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶		
	<b>17</b>	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .		
	<b>18</b>	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)		
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12 . . . . .			
<b>Net Assets or Fund Balances</b>	<b>20</b>	Total assets (Part X, line 16) . . . . .	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b>	Total liabilities (Part X, line 26) . . . . .		
	<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20 . . . . .		

**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.

<b>Sign Here</b>	Signature of officer		Date		
	Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . . ☐ Yes ☐ No**For Paperwork Reduction Act Notice, see the separate instructions.**

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

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**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 \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

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**4b** (Code: \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

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**4c** (Code: \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

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**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)**4e** Total program service expenses ►

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A . . . . .</i>	<b>1</b>	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . . . .	<b>2</b>	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I . . . . .</i>	<b>3</b>	
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II . . . . .</i>	<b>4</b>	
<b>5</b> 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? <i>If "Yes," complete Schedule C, Part III . . . . .</i>	<b>5</b>	
<b>6</b> 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? <i>If "Yes," complete Schedule D, Part I . . . . .</i>	<b>6</b>	
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II . . . . .</i>	<b>7</b>	
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III . . . . .</i>	<b>8</b>	
<b>9</b> 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? <i>If "Yes," complete Schedule D, Part IV . . . . .</i>	<b>9</b>	
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V . . . . .</i>	<b>10</b>	
<b>11</b> 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.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI . . . . .</i>	<b>11a</b>	
<b>b</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? <i>If "Yes," complete Schedule D, Part VII . . . . .</i>	<b>11b</b>	
<b>c</b> 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? <i>If "Yes," complete Schedule D, Part VIII . . . . .</i>	<b>11c</b>	
<b>d</b> 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? <i>If "Yes," complete Schedule D, Part IX . . . . .</i>	<b>11d</b>	
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X . . . . .</i>	<b>11e</b>	
<b>f</b> 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)? <i>If "Yes," complete Schedule D, Part X . . . . .</i>	<b>11f</b>	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII . . . . .</i>	<b>12a</b>	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional . . . . .</i>	<b>12b</b>	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E . . . . .</i>	<b>13</b>	
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	<b>14a</b>	
<b>b</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? <i>If "Yes," complete Schedule F, Parts I and IV . . . . .</i>	<b>14b</b>	
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV . . . . .</i>	<b>15</b>	
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV . . . . .</i>	<b>16</b>	
<b>17</b> 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? <i>If "Yes," complete Schedule G, Part I (see instructions) . . . . .</i>	<b>17</b>	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II . . . . .</i>	<b>18</b>	
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III . . . . .</i>	<b>19</b>	
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H . . . . .</i>	<b>20a</b>	
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .	<b>20b</b>	

**Part IV Checklist of Required Schedules** (continued)

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

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .	<b>1a</b>	
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .	<b>1b</b>	
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	<b>1c</b>	
<b>2a</b>	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 . . . . .	<b>2a</b>	
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) . . . . .	<b>2b</b>	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>3a</b>	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	<b>3b</b>	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	<b>4a</b>	
<b>b</b>	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. . . . .		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	<b>5a</b>	
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	<b>5b</b>	
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .	<b>5c</b>	
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . .	<b>6a</b>	
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	<b>6b</b>	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	<b>7a</b>	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	<b>7b</b>	
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	<b>7c</b>	
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	<b>7d</b>	
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<b>7e</b>	
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>7f</b>	
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	<b>7g</b>	
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	<b>7h</b>	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	<b>8</b>	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966? . . . . .	<b>9a</b>	
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	<b>9b</b>	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders . . . . .	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	<b>12a</b>	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>12b</b>	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>Note.</b> See the instructions for additional information the organization must report on Schedule O. . . . .	<b>13a</b>	
<b>b</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 . . . . .	<b>13b</b>	
<b>c</b>	Enter the amount of reserves on hand . . . . .	<b>13c</b>	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	<b>14a</b>	
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	<b>14b</b>	



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

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year . . . . .	<b>1a</b>		
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>b</b> Enter the number of voting members included in line 1a, above, who are independent . . . . .	<b>1b</b>		
<b>2</b> 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? . . . . .	<b>2</b>		
<b>3</b> 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? . . . . .	<b>3</b>		
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	<b>5</b>		
<b>6</b> Did the organization have members or stockholders? . . . . .	<b>6</b>		
<b>7a</b> 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? . . . . .	<b>7a</b>		
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	<b>7b</b>		
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
<b>a</b> The governing body? . . . . .	<b>8a</b>		
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .	<b>8b</b>		
<b>9</b> 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 . . . . .	<b>9</b>		

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

		Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates? . . . . .	<b>10a</b>		
<b>b</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?	<b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>		
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	<b>12a</b>		
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>12b</b>		
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	<b>12c</b>		
<b>13</b> Did the organization have a written whistleblower policy? . . . . .	<b>13</b>		
<b>14</b> Did the organization have a written document retention and destruction policy? . . . . .	<b>14</b>		
<b>15</b> 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?			
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>		
<b>b</b> Other officers or key employees of the organization . . . . .	<b>15b</b>		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>		
<b>b</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? . . . . .	<b>16b</b>		

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ►

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☐ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

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

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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	Former			
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										



**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	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
<b>1b Sub-total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

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

**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*

	Yes	No
<b>3</b>		
<b>4</b>		
<b>5</b>		

**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*

**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*

**Section B. Independent Contractors**

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

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

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

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII. ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b>	Membership dues . . . . .	<b>1b</b>				
	<b>c</b>	Fundraising events . . . . .	<b>1c</b>				
	<b>d</b>	Related organizations . . . . .	<b>1d</b>				
	<b>e</b>	Government grants (contributions)	<b>1e</b>				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>				
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶					
<b>Program Service Revenue</b>				<b>Business Code</b>			
	<b>2a</b>						
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b>	All other program service revenue .					
	<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . ▶					
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶					
	<b>4</b>	Income from investment of tax-exempt bond proceeds ▶					
	<b>5</b>	Royalties . . . . . ▶					
		(i) Real	(ii) Personal				
	<b>6a</b>	Gross rents . . . . .					
	<b>b</b>	Less: rental expenses					
	<b>c</b>	Rental income or (loss)					
	<b>d</b>	Net rental income or (loss) . . . . . ▶					
	<b>7a</b>	(i) Securities	(ii) Other				
		Gross amount from sales of assets other than inventory					
	<b>b</b>	Less: cost or other basis and sales expenses . . . . .					
	<b>c</b>	Gain or (loss) . . . . .					
	<b>d</b>	Net gain or (loss) . . . . . ▶					
	<b>8a</b>	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>a</b>					
	<b>b</b>	Less: direct expenses . . . . . <b>b</b>					
	<b>c</b>	Net income or (loss) from fundraising events . ▶					
	<b>9a</b>	Gross income from gaming activities. See Part IV, line 19 . . . . . <b>a</b>					
	<b>b</b>	Less: direct expenses . . . . . <b>b</b>					
	<b>c</b>	Net income or (loss) from gaming activities . . ▶					
	<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . . <b>a</b>					
<b>b</b>	Less: cost of goods sold . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from sales of inventory . . ▶						
Miscellaneous Revenue			<b>Business Code</b>				
<b>11a</b>							
<b>b</b>							
<b>c</b>							
<b>d</b>	All other revenue . . . . .						
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶						
<b>12</b>	<b>Total revenue.</b> See instructions. . . . . ▶						

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response to any question in this Part IX ☐**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
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . .				
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . .				
<b>4</b> Benefits paid to or for members . . . . .				
<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .				
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . .				
<b>7</b> Other salaries and wages . . . . .				
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
<b>9</b> Other employee benefits . . . . .				
<b>10</b> Payroll taxes . . . . .				
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management . . . . .				
<b>b</b> Legal . . . . .				
<b>c</b> Accounting . . . . .				
<b>d</b> Lobbying . . . . .				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees . . . . .				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . .				
<b>12</b> Advertising and promotion . . . . .				
<b>13</b> Office expenses . . . . .				
<b>14</b> Information technology . . . . .				
<b>15</b> Royalties . . . . .				
<b>16</b> Occupancy . . . . .				
<b>17</b> Travel . . . . .				
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings .				
<b>20</b> Interest . . . . .				
<b>21</b> Payments to affiliates . . . . .				
<b>22</b> Depreciation, depletion, and amortization .				
<b>23</b> Insurance . . . . .				
<b>24</b> 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.)				
<b>a</b> -----				
<b>b</b> -----				
<b>c</b> -----				
<b>d</b> -----				
<b>e</b> All other expenses -----				
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e				
<b>26</b> <b>Joint costs.</b> 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 to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		<b>1</b>	
	<b>2</b> Savings and temporary cash investments . . . . .		<b>2</b>	
	<b>3</b> Pledges and grants receivable, net . . . . .		<b>3</b>	
	<b>4</b> Accounts receivable, net . . . . .		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> 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 . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .		<b>9</b>	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b>		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b>	<b>10c</b>	
	<b>11</b> Investments—publicly traded securities . . . . .		<b>11</b>	
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 . . . . .		<b>15</b>	
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .		<b>16</b>		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .		<b>17</b>	
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> 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 . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> 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 . . . . .		<b>25</b>	
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .		<b>26</b>	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .		<b>27</b>	
	<b>28</b> Temporarily restricted net assets . . . . .		<b>28</b>	
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
	<b>33</b> Total net assets or fund balances . . . . .		<b>33</b>	
<b>34</b> Total liabilities and net assets/fund balances . . . . .		<b>34</b>		

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

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

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>2a</b>	
<b>b</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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>2b</b>	
<b>c</b> 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.	<b>2c</b>	
<b>3a</b> 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>3a</b>	
<b>b</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	<b>3b</b>	