

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

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

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

| | | | | |
|---|--|--|---|--|
| 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 | C Name of organization FORTERRA NW | | D Employer identification number 94-3112461 | |
| | Doing Business As | | E Telephone number 206 292-5907 | |
| | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | G Gross receipts \$ 15,392,181. | |
| | 901 FIFTH AVENUE | 2200 | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98164 | | H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| F Name and address of principal officer: GENE DUVERNOY SAME AS C ABOVE | | If "No," attach a list. (see instructions) | | |
| 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 | | H(c) Group exemption number ▶ | | |
| J Website: ▶ WWW.FORTERRA.ORG | | L Year of formation: 1994 M State of legal domicile: WA | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | | | |

Part I Summary

| | | | |
|-----------------------------|--|--|---|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: PROTECT, ENHANCE AND STEWARD OUR REGION'S COMMUNITIES AND LANDSCAPES. | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 | Number of voting members of the governing body (Part VI, line 1a) | 31 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 30 |
| | 5 | Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 65 |
| | 6 | Total number of volunteers (estimate if necessary) | 1433 |
| | 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 0. |
| | b Net unrelated business taxable income from Form 990-T, line 34 | 0. | |
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | Prior Year: 9,376,559. Current Year: 6,791,798. |
| | 9 | Program service revenue (Part VIII, line 2g) | 313,536. 842,249. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 58,275. 67,325. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -55,782. -59,887. |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 9,692,588. 7,641,485. |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 3,604,592. 3,256,210. |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0. 0. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 3,345,260. 3,538,928. |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 550. 0. |
| | | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 771,998. | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 2,893,890. 2,448,572. |
| 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 9,844,292. 9,243,710. | |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | -151,704. -1,602,225. | |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | Beginning of Current Year: 35,335,732. End of Year: 33,641,272. |
| | 21 | Total liabilities (Part X, line 26) | 979,205. 846,725. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 34,356,527. 32,794,547. |

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 | | Date | | |
| | GENE DUVERNOY, PRESIDENT | | | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | HOWARD DONKIN, CPA | HOWARD DONKIN, CPA | 11/11/14 | <input type="checkbox"/> | P00147726 |
| | Firm's name ▶ JACOBSON JARVIS & CO, PLLC | Firm's EIN ▶ 91-2011386 | | | |
| | Firm's address ▶ 200 FIRST AVE WEST, SUITE 200 SEATTLE, WA 98119-4219 | | Phone no. (206) - 628-8990 | | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: WE WILL ACT WITH IMMEDIACY TO PROTECT, ENHANCE AND STEWARD OUR REGION'S MOST PRECIOUS RESOURCES - ITS COMMUNITIES AND ITS LANDSCAPES.

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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 5,031,917. including grants of \$ 3,147,497.) (Revenue \$ 484,097.) CONSERVATION: OVER THE PAST 25 YEARS, FORTERRA HAS CONSERVED OVER 232,000 ACRES, FROM SMALL COMMUNITY PARKS TO WORKING LANDS SPANNING TENS OF THOUSANDS OF ACRES. IN 2013 ALONE, FORTERRA PROTECTED NEARLY 52,000 ACRES IN 5 COUNTIES THROUGH 16 ACQUISITION PROJECTS (EITHER FEE OR CONSERVATION EASEMENT). WE BELIEVE THAT CONSERVATION EFFORTS MUST CONTINUE IF OUR REGION IS GOING TO MAINTAIN ENOUGH NATURAL AND WORKING LANDS TO SUPPORT THE HEALTH AND WELL-BEING OF ALL ITS INHABITANTS. AT FORTERRA WE USE A WIDE ANGLE APPROACH TO LAND CONSERVATION, CONSIDERING LOCAL ECONOMIES, BIODIVERSITY, GEODIVERSITY AND THE HEALTH AND SOCIAL BENEFITS OF THE ENVIRONMENT. THE RESULT: CONSERVATION THAT TAKES INTO ACCOUNT THE HUMAN ELEMENTS OF THE LANDSCAPE, ADDRESSING THE IMPORTANT CONNECTIONS BETWEEN PEOPLE AND LAND. WITH OUR CORRIDORS FOR

4b (Code:) (Expenses \$ 1,250,790. including grants of \$ 150.) (Revenue \$ 326,893.) STEWARDSHIP: IN 2013, FORTERRA MONITORED 14,479 ACRES OF FEE AND CONSERVATION EASEMENT PROPERTIES IN 12 WASHINGTON COUNTIES. IN ADDITION TO CARING FOR THE LANDS THAT FORTERRA HAS CONSERVED AND THAT ARE UNDER FORTERRA OWNERSHIP OR CONSERVATION EASEMENT, WE ACTIVELY WORK TO RESTORE URBAN NATURAL AREAS THROUGH OUR GREEN CITIES PROGRAM. LAUNCHED IN 2004 WITH THE GREEN SEATTLE PARTNERSHIP, THE PROGRAM HAS SINCE GROWN TO INCLUDE 6 CITIES IN WESTERN WASHINGTON. THROUGH ITS STEWARDSHIP IN ACTION PROGRAM, FORTERRA ALSO DOES WORK ON A WATERSHED SCALE, WORKING WITH PUBLIC AND PRIVATE PARTNERS ON PROJECTS LIKE THE CEDAR RIVER WATERSHED IN WHICH WE PARTNER WITH SEATTLE PUBLIC UTILITIES, KING COUNTY AND FRIENDS OF THE CEDAR RIVER WATERSHED. IN TOTAL, FORTERRA IS CURRENTLY RESTORING OR SUPPORTING RESTORATION OF 1,788 ACRES, 233 OF

4c (Code:) (Expenses \$ 922,613. including grants of \$ 108,563.) (Revenue \$ 31,259.) POLICY: THE AGENDAS (THE CASCADE AND SUBSEQUENTLY THE OLYMPIC), 100-YEAR VISIONS AND ACTION PLANS FOR THE REGION, ESTABLISHED TWO OVERARCHING GOALS: TO CONSERVE NEARLY 1.3 MILLION ACRES OF WORKING FORESTS, FARMS, SHORELINES, PARKS AND NATURAL AREAS; AND TO MAKE OUR CITIES AND TOWNS GREAT PLACES TO LIVE, WORK AND RAISE OUR FAMILIES. OVER THE PAST SEVERAL YEARS FORTERRA HAS ADVANCED THE GOALS OF THE AGENDAS IN A NUMBER OF IMPORTANT WAYS. USING OUR EXPERTISE IN LAND AND CONVENING, WE HELP COMMUNITIES GRACEFULLY ACCOMMODATE NEW GROWTH AND CREATE A HIGH QUALITY OF LIFE FOR ALL ITS RESIDENTS. TO DATE WE HAVE MEANINGFULLY ENGAGED WITH OVER 81 COMMUNITIES IN OUR REGION. RECENTLY IN TUKWILA, FORTERRA PARTNERED WITH THE CITY AND OTHERS TO DESIGN A COMMUNITY LIAISON PROGRAM IN 2012, WHICH WAS LAUNCHED IN 2013 THROUGH

4d Other program services (Describe in Schedule O.) (Expenses \$ 55,341. including grants of \$) (Revenue \$)

4e Total program service expenses 7,260,661.

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)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | X | |
| 3 | 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> | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | X | |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | X | |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 | Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | X | |
| 10 | 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> | X | |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b | Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c | Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | X | |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | | X |
| 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> | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | X | |
| 19 | 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> | | X |
| 20a | Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with columns for Yes/No and numerical input fields.

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

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

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| | 1a 31 | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 1b 30 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body? | X | |
| b | Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | X |
| 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? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | X | |
| 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 | X | |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | X | |
| 13 | Did the organization have a written whistleblower policy? | X | |
| 14 | Did the organization have a written document retention and destruction policy? | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | X | |
| b | Other officers or key employees of the organization | | X |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 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 **WA**
- 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: **MELISSA LAIRD, CONTROLLER - 206-292-5907**
901 FIFTH AVENUE, SUITE 2200, SEATTLE, WA 98164

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--------------------------------------|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) JIM GREENFIELD CHAIR | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (2) BERT GREGORY VICE CHAIR | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (3) PETER ORSER PAST CHAIR | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (4) PATTI B. CASE SECRETARY | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (5) A-P HURD TREASURER | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (6) AARON TOSO BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (7) ANDY WAPPLER BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (8) BILL TAYLOR BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (9) BRODERICK SMITH BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (10) DAN NORDSTROM BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (11) DAVE TOWNE BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (12) DOUG WALKER BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (13) FLOYD ROGERS BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (14) FRANK PRITCHARD BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (15) GREG JOHNSON BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (16) GREG NICKELS BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (17) JAY PITTINGER BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) J.J. COLLINS BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (19) JOE SAMBATARO BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (20) KEN MYER BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (21) LISA GRAUMLICH BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (22) MARILYN STRICKLAND BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (23) NATALIE QUICK BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (24) NICOLE FAGHIN BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (25) PAT CALLAHAN BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| (26) RON WHITENER BOARD MEMBER | 2.00 | X | | | | | | 0. | 0. | 0. |
| 1b Sub-total | | | | | | | | 0. | 0. | 0. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 389,255. | 0. | 23,286. |
| d Total (add lines 1b and 1c) | | | | | | | | 389,255. | 0. | 23,286. |

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 **2**

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (check all that apply) | | | | | | (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 | | | |
| (27) RUTH TRUE BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| (28) TERRY MUTTER BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| (29) TOM LUCE BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| (30) TOM O'KEEFE BOARD MEMBER | 2.00 | X | | | | | 0. | 0. | 0. | |
| (31) GENE DUVERNOY PRESIDENT/CEO | 45.00 | X | | X | | | 179,263. | 0. | 8,200. | |
| (32) TERESA MACALUSO EXECUTIVE VP / COO | 45.00 | | | X | | | 111,785. | 0. | 5,468. | |
| (33) MICHELLE CONNOR EXECUTIVE VP / CHIEF PROGR | 45.00 | | | X | | | 98,207. | 0. | 9,618. | |
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| | | | | | | | | | | |
| Total to Part VII, Section A, line 1c | | | | | | | 389,255. | | 23,286. | |

Part VIII Statement of Revenue

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

| | | | (A) | (B) | (C) | (D) | |
|--|--|---|--------------------------------|------------------------------------|----------------------------|--|--|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512 - 514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | 650,153. | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 4,492,379. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 1,649,266. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | 64,748. | | | | |
| | h Total. Add lines 1a-1f | | 6,791,798. | | | | |
| | Program Service Revenue | 2 a PROJECT REVENUE | Business Code 531390 | 842,249. | 842,249. | | |
| b | | | | | | | |
| c | | | | | | | |
| d | | | | | | | |
| e | | | | | | | |
| f All other program service revenue | | | | | | | |
| g Total. Add lines 2a-2f | | | 842,249. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 83,418. | | | 83,418. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6 a Gross rents | (i) Real | 6,561. | | | | |
| | | (ii) Personal | 0. | | | | |
| | | b Less: rental expenses | 0. | | | | |
| | | c Rental income or (loss) | 6,561. | | | | |
| | d Net rental income or (loss) | | 6,561. | | | 6,561. | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | 7,632,724. | | | | |
| | | (ii) Other | 31,100. | | | | |
| | | b Less: cost or other basis and sales expenses | 7,643,667. | 36,250. | | | |
| | | c Gain or (loss) | -10,943. | -5,150. | | | |
| | d Net gain or (loss) | | -16,093. | | | -16,093. | |
| | 8 a Gross income from fundraising events (not including \$ 650,153. of contributions reported on line 1c). See Part IV, line 18 | a | 0. | | | | |
| | | b Less: direct expenses | 70,779. | | | | |
| c Net income or (loss) from fundraising events | | | -70,779. | | | -70,779. | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a MISCELLANEOUS | | 900099 | 4,331. | | | 4,331. | |
| | b | | | | | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | | | 4,331. | | | |
| 12 Total revenue. See instructions. | | | 7,641,485. | 842,249. | 0. | 7,438. | |

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 governments and organizations in the United States. See Part IV, line 21 | 3,256,210. | 3,256,210. | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 412,542. | 138,323. | 266,424. | 7,795. |
| 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 | 2,559,009. | 1,669,917. | 515,678. | 373,414. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 68,210. | 43,724. | 15,428. | 9,058. |
| 9 Other employee benefits | 235,787. | 146,008. | 52,254. | 37,525. |
| 10 Payroll taxes | 263,380. | 159,134. | 67,571. | 36,675. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 37,791. | 37,791. | | |
| b Legal | 421,882. | 421,824. | 58. | |
| c Accounting | 39,155. | 1,043. | 38,112. | |
| d Lobbying | 66,110. | 66,110. | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 391,279. | 287,258. | 58,936. | 45,085. |
| 12 Advertising and promotion | 12,876. | 1,005. | 4,148. | 7,723. |
| 13 Office expenses | 353,558. | 92,389. | 138,942. | 122,227. |
| 14 Information technology | 55,846. | 26,302. | 24,066. | 5,478. |
| 15 Royalties | | | | |
| 16 Occupancy | 370,756. | 20. | 370,736. | |
| 17 Travel | 118,820. | 81,937. | 27,899. | 8,984. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 132,854. | 26,333. | 13,122. | 93,399. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 50,524. | | 50,524. | |
| 23 Insurance | 45,602. | 3,387. | 42,215. | |
| 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 STEWARDSHIP MATERIALS | 177,319. | 177,319. | | |
| b BUSINESS TAXES | 82,179. | 76,286. | 5,893. | |
| c ACQUISITION EXPENSE | 36,353. | 26,203. | 10,150. | |
| d DIRECT/FIXED EXPENSES | -88,023. | 399,196. | -500,654. | 13,435. |
| e All other expenses | 143,691. | 122,942. | 9,549. | 11,200. |
| 25 Total functional expenses. Add lines 1 through 24e | 9,243,710. | 7,260,661. | 1,211,051. | 771,998. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

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

Part X Balance Sheet

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

| | | (A) | | (B) | |
|---|--|------------------------|-------------|-------------|--|
| | | Beginning of year | | End of year | |
| Assets | 1 Cash - non-interest-bearing | 1,380,830. | 1 | 660,180. | |
| | 2 Savings and temporary cash investments | 2,492,229. | 2 | 1,834,996. | |
| | 3 Pledges and grants receivable, net | 1,150,849. | 3 | 935,643. | |
| | 4 Accounts receivable, net | 181,176. | 4 | 90,498. | |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | | |
| | 7 Notes and loans receivable, net | 27,144. | 7 | 28,918. | |
| | 8 Inventories for sale or use | | 8 | | |
| | 9 Prepaid expenses and deferred charges | 148,591. | 9 | 202,028. | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 18,422,148. | | | |
| | b Less: accumulated depreciation | 10b 600,239. | | | |
| | 11 Investments - publicly traded securities | 17,459,173. | 10c | 17,821,909. | |
| | 12 Investments - other securities. See Part IV, line 11 | 4,234,777. | 11 | 5,336,192. | |
| | 13 Investments - program-related. See Part IV, line 11 | 169,576. | 12 | 137,230. | |
| | 14 Intangible assets | | 13 | | |
| | 15 Other assets. See Part IV, line 11 | 8,091,387. | 14 | 6,593,678. | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 35,335,732. | 15 | 33,641,272. | | |
| Liabilities | 17 Accounts payable and accrued expenses | 714,628. | 16 | 484,827. | |
| | 18 Grants payable | | 17 | | |
| | 19 Deferred revenue | 163,419. | 18 | 155,915. | |
| | 20 Tax-exempt bond liabilities | | 19 | | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 20 | | |
| | 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 | | 21 | | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 22 | | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 23 | | |
| | 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 | 101,158. | 24 | 205,983. | |
| | 26 Total liabilities. Add lines 17 through 25 | 979,205. | 25 | 846,725. | |
| 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 | 29,509,798. | 26 | 28,626,076. | |
| | 28 Temporarily restricted net assets | 3,835,281. | 27 | 3,151,388. | |
| | 29 Permanently restricted net assets | 1,011,448. | 28 | 1,017,083. | |
| | 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 | | 29 | | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 30 | | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 31 | | |
| | 33 Total net assets or fund balances | 34,356,527. | 32 | 32,794,547. | |
| 34 Total liabilities and net assets/fund balances | 35,335,732. | 33 | 33,641,272. | | |

Part XI Reconciliation of Net Assets

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

| | | | |
|----|--|----|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 7,641,485. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 9,243,710. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -1,602,225. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 34,356,527. |
| 5 | Net unrealized gains (losses) on investments | 5 | 40,245. |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 32,794,547. |

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No. 1545-0047

2013

Open to Public
Inspection

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

| | |
|--|---|
| Name of the organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|--|----------|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11g(i) | |
| (ii) A family member of a person described in (i) above? | 11g(ii) | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | |
- h Provide the following information about the supported organization(s).

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

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|-----------|-----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 10098393. | 10826634. | 9264424. | 9376559. | 6791798. | 46357808. |
| 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 | 10098393. | 10826634. | 9264424. | 9376559. | 6791798. | 46357808. |
| 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) | | | | | | 1341994. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 45015814. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|--------------------------|-----------|----------|----------|----------|------------|
| 7 Amounts from line 4 | 10098393. | 10826634. | 9264424. | 9376559. | 6791798. | 46357808. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 269,667. | 142,944. | 133,011. | 113,638. | 89,979. | 749,239. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | 6,870. | 42,264. | 30,176. | 9,614. | 4,331. | 93,255. |
| 11 Total support. Add lines 7 through 10 | | | | | | 47200302. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 2,406,927. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | <input type="checkbox"/> | | | | | |

Section C. Computation of Public Support Percentage

| | | | |
|---|-------------------------------------|-------|---|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 95.37 | % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | 95.49 | % |
| 16a 33 1/3% support test - 2013. 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 - 2012. 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 - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <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 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

| | |
|--|---|
| Name of organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---|
| <u>1</u> | _____ _____ _____ | \$ <u>205,526.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <u>2</u> | _____ _____ _____ | \$ <u>514,635.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <u>3</u> | _____ _____ _____ | \$ <u>2,692,538.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <u>4</u> | _____ _____ _____ | \$ <u>273,326.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <u>5</u> | _____ _____ _____ | \$ <u>161,836.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <u>6</u> | _____ _____ _____ | \$ <u>190,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|--|---|
| Name of organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---|
| 7 | <hr/> <hr/> <hr/> <hr/> | \$ <u>151,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| <hr/> | <hr/> <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|--|---|
| Name of organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |

| | |
|--|---|
| Name of organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|--|---------------------|---|-------------------------------------|
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.
- ▶ **See separate instructions.** ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

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

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

| | |
|--|---|
| Name of organization FORTERRA NW | Employer identification number 94-3112461 |
|--|---|

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.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

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-. |
|----------|-------------|---------|---|--|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2013

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 | | | | | | | | | | | | |
|---|---|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1 a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | 65. | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | 67,527. | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | 67,592. | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | 8,404,120. | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 8,471,712. | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 573,586. | | | | | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>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> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | 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. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| 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) | 143,397. | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | 0. | | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -0- | 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 instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|----------|----------|----------|----------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) Total |
| 2a Lobbying nontaxable amount | 517,532. | 642,345. | 642,215. | 573,586. | 2,375,678. |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 3,563,517. |
| c Total lobbying expenditures | 103,546. | 75,097. | 107,562. | 67,592. | 353,797. |
| d Grassroots nontaxable amount | 129,383. | 160,586. | 160,554. | 143,397. | 593,920. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 890,880. |
| f Grassroots lobbying expenditures | | 13. | 122. | 65. | 200. |

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 to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity. | (a) | | (b) |
|--|-----|----|--------|
| | Yes | No | Amount |
| 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).

| | Yes | No |
|--|----------|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carry over lobbying and political expenditures from the prior year? | 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 | 1 | |
| 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 | 2a | |
| b Carryover from last year | 2b | |
| c Total | 2c | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 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? | 4 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | 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, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-A

EXPLANATION: THROUGHOUT THE YEAR STAFF AND CONTRACT LOBBYISTS MET WITH LOCAL, STATE AND FEDERAL ELECTED OFFICIALS AND AGENCIES TO ADVANCE VARIOUS CONSERVATION AND SMART GROWTH INITIATIVES.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990**

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

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

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|--|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |

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

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

Preservation of land for public use (e.g., recreation or 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 Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a <u>74</u> |
| b Total acreage restricted by conservation easements | 2b <u>7,308.00</u> |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

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

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 350

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

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" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

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

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

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

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

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

(check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange 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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

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

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

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 859,195. | 750,795. | 678,238. | 622,820. | 566,675. |
| b Contributions | 5,635. | 107,631. | 93,687. | 53,209. | 65,430. |
| c Net investment earnings, gains, and losses | 2,089. | 769. | -21,130. | 2,209. | -9,285. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 40,683. | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | 826,236. | 859,195. | 750,795. | 678,238. | 622,820. |

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

- a Board designated or quasi-endowment %
- b Permanent endowment 100.00 %
- c Temporarily restricted endowment %

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

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

| | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |

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

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

Part VI Land, Buildings, and Equipment.

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | 17,556,623. | | 17,556,623. |
| b Buildings | | 216,114. | 188,740. | 27,374. |
| c Leasehold improvements | | | | |
| d Equipment | | 610,295. | 408,454. | 201,841. |
| e Other | | 39,116. | 3,045. | 36,071. |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 17,821,909.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

| (a) Description | (b) Book value |
|---|----------------|
| (1) EARNEST MONEY DEPOSITS | 5,031. |
| (2) PROPERTY HELD FOR SALE | 6,588,647. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | 6,593,678. |

Part X Other Liabilities.

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

| 1. (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) DEFERRED RENT LIABILITY | 205,983. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 205,983. |

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

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

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

| | | | | |
|---|---|----|---------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 7,825,253. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains on investments | 2a | 40,245. | |
| b | Donated services and use of facilities | 2b | 72,744. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 70,779. | |
| e | Add lines 2a through 2d | 2e | | 183,768. |
| 3 | Subtract line 2e from line 1 | | 3 | 7,641,485. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | 4c | | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 7,641,485. |

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

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

| | | | | |
|---|--|----|---------|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 9,387,233. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | 72,744. | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 70,779. | |
| e | Add lines 2a through 2d | 2e | | 143,523. |
| 3 | Subtract line 2e from line 1 | | 3 | 9,243,710. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | 4c | | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 9,243,710. |

Part XIII Supplemental Information.

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

PART II, LINE 9:

EXPLANATION: EASEMENTS ARE CAPITALIZED AT A NOMINAL VALUE OF \$1.

ADDITIONAL COSTS OF ACQUIRING EASEMENTS ARE EXPENSED AS INCURRED.

PART IV, LINE 1B:

EXPLANATION: WE WERE A FISCAL SPONSOR FOR FRIENDS OF SEATTLE WATERFRONT.

IN 2013, \$615,903 OF CONTRIBUTIONS AND \$267,491 OF EXPENSES RELATED TO THIS WERE RECORDED IN THE FINANCIAL STATEMENTS.

PART V, LINE 4:

EXPLANATION: FORTERRA'S ENDOWMENT CONSISTS OF TWO INDIVIDUAL FUNDS, BOTH ESTABLISHED FOR LONG-TERM LAND STEWARDSHIP. THE ENDOWMENT INCLUDES ONLY

Part XIII Supplemental Information (continued)

DONOR-RESTRICTED ENDOWMENT FUNDS. THERE ARE NO FUNDS DESIGNATED BY THE BOARD OF DIRECTORS TO FUNCTION AS ENDOWMENTS. AS REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP), NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS. FORTERRA HAS A POLICY OF APPROPRIATING FOR DISTRIBUTION EACH YEAR 4 PERCENT OF ITS ENDOWMENT FUND'S AVERAGE FAIR VALUE OVER THE PRIOR 12 QUARTERS THROUGH THE CALENDAR YEAR-END PRECEDING THE FISCAL YEAR IN WHICH THE DISTRIBUTION IS PLANNED. IN ESTABLISHING THIS POLICY, FORTERRA CONSIDERED THE LONG-TERM EXPECTED RETURN ON ITS ENDOWMENT.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|-----------------------------------|---------|
| DIRECT COST OF FUNDRAISING EVENTS | 70,779. |
|-----------------------------------|---------|

PART XII, LINE 2D - OTHER ADJUSTMENTS:

| | |
|-----------------------------------|---------|
| DIRECT COST OF FUNDRAISING EVENTS | 70,779. |
|-----------------------------------|---------|

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No. 1545-0047

2013

Open To Public Inspection

Name of the organization **FORTERRA NW**
Employer identification number **94-3112461**

Part I Fundraising Activities. Complete if the organization answered "Yes" to 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** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2 a 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 | | | |
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| | | | | | | |
| Total | | | | ► | | |

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.

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

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events (add col. (a) through col. (c)) |
|-----------------|--|-------------------------------------|--------------|------------------------|--|
| | | AWARDS BREAKFAST (event type) | (event type) | NONE (total number) | |
| Revenue | 1 Gross receipts | 650,153. | | | 650,153. |
| | 2 Less: Contributions | 650,153. | | | 650,153. |
| | 3 Gross income (line 1 minus line 2) | | | | |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | 70,779. | | | 70,779. |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | | | | |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | 70,779. |
| | 11 Net income summary. Subtract line 10 from line 3, column (d) | | | | -70,779. |

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|----------------|--------------------------------------|---------------------------------|--|--|---|--|
| WVRC ACTION FUND 1402 THIRD SEATTLE, WA 98101 | | 501(C)(3) | 7,500. | 0. | | | EVENT SPONSORSHIP |
| SEATTLE SHAKESPEARE 305 HARRISON ST SEATTLE, WA 98109 | 91-1512717 | 501(C)(3) | 5,000. | 0. | | | EVENT SPONSORSHIP |
| WA DEPARTMENT OF FISH AND WILDLIFE 600 CAPITOL WAY NORTH OLYMPIA, WA 98501 | | 115 | 0. | 460,000. | APPRAISAL | CANNON RIVER LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| WA DEPARTMENT OF FISH AND WILDLIFE 600 CAPITOL WAY NORTH OLYMPIA, WA 98501 | | 115 | 0. | 914,710. | APPRAISAL | NORTH RIVER LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| WA DEPARTMENT OF FISH AND WILDLIFE 1111 WASHINGTON STREET SE OLYMPIA, WA 98501 | | 115 | 0. | 78,000. | APPRAISAL | NASELLE MARSH LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| WA DEPARTMENT OF FISH AND WILDLIFE 600 CAPITOL WAY NORTH OLYMPIA, WA 98501 | | 115 | 0. | 1,268,000. | APPRAISAL | COLE CREEK LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |

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

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

Schedule I (Form 990) (2013)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| WA DEPARTMENT OF FISH AND WILDLIFE 600 CAPITOL WAY NORTH OLYMPIA, WA 98501 | | 115 | 0. | 347,000. | APPRAISAL | SMITH CREEK LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| WA STATE PARKS & REC PO BOX 42650 OLYMPIA, WA 98504 | | 115 | 0. | 145,000. | APPRAISAL | MARTIN LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| GREEN DIAMOND 1301 5TH AVE, SUITE 2700 SEATTLE, WA 98101 | | | 0. | 31,000. | APPRAISAL | DECKER CREEK LAND | PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD |
| | | | | | | | |
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Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| | | | | | |
| | | | | | |
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| | | | | | |

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

PART I, LINE 2:

EXPLANATION: GRANT MONITORING ACTIVITIES WILL TYPICALLY OCCUR THROUGHOUT THE YEAR AND MAY TAKE VARIOUS FORMS DEPENDING ON WHAT IS DEEMED MOST APPROPRIATE FOR THE GRANT RECIPIENT. THIS MAY INCLUDE GRANT REPORTS, MEETING WITH GRANT RECIPIENTS AND SITE VISITS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: WA DEPARTMENT OF FISH AND WILDLIFE

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY

Part IV Supplemental Information

THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY.

NAME OF ORGANIZATION OR GOVERNMENT: WA DEPARTMENT OF FISH AND WILDLIFE

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY

THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY.

NAME OF ORGANIZATION OR GOVERNMENT: WA DEPARTMENT OF FISH AND WILDLIFE

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY

THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY.

NAME OF ORGANIZATION OR GOVERNMENT: WA DEPARTMENT OF FISH AND WILDLIFE

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY

THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY.

NAME OF ORGANIZATION OR GOVERNMENT: WA DEPARTMENT OF FISH AND WILDLIFE

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY

THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: WA STATE PARKS & REC

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY

NAME OF ORGANIZATION OR GOVERNMENT: GREEN DIAMOND

(H) PURPOSE OF GRANT OR ASSISTANCE: PERMANENT CONSERVATION OF ESTUARY THAT PROVIDES HABITAT FOR A WIDE VARIETY OF FISH AND BIRD SPECIES AND IMPROVES WATER QUALITY THAT WILL PROVIDE BENEFITS FOR PUBLIC RECREATIONAL ACTIVITIES AND A ROBUST SHELLFISH INDUSTRY.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

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

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

Part I Questions Regarding Compensation

| | Yes | No |
|--|-----------|----|
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) | | |
| b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain | 1b | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? | 2 | X |
| 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee | | |
| 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | |
| Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. | | |
| 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization? | 5a | X |
| b Any related organization? | 5b | X |
| If "Yes" to line 5a or 5b, describe in Part III. | | |
| 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization? | 6a | X |
| b Any related organization? | 6b | X |
| If "Yes" to line 6a or 6b, describe in Part III. | | |
| 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | 7 | X |
| 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III | 8 | X |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | 9 | |

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

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|------------------------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) GENE DUVERNOY PRESIDENT/CEO | (i) | 179,263. | 0. | 0. | 7,172. | 1,028. | 187,463. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
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| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

Part III Supplemental Information

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

PART I, LINE 5:

EXPLANATION: COMPENSATION FOR PERFORMANCE IS BASED ON SEVERAL ELEMENTS, ONE OF WHICH IS THE EXTENT TO WHICH CERTAIN PROGRAM AREAS COVER THEIR EXPENSES OR CREATE ADDITIONAL REVENUE TO GROW THE ORGANIZATION. AT THE BEGINNING OF THE PERIOD, EACH DEPARTMENT SETS 3-4 GOALS (INCLUDING REVENUE GOALS) WITH MANAGEMENT, AND DEPARTMENT MANAGEMENT SETS 3-6 INDIVIDUAL GOALS (WHICH MAY INCLUDE SECURING CONTRACTS OR CLOSING ON CONSERVATION PROPERTIES WHICH PROVIDE REVENUE). A CALCULATION IS MADE AT THE END OF THE PERIOD BASED ON MEETING GOALS (0-200% PER GOAL). AT VARIOUS LEVELS OF THE ORGANIZATION, THE PERCENTAGE DUE TO ORGANIZATION, DEPARTMENT, AND INDIVIDUAL ARE DIFFERENT - MANAGEMENT HAS MORE IMPACT ON ORGANIZATION GOALS, LESS SO ON INDIVIDUAL PERFORMANCE. A VICE PRESIDENT WOULD HAVE 20% FOR INDIVIDUAL PERFORMANCE, 50% FOR DEPARTMENT GOALS, AND 30% FOR ORGANIZATIONAL 'NET REVENUE'; A PROJECT MANAGER WOULD HAVE 40% FOR INDIVIDUAL PERFORMANCE, 40% FOR DEPARTMENT GOALS, AND 20% FOR OVERALL ORGANIZATIONAL SUCCESS BASED ON NET REVENUE. DEPARTMENT MANAGERS RATE THEIR STAFF, HR REVIEWS FOR INTERNAL CONSISTENCY ACROSS DEPARTMENTS, AND EXECUTIVE MANAGEMENT RATES DEPARTMENT PERFORMANCE AGAINST GOALS.

Part III Supplemental Information

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

ORGANIZATIONAL PERFORMANCE MUST MEET CERTAIN NET REVENUE THRESHOLD TO BE
 PAID OUT. CEO/PRESIDENT COMPENSATION IS REVIEWED BY BOARD COMMITTEE
 AGAINST 7-9 SPECIFIC GOALS, INCLUDING ORGANIZATION'S YEAR END FINANCIALS.
 EACH GOAL IS GIVEN A RATING OF 0-2 WITH SPECIFIC PERFORMANCE MEASURES
 AGAINST EACH SCORE THAT CAN BE EVALUATED TO THE NEAREST TENTH. ALL
 MEASURES ARE THEN AVERAGED TO CREATE AN OVERALL SCORE.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **FORTERRA NW** Employer identification number **94-3112461**

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 | X | 6 | 28,352. | QUOTED PRICE |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | X | 1 | 36,250. | APPRAISAL |
| 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**

| | Yes | No |
|--|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? | | X |
| b If "Yes," describe the arrangement in Part II. | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? | X | |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | | X |
| 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.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

LINE 19

EXPLANATION: MANY OF THE PROJECTS WHICH FORTERRA UNDERTAKES TO ACHIEVE THEIR MISSION SPAN SEVERAL YEARS. NET REVENUES FROM COMPLETION OF THESE PROJECTS CAN BE REINVESTED TO FUND THE DEVELOPMENT OF PROJECTS IN FUTURE PERIODS, COVERING NET LOSSES IN YEARS WITH NO SIGNIFICANT PROJECT CLOSINGS.

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

SUSTAINABILITY INITIATIVE, FORTERRA IS INVESTING IN THE ENHANCEMENT AND SUSTAINABILITY OF THE LANDS AND COMMUNITIES ALONG OUR GREAT NATURAL CORRIDORS INCLUDING THE GREAT NORTHERN CORRIDOR ALONG HIGHWAY 2 AND THE YAKIMA RIVER CORRIDOR WHICH ENCOMPASSES THE TEANAWAY RIVER VALLEY, THE SWIFTWATER CORRIDOR AND THE YAKIMA RIVER SCENIC BYWAY SCENIC CANYON. THROUGH OUR NETWORK OF REGIONAL OFFICES, FORTERRA BRINGS A UNIQUE ABILITY TO CONVENE DISPARATE STAKEHOLDERS, LEVERAGE DIVERSE FUNDING SOURCES AND FIND SOLUTIONS THAT BENEFIT NOT ONLY OUR NATURAL ENVIRONMENT BUT OUR COMMUNITIES AND ECONOMY AS WELL.

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

WHICH WERE NEWLY ADDED IN 2013. IN 2013, 155,828 TREES WERE PLANTED ON THOSE ACRES. TO ACCOMPLISH ALL THIS, FORTERRA RELIES ON THOUSANDS OF VOLUNTEERS. IN 2013 ALONE, FORTERRA'S STEWARDSHIP PROGRAMS SUPPORTED 1,564 RESTORATION WORK PARTIES ENGAGING 29,402 VOLUNTEERS WHO CONTRIBUTED 126,119 HOURS. FORTERRA ENGAGES AND SUPPORTS 351 DEDICATED VOLUNTEERS AS STEWARDS FOR OUR LANDS, THE GREEN CITIES PROGRAM AND THE

| | |
|---|--|
| Name of the organization FORTERRA NW | Employer identification number 94-3112461 |
|---|--|

TREE AMBASSADORS PROGRAM, ADDING 13 NEW STEWARDS IN 2013. THESE VOLUNTEERS PLAY A CRITICAL ROLE IN THE SUCCESS OF FORTERRA'S PROGRAMS, PUTTING FORTH AN INCREDIBLE AMOUNT OF EFFORT IN THE FIELD. MAINTAINING THE HEALTH OF ALL OUR REGION'S LANDS REQUIRES ONGOING MANAGEMENT AND CARE. AND DOING STEWARDSHIP AND RESTORATION WORK WITH COMMUNITIES NOT ONLY GETS THIS JOB DONE BUT INSTILLS AN ETHIC OF STEWARDSHIP THAT PAYS FAR INTO THE FUTURE, RESULTING IN HEALTHY HABITATS AND HEALTHY, SUSTAINABLE COMMUNITIES.

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

EQUITY AND DIVERSITY TRAININGS, COMMUNITY PLANNING TRAININGS, AND A PROJECT FOCUSED ON BRINGING NEW VOICES TO THE CITY'S COMPREHENSIVE PLAN UPDATE PROCESS. THIS PROGRAM WAS RECOGNIZED WITH THE CITIZEN INVOLVEMENT AWARD BY THE 2014 AMERICAN PLANNING ASSOCIATION AT THE WASHINGTON CHAPTER CONFERENCE. WE'VE ADVANCED POLICY TO ACHIEVE OUR MISSION AS WELL, INCLUDING TRANSFER OF DEVELOPMENT RIGHTS, OR TDR. FORTERRA PIONEERED LEGISLATION THAT CREATED A REGIONAL TRANSFER OF DEVELOPMENT RIGHTS PROGRAM FOCUSED ON PROTECTING THE FARMS AND FORESTS THAT ARE VITAL TO THE HEALTH OF THE PUGET SOUND REGION. 143,000 ACRES OF FOREST, FARM, AND HABITAT LANDS HAVE BEEN CONSERVED WITH THIS TOOL TO-DATE. THE LANDSCAPE CONSERVATION AND LOCAL INFRASTRUCTURE PROGRAM, ANOTHER POLICY CONCEIVED AND DEVELOPED BY FORTERRA AND PASSED INTO STATE LAW IN 2011, COMBINES TDR WITH A FINANCING OPTION FOR CITIES THAT CREATES INCENTIVES FOR BOTH LAND CONSERVATION AND COMMUNITY SUPPORT INVESTMENT. TO DATE 12 CITIES HAVE PURSUED THE USE OF LCLIP, INCLUDING SEATTLE, WHOSE PROGRAM IS EXPECTED TO CONSERVE 25,000 ACRES OF FARMS AND FORESTS AND GENERATE NEARLY \$30 MILLION IN ADDITIONAL REVENUE FOR PROJECTS THAT WILL IMPROVE THE ATTRACTIVENESS AND QUALITY OF LIFE IN

| | |
|---|--|
| Name of the organization FORTERRA NW | Employer identification number 94-3112461 |
|---|--|

SOUTH LAKE UNION AND DOWNTOWN. TEN YEARS LATER, FORTERRA IS UNDERTAKING A SIMILARLY PROACTIVE AND OUT OF THE BOX PROCESS TO THE ORIGINAL AGENDAS, EXPLORING HOW WE CAN BEST ADDRESS THE RAPIDLY ACCELERATING CHANGES PROFOUNDLY AFFECTING THIS PLACE WE LOVE. THE 'NEXT WAVE,' TO BE LAUNCHED MAY 2015, THINKS HOLISTICALLY, RECOGNIZING THE INTERCONNECTEDNESS OF THE NATURAL WORLD, BUILT WORLD AND SOCIAL WORLD AS THE KEY TO UNLOCKING THE SOLUTIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OUTREACH & PUBLIC EDUCATION: FORTERRA PROVIDES EDUCATIONAL INFORMATION ON CONSERVATION TO THE PUBLIC, PRESENTS IT'S MISSION & VISION TO COMMUNITY LEADERS & ORGANIZATIONS, AND PARTICIPATES IN PUBLIC FORUMS ABOUT CONSERVATION.

EXPENSES \$ 55,341. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

EXPLANATION: THE 990 IS REVIEWED IN DETAIL BY BOTH THE CONTROLLER AND THE CHIEF OPERATING OFFICER (EXECUTIVE VICE PRESIDENT). IT IS REVIEWED AND SIGNED BY THE PRESIDENT. THE COMPLETE FORM 990 IS E-MAILED TO THE ENTIRE BOARD (INCLUDING THE FINANCE COMMITTEE) BEFORE IT IS FILED.

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

EXPLANATION: THE CONFLICT OF INTEREST POLICY IS REVIEWED WITH EACH NEW OFFICER, DIRECTOR AND KEY EMPLOYEE. THEY SIGN A STATEMENT AFFIRMING THEIR UNDERSTANDING. CONFLICT OF INTEREST DISCLOSURE STATEMENTS ARE SENT TO EACH OFFICER, DIRECTOR AND KEY EMPLOYEE ANNUALLY. COO MONITORS FOR ANY PREVIOUSLY UNDISCLOSED INFORMATION AND ENSURES FULL COMPLIANCE. BOARD MEMBERS RECUES THEMSELVES IF THEY HAVE KNOWLEDGE OF ANY RELATIONSHIP OR

| | |
|---|--|
| Name of the organization FORTERRA NW | Employer identification number 94-3112461 |
|---|--|

PERCEIVED RELATIONSHIP RELATED TO PENDING RESOLUTIONS.

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

EXPLANATION: THE COMPENSATION COMMITTEE (A SUB-SET OF THE EXECUTIVE COMMITTEE OF THE BOARD, INCLUDING THE BOARD CHAIR) CONDUCTS AN ANNUAL PERFORMANCE EVALUATION OF THE CEO (AGAINST PRE-DETERMINED GOALS). CEO COMPENSATION IS A COMBINATION OF BASE PAY AND PERFORMANCE PAY RELATED TO THE COMPLETION OF THOSE ORGANIZATIONAL GOALS. FOLLOWING THE ANNUAL EVALUATION, THE SAME COMMITTEE EVALUATES AND RECOMMENDS % OF PERFORMANCE PAY TO BE PAID, AS WELL AS COMPENSATION PACKAGE FOR THE FOLLOWING YEAR. EVERY 2-3 YEARS A SALARY SURVEY IS COMPILED AND USED FOR COMPARATIVE PURPOSES (USING REGIONAL DATA FROM LIKE-SIZED NON-PROFIT ENTITIES AS WELL AS COMPARABLE LAND TRUST/POLICY ORGANIZATIONS NATIONALLY). THE FULL BOARD REVIEWS AND APPROVES THE COMMITTEE'S RECOMMENDATION IN EXECUTIVE SESSION, AND A FORMAL MEMO FROM THE CHAIR IS PROVIDED FOR THE CEO'S PERSONNEL FILE.

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

EXPLANATION: GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

PART XI, LINE 2C

EXPLANATION: THE AUDIT COMMITTEE HAS NOT CHANGED HOW IT REVIEWS THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS FROM THE PRIOR YEAR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

FORTERRA NW

Employer identification number

94-3112461

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
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Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|--|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| EVERGREEN FOREST TRUST - 91-2082596 901 FIFTH AVENUE, SUITE 2200 SEATTLE, WA 98164 | ACQUIRE, MANAGE, CONSERVE FORESTLANDS | WASHINGTON | 501(C)3 | 509(A)3 | | | X |
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For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-----------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
| FORTERRA ENTERPRISES - 91-2195489 901 FIFTH AVENUE, SUITE 2200 SEATTLE, WA 98164 | CONSERVATION DEVELOPMENT | WA | FORTERRA NW | C CORP | 710. | 137,869. | 100% | | X |
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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

| | Yes | No |
|---|-----|----|
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | | X |
| b Gift, grant, or capital contribution to related organization(s) | | X |
| c Gift, grant, or capital contribution from related organization(s) | | X |
| d Loans or loan guarantees to or for related organization(s) | | X |
| e Loans or loan guarantees by related organization(s) | | X |
| f Dividends from related organization(s) | | X |
| g Sale of assets to related organization(s) | | X |
| h Purchase of assets from related organization(s) | | X |
| i Exchange of assets with related organization(s) | | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | X | |
| m Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | X | |
| o Sharing of paid employees with related organization(s) | | X |
| p Reimbursement paid to related organization(s) for expenses | | X |
| q Reimbursement paid by related organization(s) for expenses | X | |
| r Other transfer of cash or property to related organization(s) | | X |
| s Other transfer of cash or property from related organization(s) | | X |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-------------------------------------|-------------------------------|------------------------|--|
| (1) | | | |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners sec. 501(c)(3) orgs.? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Dispropor- tionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|--|--|----|------------------------------------|--|--|----|---|---|----|--------------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| | | | | | | | | | | | | | |
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| Asset Number | Description of property | | | | | | | |
|--------------|--|-----------------|--------------|----------|---------------------|-----------------|---------------------------------------|------------------------|
| | Date placed in service | Method/IRC sec. | Life or rate | Line No. | Cost or other basis | Basis reduction | Accumulated depreciation/amortization | Current year deduction |
| | BUILDINGS | | | | | | | |
| 4 | BUILDINGS | | | | | | | |
| | VARIABLE | SL | 30.00 | 16 | 216,114. | | 187,267. | 1,473. |
| | * 990 PAGE 10 TOTAL BUILDINGS | | | | | | | |
| | | | | | 216,114. | 0. | 187,267. | 1,473. |
| | MACHINERY & EQUIPMENT | | | | | | | |
| 1 | FURNITURE & EQUIPMENT | | | | | | | |
| | VARIABLE | SL | 10.00 | 16 | 610,295. | | 361,702. | 46,752. |
| | * 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT | | | | | | | |
| | | | | | 610,295. | 0. | 361,702. | 46,752. |
| | LAND | | | | | | | |
| 3 | LAND AND EASEMENTS | | | | | | | |
| | VARIABLE | SL | | | 17,556,623. | | | 0. |
| | * 990 PAGE 10 TOTAL LAND | | | | | | | |
| | | | | | 17,556,623. | 0. | 0. | 0. |
| | OTHER | | | | | | | |
| 18 | LEASEHOLD IMPROVEMENTS | | | | | | | |
| | 090112 | SL | 10.00 | 16 | 39,116. | | 746. | 2,299. |
| | * 990 PAGE 10 TOTAL OTHER | | | | | | | |
| | | | | | 39,116. | 0. | 746. | 2,299. |
| | * GRAND TOTAL 990 PAGE 10 DEPR | | | | | | | |
| | | | | | 18,422,148. | 0. | 549,715. | 50,524. |