

Form **990**  
Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

**2012**

Open to Public Inspection

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

**A For the 2012 calendar year, or tax year beginning and ending**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C Name of organization**  
**BAY AREA COMMUNITY FOUNDATION**  
 Doing Business As  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**PERE MARQUETTE DEPOT 200**  
 City, town, or post office, state, and ZIP code  
**BAY CITY, MI 48708**

**D Employer identification number**  
**38-2418086**

**E Telephone number**  
**989-893-4438**

**G Gross receipts \$** **11,889,238.**

**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** Are all affiliates included?  Yes  No  
 If "No," attach a list. (see instructions)  
**H(c)** Group exemption number ▶

**I Tax-exempt status:**  501(c)(3)  501(c) ( ) (insert no.)  4947(a)(1) or  527

**J Website:** ▶ **WWW.BAYFOUNDATION.ORG**

**K Form of organization:**  Corporation  Trust  Association  Other ▶

**L Year of formation:** **1982** **M State of legal domicile:** **MI**

**Part I Summary**

Activities & Governance			
1	Briefly describe the organization's mission or most significant activities: <b>TO FULFILL A WIDE ARRAY OF DONORS' CHARITABLE WISHES THROUGHOUT BAY AND ARENAC COUNTIES.</b>		
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)	3	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	8
6	Total number of volunteers (estimate if necessary)	6	150
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,874,509.	1,802,294.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	814,527.	1,618,245.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	71,892.	58,872.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,760,928.	3,479,411.
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,425,987.	1,510,680.
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)	344,162.	422,475.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>172,189.</b>		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	522,253.	375,352.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,292,402.	2,308,507.
19	Revenue less expenses. Subtract line 18 from line 12	468,526.	1,170,904.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	28,156,736.	31,394,810.
21	Total liabilities (Part X, line 26)	983,653.	1,579,379.
22	Net assets or fund balances. Subtract line 21 from line 20	27,173,083.	29,815,431.

**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: *Eileen Curtis* Date: **8/15/13**  
**EILEEN CURTIS, PRESIDENT & CEO**  
 Type or print name and title

**Paid Preparer Use Only**  
 Print/Type preparer's name: **JEFFREY E. HERT, CPA** Preparer's signature: **JEFFREY E. HERT, CPA** Date: **08/07/13** Check if self-employed:  PTIN: **P00066715**  
 Firm's name: **REHMANN ROBSON** Firm's EIN: **38-3635706**  
 Firm's address: **5800 GRATIOT PO BOX 2025 SAGINAW, MI 48605-2025** Phone no.: **989-799-9580**

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE MISSION OF BAY AREA COMMUNITY FOUNDATION IS TO FULFILL A WIDE ARRAY OF DONORS' CHARITABLE WISHES THROUGHOUT BAY AND ARENAC COUNTIES (MICHIGAN) BY BUILDING PERMANENT ENDOWMENT FUNDS AND SERVING AS A LEADER FOR COMMUNITY IMPROVEMENT THROUGH EFFECTIVE GRANTMAKING AND

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. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 1,062,940. including grants of \$ 891,482. ) (Revenue \$ ) GRANTS (287 DURING YEAR) IN THE AREAS OF ARTS & CULTURE, COMMUNITY DEVELOPMENT, EDUCATION, ENVIRONMENT, HEALTH, HUMAN SERVICES, RECREATION AND YOUTH.

4b (Code: ) (Expenses \$ 859,406. including grants of \$ 619,198. ) (Revenue \$ ) SCHOLARSHIPS - PROCESSED 402 SCHOLARSHIP FUNDS DURING THE CURRENT YEAR

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

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

4e Total program service expenses 1,922,346.

**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	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		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 assistance to any organization or entity located outside the United States? <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 assistance to individuals located outside the United States? <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 and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," 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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	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)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		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 to any question in this Part V

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

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

Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year ..... If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	<b>1a</b> 18		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent .....		
	<b>1b</b> 18		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....	X	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		X
<b>6</b>	Did the organization have members or stockholders? .....		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MI**
- 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: **SUZANN E. JENSEN, CPA - 989-893-4438**  
**1000 ADAMS STREET, SUITE 200, BAY CITY, MI 48708**

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

Check if Schedule O contains a response to any question in this Part VII

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) BILL BOWEN TRUSTEE	1.00	X					0.	0.	0.	
(2) KAY BURKS TRUSTEE	1.00	X					0.	0.	0.	
(3) BETH ELLIOT TRUSTEE	1.00	X					0.	0.	0.	
(4) KAROLYN GOSLIN TRUSTEE	1.00	X					0.	0.	0.	
(5) ROBERT HETZLER TRUSTEE	1.00	X					0.	0.	0.	
(6) DEBRA K. LUTZ TRUSTEE	1.00	X					0.	0.	0.	
(7) JEFF MARTIN TRUSTEE	1.00	X					0.	0.	0.	
(8) RICHARD MILSTER TRUSTEE	1.00	X					0.	0.	0.	
(9) MICHAEL STONER TRUSTEE	1.00	X					0.	0.	0.	
(10) ANNE TRAHAN TRUSTEE	1.00	X					0.	0.	0.	
(11) CAROLYN WIERDA TRUSTEE	1.00	X					0.	0.	0.	
(12) JEFF YANTZ TRUSTEE	1.00	X					0.	0.	0.	
(13) JEFF MAYES TRUSTEE	1.00	X					0.	0.	0.	
(14) DOMINIC MONASTIERE TRUSTEE	1.00	X					0.	0.	0.	
(15) MICHAEL HANISKO CHAIR	5.00			X			0.	0.	0.	
(16) WILLIAM MULDER VICE CHAIR	5.00			X			0.	0.	0.	
(17) AMY RODRIGUEZ TREASURER	5.00			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) CATHERINE WASHABAUGH SECRETARY	5.00			X				0.	0.	0.
(19) EILEEN CURTIS PRESIDENT & CEO	40.00			X				99,288.	0.	3,340.
<b>1b Sub-total</b>								99,288.	0.	3,340.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								99,288.	0.	3,340.

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 **0**

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

**Section B. Independent Contractors**

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

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



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 1,802,294.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$	135,632.				
	<b>h Total.</b> Add lines 1a-1f		1,802,294.			
<b>Program Service Revenue</b>	<b>2 a</b> _____	Business Code				
	<b>b</b> _____					
	<b>c</b> _____					
	<b>d</b> _____					
	<b>e</b> _____					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		584,664.		584,664.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real	125.			
		(ii) Personal				
		<b>b</b> Less: rental expenses	0.			
		<b>c</b> Rental income or (loss)	125.			
	<b>d</b> Net rental income or (loss)		125.		125.	
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	9,443,408.			
		(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses	8,409,827.			
		<b>c</b> Gain or (loss)	1,033,581.			
	<b>d</b> Net gain or (loss)		1,033,581.		1,033,581.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>				
		<b>b</b> Less: direct expenses				
<b>c</b> Net income or (loss) from fundraising events						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses					
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold					
	<b>c</b> Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> OTHER REVENUE	900099	58,747.		58,747.		
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d		58,747.				
<b>12 Total revenue.</b> See instructions.		3,479,411.	0.	0.	1,677,117.	

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	891,482.	891,482.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	619,198.	619,198.		
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	102,628.	45,546.	34,637.	22,445.
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	254,243.	112,833.	85,807.	55,603.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	35,325.	15,677.	11,922.	7,726.
10 Payroll taxes	30,279.	13,438.	10,219.	6,622.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	17,517.	7,774.	5,912.	3,831.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	73,339.	73,339.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	27,289.	12,111.	9,210.	5,968.
14 Information technology	33,380.	14,814.	11,266.	7,300.
15 Royalties				
16 Occupancy	69,556.	30,869.	23,475.	15,212.
17 Travel	5,748.	2,551.	1,940.	1,257.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,043.	4,901.	3,727.	2,415.
20 Interest	468.	468.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	12,012.	5,331.	4,054.	2,627.
23 Insurance	5,977.	2,653.	2,017.	1,307.
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 OTHER EXPENSES	72,864.	54,507.	11,139.	7,218.
b ASSET DEVELOPMENT	44,539.	14,135.	-1,900.	32,304.
c BANK FEES	1,620.	719.	547.	354.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	2,308,507.	1,922,346.	213,972.	172,189.
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)

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**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	22,715.	<b>1</b>	27,559.
	<b>2</b> Savings and temporary cash investments .....	1,881,870.	<b>2</b>	1,889,380.
	<b>3</b> Pledges and grants receivable, net .....	736,427.	<b>3</b>	679,451.
	<b>4</b> Accounts receivable, net .....	1,590.	<b>4</b>	0.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	12,522.	<b>9</b>	26,483.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 155,266.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 56,794.	<b>10c</b>	98,472.
	<b>11</b> Investments - publicly traded securities .....	23,930,578.	<b>11</b>	27,029,237.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	1,529,655.	<b>12</b>	1,615,735.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	25,597.	<b>15</b>	28,493.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	28,156,736.	<b>16</b>	31,394,810.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	15,811.	<b>17</b>	89,948.
	<b>18</b> Grants payable .....	40,000.	<b>18</b>	37,000.
	<b>19</b> Deferred revenue .....	1,000.	<b>19</b>	1,000.
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	926,842.	<b>25</b>	1,451,431.
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	983,653.	<b>26</b>	1,579,379.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	23,468,376.	<b>27</b>	25,964,717.
	<b>28</b> Temporarily restricted net assets .....	2,290,807.	<b>28</b>	2,436,814.
	<b>29</b> Permanently restricted net assets .....	1,413,900.	<b>29</b>	1,413,900.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> <b>Total net assets or fund balances</b> .....	27,173,083.	<b>33</b>	29,815,431.	
<b>34</b> <b>Total liabilities and net assets/fund balances</b> .....	28,156,736.	<b>34</b>	31,394,810.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,479,411.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,308,507.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,170,904.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	27,173,083.
5	Net unrealized gains (losses) on investments	5	1,997,534.
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	-526,090.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,815,431.

**Part XIII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XIII

	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?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		



**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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	2,520,908.	1,460,848.	1,043,002.	1,874,509.	1,802,294.	8,701,561.
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 <b>Total.</b> Add lines 1 through 3 .....	2,520,908.	1,460,848.	1,043,002.	1,874,509.	1,802,294.	8,701,561.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						1,946,569.
6 <b>Public support.</b> Subtract line 5 from line 4.						6,754,992.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4 .....	2,520,908.	1,460,848.	1,043,002.	1,874,509.	1,802,294.	8,701,561.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	554,145.	449,964.	402,738.	461,966.	584,664.	2,453,477.
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.) .....	154,794.	34,794.	71,681.	71,892.	58,872.	392,033.
11 <b>Total support.</b> Add lines 7 through 10						11,547,071.
12 Gross receipts from related activities, etc. (see instructions) .....					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	14	58.50	%
15 Public support percentage from 2011 Schedule A, Part II, line 14 .....	15	64.73	%
16a <b>33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input checked="" type="checkbox"/>
b <b>33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
17a <b>10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
b <b>10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....			<input type="checkbox"/>

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** 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 - 2011.** 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.

OMB No. 1545-0047

2012

Name of the organization

BAY AREA COMMUNITY FOUNDATION

Employer identification number

38-2418086

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 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

[X] 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 Part I, line 2 of its Form 990-PF, 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) (2012)



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. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: BAY AREA COMMUNITY FOUNDATION; Employer identification number: 38-2418086

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two Yes/No questions regarding donor advisement.

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

Form for Part II Conservation Easements. Includes checkboxes for purposes (land, habitat, open space, historic), a table for 2a-2d (Total number, acreage, historic structures), and questions 3-9 regarding monitoring, expenses, and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, 2a, and 2b regarding reporting requirements for art and historical treasures.

**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	
d Additions during the year	
e Distributions during the year	
f Ending balance	

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	25,823,105.	26,714,946.	24,324,702.	19,303,808.	26,057,956.
b Contributions	1,026,345.	1,166,344.	448,905.	573,985.	1,603,209.
c Net investment earnings, gains, and losses	3,479,813.	-439,338.	3,479,397.	5,469,441.	-6,956,283.
d Grants or scholarships	1,133,904.	1,139,802.	941,714.	1,168,962.	1,055,471.
e Other expenditures for facilities and programs					
f Administrative expenses	656,219.	479,045.	596,344.	336,452.	345,603.
g End of year balance	28,539,140.	25,823,105.	26,714,946.	23,841,820.	19,303,808.

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

- a Board designated or quasi-endowment  89.97 %
- b Permanent endowment  3.97 %
- c Temporarily restricted endowment  6.06 %

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.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		155,266.	56,794.	98,472.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				98,472.

**Part VII Investments - Other Securities.** 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) NATURE CONSERVATORY -		
(B) PERMANENTLY RSTR	279,900.	COST
(C) INVESTMENTS-ENDOWED	1,335,835.	END-OF-YEAR MARKET VALUE
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	<b>1,615,735.</b>	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE PAYABLE	2,221.
(3) OBLIGATIONS FOR AGENCY ENDOWMENTS	1,449,210.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	<b>1,451,431.</b>

2. FIN 48 (ASC 740) Footnote. 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

<b>Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>				
<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	4,910,854.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains on investments	<b>2a</b> 1,926,112.		
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	1,926,112.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	2,984,742.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b> 494,669.		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	494,669.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)		<b>5</b>	3,479,411.

<b>Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>				
<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	2,268,504.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	2,268,504.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b> 40,003.		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	40,003.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)		<b>5</b>	2,308,507.

**Part XIII Supplemental Information**

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

**PART V, LINE 4: IN RECENT YEARS, WE HAVE RAISED THE LEVEL OF ENVIRONMENTAL EDUCATION THROUGH SIGNIFICANT FUNDING OF A WATERSHED CURRICULUM; WE HAVE COLLABORATED WITH COUNTLESS VOLUNTEERS TO BUILD WONDERFUL PLAYSCAPES FOR OUR KIDS; WE HELPED TO CREATE POSITIVE OPPORTUNITIES FOR OUR YOUNG PEOPLE THROUGH OUR GRANTS TO THE SKATEPARK, YOUTH LEADERSHIP PROGRAM, AND THE BAY COUNTY LIBRARY; WE HAVE ENHANCED ARTS AND EDUCATION THROUGH GRANTS TO STUDIO 23, BAY ARTS COUNCIL, BAY COUNTY HISTORICAL SOCIETY, AND BAY ARENAC COMMUNITY HIGH SCHOOL. THESE**

**Part XIII** Supplemental Information (continued)

PROJECTS REPRESENT ONLY A SMALL SAMPLING OF OUR PARTNERSHIPS. WE WILL CONTINUE TO SUPPORT INNOVATIVE PROGRAMS AND BOLD INITIATIVES THAT MAKE AN IMPACT ON THE LIVES OF OUR RESIDENTS.

PART X, LINE 2: ACCOUNTING STANDARDS CODIFICATION ("ASC") TOPIC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, SEEKS TO REDUCE THE SIGNIFICANT DIVERSITY IN PRACTICE ASSOCIATED WITH FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT IN ACCOUNTING FOR INCOME TAXES AND PRESCRIBES THE RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR DISCLOSURES OF TAX POSITIONS PREVIOUSLY TAKEN OR EXPECTED TO BE TAKEN ON AN INCOME TAX RETURN. THE FOUNDATION ANALYZES ITS FILING POSITIONS IN THE TAX JURISDICTIONS WHERE IT IS REQUIRED TO FILE INCOME TAX RETURNS, AS WELL AS ALL OPEN TAX YEARS IN THESE JURISDICTIONS. THE FOUNDATION HAS ALSO ELECTED TO RETAIN ITS EXISTING ACCOUNTING POLICY WITH RESPECT TO THE TREATMENT OF INTEREST AND PENALTIES ATTRIBUTABLE TO INCOME TAXES, AND CONTINUES TO REFLECT ANY CHARGES FOR SUCH, TO THE EXTENT THEY ARISE, AS A COMPONENT OF ITS GENERAL AND ADMINISTRATIVE EXPENSES. THE CONTINUED APPLICATION OF ASC TOPIC 740 HAS NO SIGNIFICANT IMPACT ON THE FOUNDATION'S CONSOLIDATED FINANCIAL STATEMENTS.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

FAS 136 ADJUSTMENT

PART XII, LINE 4B - OTHER ADJUSTMENTS:

FAS 136 ADJUSTMENT

**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.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**BAY AREA COMMUNITY FOUNDATION**

Employer identification number  
**38-2418086**

**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.  Yes  No

**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
BAY AREA CHAMBER OF COMMERCE FOUNDATION - 901 SAGINAW STREET - BAY CITY, MI 48708	38-3182160	501 (C) (3)	6,107.	0.			DESIGNATED FUND DISBURSEMENT, ART *SPARKS*, FACILITATOR FOR BAY COUNTY DEVELOPMENT
BAY AREA FAMILY YMCA 225 WASHINGTON AVE. BAY CITY, MI 48708	38-1358415	501 (C) (3)	13,475.	0.			BUILDING CAPITAL CAMPAIGN, DESIGNATED FUND DISTRIBUTION, ROWLEY CAMP
BAY AREA WOMEN'S CENTER P.O. BOX 1458 BAY CITY, MI 48706	38-2118004	501 (C) (3)	17,348.	0.			DESIGNATED FUND DISTRIBUTION, HOLIDAY GIVING PROGRAM, PREVENTION, EDUCATION,
BAY CITY PUBLIC SCHOOLS 910 NORTH WALNUT BAY CITY, MI 48706	38-6000558	GOVERNMENT	14,100.	0.			BCP TRANSITION GROUP, DESIGNATED FUND DISBURSEMENT, PLAYGROUND REVITALIZATION, SCHOOL
BAY COUNTY HEALTH DEPARTMENT 1200 WASHINGTON AVE. BAY CITY, MI 48708	38-6004837	GOVERNMENT	10,000.	0.			COMMUNITY HEALTH ASSESSMENT
BAY MEDICAL FOUNDATION 1900 COLUMBUS AVE. BAY CITY, MI 48708	38-2156534	501 (C) (3)	9,977.	0.			HEALTHCARE FOR BAY COUNTY UNINSURED, DESIGNATED FUND DISBURSEMENTS

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **35.**

**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.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2012)

Schedule I (Form 990) BAY AREA COMMUNITY FOUNDATION

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
BAYSAIL 107 5TH STREET BAY CITY, MI 48708	38-3378118	501 (C) (3)	7,395.	0.			DESIGNATED FUND DISBURSEMENTS, SCIENCE UNDER SAIL
BOYS & GIRLS CLUBS OF GREAT LAKES BAY REGION - 300 W. LAFAYETTE - BAY CITY, MI 48708	38-2277056	501 (C) (3)	6,421.	0.			DESIGNATED FUND DISBURSEMENTS
DELTA COLLEGE FOUNDATION 1961 DELTA ROAD UNIVERSITY CENTER, MI 48710	38-2274366	501 (C) (3)	7,000.	0.			OESTHELDER SCHOLARSHIP FUND, STUDENT ASSISTANCE, GENERAL OPERATIONS
DISABILITY SERVICES RESOURCE CENTER 1820 N. TRUMBULL DRIVE BAY CITY, MI 48708	38-1677220	501 (C) (3)	5,390.	0.			DESIGNATED FUND DISBURSEMENT
BAY COUNTY CHILD & SENIOR CITIZEN CENTER - 1001 MARSAC ST. - BAY CITY, MI 48708	38-2324957	501 (C) (3)	20,000.	0.			DEMENTIA TRAINING PROJECT
GREAT LAKES BAY YOUTH FOR CHRIST PO BOX 5420 SAGINAW, MI 48603	38-2940567	501 (C) (3)	9,055.	0.			BAY COUNTY YOUTH OUTREACH
JUNIOR ACHIEVEMENT OF NORTHEAST MI, INC. - 1781 FORDNEY - SAGINAW, MI 48601	84-1267604	501 (C) (3)	5,077.	0.			JA TITAN CHALLENGE, DESIGNATED FUND DISBURSEMENTS
NEW DIMENSIONS 2 JOHNSON CT. BAY CITY, MI 48708	38-2066095	501 (C) (3)	12,800.	0.			ACCESSIBLE DIMENSIONS, WREATH/GIFT PROJECT, HIRE PROGRAM
SAGINAW BASIN LAND CONSERVANCY PO BOX 222 BAY CITY, MI 48707-0222	38-3362048	501 (C) (3)	22,797.	0.			DESIGNATED FUND DISBURSEMENTS-GENERAL OPERATING

Schedule I (Form 990)

**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
STATE THEATRE OF BAY CITY/ BAY COUNTY - 913 WASHINGTON AVE. - BAY CITY, MI 48708	38-3562110	501 (C) (3)	33,813.	0.			DESIGNATED FUND DISBURSEMENTS, HOLIDAY MOVIE FIELD TRIPS, COLLABORATIVE MARKETING
STUDIO 23 901 N. WATER BAY CITY, MI 48708	38-1704855	501 (C) (3)	54,834.	0.			DESIGNATED FUND DISBURSEMENTS, GENERAL OPERATIONS
THE CONSERVATION FUND PO BOX 734 BAY CITY, MI 48707	52-1388917	501 (C) (3)	155,000.	0.			DESIGNATED FUND DISBURSEMENTS
UNITED WAY OF BAY COUNTY 909 WASHINGTON AVE. BAY CITY, MI 48708	38-1360524	501 (C) (3)	5,952.	0.			VEGETABLE GARDEN, BACK TO SCHOOL PROGRAM, DESIGNATED FUND DISBURSEMENTS
WESTMINISTER PRESBYTERIAN CHURCH 103 E. MIDLAND ST. BAY CITY, MI 48706	38-1381137	501 (C) (3)	8,032.	0.			DESIGNATED FUND DISBURSEMENT
YWCA GREAT LAKES BAY REGION 723 WASHINGTON AVE. BAY CITY, MI 48708	38-1367099	501 (C) (3)	22,000.	0.			CAMP GREENER PASTURES, CAMP MEADOWS, DESIGNATED FUND DISBURSEMENT, GETTING AHEAD WORKSHOPS,
2-1-1 OF NORTHEAST MICHIGAN 4520 EAST ASHMAN, SUITE U MIDLAND, MI 48642	20-8782528	501 (C) (3)	6,529.	0.			EMPOWERING BAY COUNTY RESIDENTS WITH 2-1-1 ACCESS.
BAY ARTS COUNCIL 901 N. WATER STREET BAY CITY, MI 48708	38-2225999	501 (C) (3)	11,679.	0.			DESIGNATED FUND DISBURSEMENT, DANCE SCHOLARSHIPS, FREE WEDNESDAYS IN THE PARK,
BAY COUNTY LIBRARY SYSTEM 500 CENTER AVENUE BAY CITY, MI 48708	38-2401417	GOVERNMENT	38,032.	0.			GENERAL OPERATING EXPENSE

Schedule I (Form 990)



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
BAY VALLEY CHRISTIAN CHURCH 2535 E. WILDER ROAD BAY CITY, MI 48706	38-3003291	501 (C) (3)	10,000.	0.			KIDS CAMP
COUNTY OF BAY COUNTY 1515 CENTER AVENUE BAY CITY, MI 48708	38-6004837	GOVERNMENT	19,123.	0.			CIVIC ARENA, EMERGENCY FUND PROPERTY TAXES
DENTAL HYGIENE HEALTH SERVICES 575 E. CASS RD. MUNGER, MI 48747	36-4686721	501 (C) (3)	5,000.	0.			DENTAL HYGIENE SERVICES
FISH TALES INC. 2177 E. ERIKSON ROAD PINCONNING, MI 48650	38-2954588	501 (C) (3)	8,000.	0.			SAFETY AND ENTERTAINMENT IMPROVEMENT PROJECT
GREAT LAKES BAY FOUNDATIONS 117 SOUTH MAIN ST, SUITE 3 FRELAND, MI 48623	20-8146148	501 (C) (3)	5,000.	0.			ART AND SOL-EQUIPMENT
LAKE HURON AREA COUNCIL-BOY SCOUTS OF AMERICA - 5001 S. ELEVEN MILE ROAD - AUBURN, MI 48611-0129	22-1576300	501 (C) (3)	5,000.	0.			SCOUTREACH PROGRAM
MUSCULAR DYSTROPHY ASSOCIATION 1605 CONCENTRIC BLVD. STE. 3 SAGINAW, MI 48604	13-1665552	501 (C) (3)	5,936.	0.			SUMMER CAMP PROJECT
SAGINAW VALLEY NAVAL SHIP MUSEUM COMMITTEE - 3727 E. WILDER RD., SUITE B - BAY CITY, MI 48706	38-3337711	501 (C) (3)	15,000.	0.			USS EDSON ENERGY EFFICIENT LIGHTING
SAGINAW VALLEY STATE UNIVERSITY FOUNDATION - 7400 BAY ROAD - UNIVERSITY CENTER, MI 48710	38-6085447	501 (C) (1)	9,000.	0.			PROGRAM DEVELOPMENT

Schedule I (Form 990)

**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
SIX RIVERS REGIONAL LAND CONSERVANCY - P.O. BOX 80902 - ROCHESTER, MI 48308-0902	38-3189562	501 (C) (3)	5,000.	0.			LAND CONSERVATION, VOLUNTEER TRAINING
ST. JOHN'S LUTHERAN SCHOOL 210 S. ALP BAY CITY, MI 48706	38-6006497	501 (C) (3)	5,000.	0.			SCIENTIFIC LITERACY

**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
SCHOLARSHIPS	402	522,122.	0.		

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**PART II, LINE 1, COLUMN (H):**

**NAME OF ORGANIZATION OR GOVERNMENT:**

**BAY AREA CHAMBER OF COMMERCE FOUNDATION**

**(H) PURPOSE OF GRANT OR ASSISTANCE: DESIGNATED FUND DISBURSEMENT, ART**

**\*SPARKS\*, FACILITATOR FOR BAY COUNTY DEVELOPMENT PLAN**

**NAME OF ORGANIZATION OR GOVERNMENT: BAY AREA WOMEN'S CENTER**

**(H) PURPOSE OF GRANT OR ASSISTANCE: DESIGNATED FUND DISTRIBUTION,**

**HOLIDAY GIVING PROGRAM, PREVENTION, EDUCATION, TRANSPORTATION ASSISTANCE**

PUBLIC INSPECTION COPY

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: BAY CITY PUBLIC SCHOOLS

(H) PURPOSE OF GRANT OR ASSISTANCE: BCP TRANSITION GROUP, DESIGNATED FUND DISBURSEMENT, PLAYGROUND REVITALIZATION, SCHOOL SPORTS EQUIPMENT

NAME OF ORGANIZATION OR GOVERNMENT: STATE THEATRE OF BAY CITY/ BAY COUNTY

(H) PURPOSE OF GRANT OR ASSISTANCE: DESIGNATED FUND DISBURSEMENTS, HOLIDAY MOVIE FIELD TRIPS, COLLABORATIVE MARKETING EFFORT

NAME OF ORGANIZATION OR GOVERNMENT: YWCA GREAT LAKES BAY REGION

(H) PURPOSE OF GRANT OR ASSISTANCE: CAMP GREENER PASTURES, CAMP MEADOWS, DESIGNATED FUND DISBURSEMENT, GETTING AHEAD WORKSHOPS, ECONOMIC EMPOWERMENT PROGRAM

NAME OF ORGANIZATION OR GOVERNMENT: BAY ARTS COUNCIL

(H) PURPOSE OF GRANT OR ASSISTANCE: DESIGNATED FUND DISBURSEMENT, DANCE SCHOLARSHIPS, FREE WEDNESDAYS IN THE PARK, FIRST THURSDAYS IN DOWNTOWN BAY CITY

EVALUATION OF GRANTS: THE FOUNDATION REQUIRES ALL GRANTEES TO SUBMIT AN EVALUATION AT SIX MONTHS AND ONE YEAR REGARDING THE RESULTS OF EACH PROJECT OR PROGRAM DETAILING FINANCIAL INFORMATION, IMPACT OF PROJECT, LESSONS LEARNED AND RECOMMENDATIONS FOR THE FUTURE. THE FOUNDATION USES THIS GRANT EVALUATION AS AS JOINT MANAGEMENT TOOL TO OBTAIN FEEDBACK TO IMPROVE PROGRAMS AND STIMULATE PROPER PLANNING. WE REALIZE THAT SOME GRANTS MAY NOT ACHIEVE ALL OF THEIR INITIAL OBJECTIVES AND ENCOURAGE GRANTEES TO BE CANDID ABOUT THEIR EXPERIENCES. FOUNDATION STAFF AND/OR COMMITTEE MEMBERS MAY ALSO VISIT THE SITE OF THE PROGRAM OR PROJECT AS

Part IV Supplemental Information

PART OF THE EVALUATION.

SCHOLARSHIPS: ALL SCHOLARSHIP CHECKS ARE WRITTEN DIRECTLY TO THE EDUCATIONAL INSTITUTION TO ENSURE THE FUNDS ARE USED FOR EDUCATIONAL PURPOSES. A LETTER IS SENT TO THE EDUCATIONAL INSTITUTION STATING THE FUNDS CAN ONLY BE USED FOR TUITION, FEES & BOOKS, AND THAT ALL UNUSED FUNDS MUST BE RETURNED TO THE FOUNDATION.

Lined area for supplemental information.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

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.**

Name of the organization **BAY AREA COMMUNITY FOUNDATION** Employer identification number **38-2418086**

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	5	135,632.	FMV
10	Securities - Closely held stock .....				
11	Securities - Partnership, LLC, or trust interests .....				
12	Securities - Miscellaneous .....				
13	Qualified conservation contribution - Historic structures .....				
14	Qualified conservation contribution - Other .....				
15	Real estate - Residential .....				
16	Real estate - Commercial .....				
17	Real estate - Other .....				
18	Collectibles .....				
19	Food inventory .....				
20	Drugs and medical supplies .....				
21	Taxidermy .....				
22	Historical artifacts .....				
23	Scientific specimens .....				
24	Archeological artifacts .....				
25	Other ▶ ( .....				
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.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)









**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to 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.		Yes	No
<b>1</b> 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?			
<b>a</b>	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b>	Gift, grant, or capital contribution to related organization(s)		X
<b>c</b>	Gift, grant, or capital contribution from related organization(s)	X	
<b>d</b>	Loans or loan guarantees to or for related organization(s)		X
<b>e</b>	Loans or loan guarantees by related organization(s)		X
<b>f</b>	Dividends from related organization(s)		X
<b>g</b>	Sale of assets to related organization(s)		X
<b>h</b>	Purchase of assets from related organization(s)		X
<b>i</b>	Exchange of assets with related organization(s)		X
<b>j</b>	Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b>	Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b>	Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>m</b>	Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b>	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
<b>o</b>	Sharing of paid employees with related organization(s)		X
<b>p</b>	Reimbursement paid to related organization(s) for expenses		X
<b>q</b>	Reimbursement paid by related organization(s) for expenses		X
<b>r</b>	Other transfer of cash or property to related organization(s)		X
<b>s</b>	Other transfer of cash or property from related organization(s)		X

<b>2</b> 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.		(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	LESLIE L SQUIRES FOUNDATION	C	16,150 .CASH	
(2)				
(3)				
(4)				
(5)				
(6)		40		





Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning \_\_\_\_\_, 2012, and ending \_\_\_\_\_, 20\_\_\_\_

**2012**

Department of the Treasury Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.

Name of exempt organization

Employer identification number

**BAY AREA COMMUNITY FOUNDATION**

**38-2418086**

Name and title of officer

**EILEEN CURTIS  
PRESIDENT & CEO**

**Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here	▶ <input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>3479411</u>
2a	Form 990-EZ check here	▶ <input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	_____
3a	Form 1120-POL check here	▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	_____
4a	Form 990-PF check here	▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	_____
5a	Form 8868 check here	▶ <input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	_____

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize REHMANN ROBSON to enter my PIN 24180  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature \_\_\_\_\_ Date \_\_\_\_\_

**Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**40427748640**  
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature \_\_\_\_\_ Date 08/07/13

**ERO Must Retain This Form - See Instructions  
Do Not Submit This Form To the IRS Unless Requested To Do So**