

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2010

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

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

A For the 2010 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 BAY AREA COMMUNITY FOUNDATION		D Employer identification number 38-2418086
	Doing Business As		E Telephone number 989-893-4438
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 6,094,018.
	1000 ADAMS STREET	200	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or country, and ZIP + 4 BAY CITY, MI 48708		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: EILEEN CURTIS 1000 ADAMS, BAY CITY, MI 48708		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.BAYFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1982 M State of legal domicile: MI

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO FULFILL A WIDE ARRAY OF DONORS' CHARITABLE WISHES THROUGHOUT BAY AND ARENAC COUNTIES.		
	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 2010 (Part V, line 2a)	5	7
	6 Total number of volunteers (estimate if necessary)	6	150
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,460,848.	1,043,002.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-299,172.	803,443.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,794.	71,681.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,196,470.	1,918,126.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,038,760.	1,355,187.
	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)	357,665.	323,849.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 84,378.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	374,050.	316,704.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,770,475.	1,995,740.	
19 Revenue less expenses. Subtract line 18 from line 12	-574,005.	-77,614.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 26,313,699.	End of Year 29,007,446.
	21 Total liabilities (Part X, line 26)	988,918.	1,078,776.
	22 Net assets or fund balances. Subtract line 21 from line 20	25,324,781.	27,928,670.

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			
	EILEEN CURTIS, PRESIDENT & CEO	8/15/11			
Paid Preparer Use Only	Print/Type preparer's name JEFFREY E. HERT, CPA	Preparer's signature	Date 8-9-11	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ REHMANN ROBSON	Firm's EIN ▶			
	Firm's address ▶ 5800 GRATIOT PO BOX 2025 SAGINAW, MI 48605-2025	Phone no. (989)799-9580			

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 908,127. including grants of \$ 810,433.) (Revenue \$) GRANTS IN THE AREAS OF ARTS & CULTURE, COMMUNITY DEVELOPMENT, EDUCATION, ENVIRONMENT, HEALTH, HUMAN SERVICES, RECREATION AND YOUTH.

4b (Code:) (Expenses \$ 691,953. including grants of \$ 446,209.) (Revenue \$) SCHOLARSHIPS - PROCESSED 336 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 1,600,080.

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 Schedule B, Schedule of Contributors?	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 where 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; 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 term, permanent, 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, XII, and XIII</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, XII, and XIII 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, and program service activities outside the United States? <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 hospitals? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States 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 and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	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 25</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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <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, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a 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> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form body containing questions 1a through 14b with Yes/No columns and 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 to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (18); 1b Enter the number of voting members included in line 1a, above, who are independent (18); 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 Does the organization have members or stockholders? (X); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (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.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X); 13 Does the organization have a written whistleblower policy? (X); 14 Does 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); 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken 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 (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
SUZANN E. JENSEN - 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 (describe hours for related organizations in Schedule O)	(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			
KAY BURKS TRUSTEE	1.00	X					0.	0.	0.	
MIKE DEWEY TRUSTEE	1.00	X					0.	0.	0.	
BETH ELLIOT TRUSTEE	1.00	X					0.	0.	0.	
KAROLYN GOSLIN TRUSTEE	1.00	X					0.	0.	0.	
ROBERT HETZLER TRUSTEE	1.00	X					0.	0.	0.	
MIKE KELLY TRUSTEE	1.00	X					0.	0.	0.	
JEFF MARTIN TRUSTEE	1.00	X					0.	0.	0.	
RICHARD MILSTER TRUSTEE	1.00	X					0.	0.	0.	
AMY RODRIGUEZ TRUSTEE	1.00	X					0.	0.	0.	
ANNE TRAHAN TRUSTEE	1.00	X					0.	0.	0.	
ABLE TORRES TRUSTEE	1.00	X					0.	0.	0.	
CATHERINE WASHABAUGH TRUSTEE	1.00	X					0.	0.	0.	
CAROLYN WIERDA TRUSTEE	1.00	X					0.	0.	0.	
JEFF YANTZ TRUSTEE	1.00	X					0.	0.	0.	
BILL BOWEN VICE CHAIR	5.00			X			0.	0.	0.	
DEBRA K. LUTZ CHAIR	5.00			X			0.	0.	0.	
WILLIAM MULDER 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 (describe hours for related organizations in Schedule O)	(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			
MICHAEL STONER SECRETARY	5.00			X				0.	0.	0.
EILEEN CURTIS PRESIDENT & CEO	40.00			X	X			93,000.	0.	6,822.
1b Sub-total								93,000.	0.	6,822.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								93,000.	0.	6,822.

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

	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. **NONE**

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

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1043002.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		1043002.				
	Program Service Revenue	2 a		Business Code				
b								
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		402,738.			402,738.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	150.				
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)	150.			
	d	Net rental income or (loss)		150.			150.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	4,576,597.				
			(ii) Other					
			b	Less: cost or other basis and sales expenses	4,174,027.	1,865.		
			c	Gain or (loss)	402570.	-1,865.		
	d	Net gain or (loss)		400,705.	402,570.		-1,865.	
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events							
9 a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
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	b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	OTHER REVENUE		900099	71,531.		71,531.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			71,531.				
12	Total revenue. See instructions.			1918126.	402,570.	0.	472,554.	

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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	810,433.	810,433.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	544,754.	544,754.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	99,822.	35,087.	50,930.	13,805.
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	183,264.	69,675.	89,365.	24,224.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	18,579.	6,541.	9,471.	2,567.
10 Payroll taxes	22,184.	8,200.	11,002.	2,982.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	13,827.	4,860.	7,055.	1,912.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	74,962.	26,349.	38,246.	10,367.
g Other	3,333.	1,172.	1,700.	461.
12 Advertising and promotion				
13 Office expenses	33,932.	20,673.	10,431.	2,828.
14 Information technology	20,580.	9,215.	8,941.	2,424.
15 Royalties				
16 Occupancy	57,570.	23,577.	26,743.	7,250.
17 Travel	5,235.	1,840.	2,671.	724.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	7,669.	2,696.	3,913.	1,060.
20 Interest	631.	222.	322.	87.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	11,058.	3,887.	5,642.	1,529.
23 Insurance	5,768.	2,027.	2,943.	798.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a ASSET DEVELOPMENT	57,249.	20,124.	29,208.	7,917.
b MISC EXPENSES	23,185.	8,149.	11,829.	3,207.
c BANK FEES	1,705.	599.	870.	236.
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,995,740.	1,600,080.	311,282.	84,378.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	236,848.	1	6,720.	
	2 Savings and temporary cash investments	631,765.	2	1,448,137.	
	3 Pledges and grants receivable, net	916,678.	3	790,712.	
	4 Accounts receivable, net	720.	4	269.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	13,488.	9	12,410.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 58,155.			
	b Less: accumulated depreciation	10b 36,789.	27,216.	10c 21,366.	
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11	24,456,966.	12	26,697,196.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	30,018.	15	30,636.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,313,699.	16	29,007,446.		
Liabilities	17 Accounts payable and accrued expenses	23,663.	17	14,109.	
	18 Grants payable	105,000.	18	91,091.	
	19 Deferred revenue	1,000.	19	1,000.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities. Complete Part X of Schedule D	859,255.	25	972,576.	
	26 Total liabilities. Add lines 17 through 25	988,918.	26	1,078,776.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	20,937,457.	27	23,924,193.	
	28 Temporarily restricted net assets	2,032,489.	28	2,590,577.	
	29 Permanently restricted net assets	2,354,835.	29	1,413,900.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	25,324,781.	33	27,928,670.	
34 Total liabilities and net assets/fund balances	26,313,699.	34	29,007,446.		

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	1,918,126.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,995,740.
3	Revenue less expenses. Subtract line 2 from line 1	3	-77,614.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,324,781.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,681,503.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	27,928,670.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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?		X
2b	Were the organization's financial statements audited by an independent accountant?	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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		
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.		

Form 990 (2010)

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	924,420.	1,900,674.	2,520,908.	1,460,848.	1,043,002.	7,849,852.
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	924,420.	1,900,674.	2,520,908.	1,460,848.	1,043,002.	7,849,852.
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)						737,809.
6 Public support. Subtract line 5 from line 4.						7,112,043.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	924,420.	1,900,674.	2,520,908.	1,460,848.	1,043,002.	7,849,852.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	475,073.	742,985.	554,145.	449,964.	402,738.	2,624,905.
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.	261,269.
11 Total support. Add lines 7 through 10						10,736,026.
12 Gross receipts from related activities, etc. (see instructions)					12	
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 2010 (line 6, column (f) divided by line 11, column (f))	14	66.24	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	68.96	%
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 - 2009. 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. 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 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, 11, or 12.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2010

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. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about 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 questions about purpose of easements, total number, acreage, and monitoring. Includes a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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 about reporting works of art and assets.

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 XIV.
- 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 XIV 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 XIV.

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	24,324,702.	19,303,808.	26,057,956.		
b Contributions	448,905.	573,985.	1,603,209.		
c Net investment earnings, gains, and losses	3,479,397.	5,469,441.	-6,956,283.		
d Grants or scholarships	941,714.	1,168,962.	1,055,471.		
e Other expenditures for facilities and programs					
f Administrative expenses	596,344.	336,452.	345,603.		
g End of year balance	26,714,946.	23,841,820.	19,303,808.		

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- 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 XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(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		58,155.	36,789.	21,366.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				21,366.

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	26,417,296.	END-OF-YEAR MARKET VALUE
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	26,697,196.	

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)		
Total. (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)	
Total. (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) Amount
(1) Federal income taxes	
(2) CAPITAL LEASE PAYABLE	5,003.
(3) OBLIGATIONS FOR AGENCY ENDOWMENTS	967,573.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	972,576.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,918,126.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,995,740.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-77,614.
4	Net unrealized gains (losses) on investments	4	2,790,092.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-108,589.
9	Total adjustments (net). Add lines 4 through 8	9	2,681,503.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,603,889.

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

1	Total revenue, gains, and other support per audited financial statements	1	4,585,955.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,689,971.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	2,689,971.
3	Subtract line 2e from line 1	3	1,895,984.
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 XIV.)	4b	22,142.
c	Add lines 4a and 4b	4c	22,142.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,918,126.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,955,560.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,955,560.
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 XIV.)	4b	40,180.
c	Add lines 4a and 4b	4c	40,180.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,995,740.

Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE FOUNDATION HAS EVALUATED THE PROVISIONS OF ASC

TOPIC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE EVALUATION WAS PERFORMED FOR THE YEARS 2007 THROUGH 2010, THE YEARS WHICH REMAIN SUBJECT TO EXAMINATION BY MAJOR TAX JURISDICTION AS OF DECEMBER 31, 2010. THE FOUNDATION CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX POSITIONS REQUIRING RECOGNITION IN THE FOUNDATION'S CONSOLIDATED FINANCIAL STATEMENTS. THE FOUNDATION DOES NOT EXPECT THE TOAL AMOUNT OF UNRECOGNIZED TAX BENEFITS ("UTB") (E.G., TAX DEDUCTIONS, EXCLUSIONS, OR CREDITS CLAIMED

Part XIV Supplemental Information (continued)

OR EXPECTED TO BE CLAIMED) TO SIGNIFICANTLY INCREASE IN THE NEXT 12 MONTHS. THE FOUNDATION DOES NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST AND PENALTIES RELATED TO UTBS AT DECEMBER 31, 2010, AND IT IS NOT AWARE OF ANY CLAIMS FOR SUCH AMOUNTS BY FEDERAL OR STATE INCOME TAX AUTHORITIES.

PART XI, LINE 8: FAS 136 ADJUSTMENT

PART XII, LINE 4B: FAS 136 ADJUSTMENT

PART XIII, LINE 4B: 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

2010

**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.

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. Check this box if no one recipient 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 FAMILY Y 111 N MADISON AVE BAY CITY, MI 48708	38-1358415	501(C)(3)	47,135.	0.			FACILITY CAPITAL CAMPAIGN, DESIGNATED AND AGENCY DISBURSEMENT, DONOR ADVISED
BAY AREA WOMEN'S CENTER P.O. BOX 1458 BAY CITY, MI 48706	38-2118004	501(C)(3)	5,854.	0.			DESIGNATED FUND DISBURSEMENT, GENERAL OPERATIONS, HEALTHY RELATIONSHIP FOR TEENS
BAY ARTS COUNCIL 915 WASHINGTON AVENUE BAY CITY, MI 48708	38-2225999	501(C)(3)	5,100.	0.			FREE WEDNESDAY IN THE PARK
BAY CITY DOWNTOWN MANAGEMENT BOARD AND DEVELOPMENT AUTHORITY - 901 SAGINAW STREET - BAY CITY, MI 48708	38-2765844	GOVERNMENT	12,000.	0.			WENONAH PARK TREES
BAY COUNTY ENVIRONMENTAL AFFAIRS & COMMUNITY DEVELOPMENT - 515 CENTER AVE - BAY CITY, MI 48708	38-6004837	GOVERNMENT	24,000.	0.			SEPTIC SYSTEM REPLACEMENT, BAY COUNTY LED
BAY COUNTY LIBRARY SYSTEM 500 CENTER AVE BAY CITY, MI 48708	38-2401417	GOVERNMENT	5,000.	0.			SAGE LIBRARY FOUNTAIN REPAIR, DONOR ADVISED DISBURSEMENTS

- 2** Enter total number of section 501(c)(3) and government organizations
- 3** Enter total number of other organizations

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2010)

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
BAYSAIL 107 5TH STREET BAY CITY, MI 48708	38-3378118	501(C)(3)	20,084.	0.			SCIENCE UNDER SAIL, 2010 DISBURSEMENT
BOYS & GIRLS CLUBS OF BAY COUNTY 300 W. LAFAYETTE BAY CITY, MI 48708	38-2277056	501(C)(3)	6,786.	0.			AGENCY & DESIGNATED FUND DISBURSEMENTS
BRIDGEPORT TOWNSHIP PARKS & RECREATION DEPT - 6206 DIXIE HWY - BRIDGEPORT, MI 48722	38-6018173	GOVERNMENT	5,000.	0.			UNIVERSALLY ACCESSIBLE RECREATION AREA
CASS RIVER GREENWAY COMMITTEE P.O. BOX 386 FRANKENMUTH, MI 48734	38-2140032	501(C)(3)	5,222.	0.			NATURAL LANDS INVENTORY
CHIPPEWA WATERSHED CONSERVANCY, INC - P.O. BOX 896 - MT. PLEASANT, MI 48804-0896	38-3181796	501(C)(3)	12,000.	0.			CHIPPEWA RIVER WATER TRAIL MAP
COUNTY OF BAY COUNTY 515 CENTER AVENUE BAY CITY, MI 48708	38-6004837	GOVERNMENT	15,476.	0.			2010 FUND DISBURSMENT - CIVIC ARENA
CRAMER JUNIOR HIGH SCHOOL 313 PINE STREET ESSEXVILLE, MI 48732	38-6000516	GOVERNMENT	10,000.	0.			REAL WORLD MEDIA
DELTA COLLEGE FOUNDATION 1961 DELTA ROAD UNIVERSITY CENTER, MI 48710	38-2274366	501(C)(3)	8,500.	0.			UNIVERSITY CENTER TRAIL PROJECT, DONOR ADVISED DISBURSEMENTS
DISABLITY SERVICES RESOURCE CENTER 1820 N. TRUMBULL DRIVE BAY CITY, MI 48708	38-1677220	501(C)(3)	5,956.	0.			DESIGNATED FUND DISBURSEMENT

LHA

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
DO-ALL, INC. 1400 S. LINCOLN AVE 1400 S. LINCOLN AVENUE BAY CITY, MI 48708	38-2024600	501(C)(3)	13,431.	0.			KIDS SLEEP WELL, COATS FOR KIDS, D-CONNECT, INFANT CRIBS
GOLDEN HORIZONS ADULT DAY CARE CENTER - 1001 MARSAC STREET - BAY CITY, MI 48708	38-2324957	501(C)(3)	30,273.	0.			DEMENTIA TRAINING PROGRAM
GOOD SAMARITAN RESCUE MISSION OF BAY CITY - P.O. BOX 613 713 9TH STREET - BAY CITY, MI 48707	38-1368362	501(C)(3)	13,750.	0.			CHILDREN'S ACITIVITIES, WOMEN'S WING FURNITURE
LITERACY COUNCIL OF BAY COUNTY 407 W. OHIO BAY CITY, MI 48706	38-2693026	501(C)(3)	5,652.	0.			AGENCY & DESIGNATED FUND DISBURSEMENTS, ADULT TUTORING
MARSHALL M. FREDERICKS SCULPTURE MUSEUM - 7400 BAY ROAD - UNIVERSITY CENTER, MI 48710	38-6085447	GOVERNMENT	5,450.	0.			CHARLES MCGEE EXHIBITION, TRANSPORTATION SUBSIDIES
NATHAN WEIDNER CHILDREN'S ADVOCACY CENTER - 715 N. EUCLID AVE - BAY CITY, MI 48706	38-2520774	501(C)(3)	10,131.	0.			DARKNESS TO LIGHT, FORENSIC INTERVIEW PROGRAM SUSTAINABILITY, SANE PROGRAM SUPPLIES
NEW DIMESIONS 2 JOHNSON COURT BAY CITY, MI 48708	38-2066095	501(C)(3)	25,200.	0.			CAPACITY BUILDING FOR AUTISTIC ADULTS, COMMUNITY LEADERSHIP TRAINING, EMPLOYMENT
SAGINAW BASIN LAND CONSERVANCY 311 FIFTH STREET, P.O. BOX 2 BAY CITY, MI 48707	38-3362048	501(C)(3)	22,466.	0.			AGENCY AND DESIGNATED DISBURSEMENTS, STEWARDSHIP SUSTAINABILITY
SAGINAW RIVER MARINE HISTORICAL SOCIETY - 707 SIBLEY - BAY CITY, MI 48706	38-2959135	501(C)(3)	5,000.	0.			1913 DEFORE MOTOR LAUNCH

LHA

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
SAGINAW VALLEY STATE UNIVERSITY 7400 BAY ROAD UNIVERSITY CENTER, MI 48710	38-6085447	GOVERNMENT	5,970.	0.			CIVIC ENGAGEMENT- GREAT LAKES BAY REGION, GLBR YOUTH LEADERSHIP INSTITUTE
ST. JOHN AMELITH LUTHERAN SCHOOL 1664 AMELITH RD BAY CITY, MI 48706	38-6176430	501(C)(3)	12,500.	0.			COMMUNITY PLAYGROUND
STATE THEATRE OF BAY CITY 913 WASHINGTON AVE BAY CITY, MI 48708	38-3562110	501(C)(3)	20,597.	0.			AGENCY AND DESIGNATED DISBURSEMENTS, SOUND LIGHTING/UPGRADE
STUDIO 23 901 N. WATER BAY CITY, MI 48708	38-1704855	501(C)(3)	61,249.	0.			AGENCY AND DESIGNATED DISBURSEMENTS, ART SPROUTZ AND GENERAL OPERATIONS
THE CONSERVATION FUND P.O. BOX 734 BAY CITY, MI 48707	52-1388917	501(C)(3)	194,950.	0.			WIN GRANT DISBURSEMENTS
UNITED WAY OF BAY COUNTY 909 WASHINGTON AVENUE BAY CITY, MI 48708	38-1360524	501(C)(3)	22,080.	0.			EMERGENCY FUND, FOOD ASSISTANCE, SCHOOL CLOTHES PROGRAM
WESTMINSTER PRESBYTERIAN CHURCH 103 E. MIDLAND STREET BAY CITY, MI 48706	38-1381137	501(C)(3)	8,858.	0.			DESIGNATED FUND DISBURSEMENT

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	336	446,209.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

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 GRANTEE 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.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: BAY AREA FAMILY Y

(H) PURPOSE OF GRANT OR ASSISTANCE: FACILITY CAPITAL CAMPAIGN, DESIGNATED AND AGENCY DISBURSEMENT, DONOR ADVISED DISBURSEMENT

NAME OF ORGANIZATION OR GOVERNMENT: NEW DIMESIONS

(H) PURPOSE OF GRANT OR ASSISTANCE: CAPACITY BUILDING FOR AUTISTIC ADULTS, COMMUNITY LEADERSHIP TRAINING, EMPLOYMENT PROGRAMS

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.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

BAY AREA COMMUNITY FOUNDATION

Employer identification number

38-2418086

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

COLLABORATION.

FORM 990, PART VI, SECTION A, LINE 2: BUSINESS RELATIONSHIP: ROBERT

HETZLER, KAY BURKS - INDEPENDENT BANK

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS REVIEWED BY THE

GOVERNANCE COMMITTEE, AS AUTHORIZED BY THE BOARD OF TRUSTEES, AT A MEETING

IN ADVANCE OF FILING. BOARD TRUSTEES ARE E-MAILED COPIES OF THE FORM 990

BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ORGANIZATION CONSISTENTLY MONITORS

THE CONFLICT OF INTEREST POLICY TO SEE THAT IT IS ADHERED TO. THE BOARD

MEMBERS ARE PROVIDED A COPY OF THE CONFLICT OF INTEREST POLICY AND ARE

ASKED TO SIGN A DOCUMENT STATING THEY RECEIVED AND HAVE READ THE POLICY ON

AN ANNUAL BASIS. THEY ARE ALSO REQUIRED TO LIST CONFLICTS OR DUALITY OF

INTEREST. THESE FORMS ARE REVIEWED AND BOARD MEMBERS ARE ASKED TO DECLARE

THEIR CONFLICT/DUALITY WHEN VOTES ARE TAKEN.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE ACTS AS THE

GOVERNING BODY RESPONSIBLE FOR DETERMINING THE PRESIDENT'S & CEO'S ANNUAL

COMPENSATION. THE EXECUTIVE COMMITTEE IS COMPRISED OF THE OFFICERS OF THE

ORGANIZATION. THE CHAIR OF THE BOARD OF TRUSTEES IS RESPONSIBLE FOR

COORDINATING THE ACTIONS OF THE EXECUTIVE COMMITTEE. THE CHAIR OF THE

BOARD OF TRUSTEES GATHERS COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED

PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILAR ORGANIZATIONS.

Name of the organization BAY AREA COMMUNITY FOUNDATION	Employer identification number 38-2418086
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THIS INFORMATION IS PROVIDED BY STATE AND NATIONAL AFFILIATED ORGANIZATIONS. THE CHAIR OF THE BOARD OF TRUSTEES SOLICITS AN ANNUAL ASSESSMENT FORM ON THE PRESIDENT & CEO FROM ALL BOARD TRUSTEES. THE EXECUTIVE COMMITTEE REVIEWS THE RESULTS OF THE ANNUAL ASSESSMENT WITH THE PRESIDENT & CEO AND THEN DOCUMENTS ITS COMPENSATION DECISION.

FORM 990, PART VI, SECTION C, LINE 19: FINANCIAL STATEMENTS AND FORM 990 ARE POSTED ON BACF WEBSITE. OTHER GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST AT BACF'S OFFICES.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:	
NET UNREALIZED GAINS ON INVESTMENTS:	2,790,092.
FAS 136 ADJUSTMENT	-108,589.
TOTAL TO FORM 990, PART XI, LINE 5	2,681,503.

THE FOUNDATION'S STEWARDSHIP COMMITTEE HAS THE RESPONSIBILITY OF THE ANNUAL AUDIT AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS COMMITTEE REVIEWS THE ANNUAL AUDIT AND RECOMMENDS THE AUDIT FOR APPROVAL TO THE BOARD OF TRUSTEES.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047
2010
Open to Public Inspection

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

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

(a) Name, address, and EIN 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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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
GREAT LAKES CENTER FOUNDATION - 38-3106351 1000 ADAMS ST, SUITE 200 BAY CITY, MI 48708	ACQUISITION & DEVELOPMENT OF REAL ESTATE	MICHIGAN	501(C)(3)	11A-TYPE 1	BAY AREA COMMUNITY FOUNDATION		X
THE LESLIE L SQUIRES FOUNDATION - 38-2757029 300 RIVER PLACE DETROIT, MI 48207	PROVIDE ASSISTANCE TO BAY AREA INDIVIDUALS & FAMILIES	MICHIGAN	501(C)(3)	11A-TYPE 1	BAY AREA COMMUNITY FOUNDATION		X

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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 other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other 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 other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
NONE OF THE ABOVE TRANASCTIONS EXCEED THE		0.	
(1) THRESHOLD LIMIT			
(2)			
(3)			
(4)			
(5)			
(6)			

