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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)

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the **2011** 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 Council

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

201 California Street

Room/suite

1450

City or town, state or country, and ZIP + 4

San Francisco, CA 94111

F Name and address of principal officer: Jim Wunderman
same as C above**D** Employer identification number

23-7325853

E Telephone number

(415) 981-6600

G Gross receipts \$

6,706,020.

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)(4) (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ www.bayareacouncil.org**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation 1945**M** State of legal domicile CA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: We are business leaders committed to working with public and civic leaders to make the Bay	
	2	Check this box ☐ 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)	133
	4	Number of independent voting members of the governing body (Part VI, line 1b)	133
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	36
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1)	Prior Year: 5,082,399. Current Year: 4,730,008.
	9	Program service revenue (Part VIII, line 2g)	790,522. 1,265,583.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,129. 189,204.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,344. 15,550.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,885,394. 6,200,345.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,030,038. 3,699,746.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,159,510.	
Expenses	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,664,109. 2,662,101.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,694,147. 6,361,847.
	19	Revenue less expenses. Subtract line 18 from line 12	191,247. <161,502.>
	20	Total assets (Part X, line 16)	Beginning of Current Year: 3,532,469. End of Year: 3,625,942.
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	2,152,751. 2,086,134.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,379,718. 1,539,808.

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			
	Jim Wunderman, President/CEO	11/5/12			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	Carmen D. Mosley	[Signature]	11/1/12	☐	P00475769
	Firm's name ▶ Harrington Group, CPAs, LLP	Firm's EIN ▶ 95-4557617			
	Firm's address ▶ 234 East Colorado Blvd, Suite M150 Pasadena, CA 91101	Phone no (626) 403-6801			

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

p 7

SCANNED DEC 05, 2012

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:

We are business leaders committed to working with public and civic leaders to make the Bay Area the most innovative, globally competitive, and sustainable region in the world.

We improve the competitiveness and vitality of the Bay Area region by:

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

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

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 2,589,523. including grants of \$) (Revenue \$ 468,442.)

Combined policy programs and projects to include Transportation Mobility; Cyber Security, Education reform; Healthcare reform and CEQA reform.

Transportation & Mobility

Mission - Provide business community leadership to bring about efficient mobility for people and goods in the Bay Area, supporting a strong economy and a high quality of life.

4b (Code) (Expenses \$ 1,086,964. including grants of \$) (Revenue \$)

Policy Research and the BAC Economic Institute Policy:

Mission - The Bay Area Council Economic Institute commissions top quality research projects and provides polling on various subject matters. Research and investigative reports are compiled so that objective decisions can be made concerning policy formation. Research work is performed in each of the defined program areas to include transportation, water, clean tech, energy, education and health care.

4c (Code) (Expenses \$ 326,810. including grants of \$) (Revenue \$ 797,141.)

The Bay Area Family of Funds focuses on reducing poverty and encouraging smart growth in Bay Area low and moderate-income ("LMI") neighborhoods.

Private Investment

Mission - Promote and manage double bottom line investment funds to encourage innovation and address systemic regional inequalities; promote international investment in the Bay Area, especially from Pacific Rim countries.

The Bay Area Council has four funds that are being managed to insure

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 4,003,297.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	N/A	
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; 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, 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, 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? <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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b 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>		X
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>	N/A	
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?	X	

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

Form 990 (2011)

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

		Yes	No
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		
1c	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? Note. 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)?	X	
4b	If "Yes," enter the name of the foreign country: <u>China</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
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?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
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?		
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?		N/A
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		N/A
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		N/A
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		N/A
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		N/A
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		N/A
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		N/A
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		N/A
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

☒ X**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	133	
b Enter the number of voting members included in line 1a, above, who are independent	133	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees, to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

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

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: **Kenneth R. Regalia - (415) 981-6600**
201 California Street, Suite 1450, San Francisco, CA 94111

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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 (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) Mark Adkins Board Member	1.00	X						0.	0.	0.
(2) Vernon Altman Board Member	1.00	X						0.	0.	0.
(3) Gregg Alton, J.D. Board Member	1.00	X						0.	0.	0.
(4) Gilbert Amelio Board Member	1.00	X						0.	0.	0.
(5) John Anderson Board Member	1.00	X						0.	0.	0.
(6) Chris Apostolopoulos Board Member	1.00	X						0.	0.	0.
(7) Laurence Baer Board Member	1.00	X						0.	0.	0.
(8) Andrew Ball Board Member	1.00	X						0.	0.	0.
(9) W. Donald Bell Board Member	1.00	X						0.	0.	0.
(10) Omar Benjamin Board Member	1.00	X						0.	0.	0.
(11) Skip Berg Board Member	1.00	X						0.	0.	0.
(12) Thomas Bishop Board Member	1.00	X						0.	0.	0.
(13) Kofi Bonner Board Member	1.00	X						0.	0.	0.
(14) Robert Brant Board Member	1.00	X						0.	0.	0.
(15) Martin Brotman, M.D. Board Member	1.00	X						0.	0.	0.
(16) William E. Brown Board Member	1.00	X						0.	0.	0.
(17) Steven Buster Board Member	1.00	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 (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) Mike Caprio Board Member	1.00	X						0.	0.	0.
(19) Keith Casto Board Member	1.00	X						0.	0.	0.
(20) Richard Cerussi Board Member	1.00	X						0.	0.	0.
(21) A.W. Clausen Board Member	1.00	X						0.	0.	0.
(22) Paul Cook Board Member	1.00	X						0.	0.	0.
(23) Joseph Cook II Board Member	1.00	X						0.	0.	0.
(24) Michael Covarrubias Board Member	1.00	X						0.	0.	0.
(25) Ronald Cowan Board Member	1.00	X						0.	0.	0.
(26) Steven Currall Board Member	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,627,286.	0.	329,221.
d Total (add lines 1b and 1c)								1,627,286.	0.	329,221.

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 **10**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
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
McCune Audio/Video 101 Utah, S. San Francisco, CA 94080	Audio video lighting services	106,486.
Michelle Hackett Productions 426 Funston Ave., San Francisco, CA 94118	Event planning	104,448.

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 **2**

See Part VII, Section A Continuation sheets

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	2,227,000.				
	c Fundraising events	1c	908,576.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,594,432.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			4,730,008.			
Program Service Revenue	2 a Management Fees - FOF	Business Code	561000	797,141.	797,141.		
	b Program Service Fees		900099	467,442.	467,442.		
	c Publications		511190	1,000.	1,000.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			1,265,583.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			189,204.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	(ii) Personal				
b Less: rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses							
c Gain or (loss)							
d Net gain or (loss)							
8 a Gross income from fundraising events (not including \$ 908,576. of contributions reported on line 1c). See Part IV, line 18		a		505,675.			
b Less: direct expenses		b		505,675.			
c Net income or (loss) from fundraising events				0.			
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 Gain on foreign exchan		900099	15,550.			15,550.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			15,550.				
12 Total revenue. See instructions			6,200,345.	1,265,583.	0.	204,754.	

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)

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				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	872,502.	567,126.	139,298.	166,078.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,283,630.	1,570,099.	544,841.	168,690.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	211,498.	155,989.	35,074.	20,435.
9 Other employee benefits	126,204.	107,829.	15,175.	3,200.
10 Payroll taxes	205,912.	134,475.	48,586.	22,851.
11 Fees for services (non-employees):				
a Management	483,192.	483,192.		
b Legal	16,728.	11,237.	5,446.	45.
c Accounting	20,000.	13,435.	6,512.	53.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	112,453.	75,543.	36,613.	297.
12 Advertising and promotion				
13 Office expenses	125,128.	53,435.	50,541.	21,152.
14 Information technology	186,765.	127,180.	46,423.	13,162.
15 Royalties				
16 Occupancy	335,129.	268,874.	29,246.	37,009.
17 Travel	153,517.	110,537.	34,825.	8,155.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	254,369.	160,096.	83,448.	10,825.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	35,581.	26,144.	5,206.	4,231.
23 Insurance	12,536.	10,199.	880.	1,457.
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 Provision for bad debt	349,600.	10,000.	69,000.	270,600.
b Trade expense	277,500.	10,000.	28,000.	239,500.
c Fundraising expenses	114,021.	28,916.	1,025.	84,080.
d Marketing commissions	81,390.	0.	0.	81,390.
e All other expenses	104,192.	78,991.	18,901.	6,300.
25 Total functional expenses. Add lines 1 through 24e	6,361,847.	4,003,297.	1,199,040.	1,159,510.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,455,772.	1	1,693,464.
	2 Savings and temporary cash investments	49,613.	2	49,759.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,885,105.	4	1,576,151.
	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	54,097.	9	50,942.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 319,925.		
	b Less: accumulated depreciation	10b 246,684.	10c	73,241.
	11 Investments - publicly traded securities		11	164,885.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	25,000.	15	17,500.
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,532,469.	16	3,625,942.	
Liabilities	17 Accounts payable and accrued expenses	1,523,751.	17	1,462,582.
	18 Grants payable		18	
	19 Deferred revenue	629,000.	19	623,552.
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	2,152,751.	26	2,086,134.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		1,379,718.	27	1,539,808.
28 Temporarily restricted net assets			28	
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here ☐ 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		1,379,718.	33	1,539,808.
34 Total liabilities and net assets/fund balances		3,532,469.	34	3,625,942.

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	6,200,345.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,361,847.
3	Revenue less expenses. Subtract line 2 from line 1	3	<161,502.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,379,718.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	321,592.
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	1,539,808.

Part XII Financial Statements and Reporting

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

☐**1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?**b** Were the organization's financial statements audited by an independent accountant?**c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

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:☐ Separate basis ☒ Consolidated basis ☐ 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?**b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2011)

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

2011**Open to Public
Inspection**

Name of the organization

Bay Area Council

Employer identification number

23-7325853

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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
1c	
1d	
1e	
1f	

- 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 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

- (i) unrelated organizations
 (ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
3b		

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 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		61,186.	47,346.	13,840.
d Equipment		258,739.	199,338.	59,401.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 73,241.

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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶

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) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶

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	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
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	
3	Subtract line 2e from line 1	3	
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	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

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

1	Total expenses and losses per audited financial statements	1	
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	
3	Subtract line 2e from line 1	3	
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	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

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: Bay Area Council Inc. is exempt from taxation under

Internal Revenue Code Section 501(c)(4) and BACF is exempt as a 501(c)(3).

BAC LLC is subject to both Federal and State taxation. For the 2010

financial year, BAC LLC had reported net income of zero. There was no

Federal or State tax liability due.

Generally accepted accounting principles provide accounting and disclosure guidance about positions taken by an organization in its tax returns that

Part XIV Supplemental Information (continued)

might be uncertain. Management has considered its tax positions and believes that all of the positions taken by BAC in their federal and state exempt organization tax returns are more likely than not to be sustained upon examination. BAC's returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

The China WOFE is subject to Chinese enterprise income tax ("EIT") and business tax ("BIT") prescribed by Chinese tax laws and ordinances. At December 31, 2010, the WOFE accrued the equivalent of \$32,600 USD for the 2010 estimated EIT and BIT tax liability. Deloitte Touche Tohmatsu CPA Ltd, Shanghai has been engaged to assist in negotiations of Chinese tax rulings, secure tax waivers where appropriate and assist with 2010 WOFE tax filings.

**SCHEDULE F
(Form 990)**Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

- Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

Bay Area Council

Employer identification number

23-7325853

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Shanghai, China	1	1	Program services to provide economic development in the Bay Area Region and China	Service Fees	241,596.
3 a Sub-total	1	1			241,596.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	1	1			241,596.

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

Schedule F (Form 990) 2011

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ☒ Yes ☐ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2011

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method), Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

The Bay Area Council, Inc. (consolidated) includes a California registered LLC (legal entity) which contains a registered China foreign subsidiary, Wholly Owned Foreign Enterprise ("WOFE"). The China WOFE receives service fees from the Chinese District Governments to assist with promoting economic development in both China and the Bay Area Region. The BAC WOFE office is staffed with Chinese Nationals employed in accordance with Chinese laws to work with BAC staff employees to build and grow the economic and cultural bridge.

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2011

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Name of the organization

Bay Area Council

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Part I

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

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

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes☐ No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

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

-

f

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

		(a) Event #1 Outlook Conference	(b) Event #2 Annual Dinner	(c) Other events 6	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	539,500.	620,345.	254,406.	1,414,251.
	2 Less: Charitable contributions	337,140.	422,769.	148,667.	908,576.
	3 Gross income (line 1 minus line 2)	202,360.	197,576.	105,739.	505,675.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	9,204.			9,204.
	7 Food and beverages	1,443.	92,517.	14,332.	108,292.
	8 Entertainment				
	9 Other direct expenses	191,713.	105,059.	91,407.	388,179.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(505,675)
	11 Net income summary. Combine line 3, column (d), and line 10				0.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____**a** Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No**b** If "No," explain: _____**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No**b** If "Yes," explain: _____

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

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV

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

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.

Name of the organization

Bay Area Council

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?

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

[illegible]

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

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

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

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

The Bay Area Council, 501(c)4, does not contribute or award grants to outside parties. The Bay Area Council Foundation, 501(c)3 organization, however, does receive grants for specific program work. This information is disclosed in the Bay Area Council Foundation, 501(c)3, 990 tax return filing.

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

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Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| ☐ Compensation committee | ☒ Written employment contract |
| ☐ Independent compensation consultant | ☐ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2011

23-7325853

Bay Area Council

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 James Wunderman	(i) 453,489.	0.	0.	0.	59,820.	513,309.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 Jim Tighe	(i) 157,368.	0.	0.	0.	42,434.	199,802.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 Sean Randolph	(i) 166,032.	0.	0.	0.	41,344.	207,376.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 John Grubb	(i) 157,680.	0.	0.	0.	32,820.	190,500.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5 Del Christensen	(i) 138,245.	0.	0.	0.	26,493.	164,738.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

Schedule J (Form 990) 2011

Part III Supplemental Information

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

Part I, Line 5: One of our highly compensated employees is paid commission on new memberships.

The Bay Area Council has a written policy regarding expense report submission and reimbursement policy. None of the questions identified in 1a above apply to the Bay Area Council. All expenses must be supported by evidence of the type of expense, business purpose and receipts.

The Bay Area Council compensation policies and procedures for determining compensation are outlined in our Employee Policy Manual. Evaluations and approvals are secured for all staff members including the CEO and other officers. Approval is required.

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.

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Form 990, Part I, Line 1, Description of Organization Mission:

Area the most innovative, globally competitive, and sustainable region
in the world.

Form 990, Part III, Line 1, Description of Organization Mission:

Informing and mobilizing business, civic, and political leaders on the
most critical issues and opportunities facing the region.

What We Do: Inform and mobilize business, civic, and political leaders
on the most critical issues and opportunities facing the region.

Developing solutions for an ambitious vision for the region's future
with participation of business, government, labor, science and
education.

Achieving results through advocacy and committed leadership to realize
this vision.

Form 990, Part III

Organization's mission continued

How We Do What We Do: To meet this commitment we: 1. Identify the most
critical challenges and opportunities confronting the region; 2.

Conduct respected research and analysis that sets the agenda for major
policy initiatives; 3. Promote understanding and collaboration among
leaders of affected stakeholders; 4. Drive implementation of strategic
policy solutions through political, business, and civic leadership

Why What We Do Matters: Our members gain:

Significant clout - through involvement of critical mass of top
business leaders.

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Collective action - on issues that matter to their company.

Direct access - to top federal, state, and regional political leaders and stakeholder groups.

Valuable connections - to the influential business and civic leaders in the region and the world.

Credibility - through well researched, fact-based positions and policy recommendations.

Regional policy expertise - through internal experts, external networks, and partner organizations.

Execution ability - an organization with a proven ability to get results and achieve needed policy outcomes.

Form 990, Part III, Line 4c, Program Service Accomplishments:

double bottom line results. Funds include; Bay Area Equity Fund I; Bay Area Equity Fund II; Bay Area Smart Growth Fund I; Bay Area Smart Growth Fund II.

Form 990, Part VI, Section A, line 6: Bay Area Council is a business membership organization with over 270 member companies within the Bay Area.

Form 990, Part VI, Section A, line 7a: The Bay Area Council Executive Committee may elect a member to the Committee.

Form 990, Part VI, Section A, line 7b: The Executive Committee is the governing body as noted in the By-Laws. Minutes are ratified at the annual board meeting of members.

Name of the organization

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Form 990, Part VI, Section B, line 11: The 990 filing will be reviewed by the CEO and COO and made available to board members upon request via email.

Form 990, Part VI, Section B, Line 12c: We had the policy incorporated into our Employee Manual. In addition to that, all employees are aware of the conflict of interest policy. Each year, every board member, employee and significant consultants are requested in writing to fill out an annual conflict of interest policy questionnaire.

Form 990, Part VI, Section B, Line 15: The CEO compensation package is discussed and vetted by the Executive Committee. The Chairman of the Board communicates the compensation package to the Executive Committee, Board Treasurer and Audit Committee.

The BAC uses salary survey information provided by Opportunity Knocks as well as benchmarking the staff salaries with other similar 501(c)4 organizations of similar size and financial results.

Form 990, Part VI, Section C, Line 19: The organization make its governing documents, conflicts of interest policy, and financial statements available to the public upon request and is available in another organization's website.

Form 990, Part XI, line 5, Changes in Net Assets:

Donated services and use of facilities: 321,592.

Net assets of BC LLC

Total to Form 990, Part XI, Line 5 321,592.

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.

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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
Bay Area Council, LLC - 27-0819073 201 California Street, Suite 1450 San Francisco, CA 94111	Pass thru organization for China WOPF	California			Bay Area Council 501(c)4

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
Bay Area Council Foundation - 20-1826827 201 California Street, Suite 1450 San Francisco, CA 94111	Charitable Foundation	California	501(c)3	Line 7	Bay Area Council 501(c)4		X

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

Schedule R (Form 990) 2011

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?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**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
1) Bay Area Council Foundation	A	83,635.FMV	
2) Bay Area Council Foundation	M	65,016.FMV	
3) Bay Area Council Foundation	N	962,589.FMV	
4) Bay Area Council, LLC	A	16,042.FMV	
5) Bay Area Council, LLC	M	11,557.FMV	
6) Bay Area Council, LLC	N	213,998.FMV	

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) C. David Cush Board Member	1.00	X						0.	0.	0.
(28) John De Luca, Ph.D. Board Member	1.00	X						0.	0.	0.
(29) Lloyd Dean Board Member	1.00	X						0.	0.	0.
(30) Christopher Digiorgio Board Member	1.00	X						0.	0.	0.
(31) Paula Downey Board Member	1.00	X						0.	0.	0.
(32) Robert Duffy Board Member	1.00	X						0.	0.	0.
(33) Lee Dutra Board Member	1.00	X						0.	0.	0.
(34) David Dutton Board Member	1.00	X						0.	0.	0.
(35) Mark Edmunds Board Member	1.00	X						0.	0.	0.
(36) Chris Eldridge Board Member	1.00	X						0.	0.	0.
(37) Kevin Elliott Board Member	1.00	X						0.	0.	0.
(38) Ted Fang Board Member	1.00	X						0.	0.	0.
(39) Guy Gecht Board Member	1.00	X						0.	0.	0.
(40) M. Arthur Gensler, Jr. Board Member	1.00	X						0.	0.	0.
(41) Michael Ghielmetti Board Member	1.00	X						0.	0.	0.
(42) Andrew Giacomini Board Member	1.00	X						0.	0.	0.
(43) Johnnie Giles Board Member	1.00	X						0.	0.	0.
(44) Jim Gonzalez Board Member	1.00	X						0.	0.	0.
(45) George Halvorson Board Member	1.00	X						0.	0.	0.
(46) Joerg Heidrich Board Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(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			
(47) Jeffrey Heller Board Member	1.00	X						0.	0.	0.
(48) F. Warren Hellman Board Member	1.00	X						0.	0.	0.
(49) Jim Henry Board Member	1.00	X						0.	0.	0.
(50) Richard Henry Board Member	1.00	X						0.	0.	0.
(51) Peter Hillan Board Member	1.00	X						0.	0.	0.
(52) Jeffrey Hoopes Board Member	1.00	X						0.	0.	0.
(53) Timothy Hoxie Board Member	1.00	X						0.	0.	0.
(54) Mary Huss Board Member	1.00	X						0.	0.	0.
(55) Robert James Board Member	1.00	X						0.	0.	0.
(56) Greg Johnson Board Member	1.00	X						0.	0.	0.
(57) Todd Kaufman Board Member	1.00	X						0.	0.	0.
(58) James Keenan Board Member	1.00	X						0.	0.	0.
(59) Donald Knauss Board Member	1.00	X						0.	0.	0.
(60) Luke Kowalski Board Member	1.00	X						0.	0.	0.
(61) Richard Kramlich Board Member	1.00	X						0.	0.	0.
(62) Sylvia Kwan Board Member	1.00	X						0.	0.	0.
(63) David Lacey Board Member	1.00	X						0.	0.	0.
(64) Janet Lamkin Board Member	1.00	X						0.	0.	0.
(65) James Levine Board Member	1.00	X						0.	0.	0.
(66) Ronald Longinotti Board Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(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			
(67) Erik Lundh Board Member	1.00	X						0.	0.	0.
(68) Robert Lurie Board Member	1.00	X						0.	0.	0.
(69) Rebecca Macieira-Kaufmann Board Member	1.00	X						0.	0.	0.
(70) Stacy Magill Board Member	1.00	X						0.	0.	0.
(71) George Marcus Board Member	1.00	X						0.	0.	0.
(72) Paul Markovich Board Member	1.00	X						0.	0.	0.
(73) John Martin Board Member	1.00	X						0.	0.	0.
(74) George Marcus Board Member	1.00	X						0.	0.	0.
(75) Paul Markovich Board Member	1.00	X						0.	0.	0.
(76) John Martin Board Member	1.00	X						0.	0.	0.
(77) Duncan Matteson Board Member	1.00	X						0.	0.	0.
(78) Stephen Mayer Board Member	1.00	X						0.	0.	0.
(79) Peg McAllister Board Member	1.00	X						0.	0.	0.
(80) George McCown Board Member	1.00	X						0.	0.	0.
(81) James McKenna Board Member	1.00	X						0.	0.	0.
(82) Kenneth McNeely Board Member	1.00	X						0.	0.	0.
(83) Tim McVay Board Member	1.00	X						0.	0.	0.
(84) Alexander Mehran Board Member	1.00	X						0.	0.	0.
(85) Lenny Mendonca Board Member	1.00	X						0.	0.	0.
(86) Deborah Messemer Board Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(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			
(87) Harold Messmer, Jr. Board Member	1.00	X						0.	0.	0.
(88) Mark Midkiff Board Member	1.00	X						0.	0.	0.
(89) R. Clark Morrison Board Member	1.00	X						0.	0.	0.
(90) Monique Moyer Board Member	1.00	X						0.	0.	0.
(91) Narayan Nallicheri Board Member	1.00	X						0.	0.	0.
(92) Steve Neal Board Member	1.00	X						0.	0.	0.
(93) Jack Nelson Board Member	1.00	X						0.	0.	0.
(94) Dennis O'Brien Board Member	1.00	X						0.	0.	0.
(95) Robert Parry Board Member	1.00	X						0.	0.	0.
(96) Jay Paxton Board Member	1.00	X						0.	0.	0.
(97) Perry Pelos Board Member	1.00	X						0.	0.	0.
(98) Mohammad Qayoumi Board Member	1.00	X						0.	0.	0.
(99) David Radcliffe Board Member	1.00	X						0.	0.	0.
(100) Gary Radine Board Member	1.00	X						0.	0.	0.
(101) Clinton Reilly Board Member	1.00	X						0.	0.	0.
(102) Jon Reynolds Board Member	1.00	X						0.	0.	0.
(103) Tuck Richards Board Member	1.00	X						0.	0.	0.
(104) George Roberts Board Member	1.00	X						0.	0.	0.
(105) T. Gary Rogers Board Member	1.00	X						0.	0.	0.
(106) Richard Rosenberg Board Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(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			
(107) Herman Rowland, Sr. Board Member	1.00	X						0.	0.	0.
(108) Paul Rydberg Board Member	1.00	X						0.	0.	0.
(109) Garth Saloner Board Member	1.00	X						0.	0.	0.
(110) Joseph Saunders Board Member	1.00	X						0.	0.	0.
(111) Leslie Tang Schilling Board Member	1.00	X						0.	0.	0.
(112) Karl Schroeder Board Member	1.00	X						0.	0.	0.
(113) Glenn Shannon Board Member	1.00	X						0.	0.	0.
(114) J. Michael Shepherd Board Member	1.00	X						0.	0.	0.
(115) L. Stephen Smith Board Member	1.00	X						0.	0.	0.
(116) John Sobrato Board Member	1.00	X						0.	0.	0.
(117) Larry Sonsini Board Member	1.00	X						0.	0.	0.
(118) Thomas Sprinkle Board Member	1.00	X						0.	0.	0.
(119) Valari Staab Board Member	1.00	X						0.	0.	0.
(120) Thomas Sullivan Board Member	1.00	X						0.	0.	0.
(121) Stanley Taylor Board Member	1.00	X						0.	0.	0.
(122) John Trefethen Board Member	1.00	X						0.	0.	0.
(123) James Vohs Board Member	1.00	X						0.	0.	0.
(124) Michael Walker Board Member	1.00	X						0.	0.	0.
(125) Keith Wetmore Board Member	1.00	X						0.	0.	0.
(126) Mark Whiteley Board Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(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			
(127) L. Leland Whitney Board Member	1.00	X						0.	0.	0.
(128) Kenneth Wilcox Board Member	1.00	X						0.	0.	0.
(129) Paul Witkay Board Member	1.00	X						0.	0.	0.
(130) Richard Wolford Board Member	1.00	X						0.	0.	0.
(131) Jed York Board Member	1.00	X						0.	0.	0.
(132) Kevin Zavaglia Board Member	1.00	X						0.	0.	0.
(133) Rhonda Zygocki Board Member	1.00	X						0.	0.	0.
(134) James Wunderman President and CEO	40.00			X				453,489.	0.	59,820.
(135) Jim Tighe COO	40.00			X				157,368.	0.	42,434.
(136) Kenneth Regalia Controller	40.00			X				116,006.	0.	24,858.
(137) Sean Randolph President - Economic Insti	40.00			X				166,032.	0.	41,344.
(138) John Grubb VP-Special Projects	40.00					X		157,680.	0.	32,820.
(139) Del Christensen VP-Membership	40.00					X		138,245.	0.	26,493.
(140) Matt Regan VP-Gov. Relations	40.00					X		112,680.	0.	36,178.
(141) Linda Galliher VP-Education	40.00					X		110,000.	0.	18,457.
(142) Scott Zengel VP Real Estate	40.00					X		110,977.	0.	20,324.
(143) Chandra Alexandre VP Foundation	40.00					X		104,809.	0.	26,493.
Total to Part VII, Section A, line 1c								1,627,286.		329,221.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Bay Area Council	☒ 23-7325853
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	201 California Street, No. 1450	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	San Francisco, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

Kenneth R. Regalia - 201 California Street, Suite 1450 -

- The books are in the care of ☒ San Francisco, CA 94111

Telephone No. ☒ (415) 981-6600

FAX No. ☒ (415) 981-6408

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2012.

5 For calendar year 2011, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

We are currently undergoing a certified audit of our financial statements and wish to await completion before filing. Tax returns will be filed as expeditiously as possible.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ Title ☒ President/CEO

Date ☒ 11/5/12

Form 8868 (Rev. 1-2012)