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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

2012Open to Public
Inspection

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

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

C Name of organization
REGIONAL CULTURAL AND PERFORMING ARTS DEVELOPMENT COMMISSION
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
6128 DELMAR BLVD
 City, town, or post office, state, and ZIP code
ST. LOUIS, MO 63112

D Employer identification number
43-1363303

E Telephone number
314-863-5811

G Gross receipts \$ **5,474,671.**

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)

F Name and address of principal officer: **JILL MCGUIRE**
SAME AS C ABOVE

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

J Website: **WWW.ART-STL.COM**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: **1985** **M** State of legal domicile: **MO**

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: **PROMOTE AND FOSTER ARTS**

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) **14**

4 Number of independent voting members of the governing body (Part VI, line 1b) **14**

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) **13**

6 Total number of volunteers (estimate if necessary) **15**

7a Total unrelated business revenue from Part VIII, column (C), line 12 **34,229.**

7b Net unrelated business taxable income from Form 990-T, line 34 **<37,301.>**

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	4,861,437.	5,304,511.
9 Program service revenue (Part VIII, line 2g)	85,725.	103,318.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,013.	1,672.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	53,293.	65,170.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,003,468.	5,474,671.

Expenses

	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,891,392.	3,057,838.
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)	760,221.	806,122.
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	562,091.	695,764.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,213,704.	4,559,724.
19 Revenue less expenses. Subtract line 18 from line 12	789,764.	914,947.

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	5,957,300.	6,229,038.
21 Total liabilities (Part X, line 26)	3,778,469.	3,135,260.
22 Net assets or fund balances. Subtract line 21 from line 20	2,178,831.	3,093,778.

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: **JILL MCGUIRE** Date: **10/2/13**
 Type or print name and title: **JILL MCGUIRE, EXECUTIVE DIRECTOR**

Paid Preparer Use Only

Print/Type preparer's name: **BRENT E. MCCLURE CPA** Preparer's signature: **Brent E. McClure** Date: **09/27/13** Check if self-employed: ☐ PTIN: **P00234013**
 Firm's name: **KERBER, ECK & BRAECKEL LLP** Firm's EIN: **43-0352985**
 Firm's address: **ONE MEMORIAL DRIVE STE 950 ST. LOUIS, MO 63102** Phone no.: **314-231-6232**

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

SCANNED OCT 29 2013

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**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

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Part III Statement of Program Service Accomplishments

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

☒ **X**

1 Briefly describe the organization's mission:

THE REGIONAL ARTS COMMISSION WAS FOUNDED IN 1985 TO PROMOTE, ENCOURAGE, AND FOSTER THE ARTS AND CULTURAL INSTITUTIONS IN ST. LOUIS CITY AND COUNTY AND TO CONTRIBUTE TO THE ECONOMIC DEVELOPMENT OF THE AREA THROUGH A STRONG PRESENCE OF THE ARTS. THE MISSION OF THE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ **No**

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ **No**

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 3,967,570. including grants of \$ 3,057,838.) (Revenue \$ 103,549.)

REGIONAL CULTURAL & PERFORMING ARTS DEVELOPMENT COMMISSION RECEIVES, AS REVENUE, 4/15 OF THE TOTAL REVENUE DERIVED FROM THE ST. LOUIS CITY AND COUNTY HOTEL/MOTEL SALES TAX. THE COMMISSION DISTRIBUTES THIS REVENUE BY FUNDING OR MAKING GRANTS TO NOT-FOR-PROFIT ORGANIZATIONS AND ACTIVITIES IN ST. LOUIS CITY AND COUNTY. THE COMMISSION MAKES IT POSSIBLE FOR OTHER INSTITUTIONS TO CONTINUE TO PERFORM AND FOSTER ART ACTIVITIES. SEE SCHEDULE #1 FOR GRANT PAYMENTS.

THE COMMISSION MAKES GRANTS BASED ON COMPLETED APPLICATIONS WHICH INCLUDE THE FOLLOWING AREAS: 1)ARTISTIC MERIT, 2)COMMUNITY/NATIONAL IMPACT, 3)EFFECTIVE AND ACCOUNTABLE MANAGEMENT, 4)AUDIENCE DEVELOPMENT, AND 5)CULTURAL DIVERSITY

PLEASE SEE SCHEDULE O FOR CONTINUED PROGRAM SERVICE ACCOMPLISHMENT.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

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

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

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

4e Total program service expenses **▶ 3,967,570.**

**REGIONAL CULTURAL AND PERFORMING ARTS
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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 Is the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or 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?		

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Part IV Checklist of Required Schedules (continued)

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

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

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

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

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

Section A. Governing Body and Management

	Yes	No
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.	14	
b Enter the number of voting members included in line 1a, above, who are independent	14	
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?	2	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?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	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?	7a	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?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	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	9	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?	10a	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?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	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	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	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	15a	X
b Other officers or key employees of the organization	15b	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?	16a	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?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **DAN TIERNEY - 314-863-5811**
6128 DELMAR BLVD, ST. LOUIS, MO 63122

232006
12-10-12

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MRS. DONNA WILKINSON CHAIRMAN	1.00	X		X				0.	0.	0.
(2) MR. KEVIN FARRELL VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(3) MRS. SARA BURKE SECRETARY	1.00	X		X				0.	0.	0.
(4) MR. MICHAEL SCULLY TREASURER	1.00	X		X				0.	0.	0.
(5) MRS. MARIA TAXMAN BOARD MEMBER	1.00	X		X				0.	0.	0.
(6) DR. EVA FRAZER BOARD MEMBER	1.00	X						0.	0.	0.
(7) MR. DENNIS M. REAGAN BOARD MEMBER	1.00	X						0.	0.	0.
(8) DR. JOHN WRIGHT BOARD MEMBER	1.00	X						0.	0.	0.
(9) MRS. NOEMI K. NEIDORFF BOARD MEMBER	1.00	X						0.	0.	0.
(10) MRS. ANN C. SCOTT BOARD MEMBER	1.00	X						0.	0.	0.
(11) MR. TOM PURCELL BOARD MEMBER	1.00	X						0.	0.	0.
(12) MRS. RACHEL KELLER BROWN BOARD MEMBER	1.00	X						0.	0.	0.
(13) MR. TIMOTHY T. FOGERTY BOARD MEMBER	1.00	X						0.	0.	0.
(14) MR. JOHN H. RUSSELL BOARD MEMBER	1.00	X						0.	0.	0.
(15) MRS. CHERYL D.S. WALKER BOARD MEMBER	1.00	X						0.	0.	0.
(16) JILL MCGUIRE EXECUTIVE DIRECTOR	40.00			X				160,453.	0.	19,120.
(17) DAN TIERNEY DEPUTY DIRECTOR	40.00			X				106,308.	0.	9,552.

**REGIONAL CULTURAL AND PERFORMING ARTS
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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								266,761.	0.	28,672.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								266,761.	0.	28,672.

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

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

Section B. Independent Contractors

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

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

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

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Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	4,983,250.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	321,261.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			5,304,511.			
Program Service Revenue	2 a DART PROJECT	Business Code	900099	71,322.	71,322.		
	b RENTAL INCOME		531110	19,342.	19,342.		
	c REGISTRATION FEES		900099	12,654.	12,654.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			103,318.			
	3 Investment income (including dividends, interest, and other similar amounts)			1,672.			1,672.
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
Other Revenue	6 a Gross rents	(i) Real	64,939.				
	b Less: rental expenses	(ii) Personal	0.				
	c Rental income or (loss)		64,939.				
	d Net rental income or (loss)			64,939.		34,229.	30,710.
	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 \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a	231.				
	b Less: cost of goods sold	b	0.				
	c Net income or (loss) from sales of inventory			231.	231.		
	Miscellaneous Revenue			Business Code			
	11 a						
	b						
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			5,474,671.	103,549.	34,229.	32,382.	

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Form **990** (2012)

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Form 990 (2012)

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Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	3,057,838.	3,057,838.		
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	295,433.	44,315.	251,118.	
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	398,912.	255,632.	143,280.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	21,898.	10,514.	11,384.	
9 Other employee benefits	43,511.	26,890.	16,621.	
10 Payroll taxes	46,368.	16,554.	29,814.	
11 Fees for services (non-employees):				
a Management				
b Legal	5,236.		5,236.	
c Accounting	29,790.		29,790.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	214,577.	202,568.	12,009.	
12 Advertising and promotion				
13 Office expenses	42,688.	25,943.	16,745.	
14 Information technology				
15 Royalties				
16 Occupancy	29,732.	24,137.	5,595.	
17 Travel	24,670.	17,542.	7,128.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	92,123.	77,558.	14,565.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	99,655.	78,815.	20,840.	
23 Insurance	9,222.	7,620.	1,602.	
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 MEETINGS AND DELIVERY	90,176.	72,823.	17,353.	
b EQUIPMENT RENTAL & MAIN	32,248.	30,050.	2,198.	
c MEMBERSHIPS AND PUBLICA	23,770.	18,315.	5,455.	
d PARKING	1,877.	456.	1,421.	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	4,559,724.	3,967,570.	592,154.	0.
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)

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Form 990 (2012)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,150,813.	1	2,534,965.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,212,292.	4	1,188,136.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	26,000.	7	6,000.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	10,550.	9	15,323.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	3,225,378.		
	b Less: accumulated depreciation	796,877.		
		2,498,421.	10c	2,428,501.
	11 Investments - publicly traded securities		11	
	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	59,224.	15	56,113.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,957,300.	16	6,229,038.	
Liabilities	17 Accounts payable and accrued expenses	57,396.	17	46,936.
	18 Grants payable	1,466,767.	18	1,471,243.
	19 Deferred revenue	284,306.	19	28,259.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		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	1,970,000.	25	1,588,822.
	26 Total liabilities. Add lines 17 through 25	3,778,469.	26	3,135,260.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		1,940,972.	27	3,068,778.
28 Temporarily restricted net assets		237,859.	28	25,000.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			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		2,178,831.	33	3,093,778.
34 Total liabilities and net assets/fund balances	5,957,300.	34	6,229,038.	

Form **990** (2012)

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Form 990 (2012)

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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	5,474,671.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,559,724.
3	Revenue less expenses. Subtract line 2 from line 1	3	914,947.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,178,831.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,093,778.

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: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		Yes	No
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X	
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.	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

Form 990 (2012)

REGIONAL CULTURAL AND PERFORMING ARTS

Schedule A (Form 990 or 990-EZ) 2012 DEVELOPMENT COMMISSION

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	204,302.	197,587.	217,072.	104,944.	321,261.	1,045,166.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	4,859,336.	4,222,434.	4,426,004.	4,756,493.	4,983,250.	23,247,517.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5,063,638.	4,420,021.	4,643,076.	4,861,437.	5,304,511.	24,292,683.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						24,292,683.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5,063,638.	4,420,021.	4,643,076.	4,861,437.	5,304,511.	24,292,683.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	39,507.	27,515.	23,686.	25,641.	32,382.	148,731.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		<6,685.>	<12,151.>	<39,574.>	<37,301.>	<95,711.>
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)		7,045.	4,256.	1,103.		12,404.
11 Total support. Add lines 7 through 10						24,358,107.
12 Gross receipts from related activities, etc. (see instructions)					12	376,256.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	99.73	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	99.40	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization **REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**Employer identification number
43-1363303**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the
organization answered "Yes" to Form 990, Part IV, line 6.

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

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

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

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

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Schedule D (Form 990) 2012

43-1363303 Page **2**

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

- c** Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		135,214.		135,214.
b Buildings		2,856,609.	666,602.	2,190,007.
c Leasehold improvements		78,543.	15,320.	63,223.
d Equipment		155,012.	114,955.	40,057.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 2,428,501.

Schedule D (Form 990) 2012

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Schedule D (Form 990) 2012

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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) BONDS PAYABLE	1,588,822.
(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 XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Schedule D (Form 990) 2012

43-1363303 Page 4

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

1	Total revenue, gains, and other support per audited financial statements		1	5,721,964.
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 XIII)	2d	247,293.	
	e Add lines 2a through 2d		2e	247,293.
3	Subtract line 2e from line 1		3	5,474,671.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII)	4b		
	c Add lines 4a and 4b		4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	5,474,671.

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

1	Total expenses and losses per audited financial statements		1	4,807,017.
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 XIII.)	2d	247,293.	
	e Add lines 2a through 2d		2e	247,293.
3	Subtract line 2e from line 1		3	4,559,724.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	4,559,724.

Part XIII Supplemental Information

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

PART III, LINE 1A: DONATED COLLECTION ITEMS

AS PERMITTED BY GASBS NO. 34, BASIC FINANCIAL STATEMENTS, AND MANAGEMENT'S DISCUSSION AND ANALYSIS, FOR STATE AND LOCAL GOVERNMENTS, THE COMMISSION DOES NOT CAPITALIZE WORKS OF ART ACQUIRED THROUGH PURCHASES OR DONATIONS. THAT STATEMENT PROVIDES THAT WORKS OF ART NEED NOT BE RECOGNIZED IF THEY ARE ADDED TO COLLECTIONS THAT ARE HELD FOR PUBLIC EXHIBITION, EDUCATION, OR RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FINANCIAL GAIN;

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

ARE PROTECTED, KEPT UNENCUMBERED, CARED FOR, AND PRESERVED; AND ARE
SUBJECT TO A POLICY THAT REQUIRES THE PROCEEDS FROM SALES OF COLLECTION
ITEMS TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS.

PART X, LINE 2: THE COMMISSION QUALIFIES AS A CHARITABLE ORGANIZATION
AS DEFINED BY INTERNAL REVENUE CODE 501(C)(3), AND ACCORDINGLY IT IS
EXEMPT FROM FEDERAL INCOME TAXES UNDER INTERNAL REVENUE CODE SECTION
501(A) AND SIMILAR PROVISIONS OF STATE LAW. THE COMMISSION FILES FEDERAL
INFORMATION RETURNS. THE STATUTES OF LIMITATIONS FOR INFORMATION RETURNS
FILED FOR THE TAX YEARS ENDED DECEMBER 31, 2009 THROUGH 2012 HAVE NOT
EXPIRED AND THEREFORE ARE SUBJECT TO EXAMINATION.

PART XII & XIII, LINES 2D - RECONCILIATION OF REVENUE AND EXPENSES. THE
ADJUSTMENTS ARE DUE TO INTERCOMPANY RENTAL REVENUE AND RENTAL EXPENSE
BEING RECORDED ON THE FINANCIAL STATEMENTS WITH REGARDS TO THEIR COMPONENT
UNIT, THE LOOP EAST COMMUNITY IMPROVEMENT DISTRICT.

Name of the organization	REGIONAL CULTURAL AND PERFORMING ARTS DEVELOPMENT COMMISSION

Employer identification number
43-1363303

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. 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

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

Schedule I (Form 990) (2012)

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

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, Part III, column (b), and any other additional information				

SCHEDULE I, PART I, LINE 2: SEE ATTACHMENTS

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.**

▶ **See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

REGIONAL CULTURAL AND PERFORMING ARTS DEVELOPMENT COMMISSION

Employer identification number
43-1363303

Part I Bond Issues **SEE PART VI FOR COLUMN (F) CONTINUATIONS**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
LOOP EAST COMMUNITY IMPROVEMENT DISTRICT	71-0888097	NONE	10/01/12	1,640,000.	TO PROVIDE FUNDS TO REFUND A BOND		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	51,178.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	1,640,000.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	54,788.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	1,585,212.			
12 Other unspent proceeds				
13 Year of substantial completion	2012			

	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X				
15 Were the bonds issued as part of an advance refunding issue?	X					
16 Has the final allocation of proceeds been made?	X					
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X					

Part III Private Business Use

	A	B	C	D
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No
2 Are there any lease arrangements that may result in private business use of bond-financed property?				

237121
12-17-12

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Schedule K (Form 990) 2012

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?								
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?								
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?								
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?								
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?								

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?								
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?	X							
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

**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.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Employer identification number

43-1363303

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

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ 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, but explain in Part III

☒ Compensation committee

☐ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☒ 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

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Schedule J (Form 990) 2012

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

[illegible]

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Employer identification number
43-1363303

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

**REGIONAL ARTS COMMISSION IS TO CREATE AN ENVIRONMENT THAT NURTURES
ARTISTS AS WELL AS ARTS AND CULTURAL ORGANIZATIONS BY:**

**PROVIDING FUNDS TO PROMOTE, ENCOURAGE AND FOSTER THE ARTS AND CULTURAL
INSTITUTIONS AND ACTIVITIES WITHIN ITS BOUNDARIES**

PROMOTING AND PRESERVING CULTURAL DIVERSITY

HELPING ARTISTS AND ARTS AND CULTURAL ORGANIZATIONS IMPROVE QUALITY

CREATING EQUAL ACCESS TO CULTURAL OPPORTUNITIES

INSURING CONSIDERATION OF AESTHETIC ISSUES IN LOCAL DECISION MAKING

CONTINUING TO ENGAGE IN CULTURAL PLANNING

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

**IN ADDITION, THE GRANTEES MAKE PRESENTATIONS TO THE COMMISSION AND
PROMOTE THEIR ACTIVITIES. THE COMMISSION REVIEWS ALL ASPECTS OF THE
ORGANIZATION BEFORE APPROVING GRANTS.**

**FORM 990, PART VI, SECTION B, LINE 11: THE DEPUTY DIRECTOR REVIEWS AND
THEN PRESENTS THE FORM 990 TO THE EXECUTIVE COMMITTEE FOR REVIEW BEFORE IT
IS FILED.**

**FORM 990, PART VI, SECTION B, LINE 12C: MANY BOARD MEMBERS ALSO SERVE ON
BOARDS OF OTHER ARTS AND CULTURAL INSTITUTIONS. THEY ANNUALLY DISCLOSE BY
WRITTEN NOTIFICATION OF THEIR AFFILIATIONS ON OTHER BOARDS. DURING
DISCUSSIONS AND VOTING, THAT PARTICULAR BOARD MEMBER IS EXCUSED.**

Name of the organization REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION

Employer identification number
43-1363303

FORM 990, PART VI, SECTION B, LINE 15: BOARD REVIEWS EXECUTIVE DIRECTOR'S
COMPENSATION. EXECUTIVE DIRECTOR REVIEWS DEPUTY DIRECTOR'S COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: ALL GOVERNING AND FINANCIAL
DOCUMENTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST. NOTIFICATION
SHOULD BE MADE TO THE OFFICE AND APPOINTMENT MADE TO VIEW DOCUMENTS.

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
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Name of the organization

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

Employer identification number
43-1363303

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
LOOP EAST COMMUNITY IMPROVEMENT DISTRICT 6128 DELMAR BLVD ST. LOUIS, MO 63112	SEE PART VII OF SCHEDULE R	MISSOURI	247,293.	2,383,634.	

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

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

Schedule R (Form 990) 2012

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

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

[illegible]

**REGIONAL CULTURAL AND PERFORMING ARTS
DEVELOPMENT COMMISSION**

43-1363303 Page 3

Schedule R (Form 990) 2012

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36)

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

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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s 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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

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

[illegible]

Part VII Supplemental Information

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

PART I, COLUMN (B)

PRIMARY ACTIVITY: ACQUIRE AND IMPROVE PROPERTY LOCATED IN THE CITY OF
ST. LOUIS NEARLY ADJACENT TO THE DOWNTOWN BUSINESS DISTRICT OF
UNIVERSITY CITY, MO

Schedule I - Grants**Total Grant Expense****Operating Support 1**

Center of Creative Arts (COCA)	\$99,296
Contemporary Art Museum St. Louis	\$47,842
Craft Alliance	\$40,446
Dance Saint Louis	\$93,744
Laumeier Sculpture Park	\$64,402
Opera Theatre of Saint Louis	\$182,868
Sheldon Arts Foundation	\$61,523
St. Louis Symphony	\$533,353
Stages St. Louis	\$72,033
St. Louis Black Repertory Company	\$68,040
The Repertory Theatre of St. Louis	\$168,777
	<hr/>
	\$1,432,324

Operating Support 2

Art St. Louis	\$31,421
Cinema St. Louis	\$15,498
Circus Flora	\$15,750
Compton Heights Concert Band	\$11,221
Cultural Festivals	\$22,680
Florissant Civic Center Theatre	\$17,581
Jazz St. Louis	\$19,656
KDHX Community Media	\$21,668
Metro Theater Company	\$37,800
Shakespeare Festival St. Louis	\$15,960
Springboard	\$83,916
St. Louis Artists' Guild	\$22,444
St. Louis Cathedral Concerts	\$7,049
The St. Louis Children's Choirs	\$8,228
	<hr/>
	\$330,872

Opportunity Grants

American Chamber Chorale	\$2,200
Benton Park Neighborhood Association	\$1,200
Insight Theatre Company	\$1,500
Kuchipudi Art Academy	\$1,000
Lindy Hop St. Louis	\$1,300
Missouri Chamber Music, Inc	\$800
Missouri Coalition for the Environment	\$900
Missouri Women's Chorus	\$1,000
Ornaments for Officers	\$1,000
Shepherd Center of Webster-Kirkwood	\$1,200
Skinker DeBaliviere Community Council	\$1,100
South Broadway Art Project	\$1,200

Schedule I - Grants**Total Grant Expense**

Star Enterprises Inc	\$450
Strings Attached project at St Stephen's Episcopa	\$600
The Cabaret Project of St Louis	\$1,000
Trinity Episcopal Church	\$1,000
Union Communion Ministries	\$1,000
Unity Theatre Ensemble/New Age Truth of Missouri	\$3,000
West End Players Guild	\$1,000
Wyman Center	\$500
	<hr/>
	\$22,950

Program Support 1

Abhinaya	\$2,110
CHARIS - The St Louis Women's Chorus	\$3,560
Collegium Vocale of Saint Louis	\$2,100
Community Arts and Movement Project	\$2,000
Community Women Against Hardship	\$1,445
Daybreak Corporation^The	\$1,000
Fair Saint Louis Foundation	\$1,140
Frank Lloyd Wright House in Ebsworth Park	\$1,800
Friends of Tower Grove Park	\$1,180
Harris-Stowe State University - The HSSU Players	\$500
Hispanic Festival, Inc.	\$2,540
Jamison Memorial Human Resource & Dev Agency	\$2,000
Jewish Community Relations Council	\$1,350
May Gallery	\$2,280
Midwest Center for Media Literacy	\$1,500
Missouri Immigrant and Refugee Advocates	\$1,500
Muddy Waters Theatre Company	\$2,680
Mustard Seed Theatre	\$3,900
Puppet Guild of Greater St Louis, Inc.	\$1,845
Saint Louis Brass Band	\$845
Scottish Partnership for Arts and Education	\$2,430
Soorya Performing Arts	\$1,530
St Louis Civic Orchestra	\$1,925
St Louis Walk of Fame	\$3,300
St Louis Women's Chorale	\$2,800
The Gallery, University City Public Library	\$1,725
University City Municipal Comm. on Arts & Letters	\$1,661
Childgrove Country Dancers	\$1,425
Dramatic License Productions	\$4,000
First Run Theatre, Inc.	\$2,500
Folk School of St Louis	\$1,370
HEARDing Cats Collective	\$2,000
House of Pais, Inc.	\$1,620
Hunt Gallery	\$1,500
Italian Film Festival of St. Louis	\$800

Schedule I - Grants**Total Grant Expense**

Kingdom House	\$2,690
Kirkwood Childrens Chorale	\$720
Lambert-St. Louis Int'l Airport Art and Culture	\$3,000
Lemp Neighborhood Arts Center	\$1,030
Luminary Center for the Arts^The	\$2,000
Northside Workshop	\$1,540
Park Central Development Corporation	\$1,900
Perennial	\$1,500
Playhouse Productions	\$1,620
River City Pops	\$530
Saint Louis Low Brass Collective	\$1,350
Slightly Askew Theatre Ensemble	\$3,000
St Louis Wind Symphony	\$650
Trailnet, Inc	\$2,870
University City Symphony Orchestra	\$4,000
Natural Bridge	\$3,000
University City Music Co (UCity Summer Band)	\$600
Variety the Children's Charity of St. Louis	\$1,450
Leverage Dance Theater	\$1,700
Grand Center, Inc (consortium)	\$2,500
Hearding Cats Collective (consortium)	\$1,500
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	\$107,011

Program Support 2

HotCity Theatre	\$15,200
New Line Theatre, Inc.	\$10,000
Black Cat Theatre, Inc	\$14,250
St. Louis Actors' Studio	\$7,500
St Louis Shakespeare	\$14,000
Stray Dog Theatre (SDT)	\$18,000
That Uppity Theatre Company	\$17,350
Union Avenue Opera Theatre	\$18,240
Upstream Theater	\$12,060
Bach Society of Saint Louis	\$11,800
Chamber Players of St Louis Inc	\$4,000
Gateway Festival Orchestra of St Louis	\$3,850
Gateway Men's Chorus	\$8,200
Jazz Edge^The	\$2,500
Legend Singers Choral Ensemble	\$2,300
New Music Circle	\$9,000
Primo Concerts	\$2,200
Sangeetha	\$4,950
Show-Me Sound Organization	\$12,250
St Louis African Chorus dba African Musical Arts	\$11,665
STL Chamber Chorus	\$8,000
St. Louis Philharmonic Orchestra	\$4,000

Schedule I - Grants**Total Grant Expense**

The Saint Louis Classical Guitar Society	\$15,000
The Shepley Program of Music and Art	\$6,570
Alexandra Ballet	\$12,800
Leverage Dance Theater	\$8,000
Dances of India--Outreach Program	\$9,850
International Folk Dance Association U.City	\$2,100
Modern American Dance Company (MADCO)	\$24,250
Robert L. Reed Tap Heritage Institute	\$7,000
Saint Louis Ballet	\$25,000
St. Louis Cultural Flamenco Society	\$5,275
FolkFire Dance & Music News	\$2,110
African Heritage Association of St. Louis, Inc	\$9,975
ANNONYArts	\$5,300
Artica	\$2,500
Chesterfield Arts, Inc.	\$15,000
Circus Harmony	\$14,500
DaySpring School of the Arts	\$8,000
Eureka Arts Council	\$9,000
Faust Park Foundation	\$4,000
Florissant Fine Arts Council (FFAC)	\$15,500
Focal Point Corporation	\$10,500
Gitana Productions, Inc.	\$9,000
The Griot Museum of Black History	\$15,000
Metro South Arts Council	\$2,500
Prison Performing Arts	\$19,000
St. Louis ArtWorks	\$27,000
St. Louis Irish Arts, Inc	\$10,000
Youth Arts & Technology Center	\$6,000
Big River Association (River Styx)	\$14,600
First Civilizations Inc	\$1,000
Opojaz, Inc dba Boulevard	\$6,200
St. Louis Poetry Center	\$4,000
WORD In Motion	\$3,500
Critical Mass for the Visual Arts	\$1,500
Saint Louis City Open Studio and Gallery	\$6,600
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	\$549,445

Program Support 3

Arts in Transit - Metro	\$23,275
Better Family Life, Inc	\$20,600
Carondelet Community Betterment Federation Inc	\$6,000
Community Health-In-Partnership Services (CHIPS)	\$8,400
Community Music School of Webster Univ.	\$40,000
Grand Center, Inc	\$37,000
Herbert Hoover Boys & Girls Club	\$4,100
Historical Society of University City (Quilt Show)	\$2,000

Schedule I - Grants**Total Grant Expense**

Holocaust Museum and Learning Center	\$4,000
International Institute of St. Louis	\$20,000
New Jewish Theatre	\$9,500
Junior League of St. Louis (JLSL)	\$13,000
Laclede's Landing Merchants Association	\$7,030
Landmarks Association of St. Louis, Inc	\$10,440
The Learning Tree Intergenerational Center Inc.	\$6,060
Magic House, St. Louis Children's Museum^The	\$7,920
Neighborhood Houses	\$3,570
Old North St Louis Restoration Group	\$4,000
Pakt Community Resource Center	\$7,525
Peter & Paul Community Services	\$12,250
St Louis Public Radio	\$5,200
UMSL-Gallery 210	\$9,000
Saint Louis University - MOCRA	\$5,500
Shaw Neighborhood Improvement Association	\$6,340
STL Area Jobs With Justice	\$3,900
St. Louis City Juvenile Detention Center	\$5,450
Touhill Performing Arts Center - UMSL	\$3,500
Curators of UMSL (Storytelling Festival)	\$12,000
UMSL- Center for International Studies	\$4,360
UMSL Center for the Humanities	\$3,570
Curators of the Univ. of MO/PPRC Photography Proj	\$6,350
University City Children's Center	\$3,870
Urban League Vaughn Cultural Center	\$15,600
STL Volunteer Lawyers and Accountants for the Arts	\$23,885
Washington University - Edison Theatre	\$13,000
Washington U / The Center for the Humanities	\$3,150
Washington Univ - Mildred Lane Kemper Art Museum	\$5,000
Webster University Film Series	\$15,260
Webster University Community Music School	\$5,624
West County Family YMCA Arts & Humanities	\$5,920
Interchange/COCA	\$12,040
Chesterfield Arts, Inc	\$2,110
Dances of India (consortium/dance festival)	\$3,260
Dances of India (dance festival)	\$4,500
Gitana Productions, Inc.	\$5,900
Peter and Paul Community Services	\$3,000
That Uppity Theatre Company	\$6,500
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	\$440,459

Special Projects Grant

Big River Association (River Styx)	\$10,000
Contemporary Art Museum St Louis	\$47,277
International Photography Hall of Fame	\$25,000
Nine Network (KETC/Channel 9)	\$50,000

Schedule I - Grants

Skandalaris Center for Entrepreneurial Studies
UMSL Center for the Humanities

Total Grant Expense

\$35,000

\$7,500

\$174,777

\$3,057,838
