

## Filing Instructions

**Prepared for:**

BAY.ORG  
THE EMBARCADERO AT BEACH STREET  
SAN FRANCISCO, CA 94133

**Prepared by:**

Barlow & Hughan LLP  
1182 Market Street Suite 400  
San Francisco, CA 94102-4922

2016 FORM 990

**Electronic Filing:**

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

2016 CALIFORNIA FORM 199

You have a balance due of .....\$ 10.00

The California Form 199 return has been prepared for electronic filing. If you wish to have it transmitted electronically to the FTB, please sign, date and return Form 8453-EO to our office. We will then submit the electronic return to the FTB. Do not mail the paper copy of the return to the FTB.

Separately mail California Form FTB 3586 with a check or money order for \$10.00, payable to Franchise Tax Board as soon as possible.

Mail to - Franchise Tax Board  
PO BOX 942857  
Sacramento CA 94257-0531

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2016 CALIFORNIA FORM RRF-1

You have a balance due of .....\$ 225.00

Enclose a check or money order for \$225.00, payable to Attorney General  
Registry of Charitable Trusts.

The report should be signed and dated by the authorized individual(s).

Please mail as soon as possible.

Mail to - Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470

Form **990**

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

OMB No. 1545-0047

**2016**  
Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**A For the 2016 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> <b>BAY.ORG</b>		<b>D Employer identification number</b> <b>90-0401015</b>
	Doing business as		<b>E Telephone number</b> <b>(415) 623-5300</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>THE EMBARCADERO AT BEACH STREET</b>		<b>G Gross receipts \$</b> <b>12,475,191.</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94133</b>		
<b>F Name and address of principal officer: BEN BLEIMAN</b> <b>SAME AS C ABOVE</b>		<b>H(a) Is this a group return for subordinates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all subordinates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(c) Group exemption number</b> ▶	
<b>J Website:</b> ▶ <b>WWW.BAY.ORG</b>		<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
		<b>L Year of formation:</b> <b>2008</b>	<b>M State of legal domicile:</b> <b>CA</b>

<b>Part I Summary</b>			
<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO PROTECT, RESTORE AND INSPIRE CONSERVATION OF THE SAN FRANCISCO BAY AND ITS WATERSHED - FROM THE</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>14</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>14</b>
	<b>5</b> Total number of individuals employed in calendar year 2016 (Part V, line 2a)	<b>5</b>	<b>231</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>61</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> 1,348,882.	<b>Current Year</b> 822,220.
	<b>9</b> Program service revenue (Part VIII, line 2g)	9,094,637.	9,771,315.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,059.	-6,886.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	928,686.	997,330.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>11,373,264.</b>	<b>11,583,979.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,895,894.	6,256,061.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>484,024.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,367,574.	4,718,477.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>11,263,468.</b>	<b>10,974,538.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>109,796.</b>	<b>609,441.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> 10,174,513.	<b>End of Year</b> 10,102,733.
	<b>21</b> Total liabilities (Part X, line 26)	6,957,811.	6,274,380.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>3,216,702.</b>	<b>3,828,353.</b>

**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.

<b>Sign Here</b>	Signature of officer	Date			
	<b>ERIC ABANTE, CONTROLLER</b> Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>WADE C HUGHAN</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN <b>P00167223</b>
	Firm's name ▶ <b>BARLOW &amp; HUGHAN LLP</b>	Firm's EIN ▶ <b>94-3105622</b>		Phone no. (415) 522-2490	
Firm's address ▶ <b>1182 MARKET STREET SUITE 400</b>		<b>SAN FRANCISCO, CA 94102-4922</b>			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO PROTECT, RESTORE AND INSPIRE CONSERVATION OF THE SAN FRANCISCO BAY AND ITS WATERSHED - FROM THE SIERRA TO THE SEA.

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

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

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

4a (Code: ) (Expenses \$ 6,522,450. including grants of \$ ) (Revenue \$ 10,304,603. ) EXHIBITS - SEE SCHEDULE O

4b (Code: ) (Expenses \$ 1,975,028. including grants of \$ ) (Revenue \$ 363,038. ) EDUCATION - SEE SCHEDULE O

4c (Code: ) (Expenses \$ 1,276,581. including grants of \$ ) (Revenue \$ 122,945. ) FIELD CONSERVATION AND RESTORATION - SEE SCHEDULE O

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

4e Total program service expenses 9,774,059.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors?</i> .....	X	
<b>3</b> 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
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
<b>5</b> 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
<b>6</b> 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
<b>7</b> 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
<b>8</b> 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
<b>9</b> 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
<b>10</b> 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	
<b>11</b> 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.		
<b>a</b> 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>b</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
<b>c</b> 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
<b>d</b> 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
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
<b>f</b> 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	
<b>12a</b> 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>b</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
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....		X
<b>b</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
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
<b>17</b> 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
<b>18</b> 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	
<b>19</b> 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

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> 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	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>b</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
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....	X	
<b>27</b> 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
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</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
<b>c</b> 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
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes rows for backup withholding, employee reporting, unrelated business income, foreign accounts, tax shelter transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b 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. [X] Own website [X] Another's website [X] 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, address, and telephone number of the person who possesses the organization's books and records: ERIC ABANTE - (415) 623-5300 THE EMBARCADERO AT BEACH STREET, SAN FRANCISCO, CA 94133



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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BEN BLEIMAN CHAIRMAN	4.00	X		X			0.	0.	0.	
(2) BETHANY PATTEN FIRST VICE CHAIR	4.00	X					0.	0.	0.	
(3) WILLIAM WOLCOTT SECOND VICE CHAIR	4.00	X					0.	0.	0.	
(4) STEVEN N MACTINGER TREASURER	5.00	X		X			0.	0.	0.	
(5) DERITH WISNOM SECRETARY	4.00	X		X			0.	0.	0.	
(6) HAP DUNNING DIRECTOR	4.00	X					0.	0.	0.	
(7) MORGAN TARR DIRECTOR	4.00	X					0.	0.	0.	
(8) DEAN MOREHOUS DIRECTOR	4.00	X					0.	0.	0.	
(9) ZACK KELLERMAN DIRECTOR	4.00	X					0.	0.	0.	
(10) KAY CARNEY DIRECTOR	4.00	X					0.	0.	0.	
(11) ROSALIND JACKSON DIRECTOR	4.00	X					0.	0.	0.	
(12) ANGELIQUE TOMPKINS DIRECTOR	4.00	X					0.	0.	0.	
(13) SCOOTER SIMMONS DIRECTOR	4.00	X					0.	0.	0.	
(14) TINA MOYLAN DIRECTOR	4.00	X					0.	0.	0.	
(15) BARBARA EVANS CFO	40.00			X						
(16) CHRIS LOW DIRECTOR OF FACILITIES	40.00				X					
(17) CHRISTINA SLAGER DIRECTOR OF ANIMAL CARE	40.00				X					



**Part VIII Statement of Revenue**

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>	160,570.				
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	661,650.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		15,057.				
	<b>h Total.</b> Add lines 1a-1f		822,220.				
<b>Program Service Revenue</b>	<b>2 a</b> ADMISSION REVENUES	<b>Business Code</b> 713990	9,220,378.	9,220,378.			
	<b>b</b> CONTRACT REVENUES	713990	321,990.	321,990.			
	<b>c</b> OTHER OPERATING REVENUES	713990	228,947.	228,947.			
	<b>d</b>						
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f		9,771,315.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		1,759.			1,759.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real					
		(ii) Personal					
		<b>b</b> Less: rental expenses					
		<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses		8,645.			
		<b>c</b> Gain or (loss)		-8,645.			
	<b>d</b> Net gain or (loss)		-8,645.			-8,645.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 160,570. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>	53,816.				
		<b>b</b> Less: direct expenses	<b>b</b>	75,757.			
<b>c</b> Net income or (loss) from fundraising events			-21,941.			-21,941.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>	1,826,081.					
	<b>b</b> Less: cost of goods sold	<b>b</b>	806,810.				
	<b>c</b> Net income or (loss) from sales of inventory		1,019,271.	1,019,271.			
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b>							
<b>b</b>							
<b>c</b>							
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d							
<b>12 Total revenue.</b> See instructions.			11,583,979.	10,790,586.	0.	-28,827.	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	679,546.	384,869.	176,914.	117,763.
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	4,329,530.	4,091,543.	39,433.	198,554.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	816,916.	684,181.	83,292.	49,443.
10 Payroll taxes	430,069.	322,615.	85,138.	22,316.
11 Fees for services (non-employees):				
a Management	439,113.	375,192.	40,000.	23,921.
b Legal				
c Accounting	29,000.		29,000.	
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.)				
12 Advertising and promotion	397,529.	395,165.		2,364.
13 Office expenses	473,496.	400,138.	55,448.	17,910.
14 Information technology	65,789.	43,033.		22,756.
15 Royalties				
16 Occupancy	1,299,658.	1,283,541.	15,921.	196.
17 Travel	149,214.	136,641.	1,270.	11,303.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,691.	9,710.	180.	1,801.
20 Interest	131,103.		131,103.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	823,055.	770,107.	52,948.	
23 Insurance	135,507.	130,141.	2,710.	2,656.
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 <b>ANIMAL FOOD, FACILITIES</b>	752,856.	738,208.	2,352.	12,296.
b <b>TAXES AND LICENSES</b>	10,466.	8,975.	746.	745.
c				
d				
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	10,974,538.	9,774,059.	716,455.	484,024.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	393,092.	<b>1</b>	467,309.
	<b>2</b> Savings and temporary cash investments .....	1,339,426.	<b>2</b>	2,013,367.
	<b>3</b> Pledges and grants receivable, net .....	8,100.	<b>3</b>	1,240.
	<b>4</b> Accounts receivable, net .....	266,302.	<b>4</b>	184,612.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	79,957.	<b>8</b>	71,700.
	<b>9</b> Prepaid expenses and deferred charges .....	194,895.	<b>9</b>	222,563.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 11,882,027.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 5,077,864.	<b>10c</b>	6,804,163.
	<b>11</b> Investments - publicly traded securities .....	237,164.	<b>11</b>	106,720.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	264,183.	<b>15</b>	231,059.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	10,174,513.	<b>16</b>	10,102,733.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	474,681.	<b>17</b>	643,825.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	7,028.	<b>19</b>	20,231.
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....	76,595.	<b>22</b>	58,770.
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	6,126,442.	<b>23</b>	5,450,484.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	273,065.	<b>25</b>	101,070.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	6,957,811.	<b>26</b>	6,274,380.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	2,901,602.	<b>27</b>	3,680,193.
	<b>28</b> Temporarily restricted net assets .....	315,100.	<b>28</b>	148,160.
	<b>29</b> Permanently restricted net assets .....		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	3,216,702.	<b>33</b>	3,828,353.	
<b>34</b> Total liabilities and net assets/fund balances .....	10,174,513.	<b>34</b>	10,102,733.	

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,583,979.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,974,538.
3	Revenue less expenses. Subtract line 2 from line 1	3	609,441.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,216,702.
5	Net unrealized gains (losses) on investments	5	2,210.
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	3,828,353.

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2016)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

**2016**

Open to Public Inspection

<b>Name of the organization</b> BAY . ORG	<b>Employer identification number</b> 90-0401015
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations .....
  - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
<b>Total</b>						

**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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> 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) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on ...						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) .....	14	%
<b>15</b> Public support percentage from 2015 Schedule A, Part II, line 14 .....	15	%
<b>16a 33 1/3% support test - 2016.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2015.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2016.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2015.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>



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

(Complete only if you checked the box on line 10 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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	140,666.	647,721.	1062107.	1348882.	822,220.	4021596.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....	9910791.	10345925.	10952710.	10023323.	10760000.	51992749.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....	10051457.	10993646.	12014817.	11372205.	11582220.	56014345.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....	30,000.	25,000.	93,038.	89,006.	44,162.	281,206.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						0.
<b>c</b> Add lines 7a and 7b .....	30,000.	25,000.	93,038.	89,006.	44,162.	281,206.
<b>8 Public support.</b> (Subtract line 7c from line 6.)						55733139.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>9</b> Amounts from line 6 .....	10051457.	10993646.	12014817.	11372205.	11582220.	56014345.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	1,901.	1,228.	921.	1,059.	1,759.	6,868.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	1,901.	1,228.	921.	1,059.	1,759.	6,868.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	10053358.	10994874.	12015738.	11373264.	11583979.	56021213.

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

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

<b>15</b> Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	99.49 %
<b>16</b> Public support percentage from 2015 Schedule A, Part III, line 15 .....	<b>16</b>	99.54 %

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

<b>17</b> Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	.01 %
<b>18</b> Investment income percentage from 2015 Schedule A, Part III, line 17 .....	<b>18</b>	.01 %

**19a 33 1/3% support tests - 2016.** 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 - 2015.** 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

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C - Distributable Amount</b>			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions	
<b>7 Total annual distributions.</b> Add lines 1 through 6	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions	
<b>9</b> Distributable amount for 2016 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
<b>1</b> Distributable amount for 2016 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
<b>3</b> Excess distributions carryover, if any, to 2016:			
<b>a</b>			
<b>b</b>			
<b>c</b> From 2013			
<b>d</b> From 2014			
<b>e</b> From 2015			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2016 distributable amount			
<b>i</b> Carryover from 2011 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2016 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2016 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4			
<b>5</b> Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
<b>6</b> Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
<b>7 Excess distributions carryover to 2017.</b> Add lines 3j and 4c			
<b>8</b> Breakdown of line 7:			
<b>a</b>			
<b>b</b> Excess from 2013			
<b>c</b> Excess from 2014			
<b>d</b> Excess from 2015			
<b>e</b> Excess from 2016			

Schedule A (Form 990 or 990-EZ) 2016





**Schedule B**

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2016**

Name of the organization

BAY . ORG

Employer identification number

90-0401015

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)



Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 20%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 30%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<div style="background-color: black; width: 25%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 35%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 28%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<div style="background-color: black; width: 15%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 25%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 28%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<div style="background-color: black; width: 15%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 20%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 28%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	<div style="background-color: black; width: 20%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 8%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 28%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	<div style="background-color: black; width: 22%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 28%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 25%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<div style="background-color: black; width: 150px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 200px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 180px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<div style="background-color: black; width: 150px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 330px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 260px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<div style="background-color: black; width: 300px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 320px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 260px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	<div style="background-color: black; width: 180px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 180px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 260px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	<div style="background-color: black; width: 330px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 230px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 190px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	<div style="background-color: black; width: 170px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 340px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 230px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
18	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 80%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 80%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 80%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 90%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 80%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 80%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 70%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	<div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 100%; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 100px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	<div style="background-color: black; width: 250px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 380px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 270px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	<div style="background-color: black; width: 260px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 170px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 250px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	<div style="background-color: black; width: 210px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 190px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 250px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	<div style="background-color: black; width: 180px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 190px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 270px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
35	<div style="background-color: black; width: 190px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 340px; height: 15px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 190px; height: 15px;"></div>	\$ <span style="background-color: black; display: inline-block; width: 80px; height: 15px;"></span>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>BAY.ORG</b>	Employer identification number  <b>90-0401015</b>
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**Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
17	TWITTER STOCK _____ _____ _____	\$ 5,120.	08/10/16
34	ENDOWMENT FUND STOCKS _____ _____ _____	\$ 9,937.	12/31/16
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization  <b>BAY.ORG</b>	Employer identification number  <b>90-0401015</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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



**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

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

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

**Name of the organization** BAY.ORG **Employer identification number** 90-0401015

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of 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" on 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 a 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? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)? .....

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" on 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) Revenue included on 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 Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

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

Schedule D (Form 990) 2016

**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" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	24,631.				
b Contributions	9,937.	25,058.			
c Net investment earnings, gains, and losses	2,599.	-427.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	37,167.	24,631.			

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

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

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

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

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

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

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

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		7,999,173.	3,110,790.	4,888,383.
c Leasehold improvements		2,836,510.	1,293,915.	1,542,595.
d Equipment		979,520.	646,219.	333,301.
e Other		66,824.	26,940.	39,884.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				6,804,163.

**Part VII Investments - Other Securities.**

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

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

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PENSION LIABILITY	101,070.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	101,070.

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

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

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	11,591,474.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>		
<b>b</b>	Donated services and use of facilities	<b>2b</b>	7,495.	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>		7,495.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	11,583,979.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>		0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)		<b>5</b>	11,583,979.

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

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

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	10,979,823.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>	7,495.	
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>	-2,210.	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>		5,285.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	10,974,538.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>		0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)		<b>5</b>	10,974,538.

**Part XIII Supplemental Information.**

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

**PART V, LINE 4:**

THE BOARD-DESIGNATED ENDOWMENT FUND IS ESTABLISHED TO SAVE UP TO ONE MILLION DOLLARS IN AGGREGATE VALUE OF FUNDS.

**PART X, LINE 2:**

THE FOUNDATION HAS NOT TAKEN UNSUBSTANTIATED TAX POSITION THAT WOULD REQUIRE PROVISION OF A LIABILITY UNDER ASC 740, FIN 48.



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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		GALA	RESEARCH VESSEL FUND	NONE	
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts .....	210,976.	3,410.	214,386.
	2	Less: Contributions .....	160,570.		160,570.
	3	Gross income (line 1 minus line 2) .....	50,406.	3,410.	53,816.
Direct Expenses	4	Cash prizes .....			
	5	Noncash prizes .....			
	6	Rent/facility costs .....	7,228.		7,228.
	7	Food and beverages .....	12,987.		12,987.
	8	Entertainment .....	4,711.		4,711.
	9	Other direct expenses .....	50,736.	95.	50,831.
	10	Direct expense summary. Add lines 4 through 9 in column (d) .....			75,757.
	11	Net income summary. Subtract line 10 from line 3, column (d) .....			-21,941.

**Part III Gaming.** Complete if the organization answered "Yes" on 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 .....			
Direct Expenses	2	Cash prizes .....			
	3	Noncash prizes .....			
	4	Rent/facility costs .....			
	5	Other direct expenses .....			
	6	Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d) .....			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d) .....			

9 Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_  
 a Is the organization licensed to conduct 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 conduct 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 conducted in:
 

a The organization's facility	<b>13a</b>	%
b An outside facility	<b>13b</b>	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

\_\_\_\_\_

Director/officer       Employee       Independent contractor

17 Mandatory distributions:

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

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_





**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2016**

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

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

▶ Attach to Form 990.

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

BAY.ORG

Employer identification number

90-0401015

**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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence    |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees      |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, 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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on 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.

- |  |   |
|--|---|
| <input type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                               |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on 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" on line 5a or 5b, describe in Part III.

**6** For persons listed on 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" on line 6a or 6b, describe in Part III.

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

**8** Were any amounts reported on 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" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2016

**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 on 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 aren't listed on Form 990, Part VII.

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) BARBARA EVANS CFO	(i)							
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**Part III Supplemental Information**

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

PART I, LINE 3:

THE COMPENSATION IS ESTABLISHED BY THE GOVERNING BODY OF THE ORGANIZATION  
AND IS REVIEWED BY THE EXECUTIVE COMMITTEE.

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

**Transactions With Interested Persons**

OMB No. 1545-0047

**2016**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**  
▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

**Open To Public Inspection**

Name of the organization **BAY.ORG** Employer identification number **90-0401015**

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ..... ▶ \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ..... ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
NICK WILCOX	SEE PT V	SEE PT V	X		93,000.	58,770.		X	X		X	
<b>Total</b> .....						▶ \$	58,770.					

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

SEE PART V FOR CONTINUATIONS



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

BAY.ORG

Employer identification number

90-0401015

**FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:**

SIERRA TO THE SEA.

SAN FRANCISCO'S LARGEST WATERSHED CONSERVATION GROUP, BAY.ORG IS A

501(C)(3) NOT-FOR-PROFIT THAT SPEAKS NOT JUST FOR THE BAY, LOCAL

COASTAL WATERS, DELTA, RIVERS, AND WETLANDS, BUT FOR THE WILDLIFE AND

PEOPLE WHO CALL THIS PLACE-THE LARGEST ESTUARY ON THE WEST COAST-THEIR

HOME.

WITH ITS MISSION, BAY.ORG IS CHANGING THE RELATIONSHIP THAT PEOPLE HAVE

WITH THE BAY. BY UTILIZING TECHNOLOGY AND TAPPING INTO THE LIFESTYLE OF

THE BAY AREA, WE ARE CHANGING THE CONVERSATION ABOUT CONSERVATION TO

MAKE IT APPROACHABLE, ACHIEVABLE, AND FUN.

THROUGH OUR FIVE UNIQUE DIVISIONS (AQUARIUM OF THE BAY, THE BAY

INSTITUTE, SEA LION CENTER, ECOCENTER AT HERON'S HEAD PARK, BAY MODEL

ALLIANCE), WE MOTIVATE BAY AREA RESIDENTS AND OUT OF TOWN VISITORS TO

BECOME AGENTS OF CHANGE FOR A HEALTHY, THRIVING ECOSYSTEM.

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

**EXHIBITS:**

BAY.ORG, WHICH OPERATES THE AQUARIUM OF THE BAY, IS ACCREDITED BY THE

ASSOCIATION OF ZOOS AND AQUARIUMS AND PROVIDES APPROXIMATELY 500,000

VISITORS EACH YEAR WITH EXPERIENCES THAT EDUCATE AND INSPIRE

CONSERVATION OF THE SAN FRANCISCO BAY AND ITS WATERSHED. OPEN 364 DAYS

A YEAR, THE AQUARIUM DISPLAYS ABOUT 30,000 LOCAL MARINE ANIMALS IN

THEMED GALLERIES THAT FOCUS ON LOCAL MARINE HABITATS AS WELL AS

RELEVANT ISSUES IN MARINE CONSERVATION.

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
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AQUARIUM EXHIBITRY IS DIVIDED INTO SEVEN GALLERIES. THE DISCOVER THE BAY GALLERY FOCUSES ON THE HABITATS OF LOCAL FISHES, INVERTEBRATES AND ALGAE, AND INCLUDES INFORMATION ON NATIONAL MARINE SANCTUARIES. THE JELLIES: GO WITH THE FLOW GALLERY DISPLAYS SIX SPECIES OF JELLYFISH ALONG WITH INFORMATION ON THEIR BIOLOGY, HABITATS AND CONSERVATION. THE NEARSHORE TUNNEL GALLERY IS A 300-FOOT WALK-THROUGH TUNNEL FEATURING FISHES AND INVERTEBRATES FOUND IN THE SHALLOWER WATERS OF THE SAN FRANCISCO BAY AREA. THE OCTOPUS AND FRIENDS GALLERY EXHIBITS OCTOPUS, CRABS, ROCKFISH, TURBAN SNAILS AND OTHER INTERESTING INVERTEBRATES. THE SHARKS OF ALCATRAZ IS A 300-FOOT ACRYLIC TUNNEL DISPLAY FOCUSED ON LOCAL SHARKS, SKATES, RAYS AND STURGEON. THE BAY LAB GALLERY FEATURES FISHES, REPTILES, AMPHIBIANS AND SMALL MAMMALS. IN THIS GALLERY, ALL OF THE ANIMAL DISPLAYS AND INTERACTIVES ARE DESIGNED TO EDUCATE VISITORS ABOUT CLIMATE CHANGE AND THE DEVASTATING EFFECT IT HAS ON ANIMAL POPULATIONS. THE FINAL DISPLAY THAT VISITORS ENTER IS THE RIVER OTTERS: WATERSHED AMBASSADORS GALLERY. LIVE RIVER OTTERS, EDUCATIONAL ELECTRONIC GRAPHICS AND STAFF PRESENTATIONS COMPLETE THE GUEST EXPERIENCE.

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

BAY.ORG PROVIDES A VARIETY OF EDUCATION PROGRAMS FOR SCHOOL GROUPS, YOUTH GROUPS, FAMILIES, SCOUT TROOPS AND VISITORS OF ALL AGES ON THE AQUARIUM OF THE BAY PREMISES, AT SCHOOLS, AT THE SEA LION CENTER ALSO LOCATED AT PIER 39, AND AT THE ECOCENTER AT HERON'S HEAD PARK. THROUGH THE MANY K-12 PROGRAMS OFFERED AT THESE DIFFERENT LOCATIONS, BAY.ORG

Name of the organization

BAY.ORG

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OFFERS FREE EDUCATION PROGRAMS FOR MORE THAN 20,000 STUDENTS, TEACHERS AND CHAPERONES ANNUALLY FROM SCHOOLS WITHIN THE NINE BAY AREA COUNTIES (SAN FRANCISCO, SAN MATEO, SANTA CLARA, ALAMEDA, CONTRA COSTA, MARIN, SONOMA, NAPA AND SOLANO). THESE CLASSES AND TOURS ARE INQUIRY-BASED, HAND-ON, IMMERSIVE LEARNING EXPERIENCES THAT ARE AGE-APPROPRIATE AND LINKED WITH NEXT GENERATION SCIENCE STANDARDS (NGSS) FOR KINDERGARTEN THROUGH 12TH GRADE. THE NUMBER OF PARTICIPANTS TAKING PART IN THE BAY.ORG FREE EDUCATION PROGRAMS HAS INCREASED EACH YEAR SINCE 2001. ADDITIONALLY, BAY.ORG OFFERS TEACHER WORKSHOPS AND EVENTS ENCOURAGING TEACHERS TO ENGAGE THEIR STUDENTS FURTHER ABOUT THE SAN FRANCISCO BAY BEFORE AND AFTER THEIR EDUCATION PROGRAM. BAY.ORG'S EDUCATION DEPARTMENT ALSO OFFERS EVENING AND WEEKEND SLEEPOVER PROGRAMS FOR YOUTH AND SCOUT GROUPS. FOR SCOUT GROUPS, THE SLEEPOVER ACTIVITIES HELP FULFILL BADGE REQUIREMENTS.

THE SEA LION CENTER, LOCATED DIRECTLY ABOVE PIER 39'S K-DOCK AND HOME OF THE WORLD FAMOUS SEA LIONS, OFFERS FREE INTERPRETIVE AND K-12 CLASSROOM PROGRAMS AND EXHIBITS FOCUSED ON THE CALIFORNIA SEA LIONS AND THEIR HISTORY AT PIER 39, AS WELL AS WHAT EVERYONE CAN DO TO HELP THESE CHARISMATIC MAMMALS SURVIVE IN THEIR THREATENED HABITAT. AS PART OF THE BAY.ORG FREE EDUCATION PROGRAMS DESCRIBED ABOVE, AT THE SEA LION CENTER, STUDENTS AND TEACHERS CAN PARTICIPATE IN A VARIETY OF AGE-APPROPRIATE HOUR-LONG CLASSROOM PROGRAMS. ADDITIONALLY, THE CENTER IS OPEN TO THE PUBLIC VISIT FOR FREE FROM 10 AM - 5 PM DURING THE SUMMER SEASON, AND 10 AM - 4 PM AT ALL OTHER TIMES OF THE YEAR. VISITORS AT THE SEA LION CENTER CAN VIEW EXHIBITS, TOUCH SEA LION PELTS AND LEARN FROM NATURALISTS WHO PROVIDE PRESENTATIONS HOURLY. DURING SUMMER MONTHS, NATURALISTS ARE ALSO STATIONED AT K-DOCK WITH AN



Name of the organization BAY.ORG	Employer identification number 90-0401015
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INTERPRETIVE CART OF ARTIFACTS AND BINOCULARS TO ANSWER GUEST QUESTIONS.

BAY.ORG PARTNERED WITH THE BAY MODEL VISITOR CENTER, AN EDUCATION CENTER ADMINISTERED BY THE U.S. ARMY CORPS OF ENGINEERS, TO FORM THE BAY MODEL ALLIANCE. THROUGH THIS ALLIANCE, BAY.ORG OFFERS ENHANCED EDUCATIONAL PROGRAMS ABOUT THE SAN FRANCISCO BAY AND THE SACRAMENTO-SAN JOAQUIN RIVER DELTA SYSTEM.

THE ECOCENTER AT HERON'S HEAD PARK BECAME A NEW DIVISION OF BAY.ORG IN MARCH 2014. THE ECOCENTER IS AN INCREDIBLE SPACE FOR ENVIRONMENTAL EDUCATION, PUBLIC OUTREACH, AND FOR CONNECTING PEOPLE WITH THE BEAUTY OF SAN FRANCISCO'S WILD LANDSCAPES. IT REPRESENTS SAN FRANCISCO'S BEST EXAMPLE OF SUSTAINABLE SOLUTIONS TO ADVERSE HUMAN IMPACTS ON THE ENVIRONMENT AND IS A MODEL FOR GREEN BUILDING, SUSTAINABLE RESOURCE USE, ENVIRONMENTAL JUSTICE, AND EXPERIENTIAL LEARNING. THE ECOCENTER IS FREE TO VISIT AND OPEN TO THE GENERAL PUBLIC 4 DAYS PER WEEK, WEDNESDAY THROUGH SATURDAY. PROGRAMMING INCLUDES COLLEGE INTERNSHIPS IN COLLABORATION WITH CITY COLLEGE OF SAN FRANCISCO, WEEKLY SCIENCE SATURDAY PROGRAMS IN COLLABORATION WITH SAN FRANCISCO DEPARTMENT OF RECREATION AND PARKS, AS WELL AS FREE TOURS AND EDUCATIONAL PROGRAMS TO SCHOOL, YOUTH AND ADULT GROUPS. ALL PROGRAMS AND TOURS ARE PROVIDED FREE OF CHARGE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:  
FIELD CONSERVATION AND RESTORATION:

THE SAN FRANCISCO BAY HAS BEEN ALTERED DRASTICALLY FROM THE PRISTINE

Name of the organization

BAY.ORG

Employer identification number

90-0401015

ESTUARY THAT EXISTED IN THE 1800'S. HUNDREDS OF MILES OF EARTHEN DIKES BUILT AROUND THE BAY'S SALT MARSHES SEVERED THEIR CONNECTION TO ITS TIDEWATERS. THE DIKED MARSHES WERE DRAINED AND CONVERTED TO AGRICULTURAL LANDS. REDUCED IN SIZE BY ONE THIRD AS A RESULT OF THIS WETLAND DESTRUCTION, THE BAY'S BIOLOGICAL PRODUCTIVITY PLUMMETED. ONE OF THE MAIN GOALS OF BAY.ORG IS TO EXPAND AND ACCELERATE THE EFFORT TO PROTECT AND RESTORE MANY OF THE WETLANDS THAT WERE DRAINED. FURTHER BAY.ORG EMPLOYS SCIENTIFIC AND POLICY EXPERTISE TO PROMOTE REFORMS IN THE WAY CALIFORNIA MANAGES ITS WATER SUPPLIES AND PROTECTS THE ECOLOGICAL VALUES OF THE SAN FRANCISCO BAY-DELTA ESTUARY AND ITS WATERSHED. IN ADDITION TO THE SAN FRANCISCO BAY AND ITS WATERSHED, BAY.ORG IS ENGAGED IN RESTORING THE RELATED COASTAL AND NEAR-SHORE OCEAN AREAS.

FORM 990, PART VI, SECTION A, LINE 6:

MEMBERSHIP PROVIDES A POWERFUL VOICE FOR PROTECTING AND RESTORING SAN FRANCISCO BAY AND ITS WATERSHED. MEMBERSHIP PROVIDES DISCOUNTED ADMISSION TO OVER 100 OTHER ACCREDITED ZOOS AND AQUARIUMS, SUBSCRIPTIONS TO THE E-NEWSLETTERS AND THE BIENNIAL BAYLETTER. MEMBERSHIP PROVIDES UNLIMITED ADMISSION TO THE AQUARIUM, MEMBERS-ONLY SPECIAL EVENTS, AND DISCOUNTS AT THE GIFT STORE AND PRIVATE EVENTS.

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

PRIOR TO FILING THE FORMS 990 AND 199 THE MEMBERS OF THE GOVERNING BOARD REVIEW AND APPROVE THE TAX RETURNS FOR FILING.

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

CONFLICT OF INTEREST POLICY IS ENFORCED ON AN ONGOING BASIS. ALL DIRECTORS

Name of the organization <b>BAY.ORG</b>	Employer identification number <b>90-0401015</b>
--	---

ARE REQUIRED TO DISCLOSE THEIR POTENTIAL CONFLICTS AND EXCUSE THEMSELF FROM VOTING ON THE ISSUES.

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

THE COMPENSATION IS DETERMINED BY THE BOARD OF DIRECTORS USING COMPARABLE SALARY SCALES.

FORM 990, PART VI, SECTION C, LINE 18:

THE ORGANIZATION'S FORM 990 IS AVAILABLE ON THE ATTORNEY GENERAL'S WEB SITE.

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

ALL BOARD MINUTES, FINANCIAL STATEMENTS, AND TAX RETURNS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XII, LINE 2C:

THE GOVERNING BODY OF THE ORGANIZATION HAS CREATED A COMMITTEE FOR THE OVERSIGHT OF THE FINANCE OF THE ORGANIZATION.

2016 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	BUILDING	VARIOUS	SL	19.50		16	7,999,173.				7,999,173.	2,700,576.		410,214.	3,110,790.
2	LEASEHOLD IMPROVEMENTS	VARIOUS	SL	10.00		16	2,836,510.				2,836,510.	1,029,795.		264,120.	1,293,915.
3	EQUIPMENT	VARIOUS	SL	5.00		16	979,520.				979,520.	542,847.		103,372.	646,219.
4	OTHER	VARIOUS	SL	5.00		16	56,824.				56,824.	18,823.		8,118.	26,941.
5	ARTWORK	VARIOUS	NC	.000	HY		5,000.				5,000.			0.	
6	LOAN FEES	VARIOUS	SL	15.00		16	454,442.				454,442.	192,700.		37,231.	229,931.
	* TOTAL 990 PAGE 10 DEPR						12331469.				12331469.	4,484,741.		823,055.	5,307,796.

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868) .**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	<b>BAY.ORG</b>	<b>90-0401015</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>THE EMBARCADERO AT BEACH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>SAN FRANCISCO, CA 94133</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

**ERIC ABANTE - THE EMBARCADERO AT BEACH STREET - SAN FRANCISCO, CA 94133**

- The books are in the care of ▶ **FRANCISCO, CA 94133**  
Telephone No. ▶ **(415) 623-5300** Fax No. ▶ \_\_\_\_\_
- 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.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year **2016** or
- ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 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.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

# California Exempt Organization Annual Information Return

Calendar Year 2016 or fiscal year beginning (mm/dd/yyyy) \_\_\_\_\_, and ending (mm/dd/yyyy) \_\_\_\_\_

Corporation/Organization name: **BAY.ORG** California corporation number: **3152816**

Additional information. See instructions. FEIN: **90-0401015**

Street address (suite or room): **THE EMBARCADERO AT BEACH STREET** PMB no. \_\_\_\_\_

City: **SAN FRANCISCO** State: **CA** ZIP code: **94133**

Foreign country name: \_\_\_\_\_ Foreign province/state/country: \_\_\_\_\_ Foreign postal code: \_\_\_\_\_

**A** First Return  Yes  No

**B** Amended Return  Yes  No

**C** IRC Section 4947(a)(1) trust  Yes  No

**D** Final Information Return?  
 Dissolved  Surrendered (Withdrawn)  Merged/Reorganized  
 Enter date: (mm/dd/yyyy) \_\_\_\_\_

**E** Check accounting method: (1)  Cash (2)  Accrual (3)  Other

**F** Federal return filed? (1)  990T (2)  990-PF (3)  Sch H (990) (4)  Other 990 series

**G** Is this a group filing? See instructions  Yes  No

**H** Is this organization in a group exemption  Yes  No  
 If "Yes," what is the parent's name? \_\_\_\_\_

**I** Did the organization have any changes to its guidelines not reported to the FTB? See instructions  Yes  No

**J** If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions.  Yes  No

**K** Is the organization exempt under R&TC Section 23701g?  Yes  No  
 If "Yes," enter the gross receipts from nonmember sources \$ \_\_\_\_\_

**L** If organization is exempt under R&TC Section 23701d and meets the filing fee exception, check box. No filing fee is required.

**M** Is the organization a Limited Liability Company?  Yes  No

**N** Did the organization file Form 100 or Form 109 to report taxable income?  Yes  No

**O** Is the organization under audit by the IRS or has the IRS audited in a prior year?  Yes  No

**P** Is a federal Form 1023/1024 pending?  Yes  No  
 Date filed with IRS \_\_\_\_\_

**Part I Complete Part I unless not required to file this form. See General Instructions B and C.**

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	11,652,971.00
	2	Gross dues and assessments from members and affiliates	2	00
	3	Gross contributions, gifts, grants, and similar amounts received	3	822,220.00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B	4	12,475,191.00
	5	Cost of goods sold	5	806,810.00
	6	Cost or other basis, and sales expenses of assets sold	6	8,645.00
	7	Total costs. Add line 5 and line 6	7	815,455.00
	8	Total gross income. Subtract line 7 from line 4	8	11,659,736.00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	11,050,295.00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	609,441.00
Filing Fee	11	Total payments	11	00
	12	Use tax. See General Instruction K	12	00
	13	Payment balance. If line 11 is more than line 12, subtract line 12 from line 11	13	00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	14	00
	15	Filing fee \$10 or \$25. See General Instruction F	15	10.00
	16	Penalties and Interest. See General Instruction J	16	00
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result	17	10.00
Sign Here	Signature of officer		Title	Date
			CONTROLLER	
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours, if self-employed) and address		Telephone	
	BARLOW & HUGHAN LLP		PTIN	
	1182 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94102-4922		P00167223	
		FEIN		
		94-3105622		
		Telephone		
		(415) 522-2490		
May the FTB discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

**Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.**

628951 11-30-16

<b>Receipts from Other Sources</b>	1	Gross sales or receipts from all business activities. See instructions	•	1	1,879,897.00	
	2	Interest	•	2	1,255.00	
	3	Dividends	•	3	504.00	
	4	Gross rents	•	4	00	
	5	Gross royalties	•	5	00	
	6	Gross amount received from sale of assets (See Instructions) <b>STATEMENT 4</b>	•	6	0.00	
	7	Other income <b>SEE STATEMENT 5</b>	•	7	9,771,315.00	
	8	<b>Total</b> gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	11,652,971.00	
	9	Contributions, gifts, grants, and similar amounts paid	•	9	00	
	10	Disbursements to or for members	•	10	00	
	11	Compensation of officers, directors, and trustees <b>SEE STATEMENT 6</b>	•	11	679,546.00	
	12	Other salaries and wages	•	12	4,329,530.00	
	<b>Expenses and Disbursements</b>	13	Interest	•	13	131,103.00
		14	Taxes	•	14	430,069.00
		15	Rents	•	15	1,299,658.00
		16	Depreciation and depletion (See instructions)	•	16	823,055.00
		17	Other Expenses and Disbursements <b>SEE STATEMENT 7</b>	•	17	3,357,334.00
		18	<b>Total</b> expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	11,050,295.00

<b>Schedule L Balance Sheet</b>		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
<b>Assets</b>					
1	Cash		1,732,518.		2,480,676.
2	Net accounts receivable		266,302.		184,612.
3	Net notes receivable				
4	Inventories		79,957.		71,700.
5	Federal and state government obligations				
6	Investments in other bonds				
7	Investments in stock				
8	Mortgage loans				
9	Other investments <b>STMT 8</b>		237,164.		106,720.
10 a	Depreciable assets	11,707,083.		11,882,027.	
b	Less accumulated depreciation	(4,315,689.)	7,391,394.	(5,077,864.)	6,804,163.
11	Land				
12	Other assets <b>STMT 9</b>		467,178.		454,862.
13	<b>Total assets</b>		10,174,513.		10,102,733.
<b>Liabilities and net worth</b>					
14	Accounts payable		474,681.		643,825.
15	Contributions, gifts, or grants payable				
16	Bonds and notes payable <b>STMT 10</b>		76,595.		58,770.
17	Mortgages payable		6,126,442.		5,450,484.
18	Other liabilities <b>STMT 11</b>		280,093.		121,301.
19	Capital stock or principal fund				
20	Paid-in or capital surplus. Attach reconciliation				
21	Retained earnings or income fund		3,216,702.		3,828,353.
22	<b>Total liabilities and net worth</b>		10,174,513.		10,102,733.

<b>Schedule M-1 Reconciliation of income per books with income per return</b>			
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.			
1	Net income per books	•	609,441.
2	Federal income tax	•	
3	Excess of capital losses over capital gains	•	
4	Income not recorded on books this year	•	
5	Expenses recorded on books this year not deducted in this return	•	
6	<b>Total.</b> Add line 1 through line 5		609,441.
7	Income recorded on books this year not included in this return.	•	
8	Deductions in this return not charged against book income this year	•	
9	<b>Total.</b> Add line 7 and line 8		
10	<b>Net income per return.</b> Subtract line 9 from line 6		609,441.

FORM 199

CASH CONTRIBUTIONS  
INCLUDED ON PART I, LINE 3

STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
ADOLF & ELISABETH HOFMEYER TRUST	301 NEVADA AVENUE MOSS BEACH, CA 94038-9614	12/19/16	18,920.
ALCATRAZ CRUISES, LLC	55 FRANCISCO STREET, SUITE 360 SAN FRANCISCO, CA 94133	10/11/16	16,750.
ANDREW SMITH	333 JEFFERSON STREET SAN FRANCISCO, CA 94133	10/21/16	5,020.
BIG BUS TOURS	3240 THIRD STREET SAN FRANCISCO, CA 94124	10/13/16	110,504.
BLUE & GOLD FLEET	PIER 39 SAN FRANCISCO, CA 94133	11/09/16	11,331.
CEMROCK LANDSCAPES	4790 SOUTH JULIAN AVENUE TUSCON, AZ 85714-2123	02/09/16	6,000.
CITYPASS, INC.	27 ARROW ROOT LANE VICTOR, ID 83455	08/30/16	5,000.
CODE ADVISORS	101 SECOND STREET, SUITE 2225 SAN FRANCISCO, CA 94105	10/05/16	10,000.
CRAIGSLIST CHARITABLE FUND	222 SUTTER STREET, 9TH FLOOR SAN FRANCISCO, CA 94108	01/11/16	15,000.
DANIEL R. HYDUKE	57 TAYLOR STREET SAN FRANCISCO, CA 94102	07/25/16	10,000.
EAST BAY COMMUNITY FOUNDATION	200 FRANK OGAWA PLAZA OAKLAND, CA 94612	06/20/16	5,000.
ENVIRONMENT NOW	12400 WILSHIRE BOULEVARD SOUTH LOS ANGELES, CA 90025	06/10/16	25,000.
FIREROLL FOUNDATION	1460 MARIA LANE, SUITE 400 WALNUT CREEK, CA 94596	09/01/16	25,000.
HARNEY & SONS TEA CORPORATION	5723 ROUTE 22 MILLERTON, NY 12546	12/13/16	5,000.
HARRISON DUNNING	755 ELMWOOD DRIVE DAVIS, CA 95616	05/01/16	5,000.



<u>BAY.ORG</u>			<u>90-0401015</u>
MORGAN TARR	1083 UPPER HAPPY VALLEY ROAD LAFAYETTE, CA 94549	08/10/16	11,530.
MSB COCKAYNE FUND INC.	5214 MARYLAND WAY, SUITE 404 BRENTWOOD, TN 37027	09/21/16	55,000.
PAULINE WALTON-FLATH	112 STANFORD WAY SAUSALITO, CA 94965	10/21/16	6,000.
PG&E FOUNDATION	77 BEALE STREET SAN FRANCISCO, CA 94105	12/19/16	26,090.
PIER 39 LIMITED PARTNERSHIP	P.O. BOX 193730 SAN FRANCISCO, CA 94119	09/29/16	20,702.
RESOURCES LEGACY FUND FOUNDATION	555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	01/14/16	100,000.
ROSE FOUNDATION	1970 BROADWAY, SUITE 600 OAKLAND, CA 94612-2218	06/16/16	10,000.
SAN FRANCISCO BAR PILOTS ASSOCIATION	PIER 9 EAST END SAN FRANCISCO, CA 94111	04/12/16	10,000.
SAN FRANCISCO PUBLIC UTILITIES COMMISSION	525 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	06/01/16	12,000.
SAUSALITO ART FESTIVAL FOUNDATION	PO BOX 10 SAUSALITO, CA 94966	11/30/16	10,000.
SCHWAB CHARITABLE FUND	211 MAIN STREET, FLOOR 10 SAN FRANCISCO, CA 94105	12/07/16	5,681.
SEED FUND	917 BRYANT STREET SAN FRANCISCO, CA 94103	04/07/16	10,000.
STEVEN MACHTINGER	195 STEWART DRIVE TIBURON, CA 94620-1311	06/16/16	12,575.
TROUTMAN SANDERS LLP	580 CALIFORNIA STREET, SUITE 1100 SAN FRANCISCO, CA 94104	08/23/16	5,000.
UNION BANK FOUNDATION	400 CALIFORNIA STREET, 9TH FLOOR SAN FRANCISCO, CA 94104	09/01/16	5,000.
UNITED BRIDGE PARTNERS	950 TOWER LANE FOSTER CITY, CA 94404	10/07/16	5,000.
WHOLE FOODS MARKET	550 BOWIE STREET AUSTIN, TX 78703-4644	12/28/16	9,187.
WOBB FAMILY FUND	5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	06/20/16	5,000.
TOTAL INCLUDED ON LINE 3			<u>592,290.</u>

FORM 199

COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 5

STATEMENT 2

COST OF GOODS SOLD

1. INVENTORY AT BEGINNING OF YEAR . . . . .		79,958
2. MERCHANDISE PURCHASED. . . . .	798,552	
3. COST OF LABOR. . . . .		
4. MATERIALS AND SUPPLIES . . . . .		
5. OTHER COSTS. . . . .		
6. ADD LINES 1 THROUGH 5 . . . . .		878,510
7. INVENTORY AT END OF YEAR . . . . .		71,700
8. COST OF GOODS SOLD (LINE 6 LESS LINE 7) . .		806,810

FORM 199

NONCASH CONTRIBUTIONS  
INCLUDED ON PART I, LINE 3

STATEMENT 3

<u>CONTRIBUTOR'S NAME</u>	<u>CONTRIBUTOR'S ADDRESS</u>		
MORGAN TARR	1083 UPPER HAPPY VALLEY ROAD LAFAYETTE, CA 94549		
<u>PROPERTY DESCRIPTION</u>	<u>DATE OF GIFT</u>	<u>TOTAL AMOUNT</u>	<u>FMV OF GIFT</u>
TWITTER STOCK	08/10/16	5,120.	5,120.

<u>CONTRIBUTOR'S NAME</u>	<u>CONTRIBUTOR'S ADDRESS</u>		
WILLIAM WOLCOTT	1500 COLE STREET SAN FRANCISCO, CA 94010		
<u>PROPERTY DESCRIPTION</u>	<u>DATE OF GIFT</u>	<u>TOTAL AMOUNT</u>	<u>FMV OF GIFT</u>
ENDOWMENT FUND STOCKS	12/31/16	9,937.	9,937.

TOTAL INCLUDED ON LINE 3

15,057.

FORM 199	GROSS AMOUNT FROM SALE OF ASSETS	STATEMENT	4
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	32,293.	23,648.	0.	0.
TOTAL TO FORM 199, PAGE 2, LN 6	32,293.	23,648.	0.	0.

FORM 199	OTHER INCOME	STATEMENT	5
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DESCRIPTION	AMOUNT
ADMISSION REVENUES	9,220,378.
CONTRACT REVENUES	321,990.
OTHER OPERATING REVENUES	228,947.
TOTAL TO FORM 199, PART II, LINE 7	9,771,315.

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 FORM 199            COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES            STATEMENT    6
 

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NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
BEN BLEIMAN THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	CHAIRMAN 4.00	0.
BETHANY PATTEN THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	FIRST VICE CHAIR 4.00	0.
WILLIAM WOLCOTT THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	SECOND VICE CHAIR 4.00	0.
STEVEN N MACHTINGER THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	TREASURER 5.00	0.
DERITH WISNOM THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	SECRETARY 4.00	0.
HAP DUNNING THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
MORGAN TARR THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
DEAN MOREHOUS THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
ZACK KELLERMAN THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
KAY CARNEY THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
ROSALIND JACKSON THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.

ANGELIQUE TOMPKINS THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
SCOOTER SIMMONS THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
TINA MOYLAN THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR 4.00	0.
BARBARA EVANS THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	CFO 40.00	176,914.
CHRIS LOW THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR OF FACILITIES 40.00	133,875.
CHRISTINA SLAGER THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR OF ANIMAL CARE 40.00	131,248.
JENIFER BOTCH THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR OF DEVELOPMENT 40.00	117,763.
JACQUELINE MURRAY THE EMBARCADERO AT BEACH STREET SAN FRANCISCO, CA 94133	DIRECTOR OF MARKETING 40.00	119,746.
TOTAL TO FORM 199, PART II, LINE 11		<u>679,546.</u>

FORM 199	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	AMOUNT
ANIMAL FOOD, FACILITIES	752,856.
TAXES AND LICENSES	10,466.
DIRECT EXPENSES OF FUNDRAISING EVENTS	75,757.
OTHER EMPLOYEE BENEFITS	816,916.
MANAGEMENT FEES	439,113.
ACCOUNTING FEES	29,000.
ADVERTISING AND PROMOTION	397,529.
OFFICE EXPENSES	473,496.
INFORMATION TECHNOLOGY	65,789.
TRAVEL	149,214.
CONFERENCES AND CONVENTIONS	11,691.
INSURANCE	135,507.
TOTAL TO FORM 199, PART II, LINE 17	<u>3,357,334.</u>

FORM 199	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION		BEG. OF YEAR	END OF YEAR
FIDELITY INVESTMENTS		143,578.	106,720.
CHARLES SCHWAB INVESTMENTS		93,586.	0.
TOTAL TO FORM 199, SCHEDULE L, LINE 9		237,164.	106,720.

FORM 199	OTHER ASSETS	STATEMENT	9
DESCRIPTION		BEG. OF YEAR	END OF YEAR
PLEDGES AND GRANTS RECEIVABLE		8,100.	1,240.
PREPAID EXPENSES AND DEFERRED CHARGES		194,895.	222,563.
NET PREPAID LOAN FEES		261,742.	224,511.
CONSTRUCTION IN PROGRESS		2,441.	6,548.
TOTAL TO FORM 199, SCHEDULE L, LINE 12		467,178.	454,862.

FORM 199	BONDS AND NOTES PAYABLE	STATEMENT	10
DESCRIPTION		BEG. OF YEAR	END OF YEAR
PAYABLES TO OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES, ETC.		76,595.	58,770.
TOTAL TO FORM 199, SCHEDULE L, LINE 16		76,595.	58,770.

FORM 199	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION		BEG. OF YEAR	END OF YEAR
PENSION LIABILITY		273,065.	101,070.
DEFERRED REVENUE		7,028.	20,231.
TOTAL TO FORM 199, SCHEDULE L, LINE 18		280,093.	121,301.

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FORM 199	FUND BALANCES	STATEMENT	12
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
UNRESTRICTED ASSETS	2,901,602.	3,680,193.	
TEMPORARILY RESTRICTED ASSETS	315,100.	148,160.	
TOTAL TO FORM 199, SCHEDULE L, LINE 21	3,216,702.	3,828,353.	

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**Corporation Depreciation and Amortization**

Attach to Form 100 or Form 100W.

**FORM 199**

**FEIN 90-0401015**

Corporation name

California corporation number

**BAY.ORG**

**3152816**

**Part I Election To Expense Certain Property Under IRC Section 179**

1 Maximum deduction under IRC Section 179 for California .....	1	\$25,000
2 Total cost of IRC Section 179 property placed in service .....	2	
3 Threshold cost of IRC Section 179 property before reduction in limitation .....	3	\$200,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	4	
5 Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0- .....	5	
<b>(a) Description of property</b>	<b>(b) Cost (business use only)</b>	<b>(c) Elected cost</b>
6		
7 Listed property (elected IRC Section 179 cost) .....	7	
8 Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7 .....	8	
9 Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8 .....	9	
10 Carryover of disallowed deduction from prior taxable years .....	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	11	
12 IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11 .....	12	
13 Carryover of disallowed deduction to 2017. Add line 9 and line 10, less line 12 .....	13	

**Part II Depreciation and Election of Additional First Year Depreciation Deduction Under R&TC Section 24356**

(a) Description property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14							
<b>SEE STATEMENT</b>	<b>13</b>	<b>12,331,469.</b>	<b>4,484,741.</b>				
15 Add the amounts in column (g) and column (h). The total of column (h) may not exceed \$2,000. See instructions for line 14, column (h) .....						15	<b>823,055.</b>

**Part III Summary**

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), or Depreciation (if no election is made), enter the amount from line 15, column (g) .....	16	<b>823,055.</b>
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22 .....	17	<b>823,055.</b>
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 2, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.) .....	18	<b>0.</b>

**Part IV Amortization**

(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year
19						
20 Total. Add the amounts in column (g) .....						20
21 Total amortization claimed for federal purposes from federal Form 4562, line 44 .....						21
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 2, line 12 .....						22

CA 3885		DEPRECIATION				STATEMENT 13	
ASSET NO./ DESCRIPTION	DATE IN SERVICE	COST OR BASIS	PRIOR DEPR	METHOD	LIFE	DEPRE- CIATION	BONUS
1 BUILDING	VARIOUS	7,999,173.	2700576.	SL	19.50	410,214.	
2 LEASEHOLD IMPROVEMENTS	VARIOUS	2,836,510.	1029795.	SL	10.00	264,120.	
3 EQUIPMENT	VARIOUS	979,520.	542,847.	SL	5.00	103,372.	
4 OTHER	VARIOUS	56,824.	18,823.	SL	5.00	8,118.	
5 ARTWORK	VARIOUS	5,000.			.000	0.	
6 LOAN FEES	VARIOUS	454,442.	192,700.	SL	15.00	37,231.	
TOTAL DEPR TO FORM 3885		<u>12,331,469.</u>	<u>4484741.</u>			<u>823,055.</u>	

MAIL TO:  
 Registry of Charitable Trusts  
 P.O. Box 903447  
 Sacramento, CA 94203-4470  
 Telephone: (916) 445-2021

WEB SITE ADDRESS:  
<http://ag.ca.gov/charities/>

**ANNUAL  
 REGISTRATION RENEWAL FEE REPORT  
 TO ATTORNEY GENERAL OF CALIFORNIA**

Sections 12586 and 12587, California Government Code  
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: <b>CT 0148017</b>  <b>BAY.ORG</b> <small>Name of Organization</small>  <b>THE EMBARCADERO AT BEACH STREET</b> <small>Address (Number and Street)</small>  <b>SAN FRANCISCO, CA 94133</b> <small>City or Town, State and ZIP Code</small>	<b>Check if:</b> <input type="checkbox"/> Change of address  <input type="checkbox"/> Amended report  Corporate or Organization No. <u>3152816</u>  Federal Employer I.D. No. <u>90-0401015</u>
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**ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)**  
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

**PART A - ACTIVITIES**

For your most recent full accounting period (beginning 01/01/2016 ending 12/31/2016 ) list:  
 Gross annual revenue \$ 11,583,979. Total assets \$ 10,102,733.

**PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT**

**Note:** If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest? <p align="right"><b>SEE STATEMENT 14</b></p>	X	
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.		X
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred. <p align="right"><b>SEE STATEMENT 15</b></p>	X	
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number (415) 623-5300

Organization's e-mail address INFO@BAY.ORG

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

**ERIC ABANTE**

**CONTROLLER**

Signature of authorized officer

Printed Name

Title

Date

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FORM RRF-1

EXPLANATION OF FINANCIAL TRANSACTIONS  
PART B, LINE 1

STATEMENT 14

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THE FOLLOWING DIRECTORS MADE DONATIONS OF THE LISTED AMOUNTS TO THE  
AQUARIUM:

HARRISON DUNNING	\$5,000
MORGAN TARR	\$16,650
STEVEN MACHTINGER	\$12,575
WILLIAM WOLCOTT	\$9,937

THE AQUARIUM HAS A 5% INTEREST UNSECURED LOAN WITH A FORMER BOARD  
MEMBER THAT HAS AN OUTSTANDING PAYABLE OF \$58,770.

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FORM RRF-1

EXPLANATION OF CHARITABLE RAFFLES  
PART B, LINE 7

STATEMENT 15

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ONE RAFFLE WAS HELD ON JUNE 8, 2016.