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ARMANINO ^{LLP}

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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)

2014

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.

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning _____ and ending _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization LIVERMORE VALLEY PERFORMING ARTS CENTER		D Employer identification number 68-0419182
	Doing business as		E Telephone number (925) 373-6100
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 25,585,562.
	2400 FIRST STREET		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code LIVERMORE, CA 94550		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
F Name and address of principal officer: HENRY HUFF SAME AS C ABOVE			H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.LIVERMOREPERFORMINGARTS.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1998 M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ESTABLISH AND OPERATE A WORLD-CLASS PERFORMING ARTS CENTER IN THE TRI-VALLEY.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	15	
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	59	
	6	Total number of volunteers (estimate if necessary)	160	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,811,716.	5,986,071.
	9	Program service revenue (Part VIII, line 2g)	1,313,702.	1,489,957.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-8,832,761.	11,424,851.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	48,527.	6,422,127.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-5,658,816.	25,323,006.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,034,033.	944,879.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	52,632.	70,600.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 368,500.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,192,532.	2,751,522.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,279,197.	3,767,001.
19	Revenue less expenses. Subtract line 18 from line 12	-9,938,013.	21,556,005.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	21,810,006.	23,608,902.
	21	Total liabilities (Part X, line 26)	24,177,963.	4,420,854.
	22	Net assets or fund balances. Subtract line 21 from line 20	-2,367,957.	19,188,048.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	HENRY HUFF, TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name LAWRENCE S. KUECHLER	Preparer's signature LAWRENCE S. KUECHLER	Date 08/10/15	Check if self-employed <input type="checkbox"/>	PTIN P00233621
	Firm's name ▶ ARMANINO LLP	Firm's EIN ▶ 94-6214841	Firm's address ▶ 50 W. SAN FERNANDO ST. #500 SAN JOSE, CA 95113		
			Phone no. 408-200-6400		

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: THE MISSION OF LVPAC IS TO OFFER A BROAD RANGE OF ARTS OPPORTUNITIES AND EXPERIENCES TO ENGAGE IN OUR DIVERSE COMMUNITY.

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? [X] Yes [] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 2,976,680. including grants of \$) (Revenue \$ 1,450,205.) LIVERMORE VALLEY PERFORMING ARTS CENTER (LVPAC) OPERATE THE BANKHEAD THEATER SERVES AS HOME FOR MANY OF THE AREA'S FINEST PERFORMING ARTS ORGANIZATIONS. THESE INCLUDE DEL VALLE FINE ARTS, THE LIVERMORE VALLEY OPERA, THE LIVERMORE-AMADOR SYMPHONY, VALLEY DANCE THEATER, TRI-VALLEY REPERTORY THEATER, LIVERMORE SCHOOL OF DANCE, LAMPLIGHTERS MUSIC THEATRE, RAE DOROUGH SPEAKERS SERIES AND THE PACIFIC CHAMBER SYMPHONY. THE BOTHWELL ARTS CENTER AND DOWNTOWN ART STUDIOS FUNCTION AS INCUBATOR SPACES AND PROVIDES STUDIOS, CLASSROOMS, PERFORMANCE, AND REHEARSAL SPACE FOR MANY OF THE CITY'S ARTS ORGANIZATIONS AND ARTISTS.

LVPAC PROVIDES THE BANKHEAD ON A RENTAL BASIS TO BOTH RESIDENT AND VISITING PERFORMANCE COMPANIES, AND FUNCTIONS AS A PRESENTER IN ITS OWN

4b (Code:) (Expenses \$ 89,690. including grants of \$) (Revenue \$ 54,122.) LVPAC ALSO OPERATES THE BOTHWELL ARTS CENTER, A MULTI-PURPOSE FACILITY FOR THE SUPPORT OF LOCAL VISUAL AND PERFORMING ARTISTS AND ORGANIZATIONS, UNDER A LEASE AGREEMENT WITH THE LIVERMORE AREA RECREATION AND PARK DISTRICT. THE BOTHWELL ARTS CENTER SERVES AS AN ARTS INCUBATOR, OFFERING AFFORDABLE AND RENTABLE CLASSROOM, REHEARSAL, PERFORMANCE, EVENT AND STUDIO RENTAL SPACE FOR ARTIST, MUSICIANS, THEATRICAL, ACTING, CHORAL, AND OTHER INDIVIDUALS AND GROUPS WITH A CULTURAL ARTS FOCUS. THE DOWNTOWN ARTS STUDIOS, A REFURNISHED COMMERCIAL BUILDING OWNED BY THE CITY OF LIVERMORE, PROVIDES STUDIO SPACE FOR LOCAL VISUAL ARTISTS.

10,500 PEOPLE PARTICIPATED IN OR ATTENDED THESE EVENTS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$ 6,342,606.) IN 2011 THE ORGANIZATION STARTED DESIGN WORK FOR A 2,000 SEAT REGIONAL PERFORMING ARTS THEATER. HOWEVER, IN 2012 A MAJOR FUNDING SOURCE FOR THE ORGANIZATION DISSOLVED. THE LOSS OF THIS FUNDING ULTIMATELY MADE IT IMPOSSIBLE FOR THE THEATER TO BE COMPLETED. IN 2014, IN RESPONSE TO THE PROSPECTIVE FUNDING LOSS, LVPAC RESTRUCTURED AND RETIRED ITS EXISTING DEBT, INCLUDING A CANCELLATION OF \$7,500,000, OFFSET BY RELATED LEGAL AND CLOSING COST OF \$552,487 AND BOND ISSUANCE COST WRITE OFF OF \$604,907.

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

4e Total program service expenses 3,066,370.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	N/A	
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	N/A	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? N/A		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the sponsoring organization make any taxable distributions under section 4966? N/A		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? N/A		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12 N/A		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders N/A		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? N/A Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1a	18		
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	15		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **CA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request 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: **REANNA BRADFORD - 925-373-6100**
2400 FIRST STREET, LIVERMORE, CA 94550

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) PHILIP R. WENTE CHAIRMAN	1.00	X		X				0.	0.	0.
(2) JOAN K. SEPPALA PRESIDENT	1.00	X		X				0.	0.	0.
(3) DENISE WATKINS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(4) HENRY HUFF (FROM 06/2014) TREASURER	1.00	X		X				0.	0.	0.
(5) MICHAEL BOCCHICCHIO (TO 02/2014) TREASURER	1.00	X		X				0.	0.	0.
(6) JEANETTE KING SECRETARY	1.00	X		X				0.	0.	0.
(7) NANCY BANKHEAD DIRECTOR	1.00	X						0.	0.	0.
(8) MICHAEL W. FABER (TO 01/2014) DIRECTOR	1.00	X						0.	0.	0.
(9) CHRIS GRANT (TO 04/2014) DIRECTOR	1.00	X						0.	0.	0.
(10) RO KHANNA (TO 08/2014) DIRECTOR	1.00	X						0.	0.	0.
(11) STEVE KING DIRECTOR	1.00	X						0.	0.	0.
(12) JOSEPH MADDEN DIRECTOR	1.00	X						0.	0.	0.
(13) LAYNE MARCEAU DIRECTOR	1.00	X						0.	0.	0.
(14) THOMAS REITTE (TO 12/2014) DIRECTOR	1.00	X						0.	0.	0.
(15) DONNA WILCOX DIRECTOR	1.00	X						0.	0.	0.
(16) DALE KAYE DIRECTOR	1.00	X						0.	0.	0.
(17) AARON ORTIZ DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JEAN SHULER DIRECTOR	1.00	X						0.	0.	0.
(19) DAVE ACKERMAN (FROM 08/2014) DIRECTOR	1.00	X						0.	0.	0.
(20) JUDGE MARK EATON (FROM 07/2014) DIRECTOR	1.00	X						0.	0.	0.
(21) CHARLES HARTWIG (FROM 07/2014) DIRECTOR	1.00	X						0.	0.	0.
(22) BARRY RUSSELL (FROM 08/2014) DIRECTOR	1.00	X						0.	0.	0.
(23) LEE YOUNKER (FROM 08/2014) DIRECTOR	1.00	X						0.	0.	0.
(24) SCOTT KENISON (FROM 12/2014) EXECUTIVE DIRECTOR	40.00			X				5,385.	0.	0.
(25) REANNA BRADFORD FINANCE MANAGER	40.00			X				65,408.	0.	0.
(26) DAVID HYSLOP (TO 09/2014) INTERIM EXECUTIVE DIRECTOR	20.00			X				98,400.	0.	0.
1b Sub-total								169,193.	0.	0.
c Total from continuation sheets to Part VII, Section A								74,314.	0.	129.
d Total (add lines 1b and 1c)								243,507.	0.	129.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CARR MCCLELLAN INGERSOLL THOMPSON & HORN P.O. BOX 513, BURLINGAME, CA 94011-0513	LEGAL SERVICES	334,017.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	1 b	Membership dues					
	1 c	Fundraising events	86,653.				
	1 d	Related organizations					
	1 e	Government grants (contributions)	3,255,265.				
	1 f	All other contributions, gifts, grants, and similar amounts not included above	2,644,153.				
	g	Noncash contributions included in lines 1a-1f: \$	156,126.				
	h	Total. Add lines 1a-1f	5,986,071.				
	Program Service Revenue	2 a	THEATER REVENUE	711110	1,435,835.	1,435,835.	
2 b		BOTHWELL STUDIO	711110	54,122.	54,122.		
2 c							
2 d							
2 e							
2 f		All other program service revenue					
g		Total. Add lines 2a-2f		1,489,957.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		11,816.		11,816.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	17,749.			
			(ii) Personal				
			b Less: rental expenses	0.			
			c Rental income or (loss)	17,749.			
	d	Net rental income or (loss)		17,749.		17,749.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	11,413,135.			
			(ii) Other				
			b Less: cost or other basis and sales expenses	100.	0.		
			c Gain or (loss)	-100.	11,413,135.		
	d	Net gain or (loss)		11,413,035.		11,413,035.	
	8 a	Gross income from fundraising events (not including \$ 86,653. of contributions reported on line 1c). See Part IV, line 18	a	211,896.			
			b Less: direct expenses	211,896.			
c				0.			
9 a	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19	a	5,000.				
		b Less: direct expenses	1,000.				
		c		4,000.		4,000.	
10 a	Gross sales of inventory, less returns and allowances	a	92,962.				
		b Less: cost of goods sold	49,560.				
		c		43,402.		43,402.	
Miscellaneous Revenue			Business Code				
11 a	NET CANCELLATION OF DEBT	900099	6,342,606.	6,342,606.			
11 b	MISC REFUNDS	900099	14,370.	14,370.			
11 c							
11 d	All other revenue						
11 e	Total. Add lines 11a-11d		6,356,976.				
12	Total revenue. See instructions.		25,323,006.	7,846,933.	0.	11,490,002.	

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	145,236.	79,828.	65,408.	
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	590,995.	472,378.	841.	117,776.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	137,015.	112,507.	10,307.	14,201.
10 Payroll taxes	71,633.	53,725.	6,447.	11,461.
11 Fees for services (non-employees):				
a Management	98,400.	49,200.	29,520.	19,680.
b Legal	106,145.	47,817.	58,328.	
c Accounting	47,472.		47,472.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	70,600.			70,600.
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.)	126,808.	29,920.	61,690.	35,198.
12 Advertising and promotion	184,246.	184,246.		
13 Office expenses	209,276.	185,782.	11,596.	11,898.
14 Information technology	74,037.	62,931.	5,553.	5,553.
15 Royalties				
16 Occupancy	128,642.	123,496.	2,573.	2,573.
17 Travel	54,400.	17,715.	15,722.	20,963.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	34,644.	33,258.	693.	693.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	808,548.	800,214.	4,167.	4,167.
23 Insurance				
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 ARTIST PAYMENTS	581,686.	581,686.		
b LOAN FEES	130,573.	127,309.	1,554.	1,710.
c FACILITY & EQUIPMENT	79,499.	79,499.		
d BAD DEBT EXPENSE	52,027.			52,027.
e All other expenses	35,119.	24,859.	10,260.	
25 Total functional expenses. Add lines 1 through 24e	3,767,001.	3,066,370.	332,131.	368,500.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	498,731.	1	325,099.
	2	Savings and temporary cash investments	4,920.	2	4,939.
	3	Pledges and grants receivable, net	1,737,940.	3	1,438,631.
	4	Accounts receivable, net	3,008.	4	1,980.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	7,696.	9	28,436.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 24,201,806.		
	b	Less: accumulated depreciation	10b 6,064,979.	18,927,944.	10c 18,136,827.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	629,767.	15	3,672,990.
16	Total assets. Add lines 1 through 15 (must equal line 34)	21,810,006.	16	23,608,902.	
Liabilities	17	Accounts payable and accrued expenses	505,227.	17	653,794.
	18	Grants payable		18	
	19	Deferred revenue	202,736.	19	308,636.
	20	Tax-exempt bond liabilities	22,470,000.	20	0.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	125,000.	22	1,135,366.
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties	875,000.	24	875,000.
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	1,448,058.
	26	Total liabilities. Add lines 17 through 25	24,177,963.	26	4,420,854.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	-4,725,761.	27	16,948,610.
	28	Temporarily restricted net assets	1,617,804.	28	1,499,438.
	29	Permanently restricted net assets	740,000.	29	740,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	-2,367,957.	33	19,188,048.
34	Total liabilities and net assets/fund balances	21,810,006.	34	23,608,902.	

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	25,323,006.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,767,001.
3	Revenue less expenses. Subtract line 2 from line 1	3	21,556,005.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-2,367,957.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	19,188,048.

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

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1544566.	1949765.	1177223.	1811716.	5986071.	12469341.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1544566.	1949765.	1177223.	1811716.	5986071.	12469341.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2787538.
6 Public support. Subtract line 5 from line 4.						9681803.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	1544566.	1949765.	1177223.	1811716.	5986071.	12469341.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,887.	15,901.	17,712.	16,363.	29,565.	85,428.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	62,881.	4,741.	11,293.	4,904.	6356976.	6440795.
11 Total support. Add lines 7 through 10						18995564.
12 Gross receipts from related activities, etc. (see instructions)					12	7,191,916.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	50.97 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	69.78 %
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. 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 on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? 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.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
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)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? 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.		
c 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)? 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.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? 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).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		
9a 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))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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 A family member of a person described in (a) above?		
c 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
1 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.		
2 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
1 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. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 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).		
3 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

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a 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.		
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.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a 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 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. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(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	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(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	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
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	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			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	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 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
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

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.

OMB No. 1545-0047

2014

Name of the organization

Employer identification number

LIVERMORE VALLEY PERFORMING ARTS CENTER

68-0419182

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. Do not 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 is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

LIVERMORE VALLEY PERFORMING ARTS CENTER

68-0419182

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		\$ 455,265.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 352,983.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 1,013,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 2,800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

LIVERMORE VALLEY PERFORMING ARTS CENTER

68-0419182

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
2	\$100 - 4 BOTTLES OF BENT CREEK PETITE SIRAH	\$ 100.	12/02/14
3	\$3,000 -2 TURKISH RUGS	\$ 3,000.	12/01/14
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization LIVERMORE VALLEY PERFORMING ARTS CENTER	Employer identification number 68-0419182
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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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

LIVERMORE VALLEY PERFORMING ARTS CENTER

Employer identification number

68-0419182

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the

organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate 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" to Form 990, Part IV, line 7.

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

Preservation of land for public use (e.g., recreation or education) Preservation of 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?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

(i) Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

(check all that apply):

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

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

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

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

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

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

	Amount
c Beginning balance	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 in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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" to 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		740,000.		740,000.
b Buildings		22,561,245.	5,451,370.	17,109,875.
c Leasehold improvements		21,729.	20,550.	1,179.
d Equipment		151,614.	142,027.	9,587.
e Other		727,218.	451,032.	276,186.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				18,136,827.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) STATE OF CALIFORNIA SETTLEMENT RECEIVABLE	3,672,990.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	3,672,990.

Part X Other Liabilities.

Complete if the organization answered "Yes" to 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) PRESENT VALUE OF PURCHASE OPTION	1,448,058.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,448,058.

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" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	25,519,152.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b	146,586.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	146,586.
3	Subtract line 2e from line 1		3	25,372,566.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	-49,560.	
c	Add lines 4a and 4b		4c	-49,560.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	25,323,006.

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

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

1	Total expenses and losses per audited financial statements		1	3,963,147.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	146,586.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	49,560.	
e	Add lines 2a through 2d		2e	196,146.
3	Subtract line 2e from line 1		3	3,767,001.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	3,767,001.

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 X, LINE 2:

ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA
 PROVIDE ACCOUNTING AND DISCLOSURE GUIDANCE ABOUT POSITIONS TAKEN BY AN
 ORGANIZATION IN ITS TAX RETURNS THAT MIGHT BE UNCERTAIN. MANAGEMENT HAS
 CONSIDERED ITS TAX POSITIONS AND BELIEVES THAT ALL OF THE POSITIONS TAKEN
 BY THE CENTER IN THEIR FEDERAL AND STATE EXEMPT ORGANIZATION TAX RETURNS
 ARE MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION.

THE CENTER'S FILES INFORMATION RETURNS IN THE U.S. FEDERAL JURISDICTION
 AND STATE OF CALIFORNIA. THE CENTER'S FEDERAL RETURNS FOR THE TAX YEARS
 2011 AND BEYOND REMAIN SUBJECT TO POSSIBLE EXAMINATION BY THE INTERNAL
 REVENUE SERVICE. THE CENTER'S CALIFORNIA RETURNS FOR THE TAX YEARS 2010

Part XIII Supplemental Information *(continued)*

AND BEYOND REMAIN SUBJECT TO POSSIBLE EXAMINATION BY THE FRANCHISE TAX BOARD.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

CONCESSIONS EXPENSE -49,560.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CONCESSIONS EXPENSE 49,560.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization: **LIVERMORE VALLEY PERFORMING ARTS CENTER**
Employer identification number: **68-0419182**

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

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

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

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ESSEX & DRAKE FUND RAISING COUNSEL - 1202 UNIVERSITY	FUNDRAISING CONSULTANTS - SEE PART IV		X	0.	70,600.	0.
Total					70,600.	

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

CA

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

		(a) Event #1 LOBSTER CLAMBAKE (event type)	(b) Event #2 ARTWALK (event type)	(c) Other events 2 (total number)	(d) Total events (add col. (a) through col. (c))	
Revenue	1	Gross receipts	283,901.	12,926.	1,722.	298,549.
	2	Less: Contributions	82,873.	2,250.	1,530.	86,653.
	3	Gross income (line 1 minus line 2)	201,028.	10,676.	192.	211,896.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes	6,668.		363.	7,031.
	6	Rent/facility costs	39,503.	28.	875.	40,406.
	7	Food and beverages	37,181.	123.	3,833.	41,137.
	8	Entertainment	3,000.			3,000.
	9	Other direct expenses	100,041.	5,177.	15,104.	120,322.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				211,896.
	11	Net income summary. Subtract line 10 from line 3, column (d)				0.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
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 | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:

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

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

Part IV **Supplemental Information.** 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 G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: ESSEX & DRAKE FUND RAISING COUNSEL

(I) ADDRESS OF FUNDRAISER: 1202 UNIVERSITY AVE, SAN JOSE, CA 95126

SCHEDULE G, PART I, LINE 2B

ESSEX & DRAKE FUND RAISING COUNSEL PROVIDES ONLY FUNDRAISING CONSULTING TO THE ORGANIZATION. ESSEX & DRAKE FUND RAISING COUNSEL WILL NOT AT ANY TIME SOLICIT FUNDS, ASSETS, OR PROPERTY FOR CHARITABLE PURPOSES AND

Part IV Supplemental Information *(continued)*

WILL NOT RECEIVE OR CONTROL FUND, ASSETS, OR PROPERTY SOLICITED FOR
CHARITABLE PURPOSES. THEREFORE NO REVENUE WAS DIRECTLY DERIVED AND
IDENTIFIABLE FROM THE SERVICE PROVIDED BY ESSEX & DRAKE FUND RAISING
COUNSEL.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JOAN SEPPALA	MEMBER OF THE BOARD	30,372.	"THE INDEPE		X
DAVID HYSLOP	INTERIM EXECUTIVE D	98,400.	THE CENTER		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: DENISE WATKINS

(B) RELATIONSHIP WITH ORGANIZATION: BOARD VICE PRESIDENT

(C) PURPOSE OF LOAN: TO SUPPORT GENERAL OPERATIONS

(A) NAME OF PERSON: NANCY BANKHEAD/FALLON ENTERPRISES

(B) RELATIONSHIP WITH ORGANIZATION: BOARD MEMBER

(C) PURPOSE OF LOAN: TO SUPPORT GENERAL OPERATIONS

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: JOAN SEPPALA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MEMBER OF THE BOARD

(C) AMOUNT OF TRANSACTION \$ 30,372.

(D) DESCRIPTION OF TRANSACTION: "THE INDEPENDENT", A NEWSPAPER OWNED BY JOAN SEPPALA (PRESIDENT) PROVIDED \$30,372 WORTH OF NEWSPAPER ADVERTISEMENTS.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: DAVID HYSLOP

Part V Supplemental Information

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

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

INTERIM EXECUTIVE DIRECTOR

(D) DESCRIPTION OF TRANSACTION: THE CENTER CONTRACTED WITH HYSLOP &

ASSOCIATES TO PROVIDE MANAGEMENT SERVICES TO THE ORGANIZATION. DAVID

HYSLOP, WHO IS AN EMPLOYEE OF HYSLOP & ASSOCIATES, WORKED AS THE INTERIM

EXECUTIVE DIRECTOR FOR THE CENTER. IN TURN THE CENTER PAID HYSLOP &

ASSOCIATES FEES FOR SERVICES PROVIDED. TOTAL FEES PAID FOR 2014 WAS

\$98,400.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2014

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **LIVERMORE VALLEY PERFORMING ARTS CENTER** Employer identification number **68-0419182**

Part I		Types of Property			
	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts	
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	2	34,832. FMV	
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (AUCTION ITEMS)	X	138	93,133. FMV	
26	Other ▶ (SPECIAL EVENT)	X	3	20,969. COST	
27	Other ▶ (SUPPLIES)	X	7	7,192. COST	
28	Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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.

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization

LIVERMORE VALLEY PERFORMING ARTS CENTER

Employer identification number

68-0419182

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

IN 2013 THE ORGANIZATION REMOVED THE REGIONAL THEATER FROM PROGRAM SERVICES DUE TO A LACK OF FUNDING. HOWEVER, IN 2014, THE ORGANIZATION RECEIVED INCOME IN RELATION TO THIS PROGRAM. SEE DESCRIPTION ON 4C.

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

RIGHT, BRINGING TO LIVERMORE ARTISTS OF NATIONAL AND INTERNATIONAL STATURE. FINALLY, LVPAC PROVIDES STUDENT MATINEE PERFORMANCES AND ARTISTS' CLASSROOM WORKSHOPS FOR SCHOOL CHILDREN ACROSS THE TRI-VALLEY.

DURING 2014, OVER 170 PUBLIC EVENTS TOOK PLACE IN THE BANKHEAD THEATER; MORE THAN 60,000 ATTENDEES ENJOYED PERFORMANCES BY SUCH ATTRACTIONS AS THE LIVERMORE VALLEY OPERA, CALIFORNIA THEATRE CENTER, TRI-VALLEY REPERTORY THEATRE, THE LIVERMORE-AMADOR SYMPHONY, VALLEY DANCE THEATER, THE CAPITOL STEPS, WALLIN' JENNYS, PAULA POUNDSTONE, MENOPAUSE THE MUSICAL, JAKE SHIMABUKURO, AND THE OLATE DOGS. LVPAC AGAIN HOSTED ITS ANNUAL ARTWALK FESTIVAL, WHICH BROUGHT VISITORS TO DOWNTOWN LIVERMORE. A CORNERSTONE OF LIVERMORE'S DOWNTOWN REVITALIZATION, THE LIVERMORE VALLEY PERFORMING ARTS CENTER AND THE BANKHEAD THEATER PLAY A VIBRANT ROLE IN THE CULTURAL AND ECONOMIC LIFE OF THE CITY OF LIVERMORE AND THE SURROUNDING TRI-VALLEY REGION.

FORM 990, PART VI, SECTION A, LINE 3:

THE CENTER CONTRACTED WITH HYSLOP & ASSOCIATES TO PROVIDE MANAGEMENT SERVICES TO THE ORGANIZATION. DAVID HYSLOP, OF HYSLOP & ASSOCIATES, WORKED AS THE INTERIM EXECUTIVE DIRECTOR FROM JANUARY THROUGH SEPTEMBER 30, 2014.

Name of the organization LIVERMORE VALLEY PERFORMING ARTS CENTER	Employer identification number 68-0419182
---	--

TOTAL FEES PAID TO HYSLOP & ASSOCIATES FOR 2014 WERE \$98,400.

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

FORM 990 IS PREPARED BY THE ORGANIZATION'S AUDIT FIRM AND STAFF, REVIEWED BY THE BOARD FINANCE COMMITTEE AND APPROVED BY THE BOARD OF DIRECTORS PRIOR TO SUBMISSION TO THE INTERNAL REVENUE SERVICE.

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

EACH DIRECTOR AND OFFICER ANNUALLY SIGNS A STATEMENT THAT AFFIRMS THAT THEY HAVE RECEIVED A COPY OF THE ORGANIZATION'S CONFLICT OF INTEREST POLICY, HAS READ AND UNDERSTAND THE POLICY AND WILL COMPLY WITH IT. THE ORGANIZATION'S EXECUTIVE DIRECTOR MONITORS THE ORGANIZATION'S ACTIVITIES AND TRANSACTIONS THAT COME BEFORE THE BOARD FOR ANY POTENTIAL CONFLICT OF INTEREST IN ORDER TO ENSURE COMPLIANCE WITH EXISTING POLICIES.

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

THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S CEO, EXECUTIVE DIRECTOR OR TOP MANAGEMENT OFFICIALS REQUIRES COMPARABILITY DATA AND OUTSIDE RESEARCH. THE COMPENSATION IS APPROVED BY THE BOARD. FORMAL REVIEWS FOR THE EXECUTIVE DIRECTOR AND FINANCE MANAGER HAVE NOT BEEN COMPLETED AS YET.

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

LVPAC MAKES ITS GOVERNMENT DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART IX:

DURING 2014 LVPAC ENTERED INTO A FOUR PARTY AGREEMENT WHEREBY IT WAS

Name of the organization

LIVERMORE VALLEY PERFORMING ARTS CENTER

Employer identification number

68-0419182

ABLE TO RESTRUCTURE AND ELIMINATE ITS BOND DEBT. LPAVC'S BANKHEAD THEATER WAS CONSTRUCTED PURSUANT TO A SERIES OF AGREEMENTS BETWEEN THE CITY OF LIVERMORE, THE REDEVELOPMENT AGENCY OF THE CITY OF LIVERMORE AND LVPAC. THE DEVELOPMENT OF THE BANKHEAD THEATER WAS FINANCED IN 2006 BY HAVING THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY ("CSCDA") ISSUE BONDS IN THE AMOUNT OF \$23,830,000 ON BEHALF OF LVPAC. THE BALANCE OF THE BONDS AT DECEMBER 31, 2013 WAS \$22,470,000.

LVPAC ALSO INCURRED CONSTRUCTION COSTS OF \$6,619,136 AS OF DECEMBER 31, 2013 FOR THE DESIGN AND DEVELOPMENT OF A 2000-SEAT (REGIONAL) THEATER. TO FINANCE THE PROJECT THROUGH THE REDEVELOPMENT AGENCY, THE CENTER ALSO INCURRED BOND ISSUANCE COSTS OF \$2,216,069 AS OF DECEMBER 31, 2013.

IN 2012 THE REDEVELOPMENT AGENCIES WERE DISSOLVED BY THE STATE OF CALIFORNIA. THIS DISSOLUTION NEGATIVELY AFFECTED THE DEVELOPMENT AND OPERATION OF THE REGIONAL THEATER AS WELL AS LVPAC'S FINANCIAL PLAN FOR THE OPERATION OF THE BANKHEAD THEATER. THE CENTER FILED LITIGATION AGAINST THE STATE OF CALIFORNIA BUT THE COURT RULED AGAINST LVPAC.

IN 2013 LVPAC DETERMINED THAT IT WOULD NOT BE ABLE TO PROCEED WITH THE PROJECT AND FULLY RESERVED THE REGIONAL THEATER ASSETS. IN 2014, FACED WITH THE INABILITY TO PAY OFF THE EXISTING BOND DEBT, LVPAC NEGOTIATED A SETTLEMENT WITH THE BANK, THAT HAD ISSUED THE LETTER OF CREDIT THAT SUPPORTED THE BOND DEBT, AND THE CITY OF LIVERMORE. DURING THE YEAR ENDED DECEMBER 31, 2014, AS PART OF THIS SETTLEMENT, LVPAC ASSIGNED ALL FUTURE HOST COMMUNITY IMPACT ACCOUNT FEES (HCIAF) TO THE CITY OF LIVERMORE IN EXCHANGE FOR A PAYMENT OF \$9,200,000 TOWARDS LVPAC'S BOND

Name of the organization

LIVERMORE VALLEY PERFORMING ARTS CENTER

Employer identification number

68-0419182

DEBT AND TRANSFERRED OWNERSHIP OF THE BANKHEAD THEATER TO THE CITY OF LIVERMORE.

IN SEPTEMBER 2014, LVPAC SETTLED ITS LITIGATION WITH THE STATE OF CALIFORNIA AND RECEIVED A GROSS SETTLEMENT OF \$3,750,000. ACCORDING TO THE AGREEMENT, LVPAC WILL RECEIVE ESTIMATED PAYMENTS ON THE SETTLEMENT OF \$1,500,000 IN EACH OF THE YEARS ENDING DECEMBER 31, 2015 AND DECEMBER 31, 2016 AND \$750,000 IN THE YEAR ENDING DECEMBER 31, 2017.

2014 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
	BUILDINGS														
2	BUILDING	VARIOUS	SL	39.00	MM	16	22533187.				22533187.	4,693,032.		752,085.	5,445,117.
5	BUILDING IMPROVEMENT SUNSHADE FOR BOX OFFICE	08/01/10	SL	20.00		16	3,428.				3,428.	456.		171.	627.
10	WINDOW	05/01/11	SL	10.00		16	12,319.				12,319.	3,183.		1,232.	4,415.
14	BUILDING	02/01/14	SL	5.00		16	5,820.				5,820.			1,067.	1,067.
17	BUILDING	11/01/14	SL	5.00		16	6,491.				6,491.			144.	144.
	* 990 PAGE 10 TOTAL BUILDINGS						22561245.				22561245.	4,696,671.		754,699.	5,451,370.
	FURNITURE & FIXTURES														
3	FURNITURE AND FIXTURES	VARIOUS	SL	7.00		16	711,864.				711,864.	398,400.		47,473.	445,873.
9	BENCHES FOR LOBBY	11/01/11	SL	10.00		16	10,492.				10,492.	2,185.		1,049.	3,234.
13	POSTER SIGNS	12/31/12	SL	7.00		16	1,741.				1,741.	248.		249.	497.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTURES						724,097.				724,097.	400,833.		48,771.	449,604.
	MACHINERY & EQUIPMENT														
6	MAIL SERVER	10/01/10	SL	5.00		16	3,997.				3,997.	2,530.		799.	3,329.
7	NETWORK SERVER	09/01/11	SL	5.00		16	9,968.				9,968.	4,653.		1,994.	6,647.
8	BOX OFFICE COMPUTERS (3)	12/31/11	SL	5.00		16	2,988.				2,988.	1,195.		598.	1,793.
12	COMPUTERS	VARIOUS	SL	5.00		16	129,541.				129,541.	129,542.		0.	129,542.
15	COMPUTERS	05/01/14	SL	5.00		16	2,249.				2,249.			216.	216.

2014 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
16	COMPUTERS	10/01/14	SL	5.00		16	2,871.				2,871.			500.	500.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT						151,614.				151,614.	137,920.		4,107.	142,027.
	LAND														
1	LAND	VARIOUS	L				740,000.				740,000.			0.	
	* 990 PAGE 10 TOTAL LAND						740,000.				740,000.	0.		0.	0.
	OTHER														
4	LEASEHOLD IMPROVEMENTS	VARIOUS	SL	39.00	MM	16	21,729.				21,729.	20,025.		525.	20,550.
11	POSTER SIGNS	12/31/11	SL	7.00		16	3,121.				3,121.	982.		446.	1,428.
	* 990 PAGE 10 TOTAL OTHER						24,850.				24,850.	21,007.		971.	21,978.
	* GRAND TOTAL 990 PAGE 10 DEPR						24201806.				24201806.	5,256,431.		808,548.	6,064,979.