Not-for-Profit Transmittal and Approval Form MAY 2 2014 AM 9:15 NEIGHBORHOOD DEVELOPMENT FUND

| Applicant/Program: 21st Century Parks, Inc. / ATV |
|---|
| Executive Summary of Request: To purchase an ATV that will be used by the Park Ranger to assist emergency personnel (police, fire, EMS) who need to respond to a remote sections of the 4,000 park that is not otherwise accessible. |
| Is this program/project a fundraiser? Is this applicant a faith based organization? Does this application include funding for sub-grantee(s)? Yes No No |
| I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required. |
| District # Primary Sponsor Signature \$4,886.25 Amount Date |
| Primary Sponsor Disclosure List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors. none |
| Approved by: |
| Appropriations Committee Chairman Date Clerk's Office Only: |
| Request Amount: Committee Amended Appropriation: Council Amended Appropriation: |

OFFICE OF METRO COUNCIL CLERK

1 | Page Effective February 2014 Applicant/Program: 21st Century Parks, Inc. / ATV

Additional Disclosure and Signatures

Additional Council Office Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

none

| 20 District # | Stuart Buss Council Member Signature | \$4885.00 Amount | 1/38/17 Date |
|---------------|---|---------------------|-----------------|
| District # | Council Member Signature | Amount | Date |
| District # | Council Member Signature | Amount | Date |
| District # | Council Member Signature | Amount | Date |
| District # | Council Member Signature | Amount | Date |
| District # | Council Member Signature | Amount | Date |
| District # | Council Member Signature | Amount | Date |

RECEIVED APR 3 0 2014



LOUISVILLE METRO COUNCIL

NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

| SECTION 1 - APPLICA | ANT INFORMATION | | | | |
|--|--|--|--|--|--|
| Legal Name of Applicant Organization: (as listed on: http://www.sos.ky.gov/business/records/) 21st Co | entury Parks, Inc. | | | | |
| Main Office Street & Mailing Address: 471 W. Main Street, Ste | 202, Louisville, KY 40202 | | | | |
| Website: www.theparklands.org | | | | | |
| Application Contact: Daniel H. Jones | Title: Chief Executive Officer | | | | |
| Phone: 502-584-0350 | Email: dj@21cparks.org | | | | |
| Financial Contact: Jim Moore | Title: Chief Operating Officer | | | | |
| Phone: 502-584-0350 | Email:jmoore@21cparks.org | | | | |
| GEOGRAPHICAL AREA(S) WHERE PROGRA | AM ACTIVITIES ARE (WILL BE) PROVIDED | | | | |
| Program Facility Location(s): The Parklands of Floyds Fork | | | | | |
| Council District(s): 19 and 20 | Zip Code(s): 40245 | | | | |
| SECTION 2 - PROGRAM REQUES | T & FINANCIAL INFORMATION | | | | |
| Program Name: ATV Grant | | | | | |
| Total Request: \$9,771.25 Total Metro Awar | d (this program) in previous year : \$ | | | | |
| The following are required attachments: | | | | | |
| ☐ Signed lease if rent costs are being requested ☐ Current Year Projected Budget ☐ List of Board of Directors (include term & term limits) ☐ Current financial statement ☐ Most recent IRS Form 990 or 1120-H ☐ Articles of Incorporation ☐ Cost estimates from proposed vendor if request is for capital expense ☐ Signed lease if rent costs are being requested ☐ IRS Form W9 ☐ Evaluation forms if used in the proposed program ☐ Annual audit (if required by organization) ☐ Faith Based Organization Certification Form, if required ☐ Staff including the 3 highest paid staff | | | | | |
| Agency Fiscal Yr Start Date: 2004 | | | | | |
| For the current fiscal year ending June 30, list all funds received from expense, including funds received through Metro Federal Grants, from Development Funds). Attach additional sheet if necessary. | | | | | |
| Source: | Amount: \$ | | | | |
| Source: | Amount: \$ | | | | |
| Source: | Amount: \$ | | | | |
| Has the applicant contacted the BBB Charity Review for participation? Has the applicant met the BBB Charity Review Standards? \blacksquare Yes \square N | | | | | |
| SECTION 3 - S | HIGNATURE | | | | |
| I certify under the penalty of law the information in this application (including, without limitation, the "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization. | | | | | |
| Signature of Legal Signatory: | Date: April 14, 2014 | | | | |
| Legal Signatory (please print): | Title: Chief Executive Officer | | | | |
| Phone: 502 5840350 Extension: | Email: dj@21cparks.org | | | | |

SECTION 4 - AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

In 2004, 21st Century Parks was founded with the mission that reflects a passion for Louisville's parks including a respect for both people and nature. 21st Century Parks exhibits unexcelled design, effective partnerships, and sufficient funding to meet the publics need for safe, accessible, well-maintained, and user-friendly parks now and into the future. Working with our strategic partners, Louisville, Metro Government and the nonprofit Future Fund, 21st Century Parks Parks has acquired and protected in perpetuity nearly 4,000 acres of new park land in the Floyds Fork watershed corridor, resulting in one of the nation's largest new metropolitan parks projects - and the only one that is 100% funded to complete construction and scheduled to open to the public within three years.

In the 21st century parks serve a multitude of needs: from preservation of environmental resources to science education to economic development. Because this project cuts right through the heart of the major undeveloped section of Metro Louisville, it will both preserve a vanishing landscape and shape a new urban reality for our community. The Parklands skillfully combines and promotes community involvement, environmental conversation and preservation, health and wellness, and dynamic learning experiences.

We are employing best practices in land use and infrastructure planning, watershed protection, education programming, historic preservation, multi-modal trail development, and design of recreational spaces. This is a transformational project for Louisville and a unique opportunity to create a model for the country. We believe that cities across the country and around the world should be purchasing land on the edge of the community ahead of development, and preserving that land as public space for future generations to enjoy.

SECTION 5 - PROGRAM NARRATIVE

| A: | Purpose | of | Request | (check | all | that | appl | V | : |
|----|---------|----|---------|--------|-----|------|------|---|---|
|----|---------|----|---------|--------|-----|------|------|---|---|

- Operating Funds (generally cannot exceed 33% of agency's total operating budget)
- ☐ Programming/services/events for direct benefit to community or qualified individuals
- ☐ Capital Project of the organization (equipment, furnishing, building, etc)

B: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc):

The most important objective of 21st Century Parks is to create and preserve unexcelled beautiful public parks which reflect the needs and values of our community today and for future generations. Through this project, 21st Century Parks will more effectively plan for and shape the character and livability of the city and its expansion. As a donor-supported public-park, 21st Century Parks relies on the community's support to maintain and operate The Parklands of Floyds Fork to a world-class standard. With Louisville Metro Council's support, we will be able to raise funds to preserve the current and future trees, trails, landscaping, and facilities allowing each visitor an unparalleled experience.

This year, the funds raised will help to:

Sustain the environment for 1,000 acres of public parklands currently open to the public, which includes more than 40,000 trees, shrubs, and forbs planted last year and well as hundreds of acres of natural space

Provide world-class amenities to fulfill our mission of creating clean, safe, fun, and beautiful parks for over one million visitors per year

Encourage healthy habits by maintaining more than 20 miles of new trails currently open to the public, including hiking, biking, paddling, and a scenic park drive

Stimulate curiosity by engaging thousands of visitors in interpretive scientific learning through the Outdoor Classroom

| C: Describe specifically how the funding will be spent including identification of funding to subgrantee(s): |
|--|
| The ATV will enable the park ranger to patrol and respond to the remote areas of the 4,000 acre park that are otherwise inaccessible by traditional patrol vehicles, including most ambulances. The ATV will enable our ranger the ability to effectively patrol these areas which would otherwise be neglected and may become attractive areas for crime. Also, when the unfortunate situation arises where a park visitor is injured or has a medical emergency, the ATV will provide the ranger the ability to respond to the site and facilitate expedited first responder activities as required. |
| |
| |
| D: For Expenditure Reimbursement Only - The grant award period begins with the Metro Council Appropriation Committee approval date and ends on June 30 of the fiscal year in which the grant is approved. If any part of this funding request is for funds that will be spent before the grant award period, identify the applicable circumstances: |
| □ The funding request is a reimbursement of the following expenditures that have occurred prior to the application date: ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application. ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this |
| application. |
| The funding request is a reimbursement of the following expenditures that will be incurred after the application date, but prior to the |
| Metro Council approval date. This option will allow expenditures occurring within this time frame to be considered compliant with the grant agreement. ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application. ✓ The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement. |
| |
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| | E: If this request is for a fundraiser, please detail how the proceeds will be spent: |
|--|--|
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| | |
| - | F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program specifically. |
| A CONTRACTOR OF THE CONTRACTOR | The Parklands of Floyds Fork was created and is maintained with the support of a strong network of partners in the community. Working with our strategic partners, including Louisville Metro Government and the nonprofit Future Fund, 21st Century Parks has acquired and protected in perpetuity nearly 4,000 acres of new park land in the Floyds Fork watershed corridor, resulting in one of the nation's largest new metropolitan parks project. |
| THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN COLUMN TWO | Thanks to the dedicated members of the 21st Century Parks Steering Committee and the generosity of the community, we reached our \$120 million goal campaign to create and build The Parklands of Floyds Fork. Over 600 donors contributedincluding 480 individuals, 76 corporations, and 42 foundations, as well as a \$38 million federal appropriation from the Federal Highway Administration, a \$10 million grant from the Kentucky Transportation Cabinet, and \$1.5 million provided by Louisville Metro Government. |
| | We continue to work with partners every day at The Parklands in various ways. Members from local organizations including the Derby City Fly Fisherman, Louisville Dog Run Association, the Kentucky Mountain |

organizations including the Derby City Fly Fisherman, Louisville Dog Run Association, the Kentucky Mountain Bike Association, Kentuckiana Girl Scouts and Boy Scouts, Kentuckiana Paddling Association, the Louisville Astronomical Society, the Glenview Garden Club, and over 100 individual volunteers have shared over 3,000 volunteer hours with The Parklands in 2013.

In addition, we work with the Kentucky Fish and Wildlife and its Fishing in Neighborhoods (FINs) program to regularly stock the lakes at The Parklands to meet the needs of anglers. We have a strong partnership with the Kentucky Science Center, Jefferson County Public Schools, the Archdiocese of Louisville, and local universities who have helped us build our education program and help to promote the outdoor classroom.

The Parklands of Floyds Fork was created with the support of our partners, and it will thrive with their continued involvement.

| G: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served: |
|--|
| The annual operations of The Parklands of Floyds Fork skillfully combines and promotes community involvement, environmental conservation and preservation, health and wellness, and dynamic learning experiences. |
| In order to ensure The Parklands of Floyds Fork is begin operated and maintained to a world-class standard, the organization conducts various forms of reporting throughout the year. Monthly reports are conducted within each area of programming, quarterly reports are provided to the Board of Directors, and daily user feedback is collected. These various methods of reporting allow us to consistently evaluate and monitor the quality of our delivery and provides us with a measurement to make sure are addressing the needs of the community. |
| Through our reliable reporting and survey system, we are able to make the adjustments necessary to work towards our mission of creating clean, safe, fun, and beautiful parks for the community. |
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SECTION 6 - PROGRAM BUDGET SUMMARY

The Program Budget should realistically estimate what amount is needed from Metro Government and what is expected from other sources. **Enter whole-dollar amounts.**

| | Column i | Column 2* | Column 3 |
|--|-------------------------|------------------------|--------------------|
| Program Expenses | Proposed Metro Funds | Non- Metro Funds | Total Program Cost |
| A: Personnel Costs Including Benefits | | | |
| B: Rent/Utilities | | | |
| C: Office Supplies | | | |
| D: Telephone | | | |
| E: In-town Travel | | | |
| F: Client Assistance (Attach Detailed List) | | | |
| G: Professional Service Contracts | | | |
| H: Program Materials | | | |
| I: Community Events & Festivals (Attach Detailed List) | | | |
| J: Machinery & Equipment | 9,771.25 | 0 | 9,771.25 |
| K: Capital Project | | | |
| L: Other Expenses (Attach Detail List) | | | |
| SUBTOTAL | 9,771.25 | 0 | 9,771.25 |
| % of Program Budget – | 100 % | % | 100% |
| Value of volunteer services and how computed: | N/A | | |
| Value of in-kind assets, such as donated space, supplies, use of equipment, etc. (Detail on Next Page) | N/A | | >18/1/14 |
| Total Program Funds | 9,771.25 | 0 | 9,771.25 |

*List funding sources in Column 2 (do not include individual donor names):

| Other State, Federal or Local Government | | |
|--|----------------|--|
| United Way | | |
| Private Contributions | | |
| Fees Collected from Program Participants | | |
| Other (please specify) | | |
| | Total Revenues | |

| | | BUDGET SUMMARY (CONTI | | | | | |
|--|---|--|--|--------|--|--|--|
| Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with | | | | | | | |
| cash revenues of the agency). | | | | | | | |
| | | Value of Contribution | Station And University | | | | |
| Donor*/Type | of Contribution | - water of contribution | Method of Valuation | | | | |
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| Total Value of In-Kind | I | | Samuel and a similar s | | | | |
| | gram Budget Line Item. | | | | | | |
| Volunteer Contr | ibution &Other In Kind) | | | | | | |
| one line as a total noting how m | any nears per person per | weeky | | | | | |
| | | | | | | | |
| Does your Agency anticipate a next fiscal year? NO | | ecrease in your budget from t | he current fiscal year to the budget projecto | ed for | | | |
| If YES, please explain: | | | | | | | |
| Our cost to operate The is mostly related to expan | Parklands in 2014 v nding staffing to ma | will increase by over \$3 unage the park's growth | 20,000 from the previous year, who of almost 700 acres. | iich | | | |
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SECTION 7 - CERTIFICATIONS AND ASSURANCES

By signing the first page of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

- 1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
- 2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
- 3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
- 4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
- 5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
- **6.** Failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
- 7. Return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
- 8. Provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
- 9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
- 10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.

Standard Certifications

- 1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
- 2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
- 3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
- 4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
- 5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

21st Century Parks Board of Directors include:

Ellen Hesen, Chief of Staff for Louisville Mayor Greg Fischer Mike Heitz, Metro Parks Director



April 28, 2014

Louisville Metro Council 601 West Jefferson Street Louisville, Kentucky 40202

Dear Members of Louisville Metro Council:

21st Century Parks, the nonprofit organization responsible for the creation and long-term operations of The Parklands of Floyds Fork, is grateful for the early support of the Louisville Metro Council. The Parklands is one of the largest new metropolitan parks projects in the country, and now the only one that is 100% funded to complete construction!

The community's generosity has allowed us to create a place that provides the community with free access to more than 1,000 acres of parkland currently open to the public including almost 25 miles of trails for hiking, biking, paddling, portions of the Louisville Loop and a scenic park drive. The Parklands saw its one millionth visit in the fall of 2013, and we look forward to even more visits this year!

I am pleased to share that construction remains on schedule for Turkey Run and Broad Run Parks, the fourth and final phase of The Parklands of Floyds Fork, with expected completion in 2015. This phase will result in more than 2,400 acres of new donor-supported public parks, making it the largest park development project in Louisville since the original Olmsted parkway system was developed in the late 1800s.

We invite the Louisville Metro Council to continue to be a part of the leadership that is allowing The Parklands of Floyds Fork to remain a clean, safe, fun, and beautiful park for the entire community to enjoy. If we can provide additional information, please contact me at (502) 584-0350 or jmoore@21cparks.org. Thank for your consideration to help maintain this extraordinary place and we look forward to hearing from you soon.

Sincerely.

Iames K. Moore

Chief Operating Officer

Enclosures





Re: ATV request

Pete McCartney <pmccartney@21cparks.org> To: Alex Dowd <adowd@21cparks.org>, Scott Martin <smartin@21cparks.org>

Thu, Mar 13, 2014 at 12:48 PM



ALL PURCHASE ORDERS MUST BE MADE OUT TO (VENDOR):

John Deere Company 2000 John Deere Run

Cary, NC 27513 FED ID: 36-2382580:

DUNS#: 60-7690989

ALL PURCHASE ORDERS MUST BE SENT TO DELIVERING DEALER:

Limestone Farm Lawn Worksite 102 Taylorsville Road Shelbyville, KY 40066 502-633-1515

Bross@limestoneflw.com

Quote Summary

Prepared For:

21st Century Parks Inc. Pete Mccartney 471 W Main St Ste 202 Louisville, KY 40202 Mobile: 502-420-8081 pmccartney@21cparks.org **Delivering Dealer:**

Limestone Farm Lawn Worksite

Ray Green 102 Taylorsville Road Shelbyville, KY 40066 Phone: 502-633-1515 Mobile: 502-682-7620

rgreen@limestoneflw.com

Quote ID:

9220047

Created On: 12 February 2014

Last Modified On: 12 February 2014

Expiration Date:

12 March 2014

| Equipment Summary | Suggested List | Selling Price | | Qty | | Extended |
|-----------------------------|----------------|---------------|---|-----|---|-------------|
| JOHN DEERE XUV 625i Green & | \$ 11,772.60 | \$ 9,771.25 | Х | 1 | = | \$ 9,771.25 |

Yellow(Model Year 2014)

Contract: KY Utility Vehicles_75812000003881 Price Effective Date: February 12, 2014

Equipment Total

\$ 9.771.25

| | | φ σ ₃ ς γ 1 1 2 3 |
|---|-----------------|-------------------------------------|
| ^a Includes Fees and Non-contract items | Quote Summary | |
| | Equipment Total | \$ 9,771.25 |
| | Trade In | |
| | SubTotal | \$ 9,771.25 |
| | Total | \$ 9,771.25 |
| | Down Payment | (0.00) |
| | Rental Applied | (0.00) |
| | Balance Due | \$ 9,771.25 |
| | | |

DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE P. O. BOX 2508 CINCINNATI, OH 45201

Date: MAY 2 6 2005

21ST CENTURY PARKS INC 111 W WASHINGTON ST LOUISVILLE, KY 40202

Employer Identification Number: 20-1780317 DLN: 17053300055004 Contact Person: KAREN T HOOD XD# 75069 Contact Telephone Number: (877) 829-5500 Accounting Period Ending: December 31 Public Charity Status: 170(b)(1)(A)(vi) Form 990 Required: Effective Date of Exemption: October 14, 2004 Contribution Deductibility: Advance Ruling Ending Date: December 31, 2008

Dear Applicant:

ورائي الرائي وتنبيات النفس والواكية ويوريست تياسا أما الما فمات ماست فالحاريات

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

21ST CENTURY PARKS INC

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Lois G. Lerner

Director, Exempt Organizations Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)





A Donor-Supported Public Park - 2014 Budget

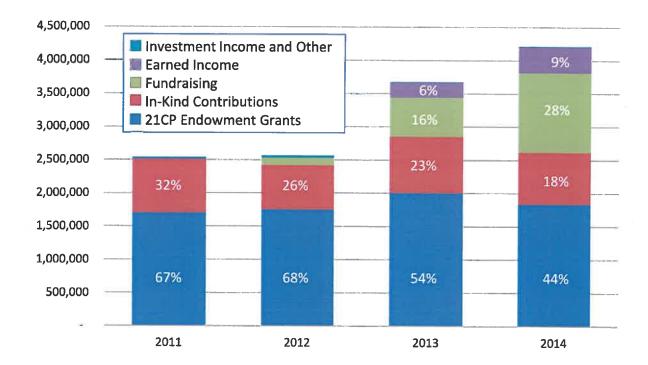
Parks grow and shape cities over time. 2014 is a year of growth for The Parklands. We will grow our membership to over 3,000, we will grow the team by 30% or 10 people, we will grow the facilities and events business and outdoor classroom by at least 50% and we will grow the impact of The Parklands to the community by hosting over 1,000,000 park visits during 2014. We will keep growing the physical park spaces with our continued pace of construction on Phase 4 making very good progress towards a 2015 opening.

All of this growth in and around The Parklands will be accompanied by our launch of annual fundraising. We expect the new campaign and fundraising events to cover approximately 30% of our annual costs, which is almost double the impact on the prior year. A majority of the team's efforts will be focused on our never before delivered park model: "A donor-supported public park." The foundation of this new donor-supported public/private partnership is built on knowledge. We will train the team, engage park visitors and communicate with the public how The Parklands is different and how we think it works.

We have attempted to condense and share with you the highlights for the upcoming year with hopes this presentation allows for a greater understanding.

Park Support

Every resource we have is because of generous public and private support to the organization. Core to our mission is safeguarding the trust and support so generously provided by our many donors. With the Board of Directors' approval, we are applying for a grant from 21st Century Parks Endowment to fund park operations of approximately \$1,853,000 which is about \$180,000 less than the 2013 grant request. We also expect in-kind contributions for construction management to be the same as 2013 which approximate \$780,000. The big change for 2014 is the level of annual contributions we expect, totaling \$1,195,000, an increase of roughly \$600,000 compared to the prior year. We believe individual contributions will represent 57% of our annual fundraising with fundraising events contributing 22% and institutional and corporate donors representing 16% of donations. A multi-year comparison of annual support is shown in the following chart.



We believe to meet these increased funding goals; we will have to increase our outreach for individual donors. This is game changing for our organization as we move from a very successful, peer to peer based capital campaign to a brand new grass roots annual membership drive. Vast member programming, direct mail outreach and capital campaign donor solicitations are our three main strategies to sign up 2,000 new members during the year, bringing out total to 3,000. Our giving chart and benefit levels are outlined below:

| Level | \$ Amount | # in 2014 | \$ Raised | Benefits (receive all above) |
|----------------------------|-----------|-----------|------------|-------------------------------|
| Member | 35 | 500 | \$ 12,500 | Card, sticker, events |
| Household member | 50 | 2,300 | 115,000 | Member plus household |
| Parklands Partner | 100 | 100 | 10,000 | Water bottle |
| Friend of The Parklands | 250 | 50 | 12,500 | Annual report listing, picnic |
| Conservator | 500 | 40 | 20,000 | Notecards |
| Sustainer | 1,000 | 30 | 30,000 | Calendar |
| Founder's Society | 5,000 | 31 | 155,000 | Founders breakfast |
| Steward's Society | 10,000 | 13 | 130,000 | Behind the scenes tours |
| Chairman's Circle | 25,000+ | 6 | 200,000 | Chairman's tour |
| | | 3,070 | \$ 685,000 | |

For your information we have included our expected programming calendar for 2014 as Appendix A to this discussion which shows the multitude of opportunities where we expect to engage members in The Parklands. The schedule shows the price for paid programming, member discounts, member only events, outdoor classroom programming and our expected outdoor rental events. We have designed this active park schedule to engage and convert park visitors to members while also providing a limited amount of "free" programming to the general public.

New for 2014 is our plan to execute three fundraising events, planned to contribute over \$260,000, net of expenses and hopefully engaging 850+ park visitors to become members. We have hosted fundraising events in the past with our first ever field and fork in 2012 netting \$25,000 in proceeds and the Football Luncheon in 2013 netting \$50,000 in proceeds. We will expand on the successes of these two events and add a new event during 2014. We believe our capacity to host these three events exists in 2014 as there are no park ground breakings or openings during the year. The table below summarizes the three planned events for 2014:

| | Sports Luncheon | Field & Fork | Bourbon Bash (new) |
|----------------------------|--|--|--|
| Style | Luncheon at Gheens – PGA or NASCAR theme August 4 th or 5 th | Dinner and music at Walnut grove September 6 th | Bourbon and food festival at Grand Allee Saturday in April |
| Attendance | 300 | 400 | 2,500 |
| Price per | \$1,000 per table | \$2,000 per table | \$50 (\$75 non-member) |
| Ticket sales | \$ 35,000 | \$ 100,000 | \$ 125,000 |
| Sponsor & day of donations | \$ 25,000 | \$ 45,000 | \$ 52,500 |
| Costs | \$ 11,500 | \$ 56,500 | \$ 50,000 |
| Net | \$ 48,500 | \$ 88,500 | \$ 127,500 |
| # of members | 100 | 130 | 620 |
| Chairperson | ??? | ??? | ??? |

We will look to the Board of Directors' help in honing our strategy and tactics to reach out to park visitors and convert them to annual members as well as utilizing the Board's experiences in fundraising events as we venture into expanded fundraising activities during 2014.

Joining endowment grants and annual fundraising on our three legged stool of support is our earned income plan. We expect 2014 to be a growing year for this funding tactic as well. We are expecting the facility and events business to grow by 50% and contribute, net of expenses, over \$100,000 to fund the park's operations. This growth is mostly generated by increased utilization of the Gheens lodge along with price increases of approximately 10% for remaining openings in 2014 and beyond. As of the end of September, we have already secured over \$80,000 of the expected \$280,000 of revenues during

2014. We will host 4-6 outdoor events during the year, but these events have yet to grow to a scale that will meaningfully contribute to the park's operating costs. The Outdoor classroom will contribute \$100,000 of earned income, but due to its costs of approximately \$145,000 we will allocate some of our fundraising efforts to provide resources for this soon to be sustainable educational program.

Park Operations

With a focus on a safe, clean, fun and beautiful parks, the team will mow twice as much grass, pick up five times more trash, clean twice daily 28 restrooms, maintain botanical spaces, cultivate tens of thousands of recently planted trees and shrubs, teach 5,000 learners and much, much more during the new year. We will plan to add 10 people to grow the team to 42 positions or 35 full time equivalents. The total payroll for all personnel in 2014 is approximately \$2.0 million or 62% of total cash expenses for 2014 and an increase of approximately \$320,000 when compared to 2013.

101,880 276,664 /10,000 1,000,000 ??? ??? ???

Our cost to operate the park in 2014 will increase by over \$320,000 which is mostly related to expanded staffing to manage the park's growth of almost 700 acres with the completion of Phase 3 in September of 2013. The graph and chart above show the cost per visit from 2011 through 2017 and what makes up the \$6.08 and \$5.62 of total cost for each visit during 2013 and 2014, respectively. The main driver in the drastic cost reduction per visit from 2011 through 2013 is the increase in park usage. The types of cost allocated to each visit in 2014 and 2013 are similar with an increase in depreciation allocation resulting from the \$15,000,000 in park construction completed at the end of 2013.

The five largest operating expenses excluding payroll for 2014 are 1) contracted mowing of \$100,000 an increase from \$50,000 in 2013 due to double the amount of grass being mowed, 2) horticulture and turf maintenance costs of \$44,000 an increase from \$15,000 in 2013 due to substantial garden expansion, 3) utilities of \$35,000 an increase from \$25,000 in the prior year mirroring the expanded footprint of the park, 4) fuel and oil costs of \$35,000 compared to \$20,000 in 2013 as we have additional team members working needing transportation within and around the park and 5) maintenance supplies of \$33,500 an increase from \$12,000 in the prior year relating to all of the new features we now are charged with maintaining.

Management and General

Unlike park operations, growth in 2014 is not part of the plan for our management and general activities. This consistent and experienced team will be tasked with managing any acquisition activity, park construction and design, finances, risk management, oversight of park operations, fund raising and many other activities.

The team will continue to be supported by in-kind contributions of \$780,000, to provide acquisition and construction project management services donated to the parks which are vital to success along with office space rental. We do plan to allow for some flexibility in our operations through the allocation of a budget contingency only to be activated by authorization from the CEO to address any unforeseen matters which total \$170,000, a decrease of \$45,000 from the prior year.

Summary

21st Century Parks, Inc. serves as a steward entrusted to create and preserve unexcelled parklands that reflect the needs and values of our whole community. We, as stewards of our natural, community and fiscal resources, will act with integrity, intentionality and with recognition of individual and team progress.

This coming year we will grow this donor-support public park. All growth is being financed with funds raised by the team and the draw on the endowment actually decreases when compared with the prior year. 1,000,000 visitors and 3,000 members will achieve their individual goals in the park with an appreciation for the great design and celebration of the beauty and diversity of The Parklands of Floyds Fork.

| as of October 1, 2013 | 2014 Budget | 2013 Actual + Forecast | 2013 Budget |
|---|----------------|---------------------------|----------------|
| Park support | | | |
| Operations and programming grants | \$ 1,853,842 | \$ 2,000,000 | \$ 2,036,446 |
| In-kind contributions | 782,396 | 850,000 | 850,000 |
| Federal and state construction grants | 12,000,000 | 16,006,241 | 16,000,000 |
| Contributed income | 945,000 | 547,888 | 350,000 |
| Grants and sponsorships | 250,000 | 40,000 | 194,265 |
| Earned income | | | |
| | 387,338 | 226,884 | 259,940 |
| Investment income and other | 15,000 | 12,219 | 15,000 |
| Park support | 16,233,576 | 19,683,232 | 19,705,651 |
| Net assets released from restrictions - capital | 6,000,000 | 4,012,912 | 4,000,000 |
| Total park support | 22,233,576 | 23,696,144 | 23,705,651 |
| Expenses | | | |
| Park operations | | | |
| Professional services | 138,500 | 89,241 | 65,000 |
| Salaries, wages, benefits and related taxes | 1,025,903 | 721,517 | 666,922 |
| Depreciation | 1,546,667 | 911,093 | 113,033 |
| Operations and maintenance | 257,500 | 198,761 | 134,000 |
| Land management | 75,000 | 100,192 | 90,000 |
| Park programming | 15,150 | 74,782 | 152,650 |
| Consultant fees | 13,130 | 7-7,702 | 132,030 |
| Public awareness | 75,700 | 103,675 | 110,200 |
| | • | • | |
| Contingency | 50,000 | 40,245 | 50,000 |
| Total park operations | 3,184,420 | 2,239,505 | 1,381,805 |
| Education | | | |
| Supplies, awareness and curriculum dev. | 17,500 | 32,503 | 38,305 |
| Salaries, wages, benefits and related taxes | 128,000 | 110,803 | 111,900 |
| Total education | 145,500 | 143,306 | 150,205 |
| Facilities | | | |
| Facilities costs | 56,000 | 37,356 | 45,000 |
| Salaries, wages, benefits and related taxes | 107,807 | 84,831 | 90,620 |
| Total facilities | 163,807 | 122,187 | 135,620 |
| Management and several | | ,, | |
| Management and general | 45,000 | 40 504 | 44.000 |
| Professional services | 46,000 | 40,524 | 41,000 |
| Salaries, wages, benefits and related taxes | 711,530 | 707,359 | 690,634 |
| Depreciation | 15,000 | 5,983 | 6,000 |
| Administrative | 75,000 | 82,176 | 71,000 |
| Insurance | 125,000 | 109,349 | 90,000 |
| Interest | 7,500 | 14,758 | 15,000 |
| Contingency | 120,000 | 90,085 | 165,000 |
| Total management and general | 1,100,030 | 1,050,235 | 1,078,634 |
| In-kind professional services | 782,396 | 708,736 | 850,000 |
| Fundraising | | | |
| Fundraising costs | 180,090 | 41,951 | 48,025 |
| Salaries, wages, benefits and related taxes | 60,000 | 59,799 | 120,895 |
| Commemorative book | - | 580 | * |
| Total fundraising | 240,090 | 101,750 | 168,920 |
| Total expenses | 5,616,243 | 4,365,720 | 3,765,184 |
| Change in unrestricted net assets | | | |

Overarching 2014 goals

- 1,000,000 visits during 2014
- Finish Phase 4A construction with significant progress on phase 4B 2015 opening
- Team owns growth of memberships from 1,000 to 3,000
- Annual fundraising of \$1,195,000
- Grow and train team to be ready for fully open park beginning in 2015
- Facility business growth of 50% and Outdoor Classroom becomes a sustainable model

21st Century Parks, Inc. Operational Dashboard

2014 Budget / work plan cycle



| User experience | 2014 Goal | 2013 Goal | 9/30/13 | 2012 |
|---------------------------|-----------|-----------|---------|---------|
| Park visits | 1,000,000 | 375,000 | 611,511 | 276,664 |
| Welcome center visits | 25,000 | 3,500 | 19,557 | 0 |
| # of Parklands events | 20 | 20 | 46 | 19 |
| Event participation | 10,000 | 2,000 | 12,534 | 2,203 |
| # of reportable incidents | 45 | 30 | 34 | 9 |
| Avg. comment card rating | 4.5 | 4.5 | 4.8 | 4.7 |
| Comment card responses | 1,500 | 1,500 | 1,235 | 400 |

| Community engagement | 2014 Goal | 2013 Goal | 9/30/13 | 2012 |
|----------------------------|-------------|-----------|-----------|-----------|
| # of members | 3,000 | 1,000 | 849 | 0 |
| Contributed income | \$1,195,000 | \$525,000 | \$522,638 | \$125,000 |
| Volunteer hours | 7,000 | 5,000 | 2,387 | 2,347 |
| Outreach meetings | 30 | 50 | 86 | 65 |
| Electronic media followers | 16,000 | 10,000 | 11,922 | 6,746 |
| Media hits | 50 | 50 | 175 | 101 |

| Park operations | 2014 Goal | 2013 Goal | 9/30/13 | 2012 |
|-----------------------|-----------|-----------|---------|-------|
| Total park acres | 4,000 | 4,000 | 3,569 | 3,569 |
| Full time equivalents | 35 | 30 | 27 | 19 |
| # of safety incidents | 0 | 0 | 7 | 1 |
| Ops assessment rating | 8.5 | 8.5 | 8.6 | 8.0 |

| Natural areas | 2014 Goal | 2013 Goal | 9/30/13 | 2012 |
|----------------------|-----------|-----------|---------|--------|
| Acres inventoried | 3,569 | 3,569 | 3,569 | 3,169 |
| Acres treated | 400 | 300 | 434 | 290 |
| # of trees planted | 10,000 | 10,000 | 11,938 | 42,869 |
| Acres in agriculture | 70 | 0 | 54 | 504 |

| Education | 2014 Goal | 2013 Goal | 9/30/13 | 2012 |
|--------------------|------------|-----------|----------|------|
| # of visits | 5,000 | 2,200 | 1,711 | 600 |
| Education fees | \$ 100,000 | \$ 56,000 | \$27,348 | \$ |
| Education feedback | 4.5 | 4.5 | 4.9 | 0.0 |
| # new curriculum | 5 | 25 | 24 | 0 |

| Facilities | 2014 | | 2013 Goal | 9/30/13 | 2012 | |
|--------------------------|------|---------|-----------|-----------|------|-------|
| Fees earned | \$ | 280,000 | \$205,000 | \$140,491 | \$ | 1,500 |
| Sales booked | \$ | 280,000 | \$205,000 | \$161,175 | \$ | - |
| Rental feedback | | 4.5 | 4.5 | 4.9 | | 0.0 |
| Next year event pipeline | | 8 | 5 | 1 | | 0 |

Appendix A

The Parklands of Floyds Fork -- 2014 Calendar of Events

| Category | Owner | Count | <u>Jan</u> | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
|--|-------|-------|--------------------------------|-------------------------------|--|---|---|---|---|---|---|---|---|--|
| Fundraising Events | AD | 3 | | | Vanandananana | - Annaharan | Bourbon Bash (\$50/\$75 per) | | | Sports Luncheon (\$1,000 table) | Field and Fork (\$2,000 table) | | | |
| Member Events | AD | 12 | | Trout Fishing in the Fork | Spring Speaker (Gheens) | Discounted Canoe Rentals (Members Only) | Canoe Tours (member only) | Canoe Tours (member only) | Discounted Canoe Rentals (Members only) | Discounted Canoe Rentals (Members only) | Plant like the Parklands (\$0/\$10) | Behind the Scenes Tour of Phase 4 (Members only) Delegation | Behind the Scenes Tour of Phase 4 (Members only) | Park Design Evening (Dan & JW) |
| Donor Cultivation Events | AD | 33 | ~~~~~ | | | Parklands Picnic (donors >\$250) | ~~~~ | | | | | breakfast (elected officials) | Founders Breakfast (donors >\$5,000 |) |
| Volunteer Events | AG | 9 | | Outdoor | Docent Training/Mulch the Playground | Creek Sweep (Paddle - Free) | | Mass Weeding | Docent Training | Mulch the Gardens | Creek Sweep (Walk - Free) | Docent Training | Tree Planting | Volunteer Appreciation Event |
| Partner Events Education - Themed | AG | | KY F&W (Free) | | Bird Watching Hike (\$0/\$5) | Wine and Canvas (\$0/\$10) | Outdoor Photography Basic (\$10/\$30) | Mountain Bike Class (\$0/\$5) | Farmer's Market (Free) | Farmer's Market (Free) | Farmer's Market (Free) | Bird Watching Hike (\$0/\$5) | | |
| Hikes | KA | | Woodpeckers | | Louisville | Hike (\$0/\$5) | Hike (\$0/\$5) Spring | Hike (\$0/\$5) | Hike (\$0/\$5) Summer | Hike (\$0/\$5) | Hike (\$0/\$5) Louisville | Hike (\$0/\$5) | Hike (\$0/\$5) | Hike (\$0/\$5) |
| Education - Family program (\$5per) | KA | | and Winter Birds (\$0/\$20) | Winter Wildlife (\$0/\$20) | (Free) | Spring Birding (\$0/\$20) Spring Break | Wildflowers (\$0/\$20) | Trees of the Fork (\$0/\$20) | Wildflowers (\$0/\$20) | Creek Walk (\$0/\$20) | Astronomy (Free) | Bike Tour of the Park (\$0/\$20) | ······································ | Winter Tree ID (\$0/\$20) |
| Education - Science Camps | KA | 5 | | | | Camp (\$185/\$210) | | Summer Camp (\$185/\$210) | Summer Camp (\$185/\$210) | | | Fall break Camp (\$185/\$210) | | X-Mas Break Camp (\$20/\$40) per Day |
| Education - Birthday parties Health & Wellness - | KA | | (\$185/\$210) | (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) | Birthday Party (\$185/\$210) |
| Norton TBD | AG | 5 | 8 | Outdoor Winter Fitness | Walk with a Doc | annananananan | Wellness Fair | *************************************** | Mhanaanaanaanaanaanaanaan waxay ya waxay waxa | Ride to beat Cancer | *************************************** | | Health fair / Kids 1k run | |
| Free Parklands Events | SS | 4 | | | | | Concert Series (Free) | Concert Series (Free) | | Kentucky for Kentuckians Event | | | | Holiday Balloon Glow |
| Outdoor Rental Events | ss | 5 | nonininahaba | | | | Humane Society 5K | BBQ Event | | Valhalla Parking (PGA) | | Great Pumpkin 10k (\$40 w/ member VIP) | Soccer Tourney | |
| Total | | 91 | 5 | 6 | 7 | 8 | 9 | 9 | 7 | 10 | 7 | 9 | 7 | 7 |

21st Century Parks, Inc. - Board of Directors

| | Directors | |
|--|----------------------|--|
| Name | <u>Title</u> | Term |
| Mr. Charles P. Denny | Director | July 2012 – July 2015 |
| Ms. Sandra Frazier | Director | July 2011 – July 2014 |
| Mr. Michael J. Heitz, AIA Director, Metro Parks | Director | Duration of term as Director, Metro Parks |
| Dr. Stephen L. Henry | Director | July 2011 – July 2014 |
| Henry Heuser | Director | July 2013 – July 2016 |
| Dr. Daniel H. Jones | Director | July 2013 – July 2016 |
| Mr. David A. Jones | Director | July 2011 – July 2014 |
| Mr. William E. Juckett | Director | July 2013 – July 2015 |
| Mr. Bruce A. Maza | Director | July 2012 – July 2015 |
| Ms. Ellen Hesen Mayor's Chief of Staff | Director | Duration of term as Advisor to Mayor |
| Mr. Kenneth L. Payne | Director | July 2013 – July 2016 |
| Mr. David Y. Wood | Director | Dec. 2011 – Dec. 2014 |
| | Officers | |
| Dr. Daniel H. Jones | CEO and President | elected annually |
| Mr. Kenneth L. Payne | Vice President | elected annually |
| Mr. Bryan K. Johnson | Secretary | elected annually |
| Mr. David A. Jones | Treasurer | elected annually |
| Mr. David F. Morgan | Assistant Treasurer | elected annually |
| Mr. James K. Moore | Sr. Vice Pres. & COO | elected annually |

^{*}Dan should have been re-elected at July 2012 Annual Meeting. Bill Juckett should not have been. At the Annual Meeting in July 2013,

Dan will be re-elected through July 2016, along with Henry Heuser & Ken Payne- 7/17/13 – this was done.

Financial Statements

21st Century Parks, Inc.

December 31, 2012

| ln | dependent Auditors' Report | • |
|----|----------------------------------|------------|
| Fi | inancial Statements | |
| | Statements of Financial Position | - |
| | Statements of Activities | 63 |
| | Statements of Cash Flows | 6 |
| | Notes to Financial Statements | ϵ |

Independent Auditors' Report

Board of Directors 21st Century Parks, Inc. Louisville, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of 21st Century Parks, Inc. (the "Organization"), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, where due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

STROTHMAN & COMPANY

Louisville, Kentucky April 10, 2013

Statements of Financial Position

21st Century Parks, Inc.

| | December 31 | | | |
|---|---|---|--|--|
| | 2012 | 2011 | | |
| Current Assets Cash and cash equivalents Pledges receivable, current portion Grants receivable Donated property held for sale | \$ 7,061,088 4,797,884 5,851,433 1,214,000 | \$ 10,153,941 5,778,293 3,929,069 | | |
| Prepaid expenses and other assets | 27,928 | 20,918 | | |
| Total Current Assets | 18,952,333 | 19,882,221 | | |
| Noncurrent Assets | | | | |
| Long-term portion of pledges receivable, net Park assets and equipment, net | 5,004,983 56,676,061 | 5,444,776 35,077,802 | | |
| Total Noncurrent Assets | 61,681,044 | 40,522,578 | | |
| Total Assets | \$ 80,633,377 | \$ 60,404,799 | | |
| Liabilities and Net Assets | | | | |
| Current Liabilities Accounts payable Accrued expenses Deferred revenue | \$ 2,041,988 227,588 5,400 | \$ 1,301,053 593,051 | | |
| Current maturities of notes payable | 114,000 | 184,000 | | |
| Total Current Liabilities | 2,388,976 | 2,078,104 | | |
| Long-Term Portion of Notes Payable | 88,174 | 189,261 | | |
| Net Assets | | | | |
| Unrestricted Temporarily restricted | 60,521,124 17,635,103 | 38,673,391 19,464,043 | | |
| Total Net Assets | 78,156,227 | 58,137,434 | | |
| Total Liabilities and Net Assets | \$ 80,633,377 | \$ 60,404,799 | | |

Statements of Activities

21st Century Parks, Inc.

| | Year Ended December 31 | | | | | |
|---|-------------------------------|-----------------------------------|-----------------------|-------------------------------|-----------------------------------|--------------|
| | | 2012 | | | 2011 | |
| | Unrestricted Net Assets | Temporarily Restricted Net Assets | Total | Unrestricted Net Assets | Temporarily Restricted Net Assets | Total |
| Support | | | | | | |
| Contributions In-kind contributions | \$ 1,750,000 | \$ 8,774,604 | \$ 10,524,604 | \$ 1,700,000 | \$ 6,707,482 | \$ 8,407,482 |
| Special event | 566,861 111,346 | | 666,861 | 812,124 | | 812,124 |
| Grants | 11,722,818 | | 111.346 11,722,818 | 0.067.449 | 400.000 | 40.400.440 |
| Investment income | 19,054 | 1 | 19,055 | 9,967,112 10,853 | 192,000 743 | 10,159,112 |
| Other income | 19,936 | • | 19.936 | 15,522 | f#3 | 11,596 |
| | | | 10,000 | 10,022 | | 15,522 |
| Total Support | 14,290,015 | 8,774,605 | 23,064,620 | 12,505,611 | 6,900,225 | 19,405,836 |
| Net Assets Released from Restrictions | 10,603,545 | (10,603,545) | M | 3,484,243 | (3.484,243) | |
| Total Support | 24,893,560 | (1,828,940) | 23,064,620 | 15.989,854 | 3,415,982 | 19,405,836 |
| Expenses | , | (the matter tak | | 101001001 | 0,710,002 | 19,400,000 |
| Program | | | | | | |
| Maintenance | 206,319 | | 206,319 | 122,475 | | 122,475 |
| Salaries, wages, benefits and related taxes | 365,531 | | 365,531 | 222,542 | | 222,542 |
| Operation center expenses | 7,762 | | 7,762 | 1,430 | | 1,430 |
| Natural areas | 83,155 | | 83,155 | 65,727 | | 65,727 |
| Education programming Public awareness | 123,220 | | 123,220 | 93,043 | | 93,043 |
| Insurance | 34,446 | | 34,446 | 15,460 | | 15,460 |
| Other park program expenses | 66,283 47,825 | | 66,283 | 51,176 | | 51,176 |
| Depreciation | 191,547 | | 47,825 191,547 | 40,639 | | 40,639 |
| mu and diese are also dies die des di | 101,011 | | 151,347 | 51,498 | | 51,498 |
| Total Program | 1,126,088 | | 1,126,088 | 663,990 | | 663,990 |
| Management and General | | | | | | |
| Change in discount on pledges receivable | 57,815 | | 57,815 | (100,196) | | (100,196) |
| Change in provision for uncollectible pledges | (13,761) | | (13,761) | (24,334) | | (24,334) |
| Professional services, in-kind | 677,163 | | 677,163 | 857,323 | | 857,323 |
| Salaries, wages, benefits and related taxes | 687,559 | | 687,559 | 524,673 | | 524,673 |
| Depreciation Rent | 5,596 | | 5,596 | 5,376 | | 5,376 |
| Interest | 57,046 12,913 | | 57.046 | 49,547 | | 49,547 |
| Administrative | 43,294 | | 12,913 | 12,913 | | 12,913 |
| Other | 67,029 | | 43,294 67,029 | 22,304 59,413 | | 22,304 |
| | 41,920 | | 850,10 | 55,413 | | 59,413 |
| Total Management and General | 1,594,654 | | 1,594,654 | 1,407,019 | | 1,407.019 |

Continued

Statements of Activities-Continued

21st Century Parks, Inc.

| | Year Ended December 31 | | | | | |
|--|---------------------------------------|--|---------------------------------------|-------------------------------|--|--------------------|
| | | 2012 | | | 2011 | |
| Fundraising | Unrestricted Net Assets | Temporarily Restricted Net Assets | Total | Unrestricted Net Assets | Temporarily Restricted Net Assets | Total |
| Professional services Salary, benefits and related taxes Marketing and other capital campaign expenses Special event | 30,000 178,761 32,983 83,341 | | 30,000 176,761 32,983 63,341 | 183,436 250,512 | | 183,436 250,512 |
| Total Fundraising | 325,085 | | 325,085 | 433,948 | | 433,948 |
| Total Expenses | 3,045,827 | | 3,045,827 | 2,504,957 | | 2,504,957 |
| Increase (Decrease) in Net Assets | 21,847,733 | (1,828,940) | 20,018,793 | 13,484,897 | 3,415,982 | 16,900,879 |
| Net Assets Beginning of Year | 38,673,391 | 19,464,043 | 58,137,434 | 25,188,494 | 16,048,061 | 41,236,555 |
| Net Assets End of Year | \$ 60,521,124 | \$ 17,635,103 | \$ 78,156,227 | \$ 38,673,391 | \$ 19,464,043 | \$ 58,137,434 |

Statements of Cash Flows

21st Century Parks, Inc.

| | Year Ended December 31 | | | |
|---|---|--|---|-------------|
| | ******* | 2012 | | 2011 |
| Operating Activities | | | | |
| Increase in net assets | \$ | 20,018,793 | \$ | 16,900,879 |
| Adjustments | | | | |
| Change in discount on pledges receivable | | 57,815 | | (100,196) |
| Change in allowance for uncollectible | | | | |
| pledges receivable | | (13,761) | | (24,334) |
| Depreciation | | 197,143 | | 56,874 |
| Non-cash donation of investments | | (360,592) | | (170,386) |
| Non-cash donation of property held for sale | | (1,214,000) | | , , , |
| Discount on below fair value interest rate | | | | |
| on notes payable | | 12,913 | | 12,913 |
| Loss (gain) on sale of investments | | (282) | | 3,367 |
| Changes in operating assets and liabilities | | , , | | -, |
| Pledges receivable | | 1,376,148 | | 2,447,465 |
| Grants receivable | | (1,922,364) | | (3,594,709) |
| Prepaid expenses and other assets | | (7,010) | | (6,568) |
| Accounts payable | | 740,935 | | 933,434 |
| Accrued expenses | | (365,463) | | 581,675 |
| Deferred revenue | | 5,400 | | , |
| | *********** | ······································ | | |
| Net Cash Provided By Operating Activities | | 18,525,675 | | 17,040,414 |
| Investing Activities | | | | |
| Purchase of land and park easements | | (52,537) | | (1,487,740) |
| Purchase of buildings | | (7,584,684) | | (1,721,112, |
| Purchase of park amenities | | (3,573,115) | | |
| Purchase of park infrastructure, equipment, | | | | |
| vehicles and furniture | | (9,488,598) | | (658,792) |
| Additions to construction in progress | | (1,096,468) | | (7,865,236) |
| Proceeds from sale of investments | | 360,874 | | 167,019 |
| Mad Cook Hood in Incondition 6 of the | | | *************************************** | |
| Net Cash Used In Investing Activities | (| (21,434,528) | | (9,844,749) |
| Financing Activities | | | | |
| Payments of notes payable | | (184,000) | | (184,000) |
| | *************************************** | | *************************************** | (34 //345) |
| Net Increase (Decrease) in | | | | |
| Cash and Cash Equivalents | | (3,092,853) | | 7,011,665 |
| Cash and Cash Equivalents Beginning of Year | | 10,153,941 | | 3,142,276 |
| | | 1 + | *************************************** | W, 174,41V |
| Cash and Cash Equivalents End of Year | \$ | 7,061,088 | \$ | 10,153,941 |

See Notes to Financial Statements

Notes to Financial Statements

21st Century Parks, Inc.

December 31, 2012 and 2011

Note A-Nature of the Organization

Founded in 2004, 21st Century Parks, Inc. (the "Organization") is a Kentucky-based non-profit corporation, created to bring a fresh vision to the preservation and development of new public parklands. Our current project is The Parklands of Floyds Fork; planned for eastern and southern Louisville, it will be one of the largest new urban park systems in the nation.

We serve as stewards entrusted to create and preserve unexcelled parklands that reflect the needs and values of the whole community. The goal of The Parklands of Floyds Fork is to build a world-class systematic addition to Louisville's park system.

In partnership with the Future Fund, Inc., Louisville Metro Government and Louisville Metro Parks, The Parklands of Floyds Fork will encompass nearly 3,600 acres of preserved lands in one of the last underdeveloped corridors of Jefferson County, Kentucky.

Note B-Summary of Significant Accounting Policies

We follow generally accepted accounting principles as outlined in the Financial Accounting Standards Board's Accounting Standards Codification. Significant accounting policies are as follows:

<u>Basis of Presentation</u>—Under applicable accounting and financial reporting standards, we are required to report information regarding our financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

<u>Cash and Cash Equivalents</u>—We consider only unrestricted cash and investments with original maturities of three months or less to be cash and cash equivalents. We have received cash from donors, which has been designated for a specific purpose.

<u>Contributions</u>—Contributions received from donors are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor-imposed restrictions. Contributions restricted by donors for future use or specified purpose are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions when a donor's temporary restriction expires or the specified purpose is met.

<u>Pledges Receivable</u>—Pledges receivable are recognized as support when the donor makes a pledge to us that is, in substance, unconditional. Conditional pledges are recognized when the conditions on which they depend are substantially met. Pledges are recorded at net realizable value if expected to be collected in one year and at fair value if expected to be collected in more than one year. Pledges are reviewed periodically for collectability. We use the allowance method to determine uncollectible pledges receivable. The allowance is based on prior years' experience and management's estimate of one percent of the pledges receivable balance. When amounts become uncollectible they will be charged to the allowance. During 2011, we wrote off \$35,000 of uncollectible pledges and there were no write offs during 2012.

Notes to Financial Statements-Continued

21st Century Parks, Inc.

December 31, 2012 and 2011

Note B-Summary of Significant Accounting Policies-Continued

<u>Donated Property Held For Sale</u>-Donated property not for core use by charity is recorded at their fair value as of the date received and liquidated as soon as feasible.

Park Assets and Equipment—We have accumulated land and park easements in order to create, maintain and preserve the acreage needed to develop the park in accordance with our mission. When we purchase land, we record the land at cost on the date of acquisition including any closing or survey costs. We record land at its fair value if the land was received as a donation. Fair value is generally determined by independent appraisal. Intangible park easements are comprised of listed rights and/or restrictions over the property that are conveyed by the property owner to us which are in perpetuity. We typically have either a full park easement or a 50 foot trail easement. We periodically improve the land and park easements and those costs are recorded at historical cost unless they are donated and then fair value is utilized as the carrying cost.

We have rights either through fee simple ownership or through park easements to 3,565 acres. A detail of our ownership and rights is as follows:

| Interest in Property | Acreage |
|-------------------------------------|---|
| Fee simple ownership | 966 |
| Full park easement | 1,390 |
| Operating and Maintenance Agreement | .,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| with Louisville Metro Government | 680 |
| Trail easement | 529 |
| Total Acreage | 3,565 |

We completed a master plan for the park project totaling \$1,845,337 which we expensed as our ability to complete the project was not certain as of the time of the study. The master plan was completed during 2009 and upon completion; we received approval to begin the design development phase of planning which then commenced. The costs related to design and development are capitalized and will be depreciated on a straight line basis over the estimated life of the project when complete. The design development costs include fees and expenses paid to architects and engineers to develop the design of the park road, pedestrian loop, trails, bridges and features within the park.

Park buildings, amenities, infrastructure, equipment, vehicles and furniture consists of assets with a life greater than one year purchased at cost or donated at fair value that we utilize in operating and maintaining the land or in conducting the daily operations of the Organization. These assets are depreciated on a straight line basis over the estimated useful life of each asset.

Impairment of Long-Lived Assets—Management of the Organization reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when the asset is deemed to be no longer available for use. There were no charges for impairments of long-lived assets during the years ended December 31, 2012 and 2011.

Continued

Notes to Financial Statements-Continued

21st Century Parks, Inc.

December 31, 2012 and 2011

Note B-Summary of Significant Accounting Policies-Continued

<u>In-Kind Contributions</u>—Donated materials and securities are recorded at their estimated fair values on the date received. Donated services are recorded at their fair value if an objective basis is available to measure the value of such services. In-kind contributions are reflected as support and management and general expenses in the accompanying statements of activities.

<u>Grants Revenues</u>—Revenues from grants are recognized in the same period as the expenses are incurred related to the specific grant. Certain restricted grant revenues received and earned in the same period are recorded as unrestricted revenues in the accompanying statements of activities.

Advertising Costs—We expense advertising costs as they are incurred. Advertising costs that are related to fundraising and costs incurred for public relations purposes are disclosed separately on the face of the financial statements.

Income Taxes—We are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state and local statutes. Our open audit periods are 2009 through 2011. Our tax provisions and accruals for future unrelated business taxable income, interpretations, and tax planning strategies have been evaluated for potential uncertain tax positions. We believe our estimates are appropriate based on current facts and circumstances.

Accounting standards prescribe how an entity should measure, recognize, present, and disclose in its financial statements uncertain tax positions that an entity has taken or expects to take on a tax return. The Organization recognizes a tax provision related to uncertain tax positions only if it is more likely than not that the tax position would not be sustained on examination by the taxing authorities, based on the technical merits of the position. For the years ended December 31, 2012 and 2011, we determined we did not have any uncertain tax positions and we did not incur or accrue any associated interest or penalties related to those positions.

<u>Fair Value of Financial Instruments</u>—The carrying amounts for assets and liabilities approximate their fair value.

<u>Use of Estimates</u>—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of support, revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

<u>Subsequent Events</u>—In preparing these consolidated financial statements, we have evaluated events and transactions for potential recognition or disclosure through April 10, 2013, the date the financial statements were available to be issued.

Reclassifications—Certain accounts in the 2011 financial statements have been reclassified for comparative purposes to conform with the presentation in the 2012 financial statements.

Notes to Financial Statements-Continued

21st Century Parks, Inc.

December 31, 2012 and 2011

Note C--Concentrations

<u>Cash and Cash Equivalents</u>—We maintain cash and cash equivalents at two financial institutions. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000 at December 31, 2012 and 2011. At December 31, 2012 and 2011, our uninsured cash and cash equivalents totaled approximately \$5,965,000 and \$9,450,000, respectively.

Contributions—We had five major contributors from whom 42% and 35% of our total contributions arose in the years 2012 and 2011, respectively. Gross pledges receivable from these donors were 39% and 4% of the outstanding pledges receivable as of December 31, 2012 and 2011, respectively.

Note D-Pledges Receivable

Pledges receivable consist of the following:

| | | December 31 | | | |
|---|-------------------------|-------------|--------------------------------------|---------|--------------------------------------|
| | | *********** | 2012 | ******* | 2011 |
| Pledges receivable Unamortized discount on pledg Allowance for uncollectible pled | | \$ | 10,527,450 (619,309) (105,274) | \$ | 11,903,599 (561,494) (119,036) |
| | Pledges Receivable, Net | \$ | 9,802,867 | \$ | 11,223,069 |
| Future maturities of pledges receiv | able are as follows: | | | | |
| | | December 31 | | | |
| | | | 2012 | | 2011 |
| Amounts due in: Less than one year One to five years Six to ten years | | \$ | 4,797,884 4,529,566 1,200,000 | \$ | 5,860,690 5,042,909 1,000,000 |
| Ple | edges Receivable, Gross | \$ | 10,527,450 | \$ | 11,903,599 |

The pledges receivable due in more than one year were discounted to fair value using a discount rate of 3.25% as of December 31, 2012 and 2011.

21st Century Parks, Inc.

December 31, 2012 and 2011

Note E-Park Assets and Equipment

Park assets and equipment consists of the following:

| | | | Dece | mber | 31 |
|--|-----------------|----|---------------------------------------|----------|--------------------------------------|
| | Life | - | 2012 | | 2011 |
| Land and park easements Buildings Park amenities | 40 5 - 40 | \$ | 21,549,010 7,584,684 3,573,115 | \$ | 21,496,473 |
| Park infrastructure Park equipment, vehicles and furniture | 3 - 40 3 - 7 | | 9,998,207 202,199 | ******** | 582,000 129,808 |
| Less accumulated depreciation Construction in progress | | | 42,907,215 (269,179) 14,038,025 | ** | 22,208,281 (72,036) 12,941,557 |
| | | \$ | 56,676,061 | \$ | 35,077,802 |

Note F--Line of Credit

In 2007, we entered into a credit agreement with a financial institution establishing a \$10,000,000 line of credit to be used for temporary funding of construction being reimbursed by federal grants. Borrowings are limited to a borrowing base formula based on pledges receivable, which collateralizes the debt. Interest on the unpaid principal balance is payable quarterly at the one month LIBOR Rate plus 100 basis points (1.2087% as of December 31, 2012) and the credit facility expires June 30, 2013. As of December 31, 2012 and 2011, there were no outstanding borrowings on this line of credit.

21st Century Parks, Inc.

December 31, 2012 and 2011

Note G-Notes Payable

Notes payable consists of the following:

| | | Decen | nber : | 31 |
|--|---|----------------------|-------------|----------------------|
| | *********** | 2012 | | 2011 |
| Notes payable in annual installments of \$114,000, non-interest bearing, with a maturity date of December 31, 2014 | \$ | 228,000 | \$ | 342,000 |
| Notes payable in annual installments of \$70,000, non-interest bearing, and matured on | | | | |
| December 31, 2012 | - | | - | 70,000 |
| Unamortized discount on non-interest bearing notes | | 228,000 | | 412,000 |
| payable (with effective interest rate of 3.25%) | *************************************** | (25,826) | | (38,739) |
| Less current maturities of notes payable | 4.400 | 202,174 (114,000) | 90000000000 | 373,261 (184,000) |
| | \$ | 88,174 | \$ | 189,261 |

Aggregate annual principal requirements for this long term debt are summarized as follows:

| Year Ending December 31 2013 2014 | \$ 114,000 114,000 |
|---|--------------------------|
| | \$ 228,000 |

21st Century Parks, Inc.

December 31, 2012 and 2011

Note H-Changes in Temporarily Restricted Net Assets

We receive certain contributions for which the use is restricted by the donor. For the year ended December 31, 2012 and 2011, the activity in temporarily restricted net assets consisted of the following:

| | Balance January 1, 2012 | Restricted Contributions and Grants | Net Assets Released from Restrictions | Balance December 31, 2012 |
|--|-------------------------------|---|---|---------------------------------|
| Capital Campaign contributions restricted for acquisition and construction costs | \$ 19,115,932 | \$ 8,774,604 | \$ (10,333,535) | \$ 17,557,001 |
| Pledges and Grants restricted for program expenses | 348,111 | 1 | (270,010) | 78,102 |
| | \$ 19,464,043 | \$ 8,774,605 | \$ (10,603,545) | \$ 17,635,103 |
| | Balance January 1, 2011 | Restricted Contributions and Grants | Net Assets Released from Restrictions | Balance December 31, 2011 |
| Capital Campaign contributions restricted for acquisition and construction costs | \$ 15,901,339 | \$ 6,441,225 | \$ (3,226,632) | \$ 19,115,932 |
| Pledges and Grants restricted for program expenses | 146,722 | 459,000 | (257,611) | 348,111 |
| | \$ 16,048,061 | \$ 6,900,225 | \$ (3,484,243) | \$ 19,464,043 |

21st Century Parks, Inc.

December 31, 2012 and 2011

Note I--Commitments

In 2006, we entered into an agreement with the Kentucky Transportation Cabinet ("KYTC") under which the State agreed to provide \$38.0 million and through subsequent agreements, we have secured up to \$50.3 million to assist with the Organization's park development plans. Funding under these agreements will be supplied through proceeds of grants from the Federal government. This funding is subject to a number of terms and conditions, as defined in the agreements and as promulgated under laws governing federally funded projects. The funding consists of the following:

| High priority project funding | \$ | 34,433,280 |
|---|----|------------|
| Federal demonstration funding allocated to Kentucky | | 5,880,000 |
| Transportation enhancement funding | | 10,000,000 |
| | | |
| Total Federal Funding | g. | 50 313 280 |

We have had reimbursements to date of \$17,721,458 and \$8,155,521, as of December 31, 2012 and 2011, \$5,851,433 and \$3,929,069, respectively, have yet to be paid by KYTC and is shown as grants receivable on the statements of financial position.

Note J-Retirement Plan

We sponsor a Safe-Harbor 401(k) plan to fund retirement for its employees. We match employees' contributions up to four percent of their compensation. We contributed \$44,591 and \$26,749 to this plan during the years ended December 31, 2012 and 2011, respectively.

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

Open to Public

Department of the Treasury

| ini | iernal P | Revenue Service Ine organization may have to use a copy of this return to sati | isty state | reporting requiremen | ts. Inspection |
|-----------------------------|----------------|---|--|---|---|
| A | For | the 2012 calendar year, or tax year beginning and e | nding | | |
| В | appli | | | D Employer ident | ification number |
| | Ac | dress 21st Century Parks, Inc. | | | |
| Ī | Na | proge Doing Business As | ************************************ | 20- | 1780317 |
| Ē | ······jini | tip! | loom/suite | | |
| Ē | | mm- 1 471 Want Wain Ch Chile 202 | A A LIN STIME | | 2)584-3912 |
| F | An | City, town, or post office, state, and ZIP code | | G Gross receipts \$ | 22,590,254. |
| | | Louisville, KY 40202 | | H(a) Is this a group | |
| Trans | | F Name and address of principal officer:Dr. Daniel H. Jones | | for affiliates? | Yes X No |
| | | 471 West Main St., Suite 203, Louisville | o KV | | |
| | Tax- | exempt status: X 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or | | 1 1 | a list. (see instructions) |
| | | site: www.21cparks.org | Land Oct | H(c) Group exempti | |
| | | of organization: X Corporation Trust Association Other | 1 Vear | | M State of legal domicile: KY |
| | art | | 1 No. 1 Creat C | STOTTERION, 2500 E | M Diale of legal dominelle, IL I |
| - | 1 | | rhadu | le O | |
| Activities & Governance | | and a country and a spannesson a most of most of most activities. | ~ A A C C A L L | ±00 | |
| <u>a</u> | 2 | Check this box if the organization discontinued its operations or disposed | d of more | than 25% of its not a | naate |
| ž Š | 3 | Number of voting members of the governing body (Part VI, line 1a) | | | 12 |
| Ğ | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | | 4 | |
| ලේ (3 | 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 1 * * \$ * * * * * * * * * * * * * * * * | 5 | |
| 0 | 8 | Total number of volunteers (estimate if necessary) | ********* | 6 | 250 |
| oti v | 7, | a Total unrelated business revenue from Part VIII, column (C), line 12 | *********** | 7a | |
| ₹ | 1 | Net unrelated business taxable income from Form 990-T, line 34 | 617761246844841 | /a | |
| - | ' | / Net orneated additional taxable income non-rothin 350-1, site 34 | | Prior Year | |
| | 8 | Contributions and grants (Part VIII, line 1h) | - | 19,378,718. | Current Year 22, 273, 180. |
| ž | 9 | Program service revenue (Part VIII, line 2g) | | 0. | 0. |
| Revenue | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 11,596. | 19,055. |
| Œ | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 15,522. | |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | 19,405,836. | |
| | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | | 0. | |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | | 0. | 0. |
| 20 | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 928,055. | 1,231,850. |
| 97 | 1 | Professional fundraising fees (Part IX, column (A), line 11e) | | 0. | 30,000. |
| Expenses | l loa | Total fundraising expenses (Part IX, column (D), line 25) 241,744 | | V. | 30,000. |
| Ä | 47 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | - | 1,576,902. | 1,059,533. |
| | 18 | Total expenses, Add lines 13-17 (must equal Part IX, column (A), line 25) | *** | 2,504,957. | 2,321,383. |
| | | Revenue less expenses. Subtract line 18 from line 12 | | 6,900,879. | 20,018,793. |
| 68 | *0 | Trevenide lead expenses. Outstact file to from this 12 | | naing of Current Year | |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | | 0,404,799. | End of Year 80,633,377. |
| SSS | 21 | Total liabilities (Part X, line 26) | | 2,267,365. | 2,477,150. |
| E | 22 | Net assets or fund balances. Subtract line 21 from line 20 | | 8,137,434. | |
| Pa | rt II | Signature Block | 4 | 0,10/,404.) | 78,156,227. |
| - | | alties of perjury, I declare that I have examined this return, including accompanying schedules and | f etatamani | by and to the back of me. | Consecutation and back to be |
| true | rarra | ct, and complete. Occlaration of preparer fother than officer) is based on all information of which p | readers ha | is, and to the best of my | knowledge and belief, it is |
| uuu, | 201101 | is date completes becase don't dependen (direct date) is based on an information of which b | neparer na | is any knowledge. | 15 1 3 |
| Cimm | | Signature of officer | | Date | 3/12 |
| Sign | | James K. Moore, SVP & Chief Operating Of | F£1.55 | | |
| Here | a . | Type or print name and title | rrrce. | | *************************************** |
| ************ | ···· | | Date | Check | TI PTIN |
| Paid | | Print/Type preparer's name Joseph D Johnston | i i | 1.0/12 1 | |
| | 950" | | - 19/ | | |
| Prepa Use (| | | Firm's EIN | 61-1191655 | |
| use (| aniy | Firm's address 325 West Main Street/Suite 1600 | | 04 | 00) FOE 4600 |
| | 44 | Louisville, KY 40202-4251 | | Phone no. (5 | 02) 585-1600 |
| May | the IF | RS discuss this return with the preparer shown above? (see instructions) | | 550 150 data (\$ \$1 d 1) + c.c. (1) \$11 d 1+ e.c. | X Yes No |

| Form | 1990 (2012) 21st Century Parks, Inc. | 20-1780317 | Page 2 |
|-----------------------------|--|--|--|
| Pa | rt III Statement of Program Service Accomplishments | | |
| 2 6/1 | Check if Schedule O contains a response to any question in this Part III | | |
| *********** | | PROFESSIONAL DE PROFESSION AND A TOTAL DESCRIPTION OF THE PROFESSION AND A TOTAL DESCRIPTION AND A TOTAL DESCRIPTI | |
| 1 | Briefly describe the organization's mission: The creation and preservation of unexcelled and beautif | ul public pa | rks |
| | which reflect the needs and values of our community. | AND SECTION OF THE PERSON OF T | |
| | which reflect the needs and values of our constantey. | 20000000000000000000000000000000000000 | *************************************** |
| | | | |
| Manuscratter and the second | | | *************************************** |
| 2 | Did the organization undertake any significant program services during the year which were not listed on | [] v | X No |
| | the prior Form 990 or 990-EZ? | Ites | LALI NO |
| | If "Yes," describe these new services on Schedule O. | P************************************* | [T. F.] |
| 3 | Did the organization cease conducting, or make significant changes in how it conducts, any program services? | Yes | L&J No |
| | if *Ves " describe these changes on Schedule O. | | |
| 4 | Describe the organization's program service accomplishments for each of its three largest program services, as | measured by expenses | 5. |
| • | Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to other | ers, the total expenses, | and |
| | tony for each program service reported | | |
| 4 | (Code:) (Expenses \$ 1,126,088 a including grants of \$) (Revenue) | ues 19, | 936.) |
| 4a | wonded the construction of the master plan for the multi | 1-barbose cr | ail |
| | and parks network throughout Eastern Jefferson County. | Funded the | |
| | operations and maintenance of The Parklands of Floyds Fo | ork located | in |
| | operations and maintenance of the raintaines of floyes | | |
| | Jefferson County, Kentucky. | | wasser, no drank british pink |
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| | | | number and acceptant of the second date. |
| | | MAQUICE ELECTRONIC (STATE CONTROL CONT | usassannasannanni filiri maada |
| 4d | Other program services (Describe in Schedule O.) | | |
| | (Expenses \$ encluding grants of \$) (Revenue \$ | | |
| 4m | Total program service expenses ► 1,126,088. | | |
| | | Form 9! | 90 (2012) |

Form 990 (2012) 21st Century Parks, Inc.
Part IV | Checklist of Required Schedules

| | | | Yes | s No |
|----------|---|--------|--------|-----------------|
| 1 | is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? | | | |
| | If "Yes," complete Schedule A | | | paragraphic and |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | 2 | X | _ |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for | | | |
| | public office? If "Yes," complete Schedule C, Part I | 3 | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effection in | E | | |
| | during the tax year? If "Yes," complete Schedule C, Part II | 4 | - | 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? If "Yes," complete Schedule C, Part III | 5 | - | 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? If "Yes," complete Schedule D, Fart I | 6 | - | 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? If "Yes," complete Schedule D, Part II | 7 | X | + |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete | | | 100 |
| | Schedule D, Part III | 8 | - | 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? | | | X |
| 4.00 | If "Yes," complete Schedule D, Part IV Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent | 9 | - | 1- |
| 10 | endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | 10 | | X |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, IX, or X | 10 | - | - 23 |
| 1.4 | as applicable. | | | |
| 2 | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, | | | |
| (54 | Part VI | 11a | 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? If "Yes," complete Schedule D, Part VII | 11b | | X |
| С | 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? If "Yes," complete Schedule D, Part VIII | 11c | | 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? If "Yes," complete Schedule D, Part IX | 11d | | X |
| | Did the organization report an amount for other liabilities in Part X, line 257 If "Yes," complete Schedule D, Part X | 11e | | 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)? If "Yes," complete Schedule D, Part X | 111 | X | - |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete | | | |
| | Schedule D, Parts XI and XII | 12a | X | - |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? | | | |
| | If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | 12b | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | | X |
| | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | 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 | | | 10" |
| aid 1884 | or more? If "Yes," complete Schedule F, Parts I and IV Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization | 14b | | X |
| 15 | or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV | 45 | į. | X |
| 4.0 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals | 15 | - | |
| 16 | located outside the United States? If "Yes," complete Schedule F, Parts III and IV | 16 | ì | Х |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, | 10 | | 4.5 |
| * " | column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I | 17 | X | |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines | | | |
| -10 | 1c and 8a? If "Yes," complete Schedule G, Part II | 18 | X | |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," | | | 100101110001444 |
| - | complete Schedule G, Part III | 19 | | X |
| 20a | Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | 20a | | X |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20b | | |
| | | Form S | 190 /2 | 010 |

Part IV | Checklist of Required Schedules (continued) No Yes 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the 21 X United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, 22 X column (A), line 27 if "Yes," complete Schedule I, Parts I and III 22 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current 23 and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete 23 Schedule J 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete X Schedule K. If "No", go to line 25 24a 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? 24d 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a X disqualified person during the year? If "Yes," complete Schedule L, Part I b is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete X 25b Schedule L, Part I Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified X person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II 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 X 27 of any of these persons? If "Yes," complete Schedule L, Part III Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV 28a b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV 28c X Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M 29 29 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation 30 contributions? If "Yes," complete Schedule M Did the organization liquidate, terminate, or dissolve and cease operations? X if "Yes," complete Schedule N, Part I 31 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete 32 X Schedule N, Part II Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301,7701-2 and 301,7701-37 If "Yes," complete Schedule R, Part I Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and 34 Part V, line 1 X 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 35a b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 35b Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? X 36 If "Yes," complete Schedule R, Part V, line 2 Did the organization conduct more than 5% of its activities through an entity that is not a related organization X and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 37 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

| Check if Schedule C contains a response to any question in this Part V Yes N It Enter the number reported in Box 3 of Form 1096. Enter -0 if not applicable 1. 19. 0. 0 Did the organization comply with backby withholding rules for reportable payments to vendors and reportable gaming gambling) winnings to pital winners? Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, gambling winnings to pital winners? Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, gambling winnings to pital winners? Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, gambling winnings to pital winners? Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, gambling to the statements of the sum of fines 1s and 2s is greater than 250, you may be required to e-file (see instructions) If It is also one is reported on line 2s, did the organization that enter than 250, you may be required to e-file (see instructions) If It is also the segmination have unrelated business gross income of \$1,000 or more during the year? If It is also the interest of the calendar year, did the organization have an interest in, or a signature or other authority over. a financial account is a foring country (such as a bank account, securities account; or other financials account) is of fining requirements for Form TD F 90/221, Report of Foreign Bank and Financial Accounts. See instructions for filing requirements for Form TD F 90/221, Report of Foreign Bank and Financial Accounts. Was the organization and you to a prohibited tax shelter transaction at any time during the tax year? So Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? If Yes, "other the reganization in the was or is a party to a prohibited tax shelter transaction? If Yes, "other organization have annual gross receipts that are normally greater than \$100,000, and did the | - | rt V Statements Regarding Other IRS Filings and Tax Compliance | | | | | | | | | | | |
|--|-------------|--|---|--------------|-------------------|--|--|--|--|--|--|--|--|
| 18 Enter the number reported in Box 3 of Form 1096. Enter -0 if not applicable 1. 1a 3.8 b Enter the number of Forms W-26 included in line 1a. Enter -0 if not applicable 1. 1b 0.0 c 10 cit the organization comply with backup within backing with the backing with backing with backing with backing with the backing with the backing with the backing with the backing with backing with the backing with with an analy with with with with with with with with | L | Check if Schedule O contains a response to any question in this Part V | P. C. | | | | | | | | | | |
| Enter the number of Forms W-2G included in line 1s. Enter O: if not applicable Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gamining (gambling) winnings to prize winners? Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, life of the calendary ware anding with or within the year converted by this return If a life state calendary ware anding with or within the year converted by this return If a life state one is reported on fine 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1 a and 2a is greater than 250, you may be required to e-file (see instructions) Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a X X Yes, "has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O 4 At any time during the calendary year, did the organization file an explanation in Schedule O 5b If "Yes," and it in a foreign country (such as a bank account, securities account, or other financial accountly? 4a X X If "Yes," and the rule mans of the foreign country: 5e limitation for filing requirements for Form TD F 90 22.1, Report of Foreign Bank and Financial Accounts. 5c Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5b Did any taxable party notify the organization that it was or is a party to a prohibited atx shelter transaction at any time during the tax year? 5c Does the organization related 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? 7b Organizations that may receive deductible contributions under section 170(c). But the organization shall may receive deductible contributions under section 170(c). Did the organization shall may receive deductible contributions of contributions of gross according organization f | 46014011111 | | | Yes | No | | | | | | | | |
| b Enter the number of Forms W/26 included in line 1s. Enter O-If not applicable | 12 | Enter the number reported in Box 3 of Form 1096. Enter -0 if not applicable 1a 38 | 3 | | | | | | | | | | |
| c 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. 2b Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements. 2b If at least one is reported on ine 2a, did the organization if all required feed-all employment tax returns? Note, if the sum of lines 1 a and 2a is greater than 250, you may be required to e-file (see instructions) 3b Did the organization have unrelated business gross income of \$1,000 or more during the year? 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; left as a bank account, securities account; or other financial account; 4b If Yes, "enter the name of the foreign country; left. 5e Was the organization aparty to a prohibited tax shefter transaction at any time during the tax year? 5e Was the organization by a prohibited tax shefter transaction at any time during the tax year? 5c Was 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? 6c If Yes, "to line 5a or 50, did the organization include with every solicitation an express statement that such confributions or gifts were not tax deductible? 6c Organization section problems that may receive deductible scharitable contributions? 7c Organizations that may receive deductible scharitable contributions? 7d If Yes," did the organization include with every solicitation an express statement that such confributions or gifts were not tax deductible? 8c Olicit the organization include with every solicitation and party to goods and services provided to the payor? 7a Organization that may receive deductible scharitable contributions? 7b If Yes," did the organization make a distributi | | | | | | | | | | | | | |
| gambling) winnings to prize winners? | | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable garning | | | | | | | | | | | |
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| Say Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? bild any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b | | See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | | | | | | | | | | |
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Form 990 (2012)

21st Century Parks, Inc.

20-1780317 Page
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.

| 1s Enter the number of volting members of the governing body at the end of the tax year If there are named differences in volting rights among members of the governing body of the governing body deligated broad authority 1 an executive committee or similar committee, explain in Schedule 0. b Enter the number of volting members included in line 1s, above, who are rehepandent 2 Did any office, director, trustee, or key employees have a family relationship or a business relationship with any other officer, director, or trustees, or key employees to a management company or other person? 2 X 3 Did the organization become aware during the year of a significent deliveration of officers, directors, or trustees, or key employees to a management company or other person? 3 Did the organization have members as stockholders? 4 Did the organization have members as stockholders? 5 Did the organization have members as stockholders? 7 Did the organization have members as stockholders? 7 Did the organization have members as stockholders? 8 Did the organization have members as stockholders? 9 Did the organization have members as the organization reserved to (or subject to approval by) members, stockholders, or operations of the poverning body? 9 Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 9 Did the organization contemporations of the organization and the stockholders or persons other than the governing body? 9 Did the organization that the poverning body? 10 Each committee with authority to act on behalf of the governing body? 11 Did the companization organization than the members and decreases in Schedule O. 12 Did the organization thave to the stock of the stockholders of the poverning body by the Internal Playeruse Code.) 13 Did the organization thave written conflict of interest policy? If Yes, I did the organization thave written organization and procedures governing the activities of such chapter | *********** | Check if Schedule O contains a response to any question in this Part VI | | | X | | | | | | | | |
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| b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, frustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O. 9 X Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) 10a Did the organization have local chapters, branches, or affiliates? 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicis? 12b X 13 Did the organization have a written wristleblower policy? 14 Did the organization have a written wristleblower policy? 15 Did the organization have a written document retention and destruction policy? 16 Did the organization have a written document retention and destruction policy? 17 Did the organization have a written wristleblower policy? 18 Did the organization wristle did the process in Schedule O (see instructions). 19 Did the organization feet process in Schedule O (see instructions). 19 Did the organization feet process in Schedule O (see instructions). 19 Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 19 List the states with which a copy of this Form 990 is required to be filed \$\frac{XY}{2}\$. 20 Very website \$\overline{X}\$ Another's website \$\ov | _ | | 000 | v | | | | | | | | | |
| 9 is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's milling address? If "Yes," provide the names and addresses in Schedule O. Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) 10a Did the organization have local chapters, branches, or affiliates? 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 12b Did the organization have a written conflict of interest policy? If "No," go to line 13 12c Did the organization have a written conflict of interest policy? If "No," go to line 13 12d Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12d Did the organization have a written whistleblower policy? 13d Did the organization have a written whistleblower policy? 14d X 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15d Did the organization have 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 in Joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization? 15da Did the organization to make its Form 900 is required to be filed MXY 18 Section C Disclosure 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 | | | | | | | | | | | | | |
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| 471 West Main St., Suite 202, Louisville, KY 40202 | | | on: 🕨 | ************** | *********** | | | | | | | | |
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| | 232056 | 471 West Main St., Suite 202, Louisville, KY 40202 | | | Military and a second | | | | | | | | |

Form 990 (2012) Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated **Employees, and Independent Contractors**

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

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

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

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

- 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 heither the organization i | nor any related | org | anız | atio | n co | mpe | ensa | ted any current officer, | director, or trustee. | |
|--|---|--------------------------------|----------------------|--|------------------|---------------------|-----------|---------------------------------|--|---|
| (A) | (B) | | | _ { | C) | | | (D) | (E) | (F) |
| Name and Title | Average | lete | o ton a | Pos | sitio | Π o ther | 1.000 | Reportable | Reportable | Estimated |
| | hours per | bo | k, urde | 155 D | erson | is bo | ith an | compensation | compensation | amount of |
| | week | | icer m | nd a c | direct | ONTHE | (100) | from | from related | other |
| | (list any | recto | | | | | | the | organizations | compensation |
| | hours for related | 10 | 42 | | | 器 | | organization (W-2/1099-MISC) | (W-2/1099-MISC) | from the |
| | organizations | 188 | ther | | 10 | uben. | | (VY-2/1099-WIGC) | | organization and related |
| | below | in in | astitutional trusies | _ | E SE | El Co | | | | organizations |
| | line) | individual tractee or director | THE SERVICE | OFFICE | Key employee | Highest compensated | Former | | | State |
| (1) David A. Jones | 15.00 | | | | | | | | | |
| Director/Treasurer | | X | | X | | | | 0. | 0. | 0. |
| (2) Dr. Daniel H. Jones | 40.00 | | | | | | | | | |
| CEO/Director/Chairman | | X | | X | X | X | | 284,408. | 0. | 18,151. |
| (3) Kenneth L. Payne | 10.00 | | | | | | | | | |
| Director, Vice President | *************************************** | X | | X | | | | 0. | 0. | 0. |
| (4) Ellen Hesen | 5.00 | | | | | | | | | |
| Director | | X | | | | | | 0. | 0. | 0. |
| (5) Michael Heitz | 5.00 | | | | | | | | _ | |
| Director | | X | | | | | | 0. | 0. | 0. |
| (6) William Juckett | 5.00 | | | | | | | | | _ |
| Director | | X | | | | | | 0. | 0. | 0. |
| (7) Bruce A. Maza | 5.00 | | | | | | | | . 1 | |
| Director | | X | | | | | | 0. | 0. | 0. |
| (8) Steve Henry | 5.00 | | | | - 1 | | | | | |
| Director | - 00 | X | | | | | _ | 0. | 0. | 0. |
| (9) Sandra Frazier | 5.00 | | | | | Î | | | | ** |
| Director | | X | | | | | 4 | 0. | 0.1 | 0. |
| (10) Charles P. Denny | 5.00 | х | | | | | | 0. | 0. | 0. |
| Director | 5.00 | | 1 | | - | | | V. | | V : |
| (11) Henry V. Heuser, Jr Director | 2.00 | X | | | | | | 0. | 0. | 0. |
| (12) David Y. Wood | 5.00 | | | | | | | | | |
| Director | | x | | | | | | 0. | 0. | 0. |
| (13) Bryan K. Johnson | 8.00 | | | | | | | | 99 | 956-9664-0-9-1-0-0-1-9-9-0-0-0-0-0-0-0-0-0-0-0-0 |
| Secretary | | | | X | | | | 0. | 0. | 0. |
| (14) David F. Morgan | 8.00 | | | | | | | | | |
| Asst Treasurer | | | | X | | | | 0. | 0. | 0. |
| (15) James K. Moore | 40.00 | | | | | | | | | |
| SVP & Chief Operating Officer | | _ | | X | _[: | X | | 163,280. | 0. | 13,375. |
| (16) Scott Martin | 40.00 | - | | | | | Considera | | The second secon | |
| Parks Director | | | | | - 1 | X | | 118,883. | 0. | 10,750. |
| • | | - | | The same of the sa | Pelificalization | Otherstone | | | a principal de la constante de | |
| } | | | | | | | | | | |

Form 990 (2012)

| Pai | rt VII Section A. Officers, Directors, Trus | tees. Key Em | olov | rees | , an | d Hi | ghe | st C | Compensated Employe | es (continued) | | | |
|---|--|-------------------|----------|----------|-------|-------|---------|-------|-------------------------------|--|---|------------------------------|-----------------------|
| | (A) | (8) | | | | 2) | | | (D) | (E) | | (F) | |
| | Name and title | Average | | | Pos | | | | Reportable | Reportable | E | stimat | ed |
| | ENGERT FOR FREEZON FEEZON | hours per | | | | | | h an | compensation | compensation | a | mount | - |
| | | week | offs | cer an | dad | recto | or/trus | (993 | from | from related | | other | |
| | | (list any | director | | | | | | the | organizations | 1 | npensa | |
| | | hours for | 10 | | | | E | | organization | (W-2/1099-MISC) | 1 | rom th | |
| | related 를 됨 및 (W-2/1099-MISC) | | | | | | | | | | | | tion |
| | organizations & B B B B B B | | | | | | | | | | | | ted |
| | hours for related organizations below line) line) line organization line organizations below line organization (W-2/1099-MISC) | | | | | | | | | | | | ions |
| | line) | | | | | | | | | | | | |
| | p-1000000000000000000000000000000000000 | | | | | | | | | | | | |
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| ppp years and | | | | | | | | | | | | | |
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| 9949465 - 1 44444 | | | | | | | | 1 | | | | | |
| | | | | | | | | | | | | na a said dei administrativo | P-11-071-071-07179-14 |
| CV-007920-000-0 | | | | | | | | | | | | | |
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| *************************************** | | <u> </u> | | | | | | | | | | | |
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| | | | | | | | - | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | لا | | | | A | 2,2 | 76 |
| 1b | Sub-total | ******** | | | | | | | 566,571. | 0. | 4 | 4,4 | |
| C | Total from continuation sheets to Part VI | I, Section A 🔒 | | | | | | | 0. | 0. | | ^ ^ | 0. |
| d | Total (add lines 1b and 1c) | | | LLLLANGE | 20214 | 4817 | | | 566,571. | 0. | 4 | 2,2 | 76. |
| 2 | Total number of individuals (including but n | ot limited to the | 080 | liste | d at | ove |) wh | ю ге | eceived more than \$100 | ,000 of reportable | | | - |
| _ | compensation from the organization | | | | | | | | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | 3 |
| | | | | | | | | | | | | Yes | No |
| 3 | Did the organization list any former officer, | director, or tru | stee | , ke | y en | npla | yee, | ar h | nighest compensated er | nployee on | | | |
| W. | line 1a? If "Yes," complete Schedule J for s | uch individual | | | | | | | | | 3 | | X |
| A | For any individual listed on line 1a, is the su | m of reportable | 9 60 | mbe | nsa | tion | and | oth | ner compensation from t | he organization | | | |
| 4 | and related organizations greater than \$150 | 00007 # "Yee " | coi | nale | te S | che | dule | Jfe | or such individual | | 4 | X | |
| | Did any person listed on line 1a receive or a | remia comoso | eati | on fi | rom | anv | unn | alate | ed organization or individual | dual for services | | | |
| 5 | Did any person listed on line 1a receive of a | | | | | | | | | | 5 | | X |
| | | | | | | | | | | | | | |

Section B. Independent Contractors 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 |
|--|---------------------------------|---------------------|
| Kelley Construction PO Box 1362, Indianapolis, IN 46206 | Construction Costs | 8,691,785. |
| Louisville Paving Company | Construction Costs | 6,635,973. |
| MAC Construction | Construction Costs | 2,526,764. |
| Wallace Roberts & Todd, LLC, 1700 Market | Construction Design | 1,674,559. |
| QK4 815 West Main Street, Louisville, KY 40202 | Construction Design | 173,144. |
| 2 Total number of independent contractors (including but not limited to those lister \$100,000 of compensation from the organization ▶ 9 | d above) who received more than | 200 |

12-10-12

Form 990 (2012)

Part VIII Statement of Revenue Check if Schedule O contains a response to any question in this Part VIII (E) (D) Revenue excluded from tax under sections 512, 513, or 514 Total revenue Related or Unrelated exempt function business revenue revenue Contributions, Gifts, Grants and Other Similar Amounts 1 a Federated campaigns c Fundraising events 10 d Related organizations 1d e Government grants (contributions) 1e 11,488,300. f All other contributions, gifts, grants, and similar amounts not included above _____ 11 10,784,880, 9 Noncash contributions included in lines te-1f; \$____ 1,659,663. h Total. Add lines 1a-1f 22 273 180 Business Code Program Service Revenue f All other program service revenue g Total. Add lines 2a-2f Investment income fincluding dividends, interest, and other similar amounts) 18,773, 18,773. Income from investment of tax-exempt bond proceeds 5 Royalties (i) Real 6 a Gross rents b Less: rental expenses c Rental income or (loss) d Net rental income or (loss) 7 a Gross amount from sales of (i) Securities (ii) Other assets other than inventory 167,019 b Less: cost or other basis and sales expenses 166,737 c Gain or (loss) 282. d Net gain or (loss) 282 282. 8 a Gross income from fundraising events (not Revenue including \$ of contributions reported on line 1c). See Part IV, line 18 Other b Less; direct expenses _____ b c Net income or (loss) from fundraising events 28,005 28,005. 9 a Gross income from gaming activities. See Part IV, line 19 a b Less: direct expenses _____ b c Net Income or (loss) from gaming activities ... 10 a Gross sales of inventory, less returns and allowances _____a b Less: cost of goods sold _____ b c Net income or (loss) from sales of inventory Miscellaneous Revenue Business Code 11 a Agriculture Income 111000 19,936. 19,936. d All other revenue e Total. Add lines 11a-11d 19,936, Total revenue. See instructions. 22 340 176. 19 936. 47 050.

Form 990 (2012) 21st Century Parks, Inc.
Part IX | Statement of Functional Expenses

| | Check if Schedule O contains a respon | 143 | s Part IX (B) | /C) | (D) |
|---|--|--|---|---|--|
| | not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | Program service expenses | Management and general expenses | Fundraising expenses |
| 1 | Grants and other assistance to governments and | | | | |
| | organizations in the United States. See Part IV, line 21 | ************************************** | *************************************** | *************************************** | ~40004400011000000000000000000000000000 |
| 2 | Grants and other assistance to individuals in | | | | |
| | the United States. See Part IV, line 22 | | | | ter terretainen er |
| 3 | Grants and other assistance to governments, | | | | |
| | organizations, and individuals outside the | | | | |
| | United States. See Part IV, lines 15 and 16 | | | | *************************************** |
| 4 | Benefits paid to or for members | | | | |
| 5 | Compensation of current officers, directors, | | | | |
| | trustees, and key employees | | | | *************************************** |
| 6 | Compensation not included above, to disqualified | | TOP Y CORNELINA | | |
| | persons (as defined under section 4958(f)(1)) and | | | | |
| | persons described in section 4958(c)(3)(B) | 1 005 000 | 206 070 | COO 277 | 140 57 |
| 7 | Other salaries and wages | 1,025,833. | 296,978. | 588,277. | 140,57 |
| 8 | Pension plan accruals and contributions (include | | | | |
| | section 401(k) and 403(b) employer contributions) | 105 160 | 27 700 | 60 706 | 26 50 |
| 9 | Other employee benefits | 125,162. | 37,780. 30,773. | 60,786. 38,495. | 26,59 11,58 |
| 0 | Payroli taxes | 00,000 | 30,773. | 30,493. | 11,30 |
| 1 | Fees for services (non-employees): | | | | |
| a | Management | 3,524. | | 3,524. | |
| b | Legal | 21,167. | | 21,167. | *************************************** |
| G | Accounting | 4444411 | | 21,101* | |
| d | Lobbying Professional fundraising services, See Part IV, line 17 | 30,000 | | | 30,000 |
| 8 | Investment management fees | 30,000 | | | |
| 1 | Other. (If line 11g amount exceeds 10% of line 25, | | | | |
| 9 | column (A) amount, list fine 11g expenses on Sch O.) | 68,415. | | 68,415. | |
| 2 | Advertising and promotion | 00/1101 | | 00/2.01 | |
| 3 | Office expenses | 31,553. | | 31,553. | |
| 4 | Information technology | | | | de dia minutan da antimbibila da da da da antama manyenana manyenang p |
| 5 | Royalties | | | | |
| 6 | Occupancy | | | | |
| 7 | Travel | 13,549. | | 13,549. | *************************************** |
| 8 | Payments of travel or entertainment expenses | | | | Name |
| 4 | for any federal, state, or local public officials | | | | |
| 9 | Conferences, conventions, and meetings | | | *************************************** | ?;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;; |
| Ö | Interest | 12,913. | *************************************** | 12,913. | |
| 1 | Payments to affiliates | | *************************************** | | |
| 2 | Depreciation, depletion, and amortization | 197,143. | 191,547. | 5,596. | # : 300000; 31 * 500000000000000000000000000000000000 |
| | Insurance | 73,408. | 66,283. | 7,125. | ************************************** |
| 4 | 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 0.) | | | | s-s-s-s-s-s-s-s-s-s-s-s-s-s-s-s-s-s-s- |
| | Maintenance | 213,951. | 206,319. | 7,632. | 1000 000 000 000 000 000 000 000 000 00 |
| | Education | 123,220. | 123,220. | adam .com anno anno anno anno anno anno anno an | |
| | Miscellaneous | 97,965. | 47,825. | 50,140. | *************************************** |
| | Natural Areas | 83,155. | 83,155. | | *************************************** |
| | All other expenses | 119,570. | 42,208. | 44,379. | 32,983 |
| | Total functional expenses. Add lines 1 through 24e | 2,321,383. | 1,126,088. | 953,551. | 241,744 |
| | Joint costs. Complete this line only if the organization | | | *************************************** | |
| | reported in column (B) joint costs from a combined | | | Yandidi ji yana | |
| | educational campaign and fundraising solicitation. | 1 | | | |
| | Check here if following SOP 64-2 (ASC 958-720) | | | | |

| rt X | Balance Sheet | guareneesee, seamilisis das das das das das en | | |
|--|---|--|--------|--|
| ***** | Check if Schedule O contains a response to any question in this Part X | | 1 | |
| | | (A) Beginning of year | | (B) End of year |
| 1 | Cash - non-interest-bearing | 317,806. | 1 | 673,996 |
| 2 | Savings and temporary cash investments | 9,836,135. | 2 | 6,387,092 |
| 3 | Pledges and grants receivable, net | 15,152,138. | 3 | 15,654,300 |
| 4 | Accounts receivable, net | | 4 | |
| 5 | Loans and other receivables from current and former officers, directors, | | | |
| 3 | 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 | | | |
| 0 | 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 | |
| | Inventories for sale or use | | 8 | 1,214,000 |
| 8 | Prepaid expenses and deferred charges | 19,918. | 9 | 26,928 |
| | Land, buildings, and equipment: cost or other | | | |
| 104 | basis. Complete Part VI of Schedule D 10a 56,945,240. | | | |
| l la | Less: accumulated depreciation 10b 269,179. | 35,077,802. | 10c | 56,676,061 |
| 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 | 1,000. | 15 | 1,000 |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 60,404,799. | 16 | 80,633,377 |
| 17 | Accounts payable and accrued expenses | 1,894,104. | 17 | 2,269,576 |
| 18 | Grants payable | | 18 | |
| 19 | Deferred revenue | | 19 | 5,400 |
| 20 | Tax-exempt bond liabilities | | 20 | |
| 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| 22 | Loans and other payables to current and former officers, directors, trustees, | Tipote | | |
| | key employees, highest compensated employees, and disqualified persons. | and the same of th | | |
| | Complete Part II of Schedule L | | 22 | |
| 23 | Secured mortgages and notes payable to unrelated third parties | 373,261. | 23 | 202,174 |
| 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| 25 | Other liabilities (including federal income tax, payables to related third | | 999 | |
| | parties, and other liabilities not included on lines 17-24). Complete Part X of | | - | |
| | Schedule D | | 25 | |
| 26 | Total liabilities. Add lines 17 through 25 | 2,267,365. | 26 | 2,477,150 |
| | Organizations that follow SFAS 117 (ASC 958), check here ▶ X and | | | |
| | complete lines 27 through 29, and lines 33 and 34. | | 4 | CO FOR 104 |
| 27 | Unrestricted net assets | 38,673,391. | 27 | 60,521,124 |
| 28 | Temporarily restricted net assets | 19,464,043. | 28 | 17,635,103 |
| 29 | Permanently restricted net assets | | 29 | ************************************** |
| | Organizations that do not follow SFAS 117 (ASC 958), check here | | deline | |
| and the same of th | 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 | gggggggggggggggggggggggggggggggggggggg | 31 | 20202201000000000000000000000000000000 |
| 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | FO SEC SCE |
| 33 | Total net assets or fund balances | 58,137,434. | 33 | 78,156,227 |
| | Total liabilities and net assets/fund balances | 60,404,799. | 34 | 80,633,377. |

| For | m 990 (2012) 21st Century Parks, Inc. | 20-1 | <u> 780317</u> | P | age 12 |
|-----|--|--|--|-----------------|---|
| Pa | art XI Reconciliation of Net Assets | | | | |
| | Check if Schedule O contains a response to any question in this Part XI | annia de de la constancia | ************************************** | 24224 | |
| | | k r | | | |
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 22,34 | | |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 2,32 | 00000 100°00000 | **** |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 20,01 | 8,7 | 193. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 58,13 | 7,4 | 134. |
| 5 | Net unrealized gains (losses) on investments | 5 | | W-44-07040-0040 | A0444440040040040 |
| 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 | 78,15 | 6,2 | 27. |
| Pa | rt XII Financial Statements and Reporting | | | | |
| | Check if Schedule O contains a response to any question in this Part XII | | >>>>>> | 4,4,,, | X |
| | | | | Yes | No |
| 1 | Accounting method used to prepare the Form 990: Cash X Accrual Other | | | | |
| | If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule | 0. | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | *********** | 2a | | X |
| | If "Yes," check a box below to Indicate whether the financial statements for the year were compiled or reviewed | ori a | | | |
| | separate basis, consolidated basis, or both: | | | | |
| | Separate basis Consolidated basis Both consolidated and separate basis | | | | |
| b | Were the organization's financial statements audited by an independent accountant? | | 2b | X | |
| | If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate | basis, | | | |
| | consolidated basis, or both: | | | | |
| | X Separate basis Consolidated basis Both consolidated and separate basis | | | | |
| c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the | audit. | | 1 | |
| | review, or compilation of its financial statements and selection of an independent accountant? | | 2c | X | |
| | If the organization changed either its oversight process or selection process during the tax year, explain in Sche | dule O. | | | |
| За | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Sing | gle Audit | | - 1 | |
| | Act and OMB Circular A-133? | ***** | _ За | X | *************************************** |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the require | ed audit | | \$ | |
| | or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | | X | |
| | | | Form ! | 990 / | 2012) |

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service **Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

2012

Open to Public Inspection

Name of the organization

21st Century Parks, Inc.

Employer identification number 20-1780317

| Part I | Reasor | n for Public Cha | arity Status (All organ | nizations m | ust comp | lete this p | art.) See in | structions | i. | | | | |
|---|---|--|-----------------------------|-----------------|--|--|-----------------|---|--|---|-----------------------|---|-----------------|
| The organ | ization is not | t a private foundatio | n because it is: (For lines | s 1 through | 11, chec | k only one | box.) | | | | | | |
| 1 | A church, c | onvention of church | es, or association of chu | urches des | cribed in | section 17 | 70(b)(1)(A) | (i). | | | | | |
| 2 | A school de | scribed in section | 170(b)(1)(A)(ii). (Attach S | Schedule E | .) | | | | | | | | |
| 3 | A hospital o | or a cooperative hos | pital service organization | n described | d in section | n 170(b)(| 1)(A)(iii). | | | | | | |
| 4 | A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii), Enter the hospital's name, | | | | | | | | | | | | |
| | city, and sta | * | , | | , | | | . , | | | | | |
| 5 | | | e benefit of a college or | university (| owned or | operated b | ov a gover | nmental u | nit descr | ibed in | | *************************************** | |
| w | section 170(b)(1)(A)(iv). (Complete Part II.) | | | | | | | | | | | | |
| 6 | A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). | | | | | | | | | | | | |
| 7 | A receral, state, or local government or governmental unit described in section 170(b)(1)(A)(V). An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in | | | | | | | | | | | | |
| F Summer | - | (b)(1)(A)(vi), (Compi | • | t or its sup | portnom | a gorann | POTTICAL CITTLE | 01 (1011) (1 | io genera | ii pulon | . 0000 | 11000 | 44.1 |
| 0 | | | section 170(b)(1)(A)(vi). | · (Complete | e Deet II t | | | | | | | | |
| 9 🗓 | | - | | | | from nant | nila stinosa | | sia Enna | and an | | aninta | Senen |
| 9 X | - | | ceives: (1) more than 33 | | | | | | | _ | | | |
| | | | unctions · subject to cert | | | | | | | | | | |
| | | | taxable income (less sec | THE HOIR | axy trom b | usmesses | acquired | by trie org | lanization | anter J | June 3 | 0, 19 | /3. |
| processoria. | | 509(a)(2). (Complet | , | | II E4. | 0 | 2007 V | | | | | | |
| · | _ | w. | perated exclusively to to | - | - | | | | on on our of the | | | A | |
| | 0 | ₩. | perated exclusively for t | | , | | | | , | | | | Qr |
| | * | | ations described in sect | | | | (2). See se | ction 509 | (a)(3). Cr | neck th | e pox | that | |
| | *************************************** | | organization and comp | | _ | | | | | | - 0 61 | | |
| generalization | a Type | | | ype III - Fu | | - 40 | | | pe III - No | | | | - |
| | | | at the organization is no | | - | | | | | | | | |
| | | | than one or more public | | | | | | 19(a)(1) oi | rsectio | n 509 | (a)(2). | |
| | - | | tten determination from | | | | | | | | | | ļ |
| | | | his box | | | | | | | ووالزه ودالله | | ****** | |
| g | | | organization accepted a | | | | | | | | | ···· | Ţ······ |
| 1 | | | directly controls, either a | | | | | | | | | Yes | No |
| | | | upported organization? | | | | | | | | 1g(i) | | ļ |
| | | | n described in (i) above? | | | | | | | | 1g(ii) | | |
| | | | person described in (i) | | | ************ | | | | | g(iii) | | L |
| h | Provide the f | following information | about the supported or | ganization | (S). | | | | | | | | |
| | | | | | | Nan | | | | | | | |
| (f) Name o | if supported | (ii) EiN | (iii) Type of organization | | organization | | u notify the | (vi) ! | | (vii) An | nount | of mor | netary |
| " " | ization | | (described on lines 1-9 | in col. (i) lis | | | tion in col. | (i) organizati U.S | ed in the | | supp | | • |
| | | | above or IRC section | governing | accument/ | (1) 01 you | r support? | U.S | .? | | | | |
| | | | (see instructions)) | Yes | No | Yes | No | Yes | No | | | | |
| | | | | | | | | | | | | | |
| | | and the state of t | | | | | | | | İ | | | |
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| out Management | | | | | And-indecade Talesciaesense | | | M4444444444444444444444444444444444444 | | ne 200000000000000000000000000000000000 | | | |
| atal | | | | | - | | | | 22. | | | | |

232021 12-04-12

Form 990 or 990-EZ.

LHA For Paperwork Reduction Act Notice, see the Instructions for

Schedule A (Form 990 or 990-EZ) 2012

Schedule A (Form 990 or 990-EZ) 2012

| 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.)

| Se | ction A. Public Support | | | ······································ | | | |
|-------------|---|--|--|--|---|--|--|
| Cal | endar year (or fiscal year beginning in) | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
| 1 | Gifts, grants, contributions, and | | | | | | |
| | membership fees received. (Do not | | The state of the s | | | | |
| | include any "unusual grants.") | - Control of the Cont | The state of the s | | 11/41 | | |
| 2 | Tax revenues levied for the organ- | | | | | | |
| | ization's benefit and either paid to | | | | | Table before one | |
| | or expended on its behalf | | | | | | |
| 3 | The value of services or facilities | • | | *************************************** | | | |
| *** | furnished by a governmental unit to | | | CO Philippe | | | |
| | the organization without charge | | | P. Control of the Con | | and a second sec | |
| 4 | Total, Add lines 1 through 3 | | | | | | |
| | 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 | | | | | | TO SOLITION OF THE PROPERTY OF |
| | amount shown on line 11. | | | | | | - ALIAN ALIA |
| | column (f) | | | | | | |
| 6 | Public support, Subtract line 5 from line 4 | | | | | | |
| | ction B. Total Support | | .1 | , | - 1 | | |
| | ndar year (or fiscal year beginning in) | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
| | Amounts from line 4 | | | | | | |
| | Gross income from interest. | | | | | | |
| _ | dividends, payments received on | | | | | | |
| | securities loans, rents, royalties | | Anna Anna Anna Anna Anna Anna Anna Anna | | | | |
| | and income from similar sources | | | | | | |
| a | Net income from unrelated business | | | *************************************** | | | |
| • | activities, whether or not the | | | | | | |
| | business is regularly carried on | | | | | 1 | |
| 10 | Other income. Do not include gain | | | *************************************** | | | |
| IIV | or loss from the sale of capital | | | | | The state of the s | |
| | assets (Explain in Part IV.) | | | | | | |
| 44 | Total support. Add lines 7 through 10 | | | | | | |
| | Gross receipts from related activities, | atc (see instruction | nns) | | <u> </u> | 12 | |
| | First five years. If the Form 990 is for | | | | | | |
| | organization, check this box and stop | | | | | | |
| Sec | tion C. Computation of Public | | | | *************************************** | | |
| 0400/110000 | Public support percentage for 2012 (lir | | | olumn (f)) | <u> </u> | 14 | % |
| | Public support percentage from 2011 | | , | | / P. / a / P. D C. C. D. D. D. D. D. E. E. E. E. E. E. E. | | % |
| | 33 1/3% support test - 2012. If the or | | | | | | |
| 14760 | stop here. The organization qualifies a | | | | | | |
| h | 33 1/3% support test - 2011. If the or | | | | | | |
| | and stop here. The organization qualifi | - | | | | | plant shark research |
| 172 | 10% -facts-and-circumstances test | | | | | | |
| 1115 | and if the organization meets the "facts | _ | | | | | |
| | meets the "facts and circumstances" to | | | • | • | | determinant of the second of t |
| | 10% -facts-and-circumstances test | | | | | | |
| | more, and if the organization meets the | | | | | | |
| | organization meets the "facts-and-circu | | | | | | |
| t8 | Private foundation. If the organization | | | , | 2 / / | | |
| - 10- | | | | | | | Sector Stone |

Schedule A (Form 990 or 990-EZ) 2012 21st Century Parks, Inc.

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) 📂 (e) 2012 (f) Total (a) 2008 (b) 2009 (c) 2010 (d) 2011 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") 19 378 719. 6,055,397 9 386 892 22,384,526. 80,380,402. 23,174,868, 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 80,380,402, 6 Total, Add lines 1 through 5 6,055,397, 23,174,868, 9,386,892 19,378,719, 22 384 526 7a Amounts included on lines 1, 2, and 0. 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 0. amount on line 13 for the year 0. c Add lines 7a and 7b 80,380,402, 8 Public support (Subtract fine 7c from line 6.) Section B. Total Support Calendar year (or fiscal year beginning in) (f) Total (a) 2008 (b) 2009 (c) 2010 (d) 2011 (e) 2012 80,380,402, 9 Amounts from line 6 6.055.397 23,174,868 9,386,892 19,378,719 22,384,526 10a Gross income from interest. dividends, payments received on securities loans, rents, royalties 27,307. 11.772. 30.215. 38.709. 138,717. 30,714. and income from similar sources b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 11.772 30.215. 38.709. 30.714 27,307. 138,717. c Add lines 10a and 10b 11 Net income from unrelated business activities not included in line 10b, whether or not the business is 4.232 588 4,820. regularly carried on 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) 9 399 252. 19 408 934. 23,206,407, 22.423.235. 80 523 939. 13 Total support. (Add lines 9, 10c, 11, and 12.) 6.086.111. 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 99.82 % 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f) 15 99.76 % 16 Public support percentage from 2011 Schedule A. Part III, line 15 16 Section D. Computation of Investment Income Percentage 17 % investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) 17 .23 18 Investment income percentage from 2011 Schedule A, Part III, line 17 18 19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements Complete if the organization answered "Yes," to Form 990,

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

Attach to Form 990. See separate instructions.

2012
Open to Public Inspection

Name of the organization

21st Century Parks, Inc.

Employer identification number 20-1780317

| Pa | art I Organizations Maintaining Donor Advised Funds or Other Similar | Funds or A | Accounts. Complete if the |
|---|--|-------------------|--|
| | organization answered "Yes" to Form 990, Part IV, line 6. | | · · |
| .eeedres/e ⁴ 0 | (a) Donor advised funds | | (b) Funds and other accounts |
| 1 | Total number at end of year | | |
| 2 | Aggregate contributions to (during year) | | |
| 3 | Aggregate grants from (during year) | | 35660-650-10-10-10-50-60-10-10-10-10-10-10-10-10-10-10-10-10-10 |
| 4 | Aggregate value at end of year | | |
| | Did the organization inform all donors and donor advisors in writing that the assets held in don | or advised fu | nds |
| 5 | are the organization's property, subject to the organization's exclusive legal control? | | |
| | Did the organization inform all grantees, donors, and donor advisors in writing that grant funds | can be used | *************** |
| 6 | for charitable purposes and not for the benefit of the donor or donor advisor, or for any other p | urnose conte | ring |
| | Impermissible private benefit? | | |
| Da | in I Conservation Easements. Complete if the organization answered "Yes" to Form | 990. Part IV | |
| | Purpose(s) of conservation easements held by the organization (check all that apply). | | |
| 1 | | f an hìstorica | lly important land area |
| | The state of the s | | istoric structure |
| | Figure 1 1 Act of the | n a parmouri | atorio structuro |
| | X Preservation of open space | in form of a co | one and the last |
| 2 | Complete lines 2a through 2d if the organization held a qualified conservation contribution in the | o willow a co | Alsel varion casement on the last |
| | day of the tax year. | | Held at the End of the Tax Year |
| | the same of the sa | | 2a 60 |
| a | | | 2b 3,000.00 |
| b | | | 26 27,000,00 |
| C | Number of conservation easements on a certified historic structure included in (a) | | |
| d | | | 2d |
| | listed in the National Register | l lace blan menme | Equation of the contract of th |
| 3 | Number of conservation easements modified, transferred, released, extinguished, or terminated | i by trie organ | iization dunkių trie tax |
| | year > | 7 | |
| 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, hand | | X Yes No |
| | violations, and enforcement of the conservation easements it holds? | onte durine t | |
| 6 | Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements | during the up | s 10 000 |
| 7 | Does each conservation easement reported on line 2(d) above satisfy the requirements of sections | ading 116 ye | Wi |
| 8 | | | V |
| | and section 170(h)(4)(B)(ii)? | | Appropriate to the property of the contract of |
| 9 | In Part XIII, describe how the organization reports conservation easements in its revenue and e | chailea ararai | ment, and palatica street, and |
| | include, if applicable, the text of the footnote to the organization's financial statements that des | cines nie oič | partication is accounting for |
| T 15- | conservation easements. rt III Organizations Maintaining Collections of Art, Historical Treasures, | or Other | Similar Assets |
| Pai | Complete if the organization answered "Yes" to Form 990, Part IV, line 8. | 01 00101 | Part & sad onto the anticology of sales |
| *************************************** | If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue | etatement ar | ed balance check works of art |
| 1a | historical treasures, or other similar assets held for public exhibition, education, or research in fu | statement a | nublic conica provide in Part YIII |
| | | itulerance of | public service, provide, in Fatt Alli, |
| | the text of the footnote to its financial statements that describes these items. | amant and h | nlanna shant wader of art historical |
| b | If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue sta | enen and o | didings aliest works of all, installed |
| | treasures, or other similar assets held for public exhibition, education, or research in furtherance | or bronic ser | vice, provide the rollowing amounts |
| | relating to these items: | | |
| | (i) Revenues included in Form 990, Part VIII, line 1 | | *************************************** |
| | (ii) Assets included in Form 990, Part X | | |
| 2 | If the organization received or held works of art, historical treasures, or other similar assets for fi | | DIDAIDA |
| | the following amounts required to be reported under SFAS 116 (ASC 958) relating to these item | 5: | . |
| a | Revenues included in Form 990, Part VIII, line 1 | | 3 |
| b | Assets included in Form 990, Part X | *********** | - ALLEGATION - ALLEGATION CONTROL CONT |

| Sche | dule D (Form 990) 2012 21st Ce | ntury Park | s, | Inc. | | | | | 780317 | |
|--------------------|--|-----------------------|-----------|---|----------------|------------|--|--|--|--|
| Pa | rt III Organizations Maintaining C | Collections of A | rt, Hi | storical T | reasures, | or Othe | er Simil | ar Asse | ≱ts (continu | ied) |
| 3 | Using the organization's acquisition, access | ion, and other recor | ds, che | ck any of the | following the | at are a s | ignificant | use of its | collection | items |
| | (check all that apply): | | | | | | | | | |
| а | Public exhibition | | d 🗀 | Loan or exc | change progr | ams | | | | |
| ь | Scholarly research | | e [| Other | | | yphyddyygandanananan - maesaeg | | A 44444444444444444444 | ~ |
| c | Preservation for future generations | | | | | | | | | |
| 4 | Provide a description of the organization's c | ollections and expla | in how | they further | the organizat | ion's exe | mp! purpe | ose in Pa | rt XIII. | |
| 5 | During the year, did the organization solicit of | or receive donations | of art. | historical trea | asures, or oth | er simila | r assets | | | |
| | to be sold to raise funds rather than to be m | aintained as part of | the org | anization's c | ollection? | | | | Yes | No |
| Par | t IV Escrow and Custodial Arran | aements. Comp | ete if th | ne organizatio | on answered | "Yes" to | Form 990 | , Part IV, | line 9, or | |
| 1 400 | reported an amount on Form 990, Pa | | | * | | | | | | saasaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaa |
| 10 | Is the organization an agent, trustee, custod | ian or other interme | diary fo | r contributio | ns or other as | ssets not | included | | | |
| a spi | on Form 990, Part X? | | | | | ********** | / *** * * * * * * * * * * * * * * * * * | | Yes | No |
| h | If "Yes," explain the arrangement in Part XIII | and complete the fo | lowing | table: | | | | | | |
| U | it tag, explain a containing an array | | | | | | | | Amount | |
| _ | Beginning balance | | | | | | 1c | | | |
| G | Additions during the year | | | | | | | | | |
| a | Distributions during the year | | | | | | | | | |
| 6 | Ending balance | | | | | | | *************************************** | Marie en (1000 and 1000 and 10 |)4944444444444444444444444444444444444 |
| 1 | Did the organization include an amount on F | orm 000 Part Y line | 217 | *************** | | ********** | 1 - Inneritation | | Yes | No |
| 2a | If "Yes," explain the arrangement in Part XIII. | Chack here if the e | kolanat | ion has been | provided in | Part XIII | | | | |
| Par | | f the organization ar | swere | d "Yes" to Fo | rm 990, Part | IV, line 1 | 0. | | | |
| 1 631 | P. S. Bretzing and J. S. | (a) Current year | | Prior year | (c) Two year | rs back | (d) Three y | ears back | (e) Four y | ears back |
| 4.0 | Manufacina Income and a conserve for an income | (a) Current you | (10) | 1 112 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | | | eli apili e contra i | | | 14404404444444444444444444444444444444 |
| 1a | Beginning of year balance | | | *************************************** | | | *************************************** | | | janovoviriddo-Porddddddddddddhiiri. |
| þ | Contributions | | | | | | | | | And the second second second |
| C | Net investment earnings, gains, and losses | | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | *************************************** | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | |
| d | Grants or scholarships | | | www | 1 | | ************** | | <u> </u> | 9,0,0 |
| e | Other expenditures for facilities | | | | | | | | | |
| | and programs | | · | | | | | | | |
| 1 | Administrative expenses | | | | | | | | *************************************** | ,, |
| 9 | End of year balance | | | | 13.5.1.5 | | | | L | |
| 2 | Provide the estimated percentage of the curr | | e (line | 1g, column (a | a)) held as: | | | | | |
| а | Board designated or quasi-endowment | | % | | | | | | | |
| b | Permanent endowment | | | | | | | | | |
| C | Temporarily restricted endowment | % | | | | | | | | |
| | The percentages in lines 2a, 2b, and 2c should | ild equal 100%. | | | | | | | | |
| 3a | Are there endowment funds not in the posse | ssion of the organiza | ation th | nat are held a | nd administe | red for th | ne organiz | ation | | T |
| | by: | | | | | | | | | es No |
| | (i) unrelated organizations | ************** | ******** | | | | ************* | **** *> > > # 6 < < * > * | 3a(i) | |
| | (ii) related organizations | | | ************* | | | | · · · · · · · · · · · · · · · · · · · | 3a(ii) | |
| b | If "Yes" to 3a(ii), are the related organizations | listed as required o | n Sche | dule R? | | | | ~;~;;, x ^, f * f * | 35 | |
| 4 | Describe in Part XIII the intended uses of the | organization's endo | wment | funds. | | | | | *************************************** | |
| Par | t VI Land, Buildings, and Equipm | ent. See Form 990 | , Part) | ζ line 10. | | | | | | NACOLANIA MARIAMENTO |
| lp-control control | Description of property | (a) Cost or o | ther | (b) Cost | or other | £ 2 | cumulate | d | (d) Book v | alue |
| | • | basis (Investr | nent) | basis | <u> </u> | dep | reciation | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | and the second |
| 1a | Land | | ., | | 6,060. | · | | ~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~ | 6,926, | <u></u> |
| | Buildings | | | 7,58 | 4,684. | | | | 7,584, | 684. |
| | Leasehold improvements | | | | | | | | *************************************** | |
| - | Equipment | | | 10,20 | 0,406. | 2 | 69,17 | | 9,931, | |
| | Other | | | | 4,090. | | | 1 | 2,234, | 090. |
| Total | . Add lines 1a through 1e. (Column (d) must ea | gual Form 990. Part | X, colu | | | 144444444 | ******** | 5 | 6,676, | 061. |
| - U Ldl | \$ 2 manufact LEC harder 2 may not not define many? I may a manufact c 22.7 g many or 7.5 between 2 many | | | | | | S | ichedule | D (Form 9 | 90) 2012 |

| Schedule D (Form 990) 2012 21st Centur | y Parks, In | c. | 2 (| 0-1780317 Page 3 |
|--|--|---|--|---|
| Part VII Investments - Other Securities. Set (a) Description of security or category (nectating name of security) | e Form 990, Part X, line (b) Book value | | valuation: Cart or ar | nd-of-year market value |
| (1) Financial derivatives | (b) Book value | (c) Method of | valuation, cost of et | io-or-year market value |
| (2) Closely-held equity interests | | | | 50000000 10000000000000000000000000000 |
| (3) Other | *************************************** | | ~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~ | <u> </u> |
| (A) | *************************************** | | | |
| (B) | 46444444444444444444444444444444444444 | ····· | alpungen i jelim na lipungan disejin dijelapi japa plana kendan membahan indisinda didisentan dilima men | |
| (C) | ······································ | | 000101000011466664444401aanaaanaapaidhapaa,aapdidaanadhapa | |
| (D) | | | | to the transfer of the second |
| (Ma) | militiri da da da da da masara maya an manananananan sa magano da da da sa | *************************************** | | |
| (F) | | *************************************** | ###################################### | |
| (G) | 07477070000000000000000000000000000000 | *************************************** | | 3 |
| (I-I) | | *************************************** | | |
| () | | | *************************************** | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) | | | | *************************************** |
| Part VIII Investments - Program Related. Se | e Form 990, Part X, line | 13. | | *************************************** |
| (a) Description of investment type | (b) Book value | | aluation: Cost or end | d-of-year market value |
| (1) | | | | |
| (2) | | | | 999999-river-reepensonees aan aassam die vierdeelmah. Viideleid die dat |
| (3) | | | | |
| (4) | | | | |
| (5) | | *************************************** | *************************************** | 99999449999999999999999944444444444444 |
| (6) | | *************************************** | *************************************** | *************************************** |
| (7) | | | | *************************************** |
| (8) | | | | *************************************** |
| (9) | | | | Middle |
| (10) | | | | - |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) | | | *************************************** | *************************************** |
| Part IX Other Assets. See Form 990, Part X, line 19 | 5. | | ************************************** | ###################################### |
| | escription | | | (b) Book value |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | - | |
| (7) | | | | ······································ |
| (8) | | | | ······································ |
| (9) | | | | ************************************** |
| (10) | | | | |
| otal. (Column (b) must equal Form 990, Part X, col. (B) line 1 | 5.) | | | |
| Part X Other Liabilities. See Form 990, Part X, line | 25. | | | |
| , (a) Description of liability | | (b) Book value | | |
| (1) Federal income taxes | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |
| (7) | | | | |
| (8) | | | | |
| (9) | | | | |
| (10) | | | | |
| (11) | | | | |
| otal, (Column (b) must equal Form 990, Part X, col. (B) line 2 | 5J | | | |
| Fin 48 (ASC 740) Footnote. In Part XIII, provide the text of | | ganization's financial s | tatements that repor | ts the organization's |
| liability for uncertain tax positions under FIN 48 (ASC 740) | | | | |

| Schedule D (Form 990) 2012 21st Century Parks, Inc. | | | | 1780317 | Page 4 |
|--|-----------------------------------|---|------------------|---|--|
| Part XI Reconciliation of Revenue per Audited Financial Statem | ents With | Revenue per f | Retur | nianti de restruente escuence qui consensa a consensa de cons | Marries of the Control of the Contro |
| 1 Total revenue, gains, and other support per audited financial statements | | ********* | 1 | 23,064 | ,620. |
| 2 Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | | Į. | |
| a Net unrealized gains on investments | 2a | | | | |
| b Donated services and use of facilities | | 641,103. | , | | |
| c Recoveries of prior year grants | | | | | |
| d Other (Describe in Part XIII.) | | 83,341. | | | |
| e Add lines 2a through 2d | | | 2e | 724 | 444. |
| 3 Subtract line 2e from line 1 | | | 3 | 22,340, | |
| 4 Amounts included on Form 990, Part VIII, line 12, but not on line 1: | 1.44/-9555554-6-16- | | - | 4410401 | f -db- / W -0 |
| a Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | | | |
| | | | | | |
| b Other (Describe in Part XIII.) | | | | | 0 |
| c Add lines 4a and 4b | 1 # 4 # 4 4 4 7 7 8 9 7 7 8 8 8 9 | | 4c | 22 240 | 0. |
| 5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | | 5 | 22,340, | 1/0. |
| Part XII Reconciliation of Expenses per Audited Financial Statem | | | TT | - | district and the same |
| Total expenses and losses per audited financial statements | | -*********** | 1 | 3,045, | 827. |
| 2 Amounts included on line 1 but not on Form 990, Part IX, line 25: | 1 1 | | | | |
| a Donated services and use of facilities | 2a | 641,103. | | | |
| b Prior year adjustments | 2b | N-000-00-0 | | | |
| c Other losses | 2c | | | | |
| d Other (Describe in Part XIII.) | | 83,341. | | | |
| e Add lines 2a through 2d | | *************************************** | 2e | 724, | |
| 3 Subtract line 2e from line 1 | | | 3 | 2,321, | 383. |
| 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.) | | | | | |
| 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 | 2.321. | 383. |
| Part XIII Supplemental Information | | | | | and the same of |
| Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III | lines 1a an | d.4. Part IV lines 1h | and 9 | h: Part V line 4 | Dort |
| X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to | | | | o, rait v, into 4 | , rait |
| Part X, Line 2: Accounting standards prescrib | | | | เมาส | |
| rait A, bine 2. Accounting Standards prescrit | ve mow | an enercy | 2110 | ulu | identification adulated at |
| measure, recognize, present and disclose in i | ts fir | ancial sta | atem | ents | |
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| uncertain tax positions that an entity has ta | ken or | expects t | o t | ake on a | 1 |
| have makening to the comment of the management of the | | | | A | |
| tax return. The Organization recognizes a ta | x prov | usion reis | ıtea | to | ······································ |
| uncertain tax positions only if it is more li | kely t | han not th | at | the tax | |
| | | | | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| position would not be sustained on examinatio | n by t | ne taxing | aut. | norities | 3 , |
| based on the technical merits of the position | . For | the years | en | ded | |
| | | | | | |
| December 31, 2012 and 2011, we determined we | did no | | | <u>certain</u> le D (Form 990 | 11 20 42 |
| | | 3 | الالالالالالالات | re is troffin 990 | 112012 |

| Schedule D (Form 990) 2012 21st Century Parks, Inc. | 20-1780317 Page 5 |
|---|--|
| Part XIII Supplemental Information (continued) | d4444444 |
| tax positions and we did not incur or accrue any associated | interest or |
| penalties related to those positions. | Manamatannas ; yaqaana maadanan fiinkaliinin uuruu kaa ka |
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| | |
| Part XI, Line 2d - Other Adjustments: | |
| Special event expense | 83,341. |
| | |
| Part XII, Line 2d - Other Adjustments: | |
| Special event expense | 83,341. |
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SCHEDULE G

(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

2012

CMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

Attach to Form 990 or Form 990-EZ. See separate instructions.

Open To Public

Inspection

| Name of the organization | | | | | | | entification numbe |
|--|--|---|--|--|---|--|--|
| | entury Parks, Inc. | | | | | 20-178 | |
| Part I Fundraising Activitie required to complete this part is part in the par | S. Complete if the organization answart. | vered ' | 'Yes" | to Form 990, Part IV, | line 1 | 7. Form 990-E | Z filers are not |
| 1 Indicate whether the organization ra | generality, | _ | | | у. | *************************************** | |
| a Mail solicitations | posterior, | | | government grants | | | |
| b Internet and email solicitation | and the same of th | | _ | rnment grants | | | |
| c Phone solicitations | g X Specia | al fundi | raising | events | | | |
| d In-person solicitations | | | | | | | |
| 2 a Did the organization have a written | | | _ | | | · | (moneyon) |
| | Part VII) or entity in connection with | | | ** | | Yes | |
| b If "Yes," list the ten highest paid inc | | suant 1 | o agre | sements under which | the fu | undraiser is to | be |
| compensated at least \$5,000 by th | e organization, | | | | | | |
| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | or co | Did raiser custody ntrol of outlons? | (iv) Gross receipts from activity | to (o | Amount paid r retained by) undraiser ed in col. (i) | (vi) Amount paid to (or retained by) organization |
| ### PARTICULAR AND PA | DE CONTROL CON | Yes | No | | | | |
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| Total 3 List all states in which the organization | n is registered or licensed to solicit c | | rtions | or has been notified | it is as | emot from red | ristration |
| or licensing. | | - COT 1 CC THO C | | | | | groundri |
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LHA Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

| | art I | e G (Form 990 or 990-EZ) 2012 21st C Fundraising Events. Complete if to of fundraising event contributions and g | he organization answer | ed "Yes" to Form 990, Pa | art IV, line 18, or reporte | | | | |
|------------------------|---|---|---|--|--|--|--|--|--|
| danom | | | (a) Event #1 Field & For | (b) Event #2 | (c) Other events None | (d) Total events (add col. (a) throug | | | |
| Revenue | | | (event type) | (event type) | (total number) | col. (c)) | | | |
| | 1 Gross receipts | | 111,346 | | | 111,346 | | | |
| | 2 | Less: Contributions | *************************************** | ************************************** | | | | | |
| | 3 | Gross income (line 1 minus line 2) | 111,346 | • | | 111,346 | | | |
| | 4 | Cash prizes | | | | | | | |
| υĎ | 5 | Noncash prizes | | | | | | | |
| esued) | 6 | Rent/facility costs | | | | | | | |
| Pirect Expenses | 7 1 | Food and beverages | | | | *** | | | |
| 2 | 8 8 | Entertainment | | | | | | | |
| | 9 (| Other direct expenses ,,,, | 83,341. | | | 83,341 | | | |
| | | Direct expense summary. Add lines 4 through Net income summary. Combine line 3, columi | | | | 28,005 | | | |
| | art III | Gaming. Complete if the organization a \$15,000 on Form 990-EZ, line 6a. | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add | | | |
| Неуепие | 4 6 | Gross revenue | *************************************** | pulpurprogressive uniqu | | col. (a) through col. (c | | | |
| | 1 0 | Areas revenue | | | inne hangan dan dinagan dan dinagan dan dinagan dan dinagan dan dinagan dan dinagan dinagan dinagan dinagan di | | | | |
| SBS | 2 0 | Cash prizes | | | | *************************************** | | | |
| בוופרו בעהפוופפס | 3 N | loncash prizes | de adores a composition de la composition della | | *************************************** | | | | |
| 2 | 4 R | lent/facility costs | | | *************************************** | | | | |
| | 5 0 | other direct expenses | 700000000000 | | | | | | |
| | 6 V | olunteer labor | Yes % | Yes% | Yes % | | | | |
| | 7 Direct expense summary. Add lines 2 through 5 in column (d) | | | | | | | | |
| | 8 N | et gaming income summary. Combine line 1, | column d, and line 7 | | <u></u> | | | | |
| a | ls the | the state(s) in which the organization operate organization licensed to operate gaming acting explain: | vities in each of these st | ates? | | Yes No | | | |
| 7 | 4 | | | | | | | | |
| | | any of the organization's gaming licenses rev | | | | Yes No | | | |
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| | *************************************** | -13 | | | Sahadida C /Farm | n 990 or 990-EZ) 2012 | | | |

| Sch | edule G (Form 990 or 990 EZ) 2012 21st Century Parks, Inc. 20- | 178031 | 7 Page 3 |
|--|--|--|--|
| 11 | Does the organization operate gaming activities with nonmembers? | Ves | No |
| 12 | is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed | tomand F to M | to messes) I'm G |
| | to administer charitable gaming? | Vec | No |
| 13 | Indicate the percentage of gaming activity operated in: | 100 | LINO |
| | The organization's facility | 120 | % |
| 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: | [130] | |
| | and receives. | | |
| | Name > | hridhnismohnabitilis-Thinneanabangda | Michaelan ann an an ann an ann an ann ann ann |
| , | Address > | | *************************************** |
| | Does the organization have a contract with a third party from whom the organization receives gaming revenue? | Yes | No |
| b l | f "Yes," enter the amount of garning revenue received by the organization 🕨 \$ and the amount | | |
| C | of garming revenue retained by the third party 🕨 🕏 | | |
| c i | f "Yes," enter name and address of the third party: | | |
| h | lame > | | |
| | address > | | |
| | iaming manager information: | 1900-05-mini-das-omnon-pagagagagagagagagagagagagagagagagagagag | *************************************** |
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| G | aming manager compensation > \$ | | and, in a transfer department of the engineers |
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| D | escription of services provided 🕨 | and the desired and the second property property. | |
| - | | · | *************************************** |
| 144 | | | |
| | Director/officer Employee Independent contractor | | |
| 17 M | andatory distributions: | | |
| a is | the organization required under state law to make charitable distributions from the gaming proceeds to | | |
| | ain the state gaming license? | Yes | No |
| b En | ter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the | | |
| org | ganization's own exempt activities during the tax year 🕨 \$ | | |
| Part I | mm have a substantial configuration of the substantial configurati | d (v), and F | Part III, |
| | lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (s | ee instructi | ons). |
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SCHEDULE J (Form 990)

Department of the Treasury

Name of the organization

Compensation Information

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

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

Attach to Form 990. See separate instructions.

OME No. 1545-0047

Open to Public Inspection

Employer identification number

Schedule J (Form 990) 2012

21st Century Parks, Inc. 20-1780317 Part I Questions Regarding Compensation Yes No 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990. Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. First-class or charter travel Housing allowance or residence for personal use Travel for companions Payments for business use of personal residence Tax indemnification and gross-up payments Health or social club dues or initiation fees Discretionary spending account Personal services (e.g., maid, chauffeur, chef) b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain 1b Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEQ/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. X Compensation committee Written employment contract Independent compensation consultant X Compensation survey or study X Approval by the board or compensation committee Form 990 of other organizations 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filling organization or a related organization: a Receive a severance payment or change-of-control payment? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. 5 For persons listed in Form 990, Part VII, Section A, line 1a, dld the organization pay or accrue any compensation contingent on the revenues of: a The organization? b Any related organization? X If "Yes" to line 5a or 5b, describe in Part III. 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation a The organization? b Any related organization? If "Yes" to line 6a or 6b, describe in Part III. 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 67 if "Yes," describe in Part III 7 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III 8 X 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)7

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

20-1780317 Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and | (D) Nontaxable | (E) Total of columns | (F) Compensation |
|--|-------------|--|-------------------------------------|---|--------------------------------|----------------|--|--|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | other deferred compensation | benefits | (B)(i)-(D) | reported as deferred in prior Form 990 |
| (1) Dr. Daniel H. Jones | (1) | 168,079. | 115,915. | 414. | 14,200. | 3,951. | 202 550 | |
| CEO/Director/Chairman | (ii) | 0. | 0. | 0. | 0. | 0. | | The state of the s |
| (2) James K. Moore | (0) | 133,118. | 30,000. | 162. | 9,787. | 3,588. | 0. 176,655. | 0 |
| SVP & Chief Operating Officer | <u>(ii)</u> | 0. | 0. | 0. | 0. | 0. | 1/0,035. | |
| 4. | (i) | | | | | 0. | <u> </u> | 0 |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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| | (11) | | | | | | | |

Schedule J (Form 990) 2012

SCHEDULE M (Form 990)

Noncash Contributions

► Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

2012

Open to Public Inspection

Department of the Treasury Internat Revenue Service

Name of the organization

21st Century Parks, Inc.

Employer identification number 20 – 1780317

Types of Property Part I (a) (b) (c) Number of Check if Noncash contribution Method of determining applicable contributions or amounts reported on noncash contribution amounts items contributed Form 990, Part VIII, line 10 Art - Works of art X 2 1,230,960. Auction Art - Historical treasures Art · Fractional interests 3 Books and publications Clothing and household goods 5 Cars and other vehicles Boats and planes 7 intellectual property R Securities - Publicly traded 9 Securities - Closely held stock 10 Securities - Partnership, LLC, or trust interests Securities · Miscellaneous 12 Qualified conservation contribution -13 Historic structures Qualified conservation contribution · Other ... 14 Real estate - Residential 15 Real estate - Commercial 16 Real estate - Other 17 Collectibles 18 19 Food inventory Drugs and medical supplies 20 Taxidermy 21 Historical artifacts 22 Scientific specimens 23 Archeological artifacts 24 402.945. (Jewelry and S) Auction Other > (Office Suppli) X 25,758. 26 Market Value Other > 27 28 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 Yes No 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 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 30a 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 31 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? X 32a b If "Yes," describe in Part II. If the organization did not report an amount in column (c) for a type of property for which column (a) is checked.

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

Schedule M (Form 990) (2012)

LHA

| Schedule M (Form 990) (2012) 21st Century Parks, Inc. | 20-178 | 0317 | Page 2 |
|---|--|--|---|
| Part II Supplemental Information. Complete this part to provide the information required by Part I, the organization is reporting in Part I, column (b), the number of contributions, the number of items reporting in Part I, column (b), the number of contributions, the number of items reporting in Part II. | lines 30b, 32b, a aceived, or a cor | and 33, and mbination o | whether f both. |
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| Schedule M, Line 32b: The Organization utilized an auction | on house | to | 100900000000000 |
| sell non-cash contributions during 2012. | general de la company de la co | -hh | 00000114010101011011011011 |
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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.

2012
Open to Public Inspection

Name of the organization

21st Century Parks, Inc.

Employer identification number 20-1780317

| Zist tentury rains, inc. Z0-1700317 |
|---|
| Form 990, Part I, Line 1, Description of Organization Mission: |
| Our mission is the creation and preservation of unexcelled and |
| beautiful parks which reflect the needs and values of our community. |
| The goal of 21st Century Parks is to offer citizens of Louisville the |
| possibility of living with nature, and enjoying healthy lifestyles |
| through accessible opportunities for daily recreation. |
| |
| Form 990, Part VI, Section A, line 2: Daniel H Jones is the son of David |
| A Jones. |
| |
| Form 990, Part VI, Section B, line 11: A draft of the 990 was circulated |
| to the board members and officers via email with a request that they |
| provide any comments within 3 business days. |
| |
| Form 990, Part VI, Section B, Line 12c: The Board members are required to |
| review the conflict of interest policy annually and sign an acknowledgement |
| that they have reviewed the policy and agree to comply with it. Any |
| conflicts are required to be reported to the Board. The policy was adopted |
| in 2008 and all Board members and officers completed the review and signed |
| the acknowledgement last year. The annual review process takes place in |
| connection with our Annual Meeting in July. |
| |
| Form 990, Part VI, Section B, Line 15a: Compensation committee of board |
| reviews CEO's compensation annually taking into account performance, job |
| responsibilities and peer data. |

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Doornish NAOI

ARTICLES OF INCORPORATION

OF

Trey Grayson Secretary of State Received and Filed 10/14/2004 12:36:56 PM Fee Receipt: \$8.00

21* CENTURY PARKS, INC.

The undersigned Incorporator, Bryan K. Johnson, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is 21st Century Parks, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

- A. The particular purposes of the Corporation shall be to acquire, dedicate, preserve and establish open spaces in and around Jefferson County, Kentucky and elsewhere, and such purposes include, without limitation, to:
- (a) consult, cooperate with and coordinate efforts of metro governments to encourage all levels of government to actively promote the protection and preservation of undeveloped natural green spaces, encourage public use of such spaces, and enhance the quality of life for all metro area residents by providing free open and natural spaces for public use;
- (b) purchase undeveloped green spaces and establish parks and park facilities for both active and passive uses by the public, including, but not limited to, construction and maintenance of playing fields, courts, nature trails, walking and biking paths, and other recreational spaces;
- increase the number of public open, undeveloped preserved areas and related landscapes within urban-county areas;

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- (d) increase the number of communities within metro areas which have access to undeveloped, open green spaces for the health, benefit, and enjoyment of the public; and
- (e) raise awareness of benefits of public use of park space and undeveloped natural spaces.
 - B. The general purposes of the Corporation are as follows:
- (a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code (or its successor provision). The Corporation shall receive contributions and fees, and shall use, expend and distribute its funds and assets for public and charitable purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c), and, if applicable, (d) of this Article II.
- (b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. If Section 4945 of the Code is applicable to the Corporation, the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.
- (c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (d) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of

2

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self dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Gary R. Weitkamp Reed Weitkamp Schell & Vice PLLC 500 West Jefferson Street, Suite 2400 Louisville, Kentucky 40202

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

111 West Washington Street Louisville, KY 40202

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of eight (8) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

3

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| Secretary of Neighborhoods, Parks and Cultural Affairs Metro Louisville (Mayor's Cabinet) 400 S. 1st Street Louisville, Kentucky 40202 | Daniel H. Jones 37 Loomis Place New Haven, CT 06511 |
|--|---|
| Executive Director of Metro Parks P. O. Box 37280 Louisville, Kentucky 40233-7280 | Kenneth L. Payne 111 West Washington Street Louisville, Kentucky 40202 |
| Chairman of the Board of Louisville Olmsted Conservancy P. O. Box 37280 Louisville, Kentucky 40233-7280 | Philip C. Bills 8508 Nottingham Parkway Louisville, KY 40222 |
| David A. Jones P. O. Box 1438 Louisville, Kentucky 40201 | Bruce A. Maza 1650 National City Tower Louisville, Kentucky 40202 |

Each Director shall continue as Director as provided in the Bylaws.

ARTICLE VII

Members

The Corporation shall have no members.

ARTICLE VIII

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more organizations then described in Section 170(c)(1) and Section 501(c)(3) of the Code or their successor provisions. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, in the manner described above in this Article.

4

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ARTICLE IX

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
 - (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by Kentucky law. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment of Articles and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE XI

Incorporator

The name and address of the Incorporator is:

Bryan K. Johnson 111 West Washington Louisville, Kentucky 40202

Signed by the Incorporator this 12TH day of October, 2004.

Bryan K. Johnson, Incorporato

5

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CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as registered agent at the above named address for 21st Century Parks, Inc. until the undersigned notifies the Secretary of State in writing of his resignation as registered agent.

Gary R. Weitkamp

This Instrument Prepared By:

Alan D. Pauw

Reed Weitkamp Schell & Vice PLLC 500 W. Jefferson Street, Suite 2400 Louisville, Kentucky 40202

(502) 589-1000

6

A DONOR-SUPPORTED PUBLIC PARK

21ST CENTURY PARKS, INC. 2012 ANNUAL REPORT

EXPLANENCE HOUNTIERS STAFF.



Chairman's Letter

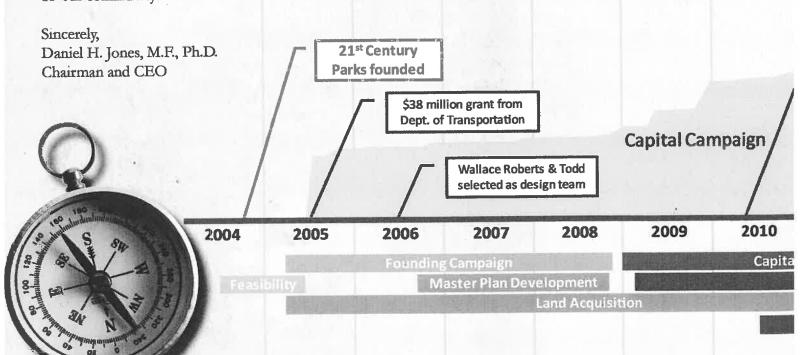
Dear Friends and Supporters,

Great cities demand great parks. Our mission at 21st Century Parks is to create and preserve unexcelled parklands that reflect the needs and values of our whole community. One message of this, our first annual report, is that we have made tremendous progress in achieving that mission as shown in the timeline below. We have also developed a culture that will ensure that its reality and its spirit will long endure, because The Parklands of Floyds Fork is a legacy project built to last.



The other message of this report is to say thanks and to celebrate the incredibly generous response to our community's need to create additional world class parkland for our region. Our donors' generous response to this critical community need resulted in the successful completion of a \$120,000,000 capital campaign in February of 2013! Over the coming months, we will have opened two new parks, and broken ground on the final two parks that will complete The Parklands of Floyds Fork. These four new parks and their remarkable array of amenities will bring many benefits. They range from thousands of acres of new community public space to environmental preservation and restoration, to increased regional quality of life. They provide exciting recreation, improved health, and significant new outdoor science education programming. We expect over 350,000 visits to these new additions to our public park system in the coming year.

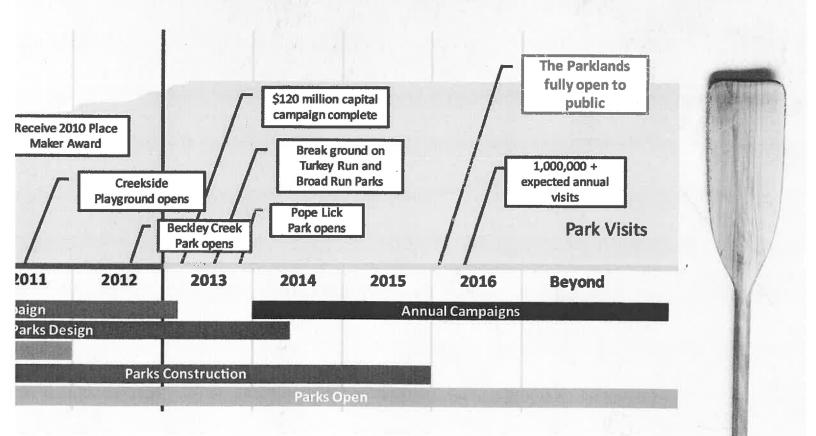
As always, we thank our partners: Future Fund, Inc. and Louisville Metro Government for their vision and their commitment to this project. I also want to thank our amazing board of directors, pictured to the right, for their leadership. Our donors' support and generosity have created, in less than a decade, the largest fully-funded metropolitan parks project in the nation, which will be completed and open to the public by the end of 2015! As one on the nation's premier donor-supported public parks systems, we are improving our city's future, and developing new ways to extend our nation's remarkable commitment to sustainable public parks, serving all citizens of our community!



Board of Directors



2012 Board of Directors (left to right): David Wood, Bruce Maza, Ellen Hesen, Mike Heitz, Henry Heuser, Jr., Daniel Jones, David Jones, Bill Juckett, Sandra Frazier, Chuck Denny, Steve Henry, Ken Payne



Groundbreakings, Openings & Celebrations



Above Left: Field & Fork, the first-ever dinner event, was held at The Parklands in June. The sold-out fundraiser shared the hidden beauty of the park with over 400 guests.

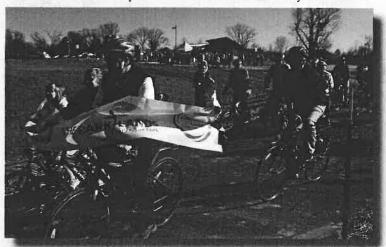


Above Right: In June 2012, we celebrated the groundbreaking of the second half of Beckley Creek Park and Pope Lick Park. Governor Steve Beshear, Mayor Greg Fischer, and Humana helped us kick off this phase.

Below: In March 2012 more than 40 dedicated volunteers helped to complete the planting of over 30,000 trees along Floyds Fork as part of the first major project of The Parklands' 100 -year Natural Areas Management Plan.



Below: In November 2012, we celebrated the opening of the first section of Beckley Creek Park with a community celebration.



IT'S TIME FOR LOUISVILLE TO COME OUTSIDE AND PLAY.

Highlights of the first section of Beckley Creek Park now open:

CART I COME PARTIES

- 1.87 miles of hike/bike trail
- ADA-accessible fishing pier
- 2 miles of the Louisville Loop
- 1.5 miles of the scenic park drive
- Two trailhead buildings
- Natural areas
 - Lake overlook
- Gheens Foundation Lodge
- PNC Achievement Center for Education and Interpretation

Highlights of Beckley Creek Park and Pope Lick Park opening September 2013:

- Humana Grand Allee
- 3.69 acres of wetland creation
- Picnic Groves
- 5 miles of hike/bike trails
- 5 miles of the Louisville Loop
- 2.5 miles of the scenic park drive

The second of the second

- Two new trail kiosks
 - Four new multi-sports fields

\$120 Million Campaign Achievement

Thanks to the dedicated members of the 21st Century Parks Steering Committee and the generosity of the community, 21st Century Parks successfully reached the \$120 million goal to create The Parklands of Floyds Fork.

This gigantic undertaking was the result of contributions from over 600 donors, including 480 individuals, 76 corporations, 42 foundations, as well as a \$38 million federal appropriation from the Federal Highway Administration, a \$10 million grant from the Kentucky Transportation Cabinet, and \$1.5 million provided by Louisville Metro Government. Thank you!

21st Century Parks, Inc. David A. Jones, Treasurer 471 West Main Street, Suite 203 Louisville, Kentucky 40202

Wear Friends, Neighbors, Supporters, What a year! Thanks to the passion, energy and tenacity of our co-chairs and steering committee members, we exceeded our \$ 120,000,000 capital Beekley Creek Park-completed and enjoyed daily by many!

Pope Lick Park to be open late summer 2013. Turkey Run and Broad Kun Parks will open in Vo15! Please enjoy and contribute to Please enjoy and contribute to make These donor supported Parks The Nations cleanest, safest and best loved Sincerely, David a forces

Steering Committee

Co-Chairs
Jim Bloem
Chuck Denny
Sandra Frazier
David A. Jone's
Philip McHugh
Joe Pusateri
David Wood

Members Dem Berg Dale Boden Chris Bottorff Mike Brewer Chris Brice Janet Conti John Crockett Brian Cromer Michelle Skaggs Doninger Jana Dowds Reba Doutrick Marshall Farrer David Fennell Bernie Fineman Ill Force Alex Gift Lee Garlove Steve Gault Ed Glassock Katie Greene Chris Haragan Cary Hearn John Hollenbach Benton Keith Cheryl Kersey Ld Lewis Mike Jones Chuck Maisch Charlie Marsh Mike Mays Luke Schmidt John Sharer James Clay Smith Powell Spears Sarah Steenrod Lindy Street Glenn Sullivan Steve Trager Ann Wells Keith Williams

Polly Wiffian
Hunter Wilson
Steve Wiser
Phoebe Wood

Management's Report

Envision in 30 years walking around the Egg Lawn, holding the small, familiar hand of a grandchild. While strolling together, they will learn how the majestic sycamore trees were once only ten feet tall, how the neighborhood adjacent to the park where they live was once a gently rolling soybean field, and how since the opening of the park, many years ago in 2012, millions of people had walked that same path. It is with this long-term vision that we steward the resources entrusted to us.

During 2012 we opened Beckley Creek Park and significantly increased our operational footprint to over 490 acres of new public parks.



The team doubled in size to tackle our new responsibilities and we continued to devote significant resources to design and construction of the next phases of The Parklands to be fully operational by 2015. All operating, construction administration, management and fundraising costs were funded by a single donor to allow 100% of donations to the capital campaign to be used for acquisition, design and construction activities. In early 2013, we launch a vigorous membership campaign to engage the annual support for this donor-supported public park.

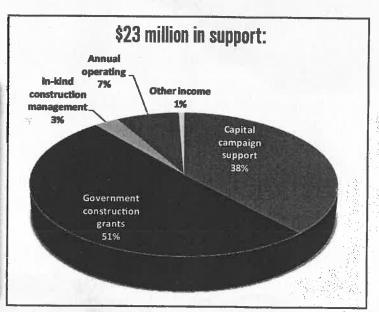
All of our efforts are directed at delivering a safe, clean, fun and beautiful park experience. We gladly share with our donors and the rest of the community this report of our annual operations showing the impact of the community's generous support and the 21st Century Parks team's many accomplishments.

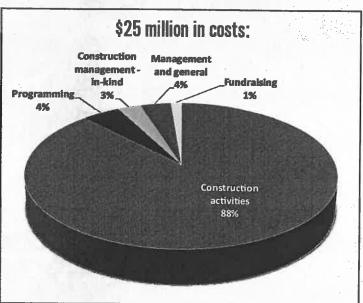
Thank you, Jim Moore Chief Operating Officer

2012 Flighlights

275,000+ Visits

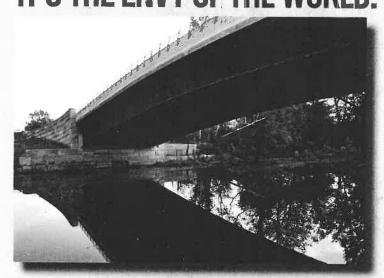
4.7 out of 5.0 visitor comment card rating
42,869 trees and shrubs planted
290 acres treated for invasive species
LEO Magazine - Best Playground 2012
3,565 acres preserved / 490 open to public





* The excess 2013 cost over support was the result of a draw-down of prior year capital campaign reserves. The December 31, 2012 audited financial statements of 21st Century Parks, Inc. are not reprinted here. They were audited by Strothman & Co. and are available along with our IRS Form 990 at www.theparklands.org.

IT'S NOT JUST 4,000 ACRES OF PARKS AND RECREATION. IT'S THE ENVY OF THE WORLD.



With each new amenity opened, The Parklands welcomes more and more visitors, 275,000 in 2012 to be exact. We are constantly amazed by the consistency of firsttime park visitor comments; something along the lines of, "I had no idea." I had no idea it was so beautiful. I had no idea it was so large. I had no idea it was so fun. I had no idea Louisville could accomplish something this wonderful. I had no idea I could learn so much.

As more park amenities open through 2015, visitation and park use will continue to increase. We look forward to The Parklands contributing to a rebirth, and re-imagining. of the Louisville Metro region as the nation's leader in delivery of world-class public park systems.

-Scott Martin, Parks Director



The Parklands Management Team

Dan Jones, Chief Executive Officer Jim Moore, Chief Operating Officer, imoore@21cparks.org Scott Martin, Parks Director, smartin@21cparks.org Kevin Beck, Project Manager, kb@21cparks.org Gary Rzepecki, Park Superintendent, garyr@21cparks.org Kim Allgeier, Education and Interpretation Manager, kallgeier@21cparks.org Alex Dowd, Annual Fund Manager, adowd@21cparks.org Denise Hagan, Accounting Manager, dhagan@21cparks.org Pete McCartney, Park Ranger, pmccartney@21cparks.org Sam Stewart, Facilities and Events Sales Manager, sstewart@21cparks.org Ellen Doolittle, Communications Coordinator, edoolittle@21cparks.org

Contact Us

(502) 584-0350 info@21cparks.org

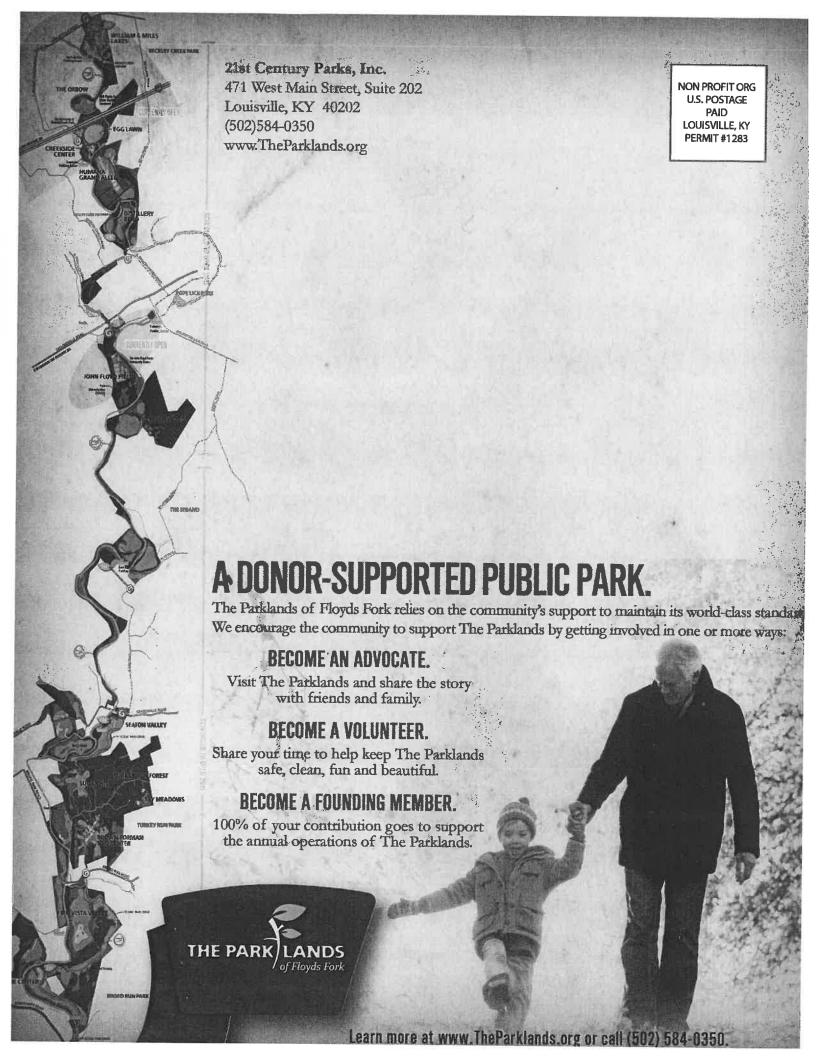
21st Century Parks, Inc. 471 W. Main Street, Suite 202 Louisville, KY 40202 www.theparklands.org www.21cparks.org











(Rev. December 2011) Department of the Treasury

Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

| TI ICOTT ICO | 11000001100 | | | | | | | | | | |
|---|---|---|----------|-----------------|--------|---------|-------|--------------|---------|-----------------|---|
| | Name (as shown on your income tax return) 21st Century Parks, Inc. | | | | | | | | | <u>-</u> | |
| જાં | Business name/disregarded entity name, if different from above | | _ | | | | _ | | | | _ |
| page | 21st Century Parks, Inc | | | | | | | | | | |
| 6 | Check appropriate box for federal tax classification: | | | | | | | | | | |
| □ Individual/sole proprietor □ C Corporation □ S Corporation □ Partnership □ Trust/estate | | | | | | | | | | | |
| Individual/sole proprietor C Corporation S Corporation Partnership Trust/estate | | | | | | | - 0 = | xemp | t payee | | |
| P E | ✓ Other (see Instructions) ► 501(c) (3) | Non-Profit Corporation | | | | | | | | | |
| 壹 | Address (number, street, and apt. or suite no.) | Reques | ster's n | ame ar | id ad | dress (| optio | onal) | | | _ |
| Spe | 471 West Main Street, Suite 202 | | | | | | | | | | |
| 8 | City, state, and ZIP code | | | | | | | | | | |
| · 0 | Louisville, KY 40202 | | | | | | | | | | |
| | List account number(s) here (optional) | | | | С | | | | | | _ |
| Par | Taxpayer Identification Number (TIN) | | | | | | _ | | | | - |
| Entery | our TIN in the appropriate box. The TIN provided must match the nam | e given on the "Name" line | Soci | al secu | rity i | numbe | r | | | | 7 |
| to avo | d backup withholding. For individuals, this is your social security numb it alien, sole proprietor, or disregarded entity, see the Part I instruction: | per (SSN). However, for a | | T | Π | \Box | ┑ | | | | Ī |
| entities | a it is your employer identification number (EIN). If you do not have a n | s on page 3. For other umber, see How to get a | | | - | | - [| - | | | I |
| T/N on | page 3. | | | - | • | | _ | | | | _ |
| Note. | If the account is in more than one name, see the chart on page 4 for gu | idelines on whose | Emp | loyer ic | lentii | icatio | า ทน | mber | | | |
| numbe | r to enter. | | 2 | 0 - | 1 | 7 1 | В | 0 3 | 4 | 7 | |
| Part | II Certification | | - | <u> </u> | | | 1 | | Ľ | | - |
| | penalties of perjury, I certify that: | | | _ | | | _ | | | | _ |
| | number, shown on this form is my correct taxpayer identification numb | er (or I am waiting for a numb | er ta l | be issi | red t | o me) | an | d | | | |
| | not subject to backup withholding because: (a) I am exempt from bac | | | | | | | | Deu | | |
| Ser | rice (IHS) that I am subject to backup withholding as a result of a failure | to report all interest or divide | ends, | or (c) t | he IF | RS has | B II | tified : | ne th | enue nat lam | |
| nol | onger subject to backup withholding, and | - | | • | | | | | | | |
| | a U.S. citizen or other U.S. person (defined below). | | | | | | | | | | |
| Certific | cation instructions. You must cross out item 2 above if you have been se you have falled to report all interest and dividends on your tax return. | notified by the IRS that you a | are cu | rrently | sub | ect to | bar | ckup y | vithh | olding | |
| interes | t paid, acquisition or abandonment of secured property, cancellation of | f debt, contributions to an indi | ividua | retire | men | arran | COP | ment / | PΔ\ | and | |
| genera | lly, payments other than interest and dividends, you are not required to | sign the certification, but you | musi | t provi | de yo | our co | rrec | et TIN. | See | the | |
| Sign | | | | 7 | -/- | | _ | | | | - |
| Here | Signature of U.S. person ► | Date ► | 6/3 | 26/ | /3 | | | | | | |
| Gen | eral Instructions | Note. If a requester gives yo | u a fo | rm oth | er th | an Fo | rm ¹ | W-9 to | req | uest | • |
| Section noted. | references are to the Internal Revenue Code unless otherwise | your TIN, you must use the n to this Form W-9. | | | | | | | - | imilar | |
| | ose of Form | Definition of a U.S. person. considered a U.S. person if y | For for | ederal e: | tax p | ourpos | ies, | you a | re | | |
| A perso | on who is required to file an information return with the IRS must | • An individual who is a U.S. | citize | n or U | S. re | siden | t ali | en, | | | |
| obtain your correct taxpayer identification number (TIN) to report, for • A partnership, corporation, company, or association created or | | | d or | | | | | | | | |
| example, income paid to you, real estate transactions, mortgage interest organized in the United States or under the laws of the United St | | | d Sta | ates, | | | | | | | |
| | or contributions you made to an IRA. | An estate (other than a fore A domestic trust (or define) | - | , , | | | ^ | 04 - | · - | | |
| Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the Special rules for partnerships. Partnerships that conduct a trade or | | | | | | | | | | | |
| alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to: Special rules for partnerships. Partnerships that conduct a trac business are generally required to pay a with | | | with | e or holding | | | | | | | |

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

1. Certify that the TIN you are giving is correct (or you are waiting for a

2. Certify that you are not subject to backup withholding, or 3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of

number to be issued),

effectively connected income.

21st Century Parks, Inc. March Dashboard Operational Dashboard

THE PARK LANDS of Floyds Fork

as of March 31, 2014

| | User experience | Goal | YTD | PY |
|---|---------------------------|-----------|---------|---------|
| | Park visits | 1,000,000 | 124,912 | 805,808 |
| | Welcome center visits | 25,000 | 3,179 | 27,832 |
| | # of Parklands events | 20 | 9 | 50 |
| | Event participation | 10,000 | 598 | 13,928 |
| ľ | # of reportable incidents | 45 | 12 | 46 |
| | Avg. comment card rating | 4.5 | 4.9 | 4.8 |
| 1 | Comment card responses | 1,500 | 316 | 1,554 |

| Park operations | Goal | YTD | PY |
|-----------------------|-------|-------|-------|
| Total park acres | 4,000 | 3,569 | 3,569 |
| Full time equivalents | 35 | 30 | 29 |
| # of safety incidents | 0 | 1 | 8 |
| Ops assessment rating | 8.5 | 8.4 | 8.6 |

| Education | Goal | YTD | PY |
|------------------------|-----------|-------------|--------|
| # of visits | 5,000 | 863 | 3,159 |
| Education fees | \$100,000 | \$ 3,584 \$ | 42,152 |
| Education feedback | 4.5 | 4.7 | 5.0 |
| # curriculum developed | 5 | 2 | 25 |

| Community engagement | Goal | YTD | PY |
|----------------------------|-------------|-----------|------------|
| # of members | 3,000 | 1,309 | 1,169 |
| Contributed income | \$1,195,000 | \$357,530 | \$ 771,777 |
| Volunteer hours | 7,000 | 916 | 4,274 |
| Outreach meetings | 30 | 18 | 106 |
| Electronic media followers | 16,000 | 14,847 | 13,224 |
| Media hits | 50 | 33 | 215 |

| Natural areas | Goal | YTD | PY |
|----------------------|--------|-------|--------|
| Acres inventoried | 3,569 | 3,569 | 3,569 |
| Acres treated | 400 | 43 | 470 |
| # of trees planted | 10,000 | 22 | 12,295 |
| Acres in agriculture | 70 | 0 | 54 |

| Facilities | | Goal | YTD | PY |
|---------------------|-----|---------|-----------|---------------|
| Fees earned | \$ | 280,000 | \$ 27,786 | \$ 203,952 |
| Sales pipeline | \$ | 280,000 | \$186,550 | \$ 203,952 |
| Rental feedback | | 4.5 | 5.0 | 5.0 |
| 2014 event pipeline | - 6 | 8 | 5 | 3 |

2014 Staff \$284,408 \$163,280 \$118,883

| · |
|------------------------------------|
| Titles |
| President & CEO |
| Sr. VP & COO |
| Parks Director |
| Education & Interpretative Manager |
| Project Manager |
| Project Team Leader |
| Communications Coordinator |
| Annual Fund Manager |
| n Interpretative Ranger |
| Program Coordinator |
| Maintenance Team Leader |
| Manager of Accounting & Finance |
| Head Gardener |
| Assistant to CEO |
| Accounting Clerk |
| Chief Park Ranger |
| Natural Areas Team Leader |
| Team Assistant/Office Leader |
| Facilities & Event Sales Manager |
| ֡ |

21ST CENTURY PARKS, INC.

General Information

Organization Number 0597121

Name 21ST CENTURY PARKS, INC.

Profit or Non-Profit N - Non-profit

Profit or Non-Profit N - Non-profit

Company Type KCO - Kentucky Corporation

Status A - Active
Standing G - Good

State KY

 File Date
 10/14/2004

 Organization Date
 10/14/2004

 Last Annual Report
 4/4/2014

Principal Office 471 W MAIN ST STE 202

Registered Agent LOUISVILLE, KY 40202
GARY R. WEITKAMP

Registered Agent GARY R. WEITKAMP
REED WEITKAMP SCHELL & VICE PLLC

500 WEST JEFFERSON STREET

SUITE 2400

LOUISVILLE, KY 40202

Current Officers

PresidentDANIEL H JONESVice PresidentKENNETH L PAYNESecretaryBRYAN K JOHNSONTreasurerDAVID A JONESDirectorDAVID A JONES

Director

DANIEL H JONES

EXAMPLE A JONES

Director

EXAMPLE A JONES

EXAM

Director BRUCE A MAZA

Individuals / Entities listed at time of formation

Director SECRETARY OF NEIGHBORHOODS, PARKS AND CULTURAL

AFFAIRS METRO

Director <u>EXECUTIVE DIRECTOR OF METRO PARKS</u>

Director CHAIRMAN OF THE BOARD OF LOUISVILLE OLMSTED

CONSERVANCY

 Director
 DAVID A. JONES

 Director
 DANIEL H. JONES

 Director
 KENNETH L. PAYNE

 Director
 PHILIP C. BILLIS

Director BRUCE A. MAZA

Incorporator BRYAN K. JOHNSON

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

| Annual Report | 4/4/2014 | 1 page | tiff | <u>PDF</u> |
|---------------------------|------------|---------|-------------|------------|
| Annual Report | 3/13/2013 | 1 page | tiff | PDF |
| Annual Report | 2/23/2012 | 1 page | tiff | <u>PDF</u> |
| Annual Report | 3/18/2011 | 1 page | <u>tiff</u> | <u>PDF</u> |
| Annual Report | 3/31/2010 | 1 page | tiff | <u>PDF</u> |
| Annual Report | 6/18/2009 | 1 page | tiff | <u>PDF</u> |
| Annual Report | 3/5/2008 | 1 page | <u>tiff</u> | <u>PDF</u> |
| Annual Report | 2/15/2007 | 1 page | tiff | <u>PDF</u> |
| Annual Report | 3/14/2006 | 1 page | tiff | <u>PDF</u> |
| Annual Report | 4/12/2005 | 1 page | tiff | <u>PDF</u> |
| Articles of Incorporation | 10/14/2004 | 6 pages | tiff | <u>PDF</u> |

Assumed Names

Activity History

| Filing | File Date | Effective Date | Org. Referenced |
|---------------|---------------------------|----------------|-----------------|
| Annual report | 4/4/2014 9:14:21 AM | 4/4/2014 | |
| Annual report | 3/13/2013 2:54:00 PM | 3/13/2013 | |
| Annual report | 2/23/2012 12:37:41 PM | 2/23/2012 | |
| Annual report | 3/18/2011 10:28:38 AM | 3/18/2011 | |
| Annual report | 3/31/2010 8:19:09 AM | 3/31/2010 | |
| Annual report | 6/18/2009 4:12:54 PM | 6/18/2009 | |
| Annual report | 3/5/2008 8:07:10 AM | 3/5/2008 | |
| Annual report | 2/15/2007 8:42:04 AM | 2/15/2007 | |
| Annual report | 3/14/2006 9:18:48 AM | 3/14/2006 | |
| Add | 10/14/2004 12:36:56 PM | 10/14/2004 | |

Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a Request For Corporate Documents to the Corporate Records Branch at 502-564-5687.

Annual Report 3/30/2005 1 page
Articles of Incorporation 10/14/2004 6 pages

For Consumers

For Businesses

For Charities and Donors

In Louisville, Southern Indiana and Western Kentucky

About Us

News Center



BBB For Consumers

Check Out a **Business or Charity**

Complaints

Resource Library

BBB Accredited Business & Charity Directory

Programs and Services

Find a BBB

Charity Reports Index Environment 21st Century Parks

Better Business Bureau Report for 21st Century Parks

Better Business Bureau Report issued May 2012 Better Business Bureau Report expires May 2014

This BBB Accredited charity meets all 20 Standards for Charity Accountability. Find out more

Send to: Printer



Find out more about this charity:

Charity Contact Information **BBB Wise Giving Alliance** Comments

Programs

Tax Status Governance Fund Raising **Financial**

Back To Top

Charity Contact Information

Name:

21st Century Parks

Address:

471 W. Main Street, Suite 202

Louisville, KY 40202

Phone:

502-584-0350

Web Address: www.21cparks.org

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Better Business Bureau Comments

Year, State Incorporated: 2004, Kentucky

Affiliates: None

Stated Purpose: 21st Century Parks is the nonprofit organization founded with the mission to serve as stewards entrusted to create and preserve unexcelled parklands that reflect the needs and values of our whole

community.

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Evaluation Conclusions

21st Century Parks meets the 20 Standards for Charity Accountability.

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Programs

21st Century Parks is responsible for the creation and long-term maintenance of The Parklands of Floyds Fork. The goal of The Parklands of Floyds Fork is to build a world- class, systemic addition to Louisville's park system; if done right, the outcome is the creation of the finest urban edge in the country.

For the fiscal year ended December 31, 2011, 21st Century Parks's program expenses were:

| Park Operations | 597,354 |
|-------------------------|-----------|
| Total Program Expenses: | \$597,354 |

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Governance

Chief Executive: Daniel H. Jones, Chairman and CEO

Compensation*: \$208,572

Chair of the Board: Daniel H. Jones

Chair's Profession / Business Affiliation: CEO, 21st Century Parks

Board Size: 12 Paid Staff Size: 11

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Fund Raising

Method(s) Used:

Methods of fund raising include direct mail, grant proposals, and internet appeals.

Fund raising costs were 4% of related contributions. (Related contributions, which totaled \$8,407,482, are donations received as a result of fund raising activities.)

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Tax Status

This organization is tax-exempt under section 501(c)(3) of the Internal Revenue Code. It is eligible to receive contributions deductible as charitable donations for federal income tax purposes.

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Financial

The following information is based on 21st Century Parks's audited financial statements for the fiscal year ended December 31, 2011.

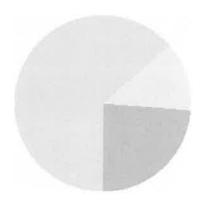
Ending net assets as reported below include \$38,673,391 in unrestricted net assets and \$19,464,043 in temporarily restricted net assets.

Total assets as reported include \$35,077,802 invested in Park assets and equipment, net.

| Source of Funds | |
|-----------------------|------------|
| Grants | 10,159,112 |
| Contributions | 8,407,482 |
| In-Kind Contributions | 812,124 |

^{*}Compensation includes annual salary and, if applicable, benefit plans, expense accounts, and other allowances.

| Investment Income | 14,963 |
|-------------------|--------------|
| Other | 12,155 |
| Total Income | \$19 405 836 |



Uses of Funds as a % of Total Expenses

Programs: 24% Fund Raising: 13% Administrative: 63%

| Total income | \$19,405,836 |
|------------------------------|--------------|
| Program expenses | \$597,354 |
| Fund raising expenses | 318,582 |
| Administrative expenses | 1,589,021 |
| Total expenses | \$2,504,957 |
| Income in Excess of Expenses | 16,900,879 |
| Beginning net assets | 41,236,555 |
| Ending net assets | 58,137,434 |
| Total liabilities | 2,267,365 |
| Total assets | \$60,404,799 |

In reference to compliance with standard 4, the BBB has determined that the current board structure is consistent with capital campaign goals and is reasonable at this stage in the acquisition and development of The Parklands. In reference to compliance with standard 8, the BBB has likewise determined that the organization's program expense ratio is reasonable at this phase in the development of the parklands.

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An organization may change its practices at any time without notice. A copy of this report has been shared with the organization prior to publication. It is not intended to recommend or deprecate, and is furnished solely to assist you in exercising your own judgment. If the report is about a charity and states the charity meets or does not meet the BBB Standards for Charity Accountability, it reflects the results of an evaluation of information and materials provided voluntarily by the charity. The name Better Business Bureau is a registered service mark of the Council of Better Business Bureaus, Inc.

This report is not to be used for fund raising or promotional purposes.

Click here for local Charity Reports produced by the Louisville Better Business

Click here for national Charity Reports produced by BBB Wise Giving Alliance Click here to search for a Charity Report by name

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5. STAFF RULES AND REGULATIONS



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5.1. PERSONNEL RULES

MISSION: To attract a highly qualified team of personnel and maintain a quality work environment in order to best achieve The Parklands mission

BACKGROUND: 21st Century Parks' goal is to employ the best personnel available and to reward individual contributions in many ways including competitive compensation, career advancement opportunities and training, employee benefits. The following personnel-related policies describe the conditions of employment, behavioral expectations for employees, and the compensation and benefits offered to employees.

RELATED DOCUMENTS:

Personnel Policy Manual Acknowledgement

<u>INFORMATION EXCHANGE:</u> This information is generally presented at each employee orientation and intake. Policies are reviewed each year on an ongoing basis and any changes are assigned for distribution by the Park Director.

- 5.1.1. INTRODUCTION: This Personnel Policy Manual (Manual) contains 21st Century Parks policies, benefits, procedures and conditions of employment effective on and after November 15, 2010, and this manual revokes and supersedes any and all prior inconsistent verbal and/or written personnel policies, benefits, procedures and conditions of employment.
- 5.1.2. This manual is intended as an informational resource only and does not constitute a contract of continued employment. 21st Century Parks adheres to the policy of employment at-will, which permits 21st Century Parks or the employee to terminate the employment relationship at any time, with or without cause or notice.
- 5.1.3. This manual applies to all 21st Century Parks employees, including Management, and it should be read carefully and, if there are questions, they should be raised with Management.
- 5.1.4. 21st Century Parks reserves the right to unilaterally make changes with or without prior notice and with or without a written revision of the manual.
- 5.1.5. EMPLOYMENT AT WILL: All employees are employed at the will of 21st Century Parks for an unspecified period of time. At the option of either 21st Century Parks or the employee, an employee's employment with 21st Century Parks may be terminated with or without cause, and with or without notice, at any time and nothing in this manual should be construed as altering this policy.
- 5.1.6. Neither this manual nor any other 21st Century Parks policies, documents, memoranda or procedures should be used, construed or deemed to:
 - Limit 21st Century Parks' rights to terminate employees with or without cause and with or without notice, at any time
 - Create an employment contract or term
 - Create conditions of employment
 - Limit the reasons or procedures for termination or modification of the employment relationship

EFFECTIVE: JANUARY 1, 2013



- 5.1.7. No contract of employment, either express or implied, and no other restrictions or limitation on the at-will status of 21st Century Parks' employees should be valid or binding on 21st Century Parks unless expressly set forth in a separate written document.
- 5.1.8. It is the policy of 21st Century Parks to hire, train and promote employees based on ability and job performance. Employment decisions and all terms and conditions of employment are made and administered without discrimination based upon race, color, religious creed, sex, age, marital status, ancestry, national origin, disability, status as a smoker or non-smoker, sexual orientation or gender identity. This policy governs all aspects of employment, including but not limited to, selection, job assignment, compensation, benefits, training, transfers, and discipline.
- 5.1.9. Any suspected violation of this policy SHOULD be immediately reported to the employee's supervisor or Chief Financial Officer. 21st Century Parks will promptly investigate any such violations.

5.2. SEXUAL HARASSMENT

MISSION: To prohibit sexual harassment and provide guidance for addressing sexual harassment concerns in The Parklands workplace in order to create a respectful work environment

BACKGROUND: Sexual harassment is a form of sex discrimination that is prohibited by law, as well as 21st Century Parks' policy. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, when:

- An employee is expected either explicitly or implicitly to submit to such conduct in order to get or keep a job
- An employee's willingness or unwillingness to submit to such conduct is used as the basis for an employment related decision affecting the employee
- Such conduct creates an intimidating, hostile, or offensive work environment or substantially interferes with the employee's job performance

RELATED DOCUMENTS:

None

<u>INFORMATION EXCHANGE:</u> This information is generally presented at each employee orientation and intake. Policies are reviewed each year on an ongoing basis and any changes are assigned for distribution by the Park Director.

5.2.1. 21st Century Parks believes that all of its employees should be treated with respect and should be able to work in an environment free of unwelcome sexual conduct. Accordingly, it is the policy of 21st Century Parks to prohibit sexual harassment in the workplace by any person and in any form. This policy applies not only to conduct of a supervisor toward a subordinate, but also to conduct between co-workers and acts of non-employees, such as suppliers or customers.

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EFFECTIVE: JANUARY 1, 2013



- 5.2.2. Sexual harassment is a form of sex discrimination that is prohibited by law, as well as 21st Century Parks' policy. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, when:
 - An employee is expected either explicitly or implicitly to submit to such conduct in order to get or keep a job
 - An employee's willingness or unwillingness to submit to such conduct is used as the basis for an employment related decision affecting the employee
 - Such conduct creates an intimidating, hostile, or offensive work environment or substantially interferes with the employee's job performance
- 5.2.3. The following are examples of the behavior that is prohibited by this policy:
 - Obscene or objectionable language
 - Making comments about a person's clothing, body, or personal life
 - Addressing an individual with a term of endearment or nickname not of that individual's choosing
 - Telling sexual jokes or making sexual innuendoes
 - Touching, hugging, rubbing, patting, pinching, or kissing another person
 - Leering at a person's body
 - Displaying sexually explicit or offensive pictures or materials in the workplace
 - Pressuring an employee for a date or sexual activities
 - Unwelcome sexual flirtations, advances, or propositions
- 5.2.4. Do not assume that behavior of the kind listed above will be acceptable to another employee. Be aware of how people respond to what you do and say. If an individual objects to your behavior toward him or her, listen to and heed the objections.
- 5.2.5. It is important that you immediately report sexual harassment and other kinds of discrimination. We cannot do anything to remedy the situation if we do not know it exists.
- 5.2.6. Any employee who believes that he or she has been sexually harassed or subject to other discrimination should take the following actions:
 - Tell the offender firmly that you do not like his or her behavior
 - Report the incident immediately to your supervisor or to Chief Financial Officer. The employee always has the option of reporting the conduct directly to Chief Financial Officer if he or she prefers.
 - If you are harassed by a non-employee, notify your supervisor or Chief Financial Officer immediately. 21st Century Parks cannot control the offensive behavior of all non-employees, but will do its best to remedy the situation.
- 5.2.7. Any employee who observes sexual harassment or other discrimination from an employee MUST report it to either their supervisor or Chief Financial Officer, no matter how insignificant it may seem to the employee. No employee will be disciplined or otherwise retaliated against for complaining about sexual harassment or other discrimination.
- 5.2.8. All reports of sexual harassment or other discrimination will be investigated in a thorough and timely manner. Retaliation against the individual reporting the harassment is expressly prohibited. Confidentiality will be maintained during the investigation to the extent possible without jeopardizing the thoroughness of the investigation.
- 5.2.9. If it is determined that sexual harassment or other discrimination has occurred, 21st Century Parks will take immediate and appropriate corrective action to end the problem and prevent its recurrence. Employees who have



engaged in harassing or discriminatory conduct will be subject to appropriate disciplinary action, up to and including termination. The employee making the complaint will be advised of the results of the investigation.

| Legal Name of Applicant Organization: 21st Century Parks, Inc. Program Name: ATV Request form: Is the NDF request form signed by all Council Member(s) appropriating funding? Request form: Is the funding proposed less than or equal to the request amount? Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet? Application Page 1: Is the application properly Application Page 1: Is the application properly Application Page 3: Reimbursement funding—the grant award period. Is all required document Application and the proposed public Application Bugget Page 6: Does the application Application Bugget Page 6: Does the application Application Budget Page 6: Does the application application and does the Non-Metro Revenue of Faith Based Organizations: Is the signed Faith Is Jefferson County Only: Will all funding be sper Capital Project(s) request: Is the cost estimate(s) Good Standing: Is the entity in good standing wine Rentucky Secretary of State—include Louisville Metro Government—chee Internal Revenue Service—most recent recent recent recent program of Late and the Regulary of State—included agreeing to partner with Louisville Metro on the capital project? (IRS Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Small Cities: Is the organization's current fiscal year operating budget included? Operating Budget: Is the organization's current fiscal year operating budget included? Operating Budget: Is the entity's board member list (with term length/term limits) included? Year Requests form: San demonstration of the organization in this fiscal year. Board Members: Is the entity's board member list (with term length/term limits) included? Year Request Is the morganization in this fiscal year. Board Members: Is the entity's board member list (with term length/term limits) included? Year Request Requests: Is a copy of signed lease included? Year Request Requests: Is a copy of signed lease | and the second s | TIT APPLICATION CHECKLIST | |
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| | IRS Form W-9: Is the IRS Form W-9 included? | | Y |
| A Secretion A Stampative Action/Equal Dynalayment Opportunity plan and/or notice statement | Evaluation Forms: Are the evaluation forms (if p | program participants are given evaluation forms) included? | <u>N</u> |
| Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)? Prepared by: Only Date: 4-30-14 | Affirmative Action: Affirmative Action/Equal Er included (if required by the organization)? | mployment Opportunity plan and/or policy statement | I Y |