

### Louisville Metro Council City Agency Request

- Neighborhood Development Fund (NDF)
- Capital Infrastructure Fund (CIF)
- Municipal Aid Program (MAP)
- Paving Fund (PAV)

**Primary Sponsor:** Barbara Sexton Smith

**Amount:** \$550 **Date:** 11-17-18

**Description of program/project including public purpose, additional funding sources, location of project/program and any external grantee(s):**  
 Day of the Dead Celebration. This program was a partnership among the University of Louisville Latin American Studies Program, the South Fourth Street Retail District and Downtown Development Corporation that celebrates El Dia de Los Muertos or Day of the Dead. This event is critical to the South Fourth Street Retailers as it provides their biggest sales night of the year and provides important outreach to the Latino and immigrant communities.

**City Agency:** Downtown Development Corporation  
**Contact Person:** Jeanne Hilt  
**Agency Phone:** 502.584-6000

**I have reviewed this request for an expenditure of city tax dollars, and have determined the funds will be used for a public purpose and have the attached documentation from the receiving department concerning the project/expenditure.**

4	<input type="checkbox"/>		\$550	11-17-17
District #		Council Member Signature	Amount	Date

**Approved by:** \_\_\_\_\_  
 Appropriations Committee Chairman Date

**Clerk's Office & OMB Use Only:**

Request Amount: \_\_\_\_\_ Amended Amount: \_\_\_\_\_

Reference #: \_\_\_\_\_ To OMB: \_\_\_\_\_

Budget Revision #: \_\_\_\_\_

Account #: \_\_\_\_\_

To Project Manager: \_\_\_\_\_ Completion Date: \_\_\_\_\_

Actual Cost: \_\_\_\_\_ Funds Returned: \_\_\_\_\_

## NDF, CIF, MAP OR PAV INTERAGENCY CHECKLIST

**Interagency Name:** Downtown Development Corporation

**Program/Project Name:** Day of the Dead Celebration

	Yes/No/NA
<b>Request Form:</b> Is the Request Signed by all Council Member(s) Appropriating Funding?	Yes <input type="checkbox"/>
<b>Request Form:</b> If matching funds are to be used, are they disclosed with account numbers in the request form description?	NA <input type="checkbox"/>
<b>Request Form:</b> If matching funds are to be used, does the amount of the request exclude the matching fund amount?	NA <input type="checkbox"/>
<b>Request Form:</b> If other funds are to be used for this project, are they disclosed with account numbers in the request form description?	NA <input type="checkbox"/>
<b>Funding Source:</b> If CIF is being requested, does Metro Louisville own/will own the real estate, building or equipment? If not, the funding source is probably NDF.	NA <input type="checkbox"/>
<b>Funding Source:</b> If CIF is being requested, does the project have a useful life of more than one year? If not, the funding source is probably NDF.	NA <input type="checkbox"/>
<b>Ordinance Required:</b> Is the NDF request to a Metro Agency greater than \$5,000? If so, an ordinance is required.	NA <input type="checkbox"/>
<b>Ordinance Required:</b> Is the request a transfer from NDF to cost center? If so, is the amount given for the fiscal year \$25,000 or less?	NA <input type="checkbox"/>
<b>Supporting Documentation:</b> Does the attachment include a valid estimate and description of cost?	Yes <input type="checkbox"/>

Submitted by: Christa Per

Date: 11/29/17

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

SECTION 1 – APPLICANT INFORMATION			
<b>Legal Name of Applicant Organization:</b> Downtown Development Corporation DBA Louisville Downtown Partne <i>(as listed on: <a href="http://www.sos.ky.gov/business/records">http://www.sos.ky.gov/business/records</a>)</i>			
<b>Main Office Street &amp; Mailing Address:</b> 556 South Fourth Street			
<b>Website:</b> www.louisvilledowntown.org			
<b>Applicant Contact:</b>	Debra Byrd	<b>Title:</b>	Executive Assistant
<b>Phone:</b>	502-584-6000	<b>Email:</b>	jhilt@louisvilledowntown.org
<b>Financial Contact:</b>	Frank Kalmbach	<b>Title:</b>	Director of Finance and Operations
<b>Phone:</b>	502-584-6000	<b>Email:</b>	fkalmbach@louisvilledowntown.org
<b>Organization's Representative who attended NDF Training:</b> Debra Byrd			
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
<b>PROGRAM/PROJECT NAME:</b> Day of the Dead Celebration			
<b>Total Request: (\$)</b>	6,748	<b>Total Metro Award (this program) in previous year: (\$)</b>	
<b>Purpose of Request (check all that apply):</b>			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
<b>The Following are Required Attachments:</b>			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) Cost estimates from proposed vendor if request is for capital expense		<input checked="" type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 Evaluation forms if used in the proposed program Annual audit (if required by organization) Faith Based Organization Certification Form, if applicable	
<b>For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.</b>			
<b>Source:</b>		<b>Amount: (\$)</b>	
<b>Source:</b>		<b>Amount: (\$)</b>	
<b>Source:</b>		<b>Amount: (\$)</b>	
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Applicant's Initials *fo*

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 3 - AGENCY DETAILS

#### Describe Agency's Vision, Mission and Services:

The Louisville Downtown Partnership (LDP) was formed in 2013 and is comprised of two long-standing organizations: the Louisville Downtown Development Corporation and the Louisville Downtown Management District. LDP's mission is to take the long view on downtown success, through strengthening commerce, providing high-quality place making, improving visitor, resident and workforce experiences, and to stimulate high-quality development and vitality in Louisville's Downtown. As part of our mission, we regularly partner with local businesses to assist with special event programming to highlight the many virtues of downtown.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Board List is Attached	

**Describe the Board term limit policy:**  
 Each Director shall serve for a term of three years. Each Director shall serve until the next regularly scheduled annual meeting of the Board of Directors following the expiration of his or her term, and the election and qualification of his or her successor.

Three Highest Paid Staff Names	Annual Salary
Matheny, Rebecca	\$153,000.12
Malysz, Carl	\$74,160.06
Baines, Jim	\$73,919.56

Applicant's Initials

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 5 – PROGRAM/PROJECT NARRATIVE

**A: 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 program is a partnership among the University of Louisville Latin American Studies Program, the South Fourth Street Retail District and the LDP that celebrates El Dia de Los Muertos, or 'Day of the Dead'.

This event is critical to the South Fourth Retailers as it is their biggest sales night of the year and provides important exposure prior to the holiday season. It also provides an important outreach to the immigrant and Latino community.

This celebration will take place on Friday, November 3, from 5 PM until 10 PM. The event is open to the public and will feature the Phoenix Collective Fire Dancers and live music will be performed by Appalatin. Additionally, Mexican food will be provided (for sale) by La Cocina de Mama. Media promotion will be purchased and aired on Louisville Public Media stations.

**B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):**

LDP plans to utilize the Neighborhood Development Fund money for the following: artists who will perform at the event, LMPD Officers, Ambassador Support, street decorations, radio and other promotional materials, Port a Potty, Stage and lighting, metro permits and state permits.



**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**C: If this request is a fundraiser, please detail how the proceeds will be spent:**

The request is not a fundraiser.

**D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:**

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of 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.

Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ 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.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**E: 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:**

For the sixth consecutive year, the Day of the Dead celebration has benefited the community by providing cultural awareness to one of Mexico's largest holidays. It has involved over 20 students from the University of Louisville who were able to apply their study of Latin America to an event in Louisville that engaged the local Hispanic community. Additionally, local businesses adjacent to the event on Fourth Street saw a significant increase in sales. On average, business increased by 450% (compared to a normal Friday) for each of these establishments.

**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/project specifically.**

LDP has existing collaborative relationships with the South Fourth Street Retail District and the University of Louisville's Latin American Studies Program. Historically, the South Fourth Street Retail District provided decorations that spanned Fourth Street from Muhammad Ali Blvd. to Broadway.

Additionally, the Retail District was an active participant in the promotion of the event by appearing on local TV stations several times and working with local reporters. University of Louisville's Latin American Studies offered countless volunteer hours making decorations, staffing booths and providing outreach for the event to other neighborhoods.





## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 6 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non- Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>			
<b>B: Rent/Utilities</b>			
<b>C: Office Supplies</b>			
<b>D: Telephone</b>			
<b>E: In-town Travel</b>			
<b>F: Client Assistance (See Detailed List on Page 8)</b>			
<b>G: Professional Service Contracts</b>			
<b>H: Program Materials</b>			
<b>I: Community Events &amp; Festivals (See Detailed List on Page 8)</b>	6,748.00	6,000	12,748.00
<b>J: Machinery &amp; Equipment</b>			
<b>K: Capital Project</b>			
<b>L: Other Expenses (See Detailed List on Page 8)</b>			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>			12,748.00
<b>% of Program Budget</b>	53 %	47 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	6,000.00
Fees Collected from Program Participants	
Other (please specify)	
<b>Total Revenue for Column 2 Expenses **</b>	6,000.00

\*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

\*\*Must equal or exceed total in column 2.

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Louisville Public Media	750		750
Posters	115		115
Banners	418		418
The Phoenix Collective	200		200
Las Flamencas	550		550
Arcoiris Latino	300		300
Appalatin	300		300
Xavier Santiago	250		250
Cirque De Louie	1,500		1,500
Chad Balster	300		300
Salsa Rhythms Band	600		600
Decorations/Kids Activities (Decorative Banners & Sugar Skulls)	650		650
Stage and Lighting	320	5,875	6,195
Port a Potty	140		
LMPD Officers	240		
Supplies		125	
Permits	115		
<b>Total</b>	<b>6,748</b>	<b>6,000</b>	<b>12,748</b>

Applicant's Initials 

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**Detail of In-Kind Contributions for this PROGRAM only:** Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Volunteers, University of Louisville	NA	
South Fourth District Association	NA	
<b>Total Value of In-Kind</b> (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)		

\* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date: January 1

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO  YES

If YES, please explain:

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 7 – CERTIFICATIONS & ASSURANCES

By signing Section 7 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 understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.
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. Applicant understands 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. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must 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.
11. 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.


#### 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.

### SECTION 8 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "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 and have initialed each page of the application.

<b>Signature of Legal Signatory:</b>		<b>Date:</b>	11/1/17
<b>Legal Signatory: (please print):</b>	Rebecca Matheny	<b>Title:</b>	Executive Director
<b>Phone:</b>		<b>Extension:</b>	
		<b>Email:</b>	

## Request for Taxpayer Identification Number and Certification

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

<b>Print or type See Specific Instructions on page 2.</b>	<b>1</b> Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. <b>Downtown Development Corporation</b>		
	<b>2</b> Business name/disregarded entity name, if different from above <b>Louisville Downtown Partnership</b>		
	<b>3</b> Check appropriate box for federal tax classification; check only <b>one</b> of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <b>Note.</b> For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input checked="" type="checkbox"/> Other (see instructions) ▶ _____		<b>4</b> Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	<b>5</b> Address (number, street, and apt. or suite no.) <b>556 South 4th Street</b>		<b>Requester's name and address (optional)</b>
	<b>6</b> City, state, and ZIP code <b>Louisville, KY 40202</b>		
	<b>7</b> List account number(s) here (optional)		
	<b>501(c)(3) Nonprofit Organization</b>		

<b>Part I Taxpayer Identification Number (TIN)</b>															
Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3.															
<b>Note.</b> If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;"><b>Social security number</b></td> </tr> <tr> <td style="width: 20px; height: 20px; border: 1px solid black;"></td> <td style="width: 20px; height: 20px; border: 1px solid black;"></td> </tr> <tr> <td style="text-align: center;">-</td> <td style="width: 20px; height: 20px; border: 1px solid black;"></td> </tr> <tr> <td style="text-align: center;">-</td> <td style="width: 20px; height: 20px; border: 1px solid black;"></td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>OR</b></td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Employer identification number</b></td> </tr> <tr> <td colspan="2" style="background-color: black; height: 30px;"></td> </tr> </table>	<b>Social security number</b>				-		-		<b>OR</b>		<b>Employer identification number</b>			
<b>Social security number</b>															
-															
-															
<b>OR</b>															
<b>Employer identification number</b>															

<b>Part II Certification</b>	
Under penalties of perjury, I certify that:	
<ol style="list-style-type: none"> <li>1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</li> <li>2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</li> <li>3. I am a U.S. citizen or other U.S. person (defined below); and</li> <li>4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.</li> </ol>	
<p><b>Certification instructions.</b> You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.</p>	
<b>Sign Here</b>	Signature of <b>Leslie Proasi</b> <small>Digitally signed by Leslie Proasi DN: cn=Leslie Proasi, o=Louisville Downtown Development Corporation, ou, email=proasi@louisvilledowntown.org, c=US Date: 2017.11.01 11:04:11-0400</small>
	<b>Date</b> ▶ 11/01/2017

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at [www.irs.gov/fw9](http://www.irs.gov/fw9).

#### Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

*If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.*

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
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 effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

C-9974

1861RW:447

8/19/88

ORIGINAL COPY FILED

RECORDS OF THE STATE OF KENTUCKY

FINANCIAL SERVICES

FILED IN OFFICE

SEP 23 1988

RESTATED ARTICLES OF INCORPORATION

SEP 22 1988

Jim "POP" Malone, Clerk  
BY Jim D.C.

OF

DOWNTOWN DEVELOPMENT CORPORATION

*Beane E. Br...*  
RECORDS OF THE STATE

As contemplated by KRS 273.273, these are Restated Articles of Incorporation for Downtown Development Corporation ("Downtown"), a Kentucky nonprofit corporation.

I. The articles of incorporation of Downtown are restated as follows:

ARTICLES OF INCORPORATION

OF

DOWNTOWN DEVELOPMENT CORPORATION

1. Name. The corporation's name shall be Downtown Development Corporation.

2. Duration. The corporation's duration shall be perpetual.

3. Purposes. The corporation's purposes shall be to lessen the burdens of government and promote the social welfare of the citizens of Louisville and Jefferson County, Kentucky, by:

(a) Assisting and encouraging the clearance, replanning, revitalization, rehabilitation, and reconstruction of the central business district and surrounding areas of Louisville and Jefferson County, Kentucky, portions of which are substandard, obsolete, or deteriorated and often characterized by a lack of open space, urban blight, deterioration, or the existence of obsolete, outmoded, or physically deteriorated buildings;

(b) Assisting in the planning, financing, and development of projects intended to remove these and other undesirable conditions within the central business district and surrounding areas of Louisville and Jefferson County, Kentucky;

(c) Accepting donations and grants from federal, state, city, and county governments and units thereof, and other public and private sources, for use in planning, financing, and developing such projects; and

(d) Exercising all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act, as amended (or under any successor codification of the laws governing Kentucky nonprofit corporations), that are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws, as a corporation organized and operated exclusively for charitable and educational purposes.

4. Internal Affairs. The following provisions shall regulate the internal affairs of the corporation:

(a) The corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the corporation under Section 501(c)(3) of the Code (or under any corresponding provision of any Successor Code) as a corporation organized and operated exclusively for charitable and educational purposes.

(b) No part of the corporation's net earnings shall inure to the benefit of any private shareholder or individual.

(c) No substantial part of the corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

(d) The corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(e) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or by any corresponding provision of any Successor Code.

(f) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or in any corresponding provision of any Successor Code.

(g) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or in any corresponding provision of any Successor Code.

(h) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944

of the Code or under any corresponding provision of any Successor Code.

(i) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or in any corresponding provision of any Successor Code.

(j) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or of any corresponding provision of any Successor Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

5. Registered and Principal Offices. The address of the corporation's registered office and of its principal office shall be 1725 Meidinger Tower, Louisville, Kentucky 40202. The name of the corporation's initial registered agent at that address shall be Barry S. Alberts.

6. Directors. Until otherwise fixed, increased, or decreased by amendment to the corporation's bylaws, the number of directors constituting the corporation's board of directors shall be nine. The names and addresses of the persons who are to serve as the directors effective August 31, 1988, and the terms during which they shall hold office are as follows:

<u>Name and Address</u>	<u>Term Expires</u>
Irving W. Bailey II Capital Holding Corporation P.O. Box 32830 Louisville, KY 40202	Aug. 31, 1991
Jerry E. Abramson Mayor, City of Louisville City Hall 601 West Jefferson Street Louisville, KY	Aug. 31, 1991
Robert Nash Creggan & Partners Suite 1424, Starks Bldg. Louisville, KY 40202	Aug. 31, 1991



A. Steven Miles First National Bank of Louisville First National Tower Louisville, KY 40202	Aug. 31, 1990
Laramie Leatherman Greenebaum, Doll & McDonald 3300 First National Tower Louisville, KY 40202	Aug. 31, 1990
Nolen Allen Cotton & Allen First Trust Centre Suite 201 South South Fifth Street Louisville, KY 40202	Aug. 31, 1990
Owsley Brown Frazier Brown-Forman Distillers P.O. Box 1080 Louisville, KY 40201	Aug. 31, 1989
Nana Lampton American Life & Accident Insurance Company of Kentucky Fifth Floor Three Riverfront Plaza Louisville, KY 40202	Aug. 31, 1989
William Waterhouse Brown-Waterhouse-Kaiser, Inc. 2nd Floor, Heyburn Bldg. 332 West Broadway Louisville, KY 40202	Aug. 31, 1989

Each director shall hold office until the expiration date set forth above opposite his name and until his successor is elected and has accepted his election.

7. Successor Directors.

(a) Upon the expiration of each director's term, and upon the expiration of the term of each successor director, a majority of the remaining directors (even if less than a quorum

of the board of directors) shall elect a successor director to hold office for a term of three years and until his successor is elected and has accepted his election. The term for which a successor director shall be elected or appointed may be fixed, increased, or decreased from time to time by amendment to the corporation's bylaws. A director or successor director whose term has expired shall be eligible for election or reelection as a successor director.

(b) Any vacancy occurring in the board of directors and any directorship to be filled by reason of any increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

8. No Members. The corporation shall have no members.

9. Limitation of Director Liability.

(a) Except as otherwise provided by Article 9(b) below, no director of the corporation shall be personally liable for monetary damages for breach of his duties as a director.

(b) Nothing in the preceding Article 9(a) shall eliminate or limit the liability of a director for:

(1) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;

(2) 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

(3) Any transaction from which the director derived an improper personal benefit.

10. Indemnification.

(a) The corporation shall indemnify each person who may be indemnified (individually an "Indemnatee" and collectively the "Indemnitees") pursuant to KRS 273.171(14) (the "Indemnity Statute"), as amended from time to time (or any successor provision thereto), to the fullest extent permitted by the Indemnity Statute. In each and every situation in which the corporation may do so under the Indemnity Statute, the corporation hereby obligates itself to indemnify the Indemnitees to the full-

est extent permitted by the Indemnity Statute, and in each case, if any, in which the corporation must make certain investigations on a case-by-case basis before providing indemnification, the corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of this Article 10 to obligate the corporation to indemnify each Indemnitee to the fullest extent permitted by Kentucky law as in effect from time to time. Except as otherwise made mandatory by Kentucky law, no Indemnitee shall be liable to the corporation in connection with any actions or inactions entitling the Indemnitee to indemnification under the Indemnity Statute, unless it is established that the Indemnitee's actions or inactions constituted willful misconduct or wanton or reckless disregard for human rights, safety, or property in the performance of the Indemnitee's duties to the corporation.

(b) Without limiting the generality of the indemnification obligation undertaken by the corporation under the preceding Article 10(a), the corporation shall at all times indemnify and hold each of its directors and officers harmless to the fullest extent provided by any written indemnification agreement between the corporation and the director or officer.

II. These Restated Articles of Incorporation correctly set forth the provisions of Downtown's Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

Dated August 31, 1988.

DOWNTOWN DEVELOPMENT CORPORATION

By   
Irving W. Bailey II, Chairman

And by   
Mae Salyers, Secretary



CINCINNATI OH 45999-0038

In reply refer to: 0248221235  
June 24, 2016 LTR 4168C 0  
[REDACTED] 000000 00  
00020072  
BODC: TE

DOWNTOWN DEVELOPMENT CORPORATION  
% KAREN L LEWIS  
556 S FOURTH ST  
LOUISVILLE KY 40202



023792

Employer ID Number: [REDACTED]  
Form 990 required: Yes

Dear Taxpayer:

This is in response to your request dated June 15, 2016, regarding your tax-exempt status.

We issued you a determination letter in November 1982, recognizing you as tax-exempt under Internal Revenue Code (IRC) Section 501(c) (3).

Our records also indicate you're not a private foundation as defined under IRC Section 509(a) because you're described in IRC Sections 509(a)(1) and 170(b)(1)(A)(vi).

Donors can deduct contributions they make to you as provided in IRC Section 170. You're also qualified to receive tax deductible bequests, legacies, devises, transfers, or gifts under IRC Sections 2055, 2106, and 2522.

In the heading of this letter, we indicated whether you must file an annual information return. If a return is required, you must file Form 990, 990-EZ, 990-N, or 990-PF by the 15th day of the fifth month after the end of your annual accounting period. IRC Section 6033(j) provides that, if you don't file a required annual information return or notice for three consecutive years, your exempt status will be automatically revoked on the filing due date of the third required return or notice.

For tax forms, instructions, and publications, visit [www.irs.gov](http://www.irs.gov) or call 1-800-TAX-FORM (1-800-829-3676).

If you have questions, call 1-877-829-5500 between 8 a.m. and 5 p.m., local time, Monday through Friday (Alaska and Hawaii follow Pacific Time).

## Day of The Dead Budget 11/03/17

	Total	
Marketing	Louisville Public Media	\$750.00
	Posters	\$115.00
	Banners	\$418.00
	<b>Subtotal</b>	<b>\$1,283.00</b>

Entertainment	The Phoenix Collective	\$200.00
	Las Flamencas	\$550.00
	Arcoiris Latino	\$300.00
	Appalatin	\$300.00
	Xavier Santiago	\$250.00
	Cirque De Louie	\$1,500.00
	Chad Balster	\$300.00
	Salsa Rhythms Band	\$600.00
<b>Subtotal</b>	<b>\$4,000.00</b>	

Event Expense	Decorations	\$650.00
	Master Vendor Permit	\$75.00
	Supplies	\$125.00
	Metro Louisville Event Permit	\$40.00
	Stage and Lighting	\$6,195.00
	LMPD Officers - Overtime	\$240.00
	Ambassador Support - Overtime	
	Port a Potty	\$140.00
<b>Subtotal</b>	<b>\$7,465.00</b>	

<b>Subtotals</b>	<b>\$12,748.00</b>
Sponsorship	\$6,000.00
<b>Total Grant Request</b>	<b>\$6,748.00</b>

# LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION

## Income Statement

For the Eight Months Ending August 31, 2017

	January - August, 2017			FY 2017
	Actual	Budget	Variance (\$)	Variance (%)
<b>OPERATING INCOME</b>				
Total Operating Income	818,774	820,456	(1,682)	99.8%
<b>OPERATING EXPENSES</b>				
Employee Compensation & Benefit	419,961	391,352	28,609	107.31%
Economic Development	100,596	196,496	(95,900)	51.2%
Project Mgmt/Support Services	59,841	13,588	46,253	440.4%
Total Marketing, Comms & Events	74,228	55,140	19,088	134.62%
Building Operations & Mgmt	75,648	46,170	29,478	163.85%
Office Operations & Admin	56,255	50,853	5,402	110.62%
Professional Services	47,012	44,115	2,897	106.57%
Other Operating Expenses	586	1,000	(414)	58.64%
Total Operating Expenses	<u>834,127</u>	<u>798,714</u>	<u>35,413</u>	<u>104.43%</u>
<b>NET OPERATING INCOME</b>	<u>(15,352)</u>	<u>21,742</u>	<u>(37,094)</u>	<u>-70.61%</u>
Non-Operating Income / (Expense)	380	378	2	100.45%
<b>NET INCOME</b>	<u>(14,973)</u>	<u>22,120</u>	<u>(37,093)</u>	<u>-67.69%</u>
				<u>750</u>
				<u>1,234,280</u>
				<u>4,860</u>
				<u>1,235,030</u>
				<u>(750)</u>

EXTENDED TO NOVEMBER 15, 2016

Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2015**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

**A** For the 2015 calendar year, or tax year beginning and ending

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return/terminated  
 Amended return  
 Application pending

**C** Name of organization  
**D** Employer identification number

**DOWNTOWN DEVELOPMENT CORPORATION**  
 Doing business as  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**556 SOUTH FOURTH STREET**  
 City or town, state or province, country, and ZIP or foreign postal code  
**LOUISVILLE, KY 40202**

**E** Telephone number  
**502-584-6000**

**G** Gross receipts \$ **1,456,498.**

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list. (see instructions)  
**H(c)** Group exemption number ▶

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

**J** Website: ▶ **WWW.LOUISVILLE-DOWNTOWN.ORG**

**K** Form of organization:  Corporation  Trust  Association  Other ▶

**L** Year of formation: **1988** **M** State of legal domicile: **KY**

**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>TO IMPROVE THE ECONOMY OF METRO LOUISVILLE BY COORDINATING AN AGGRESSIVE PUBLIC/PRIVATE PROGRAM TO</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	43
	4	Number of independent voting members of the governing body (Part VI, line 1b)	43
	5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	15
	6	Total number of volunteers (estimate if necessary)	43
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	b Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 322,712. Current Year: 364,681.
	9	Program service revenue (Part VIII, line 2g)	993,762. 1,012,159.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-2. 1,290.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	52,868. 33,342.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,369,340. 1,411,472.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 11,293.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	379,785. 509,232.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
		b Total fundraising expenses (Part IX, column (D), line 25)	31,807.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	734,594. 804,020.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,114,379. 1,324,545.
19	Revenue less expenses. Subtract line 18 from line 12	254,961. 86,927.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year: 1,698,168. End of Year: 1,841,069.
	21	Total liabilities (Part X, line 26)	177,350. 233,324.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,520,818. 1,607,745.

**Part II Signature Block**

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

**Sign Here** Signature of officer: **REBECCA MATHENY, EXECUTIVE DIRECTOR** Date: \_\_\_\_\_

**Paid Preparer Use Only** Print/Type preparer's name: **REBECCA L. PHILLIPS, CPA** Preparer's signature: *Rebecca L. Phillips* Date: **11/15/16** Check if self-employed:

Firm's name: **MOUNTJOY CHILTON MEDLEY LLP** Firm's EIN: \_\_\_\_\_

Firm's address: **462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445** Phone no. (502) 749-1900

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION DRIVES ECONOMIC GROWTH DOWNTOWN FOR THE BENEFIT OF THE ENTIRE REGION, BECAUSE THE ECONOMIC ENGINE OF ANY GREAT CITY STARTS WITH DOWNTOWN. THE LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION (LDDC) IS A 501(C)(3) NON-PROFIT

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

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

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

4a (Code: ) (Expenses \$ 912,304. including grants of \$ 11,293.) (Revenue \$ 1,012,159.) ECONOMIC & PLANNING SERVICES AND MARKETING & COMMUNICATIONS: FOR REVITALIZATION OF AN AREA IN LOUISVILLE BORDERED BY BAXTER AVENUE ON THE EAST, THE OHIO RIVER ON THE NORTH, 21ST STREET ON THE WEST, AND OAK STREET ON THE SOUTH.

LOUISVILLE BASEBALL CLUB, INC.: ACT AS THE AUTHORITY AGENT OF THE CITY OF LOUISVILLE REGARDING THE OVERSIGHT OF THE FINANCIAL REPORTING PROVISIONS AND MANAGEMENT OF A LEASE AGREEMENT BETWEEN THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AND THE LOUISVILLE BASEBALL CLUB.

MANAGEMENT OF THE BUSINESS IMPROVEMENT DISTRICT.

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

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

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

4e Total program service expenses 912,304.



**Part IV Checklist of Required Schedules**

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

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

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, and charitable contributions.

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

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

**Section A. Governing Body and Management**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	43													
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.														
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent		43												
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?														X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?														X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?														X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?														X
<b>6</b> Did the organization have members or stockholders?														X
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?														X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?														X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
<b>a</b> The governing body?										X				
<b>b</b> Each committee with authority to act on behalf of the governing body?										X				
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O														X

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **► KY**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **►**  
**REBECCA STEELE MATHENY - 502-584-6000**  
**556 SOUTH FOURTH STREET, LOUISVILLE, KY 40202**

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES R. ALLEN EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(2) C. EDWARD GLASSCOCK CHAIR, NOMINATING COMMITTEE	0.10	X					0.	0.	0.	
(3) AUGUSTA HOLLAND EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(4) KEITH INMAN EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(5) NANA LAMPTON SECRETARY	0.10	X		X			0.	0.	0.	
(6) TIMOTHY M. MULLOY EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(7) PAUL W. THOMPSON CHAIRMAN	0.10	X		X			0.	0.	0.	
(8) JAMES S. WELCH, JR. EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(9) HAROLD WORKMAN EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(10) CASH MOTER EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(11) MARY ELLEN WIEDERWOHL EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(12) CAROLLE JONES CLAY FINANCE COMMITTEE	0.10	X					0.	0.	0.	
(13) PAUL T. COSTEL CHAIR, FINANCE COMMITTEE	0.10	X					0.	0.	0.	
(14) JERROL Z. MILES EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(15) JENNIFER BIELSTEIN DIRECTOR	0.10	X					0.	0.	0.	
(16) JONATHAN S. BLUE DIRECTOR	0.10	X					0.	0.	0.	
(17) LAURA LEE BROWN DIRECTOR	0.10	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RUSSELL F. COX TREASURER	0.10	X		X				0.	0.	0.
(19) SAUL GARCIA DIRECTOR	0.10	X						0.	0.	0.
(20) DENNIS HEISHMAN DIRECTOR	0.10	X						0.	0.	0.
(21) ALLAN LATTS DIRECTOR	0.10	X						0.	0.	0.
(22) TORI MURDEN MCCLURE DIRECTOR	0.10	X						0.	0.	0.
(23) JEFFREY A. MCKENZIE DIRECTOR	0.10	X						0.	0.	0.
(24) MARY MOSELEY DIRECTOR	0.10	X						0.	0.	0.
(25) TOM NOLAND DIRECTOR	0.10	X						0.	0.	0.
(26) DENNIS PETRULLO DIRECTOR	0.10	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								152,611.	0.	8,190.
<b>d Total (add lines 1b and 1c)</b>								152,611.	0.	8,190.

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

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

**Section B. Independent Contractors**

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

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

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

**SEE PART VII, SECTION A CONTINUATION SHEETS**



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) HENRY POTTER DIRECTOR	0.10	X					0.	0.	0.	
(28) GEORGE STINSON DIRECTOR	0.10	X					0.	0.	0.	
(29) WILLIAM SUMMERS V DIRECTOR	0.10	X					0.	0.	0.	
(30) GREG FISCHER, MAYOR EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(31) KIM BAKER EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(32) DAVID KAREM EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(33) KENT OYLER EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(34) DAVID W. TANDY EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(35) KAREN WILLIAMS EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(36) BILL SAMUELS, JR. EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(37) ANTHONY NEWBERRY, PHD DIRECTOR	0.10	X					0.	0.	0.	
(38) DR. JOSEPH J. MCGOWAN DIRECTOR	0.10	X					0.	0.	0.	
(39) BENJAMIN K. RICHMOND EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(40) VICKIE YATES BROWN EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(41) JOHN HILLERICH IV DIRECTOR	0.10	X					0.	0.	0.	
(42) STEVEN A. EGGERS EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(43) CLIFFORD "RIP" RIPPEDOE EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(44) REBECCA MATHENY EXECUTIVE DIRECTOR	37.50		X				152,611.	0.	8,190.	
<b>Total to Part VII, Section A, line 1c</b>							<b>152,611.</b>		<b>8,190.</b>	

**Part VIII Statement of Revenue**

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	364,681.			
	g Noncash contributions included in lines 1a-1f \$					
	<b>h Total. Add lines 1a-1f</b>		<b>364,681.</b>			
Program Service Revenue	2 a LEASE REVENUE	Business Code 531190	816,654.	816,654.		
	b MANAGEMENT FEE - LDMD	531390	160,000.	160,000.		
	c STATE OF DOWNTOWN	900099	25,505.	25,505.		
	d MANAGEMENT FEE - DHA	531390	10,000.	10,000.		
	e					
	f All other program service revenue					
	<b>g Total. Add lines 2a-2f</b>		<b>1,012,159.</b>			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,290.		1,290.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	78,102.			
		(ii) Personal				
		b Less: rental expenses	45,026.			
	c Rental income or (loss)	33,076.				
	d Net rental income or (loss)		33,076.		33,076.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
11 a MISCELLANEOUS REVENUE	900099	266.		266.		
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		266.				
<b>12 Total revenue. See instructions.</b>		<b>1,411,472.</b>	<b>1,012,159.</b>	<b>0.</b>	<b>34,632.</b>	



**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	11,293.	11,293.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22 .....				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	160,801.	106,129.	43,416.	11,256.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	261,919.	131,413.	120,462.	10,044.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) .....	13,240.	6,740.	5,973.	527.
9 Other employee benefits .....	48,899.	27,240.	19,243.	2,416.
10 Payroll taxes .....	24,373.	13,649.	9,505.	1,219.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....				
c Accounting .....	104,941.	42,750.	62,191.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17 .....				
f Investment management fees .....				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) .....	197,920.	181,957.	15,963.	
12 Advertising and promotion .....	21,153.	6,295.	14,858.	
13 Office expenses .....	59,741.	44,150.	14,987.	604.
14 Information technology .....	25,856.	8,178.	16,677.	1,001.
15 Royalties .....				
16 Occupancy .....	59,759.	46,296.	11,004.	2,459.
17 Travel .....	13,468.	2,604.	10,864.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials .....				
19 Conferences, conventions, and meetings .....	4,598.	1,839.	2,759.	
20 Interest .....				
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	15,509.	12,408.	3,101.	
23 Insurance .....	14,698.	7,039.	7,478.	181.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) .....				
a <b>STATE OF DOWNTOWN EVENT</b> .....	198,367.	198,367.		
b <b>PAYROLL REIMBURSEMENT</b> .....	45,990.	27,510.	16,380.	2,100.
c <b>CITY PARTNERSHIP PROJEC</b> .....	25,000.	25,000.		
d <b>PROJECT SUPPORT EXPENSE</b> .....	11,215.	11,215.		
e All other expenses .....	5,805.	232.	5,573.	
25 Total functional expenses. Add lines 1 through 24e	1,324,545.	912,304.	380,434.	31,807.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year		
<b>Assets</b>	1	Cash - non-interest-bearing	37.	1	100.	
	2	Savings and temporary cash investments	884,470.	2	895,482.	
	3	Pledges and grants receivable, net	35,250.	3	40,000.	
	4	Accounts receivable, net	57,836.	4	165,337.	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7	Notes and loans receivable, net	100,000.	7	100,000.	
	8	Inventories for sale or use		8		
	9	Prepaid expenses and deferred charges	72,958.	9	97,949.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	72,042.			
		10a				
	b	Less: accumulated depreciation	52,401.	29,392.	10c	19,641.
		10b				
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, line 11	18,225.	12	18,225.	
	13	Investments - program-related. See Part IV, line 11	500,000.	13	504,335.	
14	Intangible assets		14			
15	Other assets. See Part IV, line 11		15			
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	<b>1,698,168.</b>	<b>16</b>	<b>1,841,069.</b>		
<b>Liabilities</b>	17	Accounts payable and accrued expenses	177,350.	17	233,324.	
	18	Grants payable		18		
	19	Deferred revenue		19		
	20	Tax-exempt bond liabilities		20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23	Secured mortgages and notes payable to unrelated third parties		23		
	24	Unsecured notes and loans payable to unrelated third parties		24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26	<b>Total liabilities.</b> Add lines 17 through 25	<b>177,350.</b>	<b>26</b>	<b>233,324.</b>	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets	1,451,677.	27	1,512,247.	
	28	Temporarily restricted net assets	69,141.	28	95,498.	
	29	Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund		31		
	32	Retained earnings, endowment, accumulated income, or other funds		32		
33	<b>Total net assets or fund balances</b>	<b>1,520,818.</b>	<b>33</b>	<b>1,607,745.</b>		
34	<b>Total liabilities and net assets/fund balances</b>	<b>1,698,168.</b>	<b>34</b>	<b>1,841,069.</b>		

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,411,472.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,324,545.
3	Revenue less expenses. Subtract line 2 from line 1	3	86,927.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,520,818.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,607,745.

**Part XII Financial Statements and Reporting**

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

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

Form 990 (2015)

**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.

OMB No. 1545-0047

**2015**

Open to Public Inspection

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

Name of the organization

Employer identification number

**DOWNTOWN DEVELOPMENT CORPORATION**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

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

f Enter the number of supported organizations .....

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
<b>Total</b>						

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
3 The value of services or facilities furnished by a governmental unit to the organization without charge .....						
4 Total. Add lines 1 through 3 .....						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
6 Public support. Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
7 Amounts from line 4 .....						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
9 Net income from unrelated business activities, whether or not the business is regularly carried on .....						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
11 Total support. Add lines 7 through 10 .....						
12 Gross receipts from related activities, etc. (see instructions) .....					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here .....						<input type="checkbox"/>

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

14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f)) .....	14	%
15 Public support percentage from 2014 Schedule A, Part II, line 14 .....	15	%
16a 33 1/3% support test - 2015. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
b 33 1/3% support test - 2014. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	352,488.	485,450.	367,801.	322,712.	364,681.	1,893,132.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	833,595.	847,525.	938,425.	993,762.	1,012,159.	4,625,466.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5	1,186,083.	1,332,975.	1,306,226.	1,316,474.	1,376,840.	6,518,598.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons	20,500.	36,700.	20,000.	41,250.	7,000.	125,450.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
<b>c</b> Add lines 7a and 7b	20,500.	36,700.	20,000.	41,250.	7,000.	125,450.
<b>8 Public support.</b> (Subtract line 7c from line 6.)						6,393,148.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
<b>9</b> Amounts from line 6	1,186,083.	1,332,975.	1,306,226.	1,316,474.	1,376,840.	6,518,598.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,104.	3,526.	93,240.	103,874.	79,658.	283,402.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b	3,104.	3,526.	93,240.	103,874.	79,658.	283,402.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	1,189,187.	1,336,501.	1,399,466.	1,420,348.	1,456,498.	6,802,000.
<b>14</b> First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

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

<b>15</b> Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f))	15	93.99 %
<b>16</b> Public support percentage from 2014 Schedule A, Part III, line 15	16	94.59 %

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

<b>17</b> Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	4.17 %
<b>18</b> Investment income percentage from 2014 Schedule A, Part III, line 17	18	3.23 %

**19a 33 1/3% support tests - 2015.** 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 - 2014.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 11 on Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

**Part IV Supporting Organizations (continued)**

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

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

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

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

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	<b>2a</b>	
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	<b>2b</b>	
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	<b>3a</b>	
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	<b>3b</b>	



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

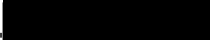
1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2015 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1 Distributable amount for 2015 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2015:			
a			
b			
c			
d From 2013			
e From 2014			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2015 distributable amount			
i Carryover from 2010 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2015 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2015 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2016. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c Excess from 2013			
d Excess from 2014			
e Excess from 2015			



**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Lined area for supplemental information.

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

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

OMB No. 1545-0047

**2015**  
Open to Public Inspection

Name of the organization

**DOWNTOWN DEVELOPMENT CORPORATION**

Employer identification number

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

Yes  No

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

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

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

Yes  No

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

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenue included on Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenue included on Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- b Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_

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

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

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

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

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

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

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

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

	Amount
<b>c</b> Beginning balance	<b>1c</b>
<b>d</b> Additions during the year	<b>1d</b>
<b>e</b> Distributions during the year	<b>1e</b>
<b>f</b> Ending balance	<b>1f</b>

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

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

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

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

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

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

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

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

- (i) unrelated organizations 

Yes	No
<b>3a(i)</b>	
- (ii) related organizations 

Yes	No
<b>3a(ii)</b>	

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

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

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

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

Description of property	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements		27,444.	14,540.	12,904.
<b>d</b> Equipment		31,307.	29,369.	1,938.
<b>e</b> Other		13,291.	8,492.	4,799.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				19,641.

**Part VII Investments - Other Securities.**

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

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

**Part VIII Investments - Program Related.**

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

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) <b>DOWNTOWN COMMERCIAL LOAN</b>		
(2) <b>FUND, LLC</b>	<b>504,335.</b>	<b>COST</b>
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ <b>504,335.</b>		

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	1,456,498.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	45,026.	
e	Add lines 2a through 2d	2e	45,026.	
3	Subtract line 2e from line 1	3	1,411,472.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,411,472.	

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

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

1	Total expenses and losses per audited financial statements		1	1,369,571.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	45,026.	
e	Add lines 2a through 2d	2e	45,026.	
3	Subtract line 2e from line 1	3	1,324,545.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,324,545.	

**Part XIII Supplemental Information.**

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

**PART X, LINE 2:**

**DDC IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. LDSS IS A SINGLE MEMBER LIMITED LIABILITY COMPANY AND IS THEREFORE A DIERGARDED ENTITY FOR INCOME TAX ACCORDINGLY, NO PROVISION IS MADE FOR INCOME TAXES IN THE ACCOMPANYING FINANCIAL STATEMENTS.**

**THE ORGANIZATION RECOGNIZES UNCERTAIN INCOME TAX POSITIONS USING A "MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ASC. NO LIABILITY FOR UNCERTAIN TAX POSITIONS HAS BEEN RECORDED IN THE ACCOMPANYING FINANCIAL STATEMENTS.**

**Part XIII** Supplemental Information *(continued)*

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

**RENTAL EXPENSES** 45,026.

**PART XII, LINE 2D - OTHER ADJUSTMENTS:**

**RENTAL EXPENSES** 45,026.



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2015**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

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

▶ Attach to Form 990.

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

Name of the organization

**DOWNTOWN DEVELOPMENT CORPORATION**

Employer identification number

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<b>b</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	<b>1b</b>									
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	<b>2</b>									
<p><b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<b>4</b> During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:										
<b>a</b> Receive a severance payment or change-of-control payment?	<b>4a</b>	<b>X</b>								
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan?	<b>4b</b>	<b>X</b>								
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement?	<b>4c</b>	<b>X</b>								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
<b>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>										
<b>5</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
<b>a</b> The organization?	<b>5a</b>	<b>X</b>								
<b>b</b> Any related organization?	<b>5b</b>	<b>X</b>								
If "Yes" to line 5a or 5b, describe in Part III.										
<b>6</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
<b>a</b> The organization?	<b>6a</b>	<b>X</b>								
<b>b</b> Any related organization?	<b>6b</b>	<b>X</b>								
If "Yes" on line 6a or 6b, describe in Part III.										
<b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described on lines 5 and 6? If "Yes," describe in Part III	<b>7</b>	<b>X</b>								
<b>8</b> Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	<b>8</b>	<b>X</b>								
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	<b>9</b>									

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

Schedule J (Form 990) 2015





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

Department of the Treasury  
Internal Revenue Service

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

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

**2015**

Open to Public  
Inspection

Name of the organization

**DOWNTOWN DEVELOPMENT CORPORATION**

on number

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

**PROMOTE THE REDEVELOPMENT, VITALITY AND ECONOMIC GROWTH OF THE  
DOWNTOWN.**

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

**ORGANIZATION DEDICATED TO THE LONG TERM ECONOMIC HEALTH OF DOWNTOWN  
LOUISVILLE. THE LDDC FOR THE PAST 23 YEARS HAS PLAYED A CRUCIAL ROLE  
IN BRINGING THE PUBLIC AND PRIVATE SECTORS TOGETHER AS PARTNERS IN  
DOWNTOWN LOUISVILLE REDEVELOPMENT AND REVITALIZATION. ITS ACTIVITIES  
INVOLVE ECONOMIC DEVELOPMENT (JOB CREATION), INCLUDING PUBLIC-PRIVATE  
REAL ESTATE AND BUSINESS DEVELOPMENT, LONG TERM PLANNING, WITH THE LDDC  
SERVING AS THE LEAD ENTITY IN THE DEVELOPMENT AND IMPLEMENTATION OF THE  
LOUISVILLE DOWNTOWN DEVELOPMENT MASTER PLAN IN 2002. CONTINUED ON THE  
FIFTH PAGE OF SCHEDULE O.**

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

**OTHER URBAN DESIGN AND ECONOMIC DEVELOPMENT SERVICES RELATED TO THE  
DEVELOPMENT OF DOWNTOWN.**

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

**1. INITIAL DRAFT RETURN PREPARED BY AUDITORS;**

**2. INTERNAL REVIEW BY EXECUTIVE DIRECTOR;**

**3. INTERNAL REVIEW AND APPROVAL BY FINANCE AND AUDIT COMMITTEE. EXECUTIVE**

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification number

DIRECTOR REVIEWS DRAFT 990 RETURN WITH THE FINANCE AND AUDIT COMMITTEE, ANSWERS ALL QUESTIONS AND REQUESTS FORMAL APPROVAL FROM THE COMMITTEE;

4. REVIEW BY EXECUTIVE COMMITTEE. UPON APPROVAL OF THE FINANCE AND AUDIT COMMITTEE, THE EXECUTIVE DIRECTOR REVIEWS DRAFT 990 RETURN WITH THE EXECUTIVE COMMITTEE; ANSWERS ALL QUESTIONS AND REQUESTS FORMAL APPROVAL FROM THE COMMITTEE;

5. THE EXECUTIVE DIRECTOR SHALL WORK WITH THE AUDITORS TO INCORPORATE ANY VALID CHANGES FROM THE FINANCE AND AUDIT COMMITTEE AS WELL AS THE EXECUTIVE COMMITTEE;

6. RETURN IS SIGNED BY EXECUTIVE DIRECTOR;

7. THE ENTIRE GOVERNING BODY IS PROVIDED A COPY OF THE FULL FORM 990 PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE; AND

8. RETURN IS ELECTRONICALLY SUBMITTED TO THE IRS.

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

ALL BOARD MEMBERS RECEIVE A COPY OF THE CONFLICT OF INTEREST STATEMENT BEFORE THE ANNUAL MEETING. CONFLICT OF INTEREST STATEMENTS ARE REVIEWED AT THE ANNUAL MEETING. THE SIGNED CONFLICT OF INTEREST STATEMENTS ARE MAINTAINED IN THE BOARD MEMBERS FILES. IN THE EVENT OF A CONFLICT BOARD MEMBER IS ASKED TO EXCUSE THEMSELVES FROM ANY DISCUSSION OR VOTE ON THE ISSUE.

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

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification number

THE EXECUTIVE DIRECTOR'S SALARY WAS DETERMINED BY A USE OF BENCH MARKS FOR THE AREA AND COMPETITIVE SALARY DATA FROM THE SEARCH FIRM USED TO HIRE HIM. THE SALARY WAS APPROVED BY THE EXECUTIVE COMMITTEE AND THE FULL BOARD. THE ORGANIZATION DOES NOT COMPENSATE OTHER OFFICERS OR KEY EMPLOYEES.

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

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

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONSULTING FEES:

PROGRAM SERVICE EXPENSES	181,957.
MANAGEMENT AND GENERAL EXPENSES	15,963.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	197,920.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	197,920.

FORM 990, PAGE 12, PART XII, LINE 2C:

THE FINANCE AND AUDIT COMMITTEE OF LDDC BOARD OF DIRECTORS ASSUMES RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF THE INDEPENDENT AUDITOR.

FORM 990, PART III, LINE 1:

OTHER PROJECT PLANS INCLUDE THE ARENA PLAZA AND SURROUNDING AREA, AND PROJECT MANAGEMENT, INCLUDING SLUGGER FIELD, THE DOWNTOWN HOUSING FUND, AND PUBLIC DEVELOPMENT OF STREETScape AND GREEN SPACE.

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification number



THE LDDC IS MANAGED BY A 43-MEMBER BOARD OF DIRECTORS, WHICH IS CURRENTLY CHAIRED BY PAUL THOMPSON.

Lined area for additional text or details.

**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Related Organizations and Unrelated Partnerships**

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

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

OMB No. 1545-0047

**2015**

Open to Public Inspection

Name of the organization

**DOWNTOWN DEVELOPMENT CORPORATION**

Employer identification number

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
LOUISVILLE DOWNTOWN SUPPORT SERVICES, LLC - 81-2249331, 556 SOUTH FOURTH STREET, LOUISVILLE, KY 40202	SUPPORT SERVICES	KENTUCKY	0.	0.	DOWNTOWN DEVELOPMENT CORPORATION

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

Schedule R (Form 990) 2015





**DOWNTOWN DEVELOPMENT CORPORATION**

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(1)	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				





<b>m End D</b>	<b>Status</b>	<b>First Name</b>	<b>Last Name</b>
2018	Active	James R.	Allen
2018	Active	Matthew	Ayers
2019	Active	Christen	Boone
2017	Active	Laura Lee	Brown
2018	Active	Carolle Jones	Clay
2017	Active	Paul T.	Costel
2019	Active	Lance	Gilbert
2018	Active	C. Edward	Glasscock
2017	Active	Dennis	Heishman
2017	Active	Augusta	Holland
2018	Active	Nana	Lampton
2018	Active	Allan	Latts
2018	Active	Tori Murden	McClure
2017	Active	Jeffrey A.	McKenzie
2018	Active	Timothy M.	Mulloy
2017	Active	Tom	Noland
2017	Active	Henry	Potter
2019	Active	Charlie	Powell
2018	Active	Matthew	Ricketts
2019	Active	Scott	Schoenberger
2019	Active	Kevin	Smith
2017	Active	George	Stinson
2017	Active	William	Summers V
2017	Active	Paul W.	Thompson
2017	Active	James S.	Welch, Jr.
2018	Active	Harold	Workman
NA	Ex-Officio	Kim	Baker
NA	Ex-Officio	Russ	Cox
NA	Ex-Officio	Drew	Eckman
NA	Ex-Officio	Linda	Edwards
NA	Ex-Officio	Mayor Greg	Fischer
NA	Ex-Officio	Mariah	Gratz
NA	Ex-Officio	Nolan	Kapp
NA	Ex-Officio	David	Karem
NA	Ex-Officio	Kent	Oyler
NA	Ex-Officio	Barabara	Sexton-Smith
NA	Ex-Officio	Mary Ellen	Wiederwohl
NA	Ex-Officio	Karen	Williams

# DOWNTOWN DEVELOPMENT CORPORATION

## General Information

<b>Organization Number</b>	0146320
<b>Name</b>	DOWNTOWN DEVELOPMENT CORPORATION
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	KCO - Kentucky Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	KY
<b>File Date</b>	4/28/1980
<b>Organization Date</b>	4/28/1980
<b>Last Annual Report</b>	6/30/2017
<b>Principal Office</b>	556 SOUTH FOURTH STREET LOUISVILLE, KY 40202
<b>Registered Agent</b>	REBECCA MATHENY 556 SOUTH FOURTH STREET LOUISVILLE, KY 40202

## Current Officers

<b>Chairman</b>	<a href="#">Paul T. Costel</a>
<b>Secretary</b>	<a href="#">Augusta Holland</a>
<b>Treasurer</b>	<a href="#">Augusta Holland</a>
<b>Director</b>	<a href="#">James R. Allen</a>
<b>Director</b>	<a href="#">Matthew Ayers</a>
<b>Director</b>	<a href="#">Christen Boone</a>
<b>Director</b>	<a href="#">Laura Lee Brown</a>
<b>Director</b>	<a href="#">Carolle Jones Clay</a>
<b>Director</b>	<a href="#">Linda Edwards</a>
<b>Director</b>	<a href="#">Lance Gilbert</a>
<b>Director</b>	<a href="#">C. Edward Glasscock</a>
<b>Director</b>	<a href="#">Dennis Heishman</a>
<b>Director</b>	<a href="#">Keith Inman</a>
<b>Director</b>	<a href="#">Nana Lampton</a>
<b>Director</b>	<a href="#">Allan Latts</a>
<b>Director</b>	<a href="#">Tori Murden McClure</a>
<b>Director</b>	<a href="#">Jeffrey A. McKenzie</a>
<b>Director</b>	<a href="#">Timothy M. Mulloy</a>
<b>Director</b>	<a href="#">Tom Noland</a>
<b>Director</b>	<a href="#">Henry Potter</a>
<b>Director</b>	<a href="#">Charlie Powell</a>
<b>Director</b>	<a href="#">Mathew Ricketts</a>
<b>Director</b>	<a href="#">Scott Schoenberger</a>

Director	<a href="#">Kevin Smith</a>
Director	<a href="#">George Stinson</a>
Director	<a href="#">William Summers, V</a>
Director	<a href="#">Paul W. Thompson</a>
Director	<a href="#">James S. Welch, Jr.</a>
Director	<a href="#">Harold Workman</a>

## Individuals / Entities listed at time of formation

Director	<a href="#">IRVING W BAILEY II</a>
Director	<a href="#">JERRY E ABRAMSON</a>
Director	<a href="#">ROBERT NASH</a>
Director	<a href="#">A STEVEN MILES</a>
Director	<a href="#">LARAMIE LEATHERMAN</a>
Incorporator	<a href="#">E DAVID BANKS</a>
Incorporator	<a href="#">MITCH MCCONNELL</a>
Incorporator	<a href="#">MRS MAE SALYERS</a>
Incorporator	<a href="#">THOMAS C SIMMONS</a>
Incorporator	<a href="#">D IRVING LONG</a>

## 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.

<a href="#">Annual Report</a>	6/30/2017	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	4/27/2017	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	4/27/2017	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	5/20/2016	1 page	<a href="#">PDF</a>	
<a href="#">Renewal of Assumed Name Return</a>	6/29/2015	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	5/14/2015	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	8/6/2014	1 page	<a href="#">PDF</a>	
<a href="#">Registered Agent name/address change</a>	9/24/2013 2:08:26 PM	1 page	<a href="#">PDF</a>	
<a href="#">Registered Agent name/address change</a>	6/19/2013 4:06:44 PM	1 page	<a href="#">PDF</a>	
<a href="#">Principal Office Address Change</a>	6/19/2013 4:03:57 PM	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	1/10/2013	1 page	<a href="#">PDF</a>	
<a href="#">Registered Agent name/address change</a>	2/24/2012 2:43:30 PM	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	2/15/2012	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	2/15/2011	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	12/21/2010	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	9/2/2010	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	6/15/2009	1 page	<a href="#">PDF</a>	
<a href="#">Registered Agent name/address change</a>	7/1/2008	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/9/2008	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	1/14/2007	1 page	<a href="#">PDF</a>	

<a href="#">Reinstatement</a>	10/5/2006	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	10/5/2006	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Administrative Dissolution</a>	11/1/2005	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	7/2/2002	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	5/24/2001	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	11/17/2000	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/22/1999	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	7/22/1999	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	8/12/1998	4 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Reinstatement</a>	10/14/1997	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	10/14/1997	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Administrative Dissolution</a>	11/1/1995	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Administrative Dissolution Return</a>	11/1/1995	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Sixty Day Notice Return</a>	9/1/1995	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1995	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1994	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1993	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1992	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1991	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1990	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	7/1/1989	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Articles of Merger</a>	9/22/1988	12 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	9/22/1988	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Restated Articles</a>	9/22/1988	7 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Letters</a>	6/10/1987	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	9/25/1985	3 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	9/22/1982	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amendment</a>	9/22/1982	7 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Six Month Notice</a>	4/26/1982	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Articles of Incorporation</a>	4/28/1980	13 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/3/1979	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Statement of Change</a>	6/7/1978	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Articles of Incorporation</a>	4/27/1977	9 pages	<a href="#">tiff</a>	<a href="#">PDF</a>

## Assumed Names

<a href="#">LOUISVILLE DOWNTOWN PARTNERSHIP</a>	Active
<a href="#">LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION</a>	Active
<a href="#">LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION</a>	Inactive

## Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	6/30/2017 11:52:58 AM	6/30/2017 11:52:58 AM	
Added assumed name	4/27/2017 10:01:24 AM	4/27/2017	<a href="#">LOUISVILLE DOWNTOWN PARTNERSHIP</a>
Added assumed name	4/27/2017 9:17:48 AM	4/27/2017	<a href="#">LOUISVILLE DOWNTOWN DEVELOPMENT</a>



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Annual report	5/20/2016 10:07:23 AM	5/20/2016 10:07:23 AM
Annual report	5/14/2015 2:24:56 PM	5/14/2015 2:24:56 PM
Annual report	8/6/2014 4:02:03 PM	8/6/2014 4:02:03 PM
Registered agent address change	9/24/2013 2:08:26 PM	9/24/2013 2:08:26 PM
Registered agent address change	6/19/2013 4:06:44 PM	6/19/2013 4:06:44 PM
Principal office change	6/19/2013 4:03:57 PM	6/19/2013 4:03:57 PM
Annual report	1/10/2013 3:45:00 PM	1/10/2013 3:45:00 PM
Registered agent address change	2/24/2012 2:43:30 PM	2/24/2012 2:43:30 PM
Annual report	2/15/2012 11:01:05 AM	2/15/2012 11:01:05 AM
Annual report	2/15/2011 9:42:33 AM	2/15/2011 9:42:33 AM
Added assumed name	12/21/2010 10:46:53 AM	12/21/2010
Annual report	9/2/2010 8:58:45 AM	9/2/2010 8:58:45 AM
Annual report	6/15/2009 11:41:54 AM	6/15/2009 11:41:54 AM
Registered agent address change	7/1/2008 4:09:46 PM	7/1/2008
Annual report	6/9/2008 1:41:54 PM	6/9/2008 1:41:54 PM
Annual report	1/14/2007 6:46:41 PM	1/14/2007 6:46:41 PM
Registered agent address change	10/5/2006 8:59:24 AM	10/5/2006
Reinstatement	10/5/2006 8:57:21 AM	10/5/2006
Admin Dis. A. report not in	11/1/2005	11/1/2005
Annual report	9/4/2003	9/4/2003
Registered agent address change	7/22/1999	7/22/1999
Principal office change	6/28/1999	6/28/1999
Reinstatement	10/14/1997	10/14/1997
Registered agent address change	10/14/1997	10/14/1997
Principal office change	10/14/1997	10/14/1997
Admin Dis. A. report not in	11/1/1995	11/1/1995
Restated articles	9/22/1988	9/22/1988
Amendment previous name	9/22/1988	9/22/1988

[LOUISVILLE DOWNTOWN  
DEVELOPMENT  
CORPORATION](#)

[BROADWAY PROJECT  
CORPORATION](#)

**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	12/31/2004 2:12:09 PM	1 page
Annual Report	7/14/2004	1 page
Annual Report	7/2/2002	2 pages
Annual Report	5/24/2001	1 page
Annual Report	11/17/2000	2 pages
Statement of Change	7/22/1999	1 page
Annual Report	7/22/1999	1 page
Annual Report	8/12/1998	4 pages
Statement of Change	10/14/1997	1 page
Reinstatement	10/14/1997	2 pages
Administrative Dissolution Return	11/1/1995	2 pages
Administrative Dissolution	11/1/1995	1 page
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Annual Report	7/1/1994	1 page
Annual Report	7/1/1993	1 page
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Annual Report	7/1/1991	1 page
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Restated Articles	9/22/1988	7 pages
Articles of Merger	9/22/1988	10 pages
Statement of Change	1/22/1988	1 page
Statement of Change	9/25/1985	2 pages
Amendment	9/22/1982	5 pages
Statement of Change	9/22/1982	2 pages
Six Month Notice	4/26/1982	1 page
Articles of Incorporation	4/28/1980	12 pages
Annual Report	6/3/1979	2 pages
Statement of Change	6/7/1978	2 pages
Articles of Incorporation	4/27/1977	8 pages