

**NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form**

Applicant/Program: Downtown Development Corporation

Executive Summary of Request: District four is allocating funding to support the Day of the Dead celebration. This event is held on south 4th street and it is block party celebration among the small businesses on the south 4th street corridor. This event is free and open to the public and will consist of Phoenix Collective fire dancers, live music and food. The event will take place on November 6th from 5PM to 10PM.

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and

Is this program/project a fundraiser?

Yes No

Is this applicant a faith based organization?

Yes No

Does this application include funding for sub-grantee(s)?

Yes No

within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

4 _____

Tandy

\$2908.52 _____

10/2/2015 _____

District #

Primary Sponsor Signature

Amount

Date

Primary Sponsor Disclosure

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

President Tandy is an Ex Officio board member

Approved by:

Appropriations Committee Chairman Date

Clerk's Office Only:

Request Amount: _____ Committee Amended Appropriation: _____
Original Appropriation: _____ Council Amended Appropriation: _____

NDF NON-PROFIT APPLICATION CHECKLIST

	Yes/No/NA
Legal Name of Applicant Organization: <u>Downtown Development Corporation</u>	
Program Name: <u>Day of the Dead</u> Request Amount: <u>\$ 2,9085</u>	
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?	Yes
Request form: Is the funding proposed less than or equal to the request amount?	Y/D
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?	Yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?	Y/D
Application Page 1: Is the application properly signed and dated by authorized signatory?	NA
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?	Y/D
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?	Y/D
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?	Y/D
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for "Metro, Non Metro and Total" expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?	NA
Faith Based Organizations: Is the signed Faith Based Form signed and included?	Y/D
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?	NA
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?	Y/D
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 	NA
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?	Y/D
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)	N/A
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?	N/A
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	N/A
Operating Budget: Is the organization's current fiscal year operating budget included?	Y/D
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.	Y/D
Board Members: Is the entity's board member list (with term length/term limits) included?	N/A
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?	Y/D
Annual Audit: Is the most recent annual audit (if required by organization) included?	Y/D
Rent Requests: Is a copy of signed lease included?	NA
Articles of Incorporation: Are the Articles of Incorporation of the organization included?	Y/D
IRS Form W-9: Is the IRS Form W-9 included?	Y/D
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?	NA
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?	NA
Prepared by: <u>K. Kovack</u>	N/A
Date: <u>9/29/2015</u>	



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION

Legal Name of Applicant Organization: Downtown Development Corporation
(as listed on: <http://www.sos.ky.gov/business/records>)

Main Office Street & Mailing Address: 556 South Fourth Street

Website: www.louisvilledowntown.org

Applicant Contact:	Jeanne Hilt	Title:	Marketing, Communications & Events Manager
Phone:	502-614-4122	Email:	jhilt@louisvilledowntown.org
Financial Contact:	Karen Lewis	Title:	Director, Finance and Administration
Phone:	502-614-4120	Email:	klewis@louisvilledowntown.org

Organization's Representative who attended NDF Training: Jack Newton

GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED

Program Facility Location(s):	Fourth Street between Muhammad Ali Blvd & Broadway
Council District(s):	4
Zip Code(s):	40202

SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION

PROGRAM/PROJECT NAME: Day of the Dead Celebration	Total Request: (\$) 2,908.52	Total Metro Award (this program) in previous year: (\$) 0
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- Purpose of Request (check all that apply):**
- Operating Funds (generally cannot exceed 33% of agency's total operating budget)
 - Programming/services/events for direct benefit to community or qualified individuals
 - Capital Project of the organization (equipment, furnishing, building, etc)

The Following are Required Attachments:

- | | |
|--|--|
| <ul style="list-style-type: none"> <input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <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 <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense | <ul style="list-style-type: none"> <input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff |
|--|--|

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.

Source:	N/A	Amount: (\$)	
Source:		Amount: (\$)	
Source:		Amount: (\$)	

Has the applicant contacted the BBB Charity Review for participation? Yes No
 Has the applicant met the BBB Charity Review Standards? Yes No

Applicant's Initials JMH



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The Downtown Development Corporation's vision is to create a vibrant downtown with strong residential, business and entertainment sectors. The mission of the Downtown Development Corporation is to advance the physical and economic development of Downtown Louisville by creating a place where people want to live, work and play. The Downtown Development Corporation provides business support, project management and urban planning services to the Central Business District. The business support services include event programming and marketing.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – 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 Downtown Development Corporation to celebrate El Dia de Los Muertos, or 'The Day of the Dead.' The program will take place on Friday, November 6th from 5:00pm until 10:00pm. The event is open to the public, will feature the Phoenix Collective Fire Dancers, and live music performed by Appalatin. Additionally, Mexican food will be provided for sale by La Cocina de Mama restaurant. 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):

The funding received from this NDF grant will be used to fund the following programming: artists who perform at the event, street decorations, radio promotions, metro permits and state permits. A breakdown of the expenses is listed below:

Louisville Public Media	\$731.00
The Phoenix Collective	\$200.00
Las Flamencas	\$550.00
Arcoiris Latino	\$300.00
Appalatin	\$300.00
Decoration Expenses/Supplies	\$123.52
Street Decorations & Facepainting Supplies	\$398.00
Metro Louisville Event Permit	\$ 40.00
State ABC Permit	\$266.00
Total	\$2908.52



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:

- Effective October 24, 2013, reimbursements should not be made 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.

- 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.



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:

The program benefits the community by providing cultural awareness of one of Mexico's largest holidays - The Day of the Dead. Last year's event involved over 20 students from U of L who were able to apply their study of Latin America to an event in Louisville that engaged the local Hispanic community. Additionally, the Fourth Street businesses adjacent to the event saw a significant increase in sales that Friday. On average, business increased at each of these stores by 450% compared to a normal weekend.

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.

The Downtown Development Corporation has existing collaborative relationships with the South Fourth Street Retail District and the University of Louisville's Latin American Studies Program. The South Fourth Street Retail District provided decorations all along Fourth Street from Muhammad Ali Blvd to Broadway. Additionally, the Retail District was an active participant in the promotion of the Day of the Dead event by appearing on local TV stations several times and working with local reporters. U of L's Latin American Studies Program offered countless volunteer hours by making decorations, staffing booths and providing outreach to other neighborhoods about the event.



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SECTION 5 – 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
A: Personnel Costs including Benefits	0	0	0
B: Rent/Utilities	0	0	0
C: Office Supplies	0	0	0
D: Telephone	0	0	0
E: In-town Travel	0	0	0
F: Client Assistance (Attach Detailed List)	0	0	0
G: Professional Service Contracts	0	0	0
H: Program Materials	0	0	0
I: Community Events & Festivals (Attach Detail List)	0	0	0
J: Small Equipment	100	0	0
K: Capital Equipment	0	0	0
L: Other Expenses (Attach Detail List)	0	0	0
*TOTAL PROGRAM/PROJECT FUNDS	0	0	0
% of Program Budget	2908.52	0	2908.52
	%	%	100%

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

Other State, Federal or Local Government	0
United Way	0
Private Contributions (do not include individual donor names)	0
Fees Collected from Program Participants	0
Other (please specify)	0
Total Revenue for Columns 2 Expenses **	0

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"
 **Must equal or exceed total in column 2.

Applicant's Initials *JMH*



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
N/A		
<i>Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)</i>		

* 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:

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 6 – 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 will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. 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 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.

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.

Ex Officio Board Members: David Tandy, Greg Fischer, Mary Ellen Wiederwohl

SECTION 7 – 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.

Signature of Legal Signatory:		<i>Jean M. Hilt</i>		Date:	10-1-15
Legal Signatory: (please print):		JEAN M. HILT		Title:	MKTNG COMMUNIC & TRNS & EVENTS MGR.
Phone:	614-4122	Extension:		Email:	jhilt@louisville-downtown.org

Applicant's Initials *JMH*

LDDC Board 3-Year Terms

2012 Renewals – term begins January 2013 – ends December 2015

Jonathan Blue
Todd Blue
Paul Costel
Russ Cox
Ed Glasscock
Mary Moseley
Tony Newberry
Tom Noland
Henry Potter
Paul Thompson
Jim Welch
Harold Workman

2012 Newly elected – term begins January 2013 – ends December 2015

Jennifer Bielstein
Laura Lee Brown
Saul Garcia
John Hillerich
Jeffrey McKenzie
Dennis Petrullo

2013 Renewals – term begins January 2014 – ends December 2016

Jim Allen
Carolle Jones Clay
Keith Inman
Nana Lampton
Tori Murden McClure
Jay McGowan
Jerry Miles
Tim Mulloy
Bill Samuels
Shirley Willihnganz

December 2014 Expiring Terms

Dennis Heishman
Augusta Brown Holland
George Stinson
William Summers V

As of October 30, 2014



Department of the Treasury
Internal Revenue Service

P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0248225078
Aug 28 2015 LTR 4168C 0
000000 00
00017009
BODC: TE

DOWNTOWN DEVELOPMENT CORPORATION
556 S 4TH ST
LOUISVILLE KY 40202-2504



30071

Employer Identification Number: [REDACTED]
Person to Contact: Sheilla Schrom
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your Aug. 19, 2015, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(03) of the Internal Revenue Code in a determination letter issued in November, 1982.

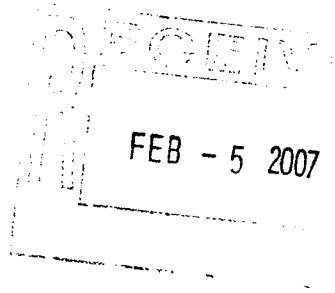
Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

COMMONWEALTH OF KENTUCKY
FINANCE AND ADMINISTRATION CABINET
DEPARTMENT OF REVENUE
FRANKFORT
40620

January 30, 2007



DOWNTOWN DEVELOPMENT CORP
ATTN: GALE MORRIS
401 W MAIN ST STE 1702 1 RIVE
LOUISVILLE KY 40202

LOCATION ADDRESS:

401 W MAIN ST STE 1702 1 RIVE
LOUISVILLE KY 40202-

PURCHASE EXEMPTION

EFFECTIVE DATE: 09/10

State
Exempt
Letter

Dear Sir or Madam:

Based on the information su
hereby authorized to purch

reimbursing the vendor for the sales or use tax with respect to such purchases. Purchase Exemption - Sales and Use Tax, you are
services, including utilities, without paying or

Your vendor is hereby authorized to sell tangible personal property or services, including utilities, to you without receipt of sales or use tax, provided the vendor receives a copy of your purchase exemption certificate, Revenue Form 51A126, in good faith and retains the copy in the business's records. Every invoice should show that delivery was made to you and should bear the exemption permit number shown above. The vendor may deduct receipts from these sales on Line 4 of his/her return.

If any of the property purchased is not used within the exempt function of your charitable, educational, or religious institution, you will immediately report and pay the required tax measured by the purchase price of the property (you must contact the Department of Revenue immediately if such a situation arises). Any official or employee of the institution who uses official position to make tax-free purchases for personal use, or that of any other person, will be subject to the penalties provided in KRS 139.990 and other applicable laws.

This exemption authorization applies only to purchases made by your organization. If you are a nonprofit charitable, educational, or religious institution making retail sales of tangible personal property, a sales and use tax permit must be obtained for reporting and remitting the tax on such sales. For further information refer to the enclosed fact sheet.

In the event there is a change in your name, address, or operations from the information submitted in your application, you must notify the Department of Revenue in writing of the change immediately.

If you require additional assistance, please write: Department of Revenue, Division of Sales and Use Tax, Station 67, PO Box 181, Frankfort, KY 40602-0181. Phone 502-564-5170.

Juanita Noel, Supervisor
Certification Section

Enclosure

**Louisville Downtown Development Corporation
2015 Board of Directors**

James R. Allen, Chairman & CEO
Hilliard Lyons
500 W. Jefferson St., 10th Floor
Louisville, KY 40202
PH: 502-588-8604
CL: 502-523-3537
Assistant: Sandy Lyvers

FX: 502-585-8901
PH: 502-588-9123

Email: jallen@hilliard.com
Email: slyvers@hilliard.com

Jennifer Bielstein, Managing Director
Actors Theatre of Louisville
316 West Main Street
Louisville, KY 40202
PH: 502-564-1265
CL: [REDACTED]
Assistant: Janelle Baker

FX:
PH: 502-1265 ext. 3012

Email: jbzielstein@actorstheatre.org
Email: jbaker@actorstheatre.org

Jonathan S. Blue, Chairman & Managing Director
Blue Equity, LLC
333 East Main St., Suite 200
Louisville, KY 40202
PH: 502-589-8181
CL: [REDACTED]
Assistant: Dyllis Rahme

FX: 502-588-7150

Email: jblue@blueequity.com
Email: drahme@blueequity.com

Laura Lee Brown, Owner
21c Museum Hotels
710 West Main Street, Suite 300
Louisville, KY 40202
OF: 502-882-6203
H: [REDACTED]
Assistant: Christy Bramble

FX:
PH: 502-882-6201

Email: llbrown@21hotels.com
Email: cbramble@21hotels.com

Carolle Jones Clay, Vice President-Managing Director Community Relations
Republic Bank
601 West Market Street
Louisville, KY 40202
PH: 502-560-8637
CL: [REDACTED]
Assistant: Rachel Mudd

FX: 502-561-7132
PH: 502-588-8935

Email: cjones@republicbank.com
Email: rmudd@republicbank.com

Paul T. Costel, President
Chase Bank
416 West Jefferson Street
Louisville, KY 40202
PH: 502-566-3966
CL: [REDACTED]
Assistant: Sharon Weinert

FX: 502-566-3614
PH: 502-566-2698

Email: paul.t.costel@chase.com
Email: sharon.h.weinert@chase.com

Russell F. Cox, President & COO
Norton Healthcare
4967 US Highway 42, Suite 100
Louisville, KY 40222
PH: 502-420-2211
CL: [REDACTED]

Assistant: Deborah Givens

FX: 502-420-2205

PH: 502-420-2203

Email: russell.cox@nortonhealthcare.org

Email: deborah.givens@nortonhealthcare.org

Saul Garcia, Owner
Los Aztecas Restaurants
530 West Main Street
Louisville, KY 40202
PH: [REDACTED]
CL: [REDACTED]

Email: aztecsaul@yahoo.com

C. Edward Glasscock, Chairman Emeritus
Frost Brown Todd, LLC
400 West Market Street, Suite 3200
Louisville, KY 40202
PH: 502-568-0230
CL: [REDACTED]
Assistant: Shirley Shain

FX: 502-581-1087

PH: 502-779-8609

Email: eglasscock@fbtlaw.com

Email: sshain@fbtlaw.com

Dennis Heishman, President & CEO
Old National Bank
333 East Main Street, Preston Pointe
Louisville, KY 40202
PH: 502-540-7373
CL: [REDACTED]
Assistant: Laura DeMent

FX: 502-540-7366

PH: 502-540-7331

Email: dennis.heishman@oldnational.com

Email: laura.dement@oldnational.com

John A. Hillerich IV, President
Hillerich & Bradsby Company
800 West Main Street
Louisville, KY 40202
PH: 502-588-7359
CL: [REDACTED]
Assistant: Kimberley Gant

FX:

PH: 502-588-7359

Email: john.hillerich@slugger.com

Email: kimberley.gant@slugger.com

Augusta Brown Holland, Owner / Developer
The Green Building
P. O. Box 40
Harrods Creek, KY 40027-0040
PH: 502-458-5545
CL: [REDACTED]

FX:

Email: [REDACTED]

Keith Inman, Vice President for University Advancement
University of Louisville
203 Grawemeyer Hall, 2301 S. Third Street
Louisville, KY 40208
PH: 502-852-6924
CL: [REDACTED]
Assistant: Diana Dicus

FX: 502-852-1486

PH: 502-852-7788

Email: keith.inman@louisville.edu

Email: dicus@louisville.edu

Nana Lampton, Chair & CEO
American Life & Accident Insurance Company of Kentucky / Handsuffle, Inc.
471 West Main Street, Suite 500
Louisville, KY 40202

PH: 502-585-5347

CL: [REDACTED]

Assistant: Julie Tirpak

FX: 502-585-6709

PH: 502-585-6711

Email: nlampton@americanlifeky.com

Email: nl.assist@americanlifeky.com

Allan Latts, COO
Heaven Hill Brands
1064 Loretto Road
Bardstown, KY 40004-2229

PH: 502-413-0220

Email: alatts@heavenhill.com

Tori Murden McClure, President
Spalding University
845 South Third Street
Louisville, KY 40203

PH: 502-873-4400

CL: [REDACTED]

Assistant: Jackie Howard

FX: 502-992-2404

PH: 502-588-7164

Email: tmcclore@spalding.edu

Email: jhoward@spalding.edu

Dr. Joseph J. McGowan, President
Bellarmine University
2001 Newburg Road
Louisville, KY 40205

PH: 502-272-8234

Assistant: Lucy Burns

FX: 502-272-8234

PH: 502-272-8234

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July 31, 2015

2015 LDDC Board Officers and Executive Committee

Officers

Chairman	Paul Thompson
Treasurer	Russell F. Cox
Secretary	Nana Lampton
Chair, Nominating Committee	C. Edward Glasscock
Chair, Finance & Audit Committee	Paul T. Costel

Executive Committee

James R. Allen	Jerrold Z. Miles
Paul T. Costel	Timothy M. Mulloy
Russell F. Cox	Bill Samuels, Jr.
Edward Glasscock	Paul W. Thompson
Augusta Brown Holland	James S. Welch, Jr.
A. Keith Inman	Mary Ellen Wiederwohl
Nana Lampton	Harold Workman

Return of Organization Exempt From Income Tax

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

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning

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

C Name of organization
D Employer identification number

Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address)
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

F Name and address of principal officer: **REBECCA MATHENY**

G Gross receipts \$ **1,399,466.**

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.LOUISVILLEDOWNTOWN.ORG**

K Form of organization: Corporation Trust Association Other

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

Part I Summary

1 Briefly describe the organization's mission or most significant activities: **TO IMPROVE THE ECONOMY OF METRO LOUISVILLE BY COORDINATING AN AGGRESSIVE PUBLIC/PRIVATE PROGRAM TO**

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a) **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 2013 (Part V, line 2a) **6**

6 Total number of volunteers (estimate if necessary) **43**

7a Total unrelated business revenue from Part VIII, column (C), line 12 **0.**

7b Net unrelated business taxable income from Form 990-T, line 34 **0.**

	Prior Year		Current Year	
	2012	2011	2013	2012
8 Contributions and grants (Part VIII, line 1h)	485,450.	367,801.	938,425.	3,384.
9 Program service revenue (Part VIII, line 2g)	847,525.	1,350,329.	40,719.	2,125.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,526.	0.	0.	0.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	1,336,501.	1,350,329.	2,125.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	1,336,501.	1,350,329.	2,125.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	50.	50.	0.	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.	0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.	0.	0.
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25)	95,089.	95,089.	95,089.	95,089.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0.	0.	0.	0.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	95,089.	95,089.	95,089.	95,089.
19 Revenue less expenses. Subtract line 18 from line 12	577,648.	1,033,976.	1,033,976.	1,033,976.
20 Total assets (Part X, line 16)	1,067,719.	1,819,840.	1,819,840.	1,819,840.
21 Total liabilities (Part X, line 26)	268,782.	-469,511.	-469,511.	-469,511.
22 Net assets or fund balances. Subtract line 21 from line 20	1,806,374.	1,622,669.	1,622,669.	1,622,669.
	71,006.	356,812.	356,812.	356,812.
	1,735,368.	1,265,857.	1,265,857.	1,265,857.

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**
 Type or print name and title: **REBECCA MATHENY, EXECUTIVE DIRECTOR**
 Date: _____

Paid Preparer Use Only
 Print/Type preparer's name: **REBECCA L. PHILLIPS, CPA**
 Preparer's signature: _____
 Date: _____
 Firm's name: **MOUNTJOY CHILTON MEDLEY LLP**
 Firm's address: **462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445**
 Check if self-employed: PTIN: **P00024055**
 Firm's EIN: **27-1235638**
 Phone no.: **(502) 749-1900**

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

DOWNTOWN DEVELOPMENT CORPORATION

Part III Statement of Program Service Accomplishments

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

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? If "Yes," describe these new services on Schedule O. 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 1,380,567. including grants of \$ 2,125.) (Revenue \$ 938,425.) 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.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$) MANAGEMENT OF THE BUSINESS IMPROVEMENT DISTRICT.

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 1,380,567. (Revenue \$)

DOWNTOWN DEVELOPMENT CORPORATION

Part IV Checklist of Required Schedules



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

Part IV Checklist of Required Schedules (continued)

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

DOWNTOWN DEVELOPMENT CORPORATION

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

		1a	1b	3	Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable			3		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable			0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?				X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return			6		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?					X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O					
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?					X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?					X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?					X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?					
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?					X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?					
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?					X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?					
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?					X
d	If "Yes," indicate the number of Forms 8282 filed during the year			7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?					X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?					
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?					
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?					
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?					
b	Did the organization make a distribution to a donor, donor advisor, or related person?					
10	Section 501(c)(7) organizations. Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12					
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10a				
11	Section 501(c)(12) organizations. Enter:	10b				
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans					
c	Enter the amount of reserves on hand	13b				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	13c				X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14a				
		14b				

DOWNTOWN DEVELOPMENT CORPORATION

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

Section A. Governing Body and Management

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

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12b Did the organization have a written whistleblower policy?	X	
12c Did the organization have a written document retention and destruction policy?	X	
13 Did the organization have a written document retention and destruction policy?	X	
14 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?	X	
a The organization's CEO, Executive Director, or top management official		
b Other officers or key employees of the organization		
15a If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
15b 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 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?		X

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, physical address, and telephone number of the person who possesses the books and records of the organization: **►**
REBECCA STEELE MATHENY - 502-584-6000
556 SOUTH FOURTH STREET, LOUISVILLE, KY 40202

DOWNTOWN DEVELOPMENT CORPORATION

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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation.
 - 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 CHAIRMAN	0.10									
(2) NANA LAMPTON SECRETARY	0.10	X		X			0.	0.	0.	
(3) RUSSELL F. COX TREASURER	0.10	X		X			0.	0.	0.	
(4) A. KEITH INMAN EXECUTIVE COMMITTEE	0.10	X		X			0.	0.	0.	
(5) TIMOTHY M. MULLOY EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(6) JERROL MILES EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(7) HAROLD WORKMAN EXECUTIVE COMMITTEE	0.10	X					0.	0.	0.	
(8) PAUL W. THOMPSON CHAIR, FINANCE COMMITTEE	0.10	X					0.	0.	0.	
(9) C. EDWARD GLASSCOCK CHAIR, NOMINATING COMMITTEE	0.10	X					0.	0.	0.	
(10) ANTHONY NEWBERRY, PH.D. DIRECTOR	0.10	X					0.	0.	0.	
(11) BILL SAMUELS, JR. DIRECTOR	0.10	X					0.	0.	0.	
(12) CAROLLE JONES CLAY DIRECTOR	0.10	X					0.	0.	0.	
(13) HENRY POTTER DIRECTOR	0.10	X					0.	0.	0.	
(14) TORI MURDEN MCCLURE DIRECTOR	0.10	X					0.	0.	0.	
(15) JAMES S. WELCH DIRECTOR	0.10	X					0.	0.	0.	
(16) JONATHAN S. BLUE DIRECTOR	0.10	X					0.	0.	0.	
(17) MARY MOSELEY DIRECTOR	0.10	X					0.	0.	0.	
		X					0.	0.	0.	

DOWNTOWN DEVELOPMENT CORPORATION

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

(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) PAUL T. COSTEL DIRECTOR	0.10	X								
(19) SANDRA FRAZIER DIRECTOR	0.10	X					0.	0.	0.	
(20) STEPHEN KLEIN DIRECTOR	0.10	X					0.	0.	0.	
(21) TODD L. BLUE DIRECTOR	0.10	X					0.	0.	0.	
(22) TOM NOLAND DIRECTOR	0.10	X					0.	0.	0.	
(23) DR. JOSEPH J. MCGOWAN DIRECTOR	0.10	X					0.	0.	0.	
(24) DR. SHIRLEY WILLIHNGANZ DIRECTOR	0.10	X					0.	0.	0.	
(25) DENNIS HEISHMAN DIRECTOR	0.10	X					0.	0.	0.	
(26) AUGUSTA BROWN HOLLAND DIRECTOR	0.10	X					0.	0.	0.	
1b Sub-total		X					0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							315,890.	0.	40,820.	
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							315,890.	0.	40,820.	

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MKSK 462 SOUTH LUDLOW ALLEY, COLUMBUS, OH 43215	LANDSCAPE ARCHITECTURE PLANNING	301,725.

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

1

DOWNTOWN DEVELOPMENT CORPORATION

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) GEORGE STINSON DIRECTOR	0.10	X								
(28) WILLIAM SUMMERS V DIRECTOR	0.10	X					0.	0.	0.	
(29) JENNIFER BIELSTEIN DIRECTOR	0.10	X					0.	0.	0.	
(30) GREG FISCHER, MAYOR EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(31) BENJAMIN K. RICHMOND EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(32) VICKIE YATES BROWN EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(33) DAVID KAREM EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(34) DAVID W. TANDY EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(35) PHILLIP ROBERTS EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(36) TED SMITH EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(37) JAMES T. WOOD EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(38) EILEEN PICKETT EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(39) JOANIE ALLGEIER EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(40) LEE WEYLAND EX-OFFICIO MEMBER	0.10	X					0.	0.	0.	
(41) LAURA LEE BROWN DIRECTOR	0.10	X					0.	0.	0.	
(42) SAUL GARCIA DIRECTOR	0.10	X					0.	0.	0.	
(43) JOHN HILLERICH IV DIRECTOR	0.10	X					0.	0.	0.	
(44) REBECCA S. MATHENY INTERIM EXECUTIVE DIRECTOR	37.50	X					0.	0.	0.	
(45) ALAN H. DELISLE EXECUTIVE DIRECTOR THRU 10/31/13	37.50	X					91,765.	0.	0.	
		X					224,125.	0.	40,820.	
Total to Part VII, Section A, line 1c							315,890.		40,820.	

DOWNTOWN DEVELOPMENT CORPORATION

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 exclude 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	367,801.			
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		367,801.			
Program Service Revenue	2 a LEASE REVENUE	Business Code				
	b MANAGEMENT FEE - LDMD	531190	803,194.	803,194.		
	c STATE OF DOWNTOWN	531390	93,333.	93,333.		
	d MANAGEMENT FEE - DHA	900099	32,333.	32,333.		
	e	900099	9,565.	9,565.		
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		938,425.			
	4 Income from investment of tax-exempt bond proceeds		3,384.			
	5 Royalties				3,384.	
	6 a Gross rents	(i) Real	89,856.			
		(ii) Personal				
		b Less: rental expenses	49,137.			
	c Rental income or (loss)	40,719.				
	d Net rental income or (loss)					
	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)		40,719.		40,719.		
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					
	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					
	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					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	11 a	Business Code				
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		1,350,329.	938,425.	0.	44,103.	

DOWNTOWN DEVELOPMENT CORPORATION

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 X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,125.	2,125.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	358,197.	250,738.	62,906.	44,553.
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	326,395.	220,119.	77,413.	28,863.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	16,997.	11,558.	4,079.	1,360.
9 Other employee benefits	53,697.	36,529.	12,810.	4,358.
10 Payroll taxes	28,453.	19,348.	6,829.	2,276.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	21,408.	9,848.	11,560.	
d Lobbying	85,013.	28,618.	56,395.	
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.)	536,307.	536,222.	64.	21.
12 Advertising and promotion	21,544.			
13 Office expenses	24,025.	14,094.	21,544.	
14 Information technology	19,749.	8,300.	8,329.	1,602.
15 Royalties			10,284.	1,165.
16 Occupancy	56,472.	41,272.	12,459.	
17 Travel	4,205.		4,205.	2,741.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	15,119.	3,555.	11,564.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,101.	5,681.	1,420.	
23 Insurance	10,507.	385.	10,077.	45.
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 PAYROLL REIMBURSEMENT	101,319.	68,897.	24,317.	8,105.
b CITY PARTNERSHIP PROJEC	75,000.	75,000.	0.	0.
c PROJECT SUPPORT EXPENSE	26,730.	26,730.		
d STATE OF DOWNTOWN EVENT	21,048.	21,048.		
e All other expenses	8,429.	500.	7,929.	
25 Total functional expenses. Add lines 1 through 24e	1,819,840.	1,380,567.	344,184.	95,089.
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)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	37.	1	37.
	2	Savings and temporary cash investments		2	829,775.
	3	Pledges and grants receivable, net	1,155,289.	3	15,000.
	4	Accounts receivable, net		4	57,686.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	18,946.	5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	100,000.
	8	Inventories for sale or use	100,000.	8	
	9	Prepaid expenses and deferred charges		9	62,557.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 102,768.	10c	39,389.
	10b	Less: accumulated depreciation	10b 63,379.	11	
	11	Investments - publicly traded securities	11,541.	12	18,225.
	12	Investments - other securities. See Part IV, line 11		13	500,000.
	13	Investments - program-related. See Part IV, line 11		14	
	14	Intangible assets	500,000.	15	
	15	Other assets. See Part IV, line 11		16	1,622,669.
16	Total assets. Add lines 1 through 15 (must equal line 34)		17	356,812.	
Liabilities	17	Accounts payable and accrued expenses	1,806,374.	18	
	18	Grants payable	71,006.	19	
	19	Deferred revenue		20	
	20	Tax-exempt bond liabilities		21	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		22	
	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		23	
	23	Secured mortgages and notes payable to unrelated third parties		24	
	24	Unsecured notes and loans payable to unrelated third parties		25	
	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		26	356,812.
	26	Total liabilities. Add lines 17 through 25	71,006.	27	1,210,857.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,507,033.	28	55,000.
	28	Temporarily restricted net assets	228,335.	29	
	29	Permanently restricted net assets		30	
	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		31	
	31	Paid-in or capital surplus, or land, building, or equipment fund		32	
	32	Retained earnings, endowment, accumulated income, or other funds		33	1,265,857.
33	Total net assets or fund balances	1,735,368.	34	1,622,669.	
34	Total liabilities and net assets/fund balances	1,806,374.			

DOWNTOWN DEVELOPMENT CORPORATION

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)	1,350,329
2	Total expenses (must equal Part IX, column (A), line 25)	1,819,840
3	Revenue less expenses. Subtract line 2 from line 1	-469,511
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	1,735,368
5	Net unrealized gains (losses) on investments	
6	Donated services and use of facilities	
7	Investment expenses	
8	Prior period adjustments	
9	Other changes in net assets or fund balances (explain in Schedule O)	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	1,265,857.

Part XII Financial Statements and Reporting

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

1 Accounting method used to prepare the Form 990: Cash Accrual 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? Yes No
 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:
 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant? Yes No
 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:
 Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? Yes No
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? Yes No

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification number

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.)
- 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 that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

332021
09-25-13

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)						
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						

Section C. Computation of Public Support Percentage

- 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) %
- 15 Public support percentage from 2012 Schedule A, Part II, line 14 %
- 16a **33 1/3% support test - 2013.** 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
- b **33 1/3% support test - 2012.** 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
- 17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	79,000.	185,000.	352,488.	485,450.	367,801.	1,469,739.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	767,232.	818,583.	833,595.	847,525.	938,425.	4,205,360.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	846,232.	1,003,583.	1,186,083.	1,332,975.	1,306,226.	5,675,099.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,000.	20,000.	20,500.	36,700.	20,000.	99,200.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b	2,000.	20,000.	20,500.	36,700.	20,000.	99,200.
8 Public support (Subtract line 7c from line 6.)						0.
Section B. Total Support						5,774,299.

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	846,232.	1,003,583.	1,186,083.	1,332,975.	1,306,226.	5,675,099.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,756.	1,607.	3,104.	3,526.	93,240.	104,233.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,756.	1,607.	3,104.	3,526.	93,240.	104,233.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	257.					257.
13 Total support. (Add lines 9, 10c, 11, and 12.)	849,245.	1,005,190.	1,189,187.	1,336,501.	1,399,466.	5,779,589.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	96.48 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	97.73 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	1.80 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	.74 %

19a **33 1/3% support tests - 2013.** 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 - 2012.** 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

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. 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," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013 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" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 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?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- [] Preservation of land for public use (e.g., recreation or education)
- [] Protection of natural habitat
- [] Preservation of open space
- [] Preservation of an historically important land area
- [] Preservation of a certified historic structure
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.

Table with 1 column: Held at the End of the Tax Year. Rows: 2a, 2b, 2c, 2d.

- a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- 1b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- 2b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII Yes No

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

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

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

a Board designated or quasi-endowment %

b Permanent endowment %

c Temporarily restricted endowment %

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

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- (i) unrelated organizations
 - (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		29,356.	6,513.	22,843.
e Other		49,460.	44,695.	4,765.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)		23,952.	12,171.	11,781.
				39,389.

Part VII Investments - Other Securities.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-H).

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)

Part VIII Investments - Program Related.

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

Table with 3 columns: (a) Description of investment, (b) Book value, (c) Method of valuation. Rows include DOWNTOWN COMMERCIAL LOAN and FUND, LLC.

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)

Part IX Other Assets.

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

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 9.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)

Part X Other Liabilities.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes. Row 2 is for uncertain tax positions.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)

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 [X]

DOWNTOWN DEVELOPMENT CORPORATION

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
 Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	1,378,418.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments			
b	Donated services and use of facilities	2a		
c	Recoveries of prior year grants	2b		
d	Other (Describe in Part XIII.)	2c		
e	Add lines 2a through 2d	2d	49,137.	
3	Subtract line 2e from line 1		2e	49,137.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		3	1,329,281.
a	Investment expenses not included on Form 990, Part VIII, line 7b			
b	Other (Describe in Part XIII.)	4a		
c	Add lines 4a and 4b	4b	21,048.	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		4c	21,048.
			5	1,350,329.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
 Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	1,847,929.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities			
b	Prior year adjustments	2a		
c	Other losses	2b		
d	Other (Describe in Part XIII.)	2c		
e	Add lines 2a through 2d	2d	49,137.	
3	Subtract line 2e from line 1		2e	49,137.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		3	1,798,792.
a	Investment expenses not included on Form 990, Part VIII, line 7b			
b	Other (Describe in Part XIII.)	4a		
c	Add lines 4a and 4b	4b	21,048.	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		4c	21,048.
			5	1,819,840.

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:

EXPLANATION: THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. 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. THE ORGANIZATIONS 2010 - 2013 TAX YEARS REMAIN OPEN AND SUBJECT TO EXAMINATION.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

332054
09-25-13



RENTAL EXPENSES

49,137.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

STATE OF DOWNTOWN EXPENSES

21,048.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES

49,137.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

STATE OF DOWNTOWN EXPENSES

21,048.



**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.
- ▶ See separate instructions.

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

OMB No. 1545-004

2013

Open to Public Inspection

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- First-class or charter travel
- Travel for companions
- Tax indemnification and gross-up payments
- Discretionary spending account
- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

Schedule J (Form 990) 2013

Part III Supplemental Information
DOWNTOWN DEVELOPMENT CORPORATION

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

PART I, LINE 4A:

EXPLANATION: ALAN DELISLE RECEIVED \$43,649 OF SEVERANCE PAYMENTS DURING THE 2013 CALENDAR YEAR.

THE GENERAL TERMS OF THE SEVERANCE AGREEMENT INCLUDE PAYMENT FOR A PERIOD OF 12 MONTHS:

- A BASE FEE EQUAL TO HIS BASE SALARY (\$17,500/MONTH)
- HEALTH CARE, DENTAL AND LIFE INSURANCE PREMIUMS
- RETIREMENT CONTRIBUTIONS

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification 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 22 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 2, NEW PROGRAM SERVICES:

EXPLANATION: MANAGEMENT OF THE BUSINESS IMPROVEMENT DISTRICT.

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:

EXPLANATION: 1. INITIAL DRAFT RETURN PREPARED BY AUDITORS;

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employment
mb

2. INTERNAL REVIEW BY EXECUTIVE DIRECTOR;

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

EXPLANATION: 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

DOWNTOWN DEVELOPMENT CORPORATION

THE ISSUE.

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

EXPLANATION: 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 SALARY FOR OTHER OFFICERS AND KEY EMPLOYEES IS DETERMINED BY USING BENCH MARKS FOR THE AREA AND APPROVAL FROM THE EXECUTIVE COMMITTEE AND BOARD.

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

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

FORM 990, PART VI, LINE 1A

EXPLANATION: THE EXECUTIVE COMMITTEE, WHEN THE BOARD OF DIRECTORS IS NOT IN SESSION, SHALL HAVE AND MAY EXERCISE ALL OF THE AUTHORITY OF THE BOARD OF DIRECTORS EXCEPT TO THE EXTENT, IF ANY, THAT SUCH AUTHORITY SHALL BE LIMITED BY THE RESOLUTION APPOINTING THE EXECUTIVE COMMITTEE AND EXCEPT ALSO THAT THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY OF THE BOARD OF DIRECTORS IN REFERENCE TO AMENDING THE ARTICLES OF INCORPORATION, RECOMMENDING TO THE MEMBERS THE SALE, LEASE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF THE CORPORATION OTHERWISE THAN IN THE USUAL AND REGULAR COURSE OF ITS BUSINESS, RECOMMENDING TO THE MEMBERS A VOLUNTARY DISSOLUTION OF THE CORPORATION OR A REVOCATION THEREOF, OR AMENDING THE BYLAWS OF THE CORPORATION.

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Page number

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

ARCHITECTURAL SERVICES:

PROGRAM SERVICE EXPENSES

8,060.

MANAGEMENT AND GENERAL EXPENSES

0.

FUNDRAISING EXPENSES

0.

TOTAL EXPENSES

8,060.

CONSULTING FEES:

PROGRAM SERVICE EXPENSES

527,982.

MANAGEMENT AND GENERAL EXPENSES

0.

FUNDRAISING EXPENSES

0.

TOTAL EXPENSES

527,982.

PAYROLL PROCESSING FEES:

PROGRAM SERVICE EXPENSES

180.

MANAGEMENT AND GENERAL EXPENSES

64.

FUNDRAISING EXPENSES

21.

TOTAL EXPENSES

265.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A

536,307.

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

EXPLANATION: 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.

Name of the organization

DOWNTOWN DEVELOPMENT CORPORATION

Employer identification number

FORM 990, PART III, LINE 1:

EXPLANATION: 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.

THE LDDC IS MANAGED BY A 45-MEMBER BOARD OF DIRECTORS, WHICH IS CURRENTLY CHAIRED BY JAMES ALLEN.

DOWNTOWN DEVELOPMENT CORPORATION

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
DOWNTOWN COMMERCIAL LOAN FUND, LLC - 45-4917253, 556 SOUTH FOURTH STREET, LOUISVILLE, KY 40202	COMMERCIAL LENDING	KY	N/A	RELATED	-3,219.	490,661.		X	N/A		X	15.34%

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

(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 "Indemnitee" 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

Request for Taxpayer Identification Number and Certification

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

Print or type See Specific Instructions on page 2.

Name (as shown on your income tax return)
DownTown Development Corporation

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:
 Individual/sole proprietor C Corporation S Corporation Partnership Trust/estate
 Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

Other (see Instructions) ▶ **501(c)(3)** Exempt payee

Address (number, street, and apt. or suite no.)
556 South Fourth Street

City, state, and ZIP code
Louisville KY 40202

List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is 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 *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

			-			-			
--	--	--	---	--	--	---	--	--	--


Employer identification number

Part II Certification

Under penalties of perjury, I certify that:

- 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
- 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
- I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. 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 4.

Sign Here Signature of U.S. person ▶ 

Date ▶ **2/7/14**

General Instructions

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

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- 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.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

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

Downtown Development Corporation
Financial Statements
Years Ended December 31, 2014 and 2013



Independent Auditor's Report

To the Board of Directors of
Downtown Development Corporation

We have audited the accompanying financial statements of Downtown Development Corporation ("the Organization") (a not-for-profit corporation) which comprise the statements of financial position as of December 31, 2014 and 2013 and the related statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Downtown Development Corporation as of December 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Mountjoy Chilton Medley LLP

Louisville, Kentucky
April 8, 2015

Kentucky
Indiana
Ohio

Mountjoy Chilton Medley LLP

P 502.749.1900 | F 502.749.1930
2600 Meidinger Tower | 462 South Fourth Street | Louisville, KY 40202
www.mcmcpa.com | 888.587.1719

An Independent Member of Baker Tilly International

Downtown Development Corporation
Statements of Activities and Changes in Net Assets
Years Ended December 31, 2014 and 2013

	2014			2013		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
Revenues						
Contributions						
Contributed lease revenues	\$ 204,770	\$ 117,942	\$ 322,712	\$ 312,801	\$ 55,000	\$ 367,801
Management fee	815,748	-	815,748	803,194	-	803,194
Scope of services fee	105,000	-	105,000	61,250	-	61,250
Interest income	55,000	-	55,000	32,083	-	32,083
Event income	1,758	-	1,758	3,384	-	3,384
Rental and other income	8,000	-	8,000	32,333	-	32,333
Net assets released from restrictions	110,370	-	110,370	99,421	-	99,421
	103,801	(103,801)	-	228,335	(228,335)	-
Total Revenues	1,404,447	14,141	1,418,588	1,572,801	(173,335)	1,399,466
Expenses						
Program expenses	843,861	-	843,861	1,429,704	-	1,429,704
General and administrative	282,664	-	282,664	344,184	-	344,184
Fundraising expenses	37,102	-	37,102	95,089	-	95,089
Total Expenses	1,163,627	-	1,163,627	1,868,977	-	1,868,977
Changes in Net Assets	240,820	14,141	254,961	(296,176)	(173,335)	(469,511)
Net Assets, Beginning of Year	1,210,857	55,000	1,265,857	1,507,033	228,335	1,735,368
Net Assets, End of Year	<u>\$ 1,451,677</u>	<u>\$ 69,141</u>	<u>\$ 1,520,818</u>	<u>\$ 1,210,857</u>	<u>\$ 55,000</u>	<u>\$ 1,265,857</u>

See accompanying notes.

Downtown Development Corporation
Notes to Financial Statements
December 31, 2014 and 2013

Note A - Nature of Operations

Downtown Development Corporation ("the Organization") is a not-for-profit organization whose purpose is to coordinate development within downtown Louisville, Kentucky. The activities of the Organization are focused on the area roughly bounded by Baxter Avenue on the East, the Ohio River to the North, 21st Street on the West and Oak Street to the South.

Note B - Summary of Significant Accounting Policies

1. **Basis of Accounting:** The financial statements of the Organization are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board is the sole source of authoritative GAAP.
2. **Accounting Estimates:** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.
3. **Subsequent Events:** Subsequent events for the Organization have been considered through the date of the Independent Auditor's Report which represents the date that the financial statements were available to be issued.
4. **Donor-Imposed Restrictions:** The Organization records and reports its assets, liabilities, net assets, revenues, expenses, gains and losses, and other support based on the existence or absence of donor-imposed restrictions.

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

The Organization reports gifts as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Permanently restricted net assets include those contributions and other inflows of assets whose use by the Organization is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Organization. At December 31, 2014 and 2013, there were no permanently restricted net assets.

5. **Cash and Cash Equivalents:** The Organization considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. The Organization periodically maintains balances with its banks in excess of federally insured limits.
6. **Pledges Receivable:** Pledges receivable consist of pledges due in less than one year. No allowance for uncollectible pledges has been included as management considers all amounts collectible.

Downtown Development Corporation
Notes to Financial Statements (Continued)
December 31, 2014 and 2013

Note D - Property and Equipment, Net

The balances of the major classes of property and equipment are as follows:

	<u>2014</u>	<u>2013</u>
Office equipment	\$ 27,534	\$ 34,620
Leasehold improvements	25,798	29,356
Furniture and fixtures	10,518	14,840
Computer software	<u>21,626</u>	<u>23,952</u>
	85,476	102,768
Accumulated Depreciation	<u>(56,084)</u>	<u>(63,379)</u>
	<u>\$ 29,392</u>	<u>\$ 39,389</u>

Note E - Note Receivable

During 2011, the Organization entered into a promissory note with Whiskey Row LLC, whereby the Organization loaned Whiskey Row LLC \$100,000 with any outstanding principal and interest due July 15, 2030. Interest shall be paid pari passu with distributions of the Priority Return to a holder of 100,000 Maker Formation Units as described in Article 5 of Whiskey Row LLC's Operating Agreement.

Note F - Long-Term Investments

During 2012, the Organization purchased 500 units of the 3,260 units sold in the initial capitalization of the Downtown Commercial Loan Fund, LLC, and (the Fund"). The Fund's purpose is to provide gap financing for commercial development for downtown Louisville, Kentucky and will be considered to be fully funded once 10,000 units have been sold. The investment is \$500,000 and is accounted for using the cost method.

The remaining \$18,225 in long-term investments consists of donated shares in a community development financial institution recorded at fair value at the date of contribution.

Note G - Temporarily Restricted Net Assets

Temporarily restricted net assets are donor designated contributions available for the following major purposes at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Bourbon District	\$ 30,000	\$ 30,000
LEED Certification - East Market Street	16,466	25,000
Resurfaced	14,191	-
South Fourth Street	3,218	-
Maker's Faire	2,344	-
Gonzo Fest	2,014	-
Emotional Cartography	<u>908</u>	<u>-</u>
	<u>\$ 69,141</u>	<u>\$ 55,000</u>

Downtown Development Corporation
Notes to Financial Statements (Continued)
December 31, 2014 and 2013

Note J - Fair Value Measurements

The fair value provisions of the ASC define fair value as the price that would be received by the Organization to sell an asset or be paid by the Organization to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. These provisions also expand disclosures about fair value measurements and establish a framework for measuring fair value, a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The hierarchy prioritizes the inputs (from the most objective to the most subjective) to the valuation techniques used to measure fair value into the three broad levels described as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs such as quoted prices in active markets for similar assets or liabilities or quoted prices for identical or similar assets or liabilities in markets that are not active or unobservable inputs that are derived principally from or corroborated by observable market data.
- Level 3: Unobservable inputs that are based on the Organization's own assumptions as to how knowledgeable parties would price assets or liabilities that are not corroborated by market data.

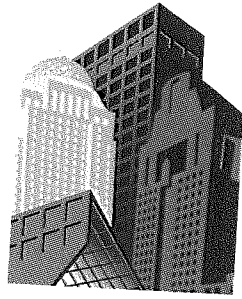
Certificates of deposit are valued at cost which approximates fair value, and are classified within Level 1 of the valuation hierarchy. All certificates of deposit included in the statement of financial position at December 31, 2014 mature in 2015.

Note K - Related Parties

During 2013, the Organization entered into a management agreement with Louisville Downtown Management District ("LDMD") to manage LDMD's operations and programs for which the LDMD pays a management fee and a scope of services fee as defined in the agreement. The management agreement has an initial term from June 3, 2013 to December 31, 2016. The management fees were \$105,000 and \$61,250 for the years ended December 31, 2014 and 2013, respectively. The scope of services fees were \$55,000 and \$32,083 for the years ended December 31, 2014 and 2013, respectively. At December 31, 2014 and 2013, the Organization had amounts due from LDMD of approximately \$19,000 and \$22,000, respectively. In addition, the Organization subleases office space to LDMD. Total rental income from LDMD amounted to \$39,600 and \$29,700 for the years ended December 31, 2014 and 2013, respectively.

The Organization is currently the manager of the Downtown Commercial Loan Fund, LLC (See Note F). During the years ended December 31, 2014 and 2013, the Organization received no revenue for expense reimbursement to be included in rental and other income on the statement of activities and changes in net assets.

The Organization has entered into an operating agreement with the Downtown Housing Assistance Fund ("DHA"). As compensation for providing administrative and fiduciary services to DHA, each fiscal year the Organization receives the greater of \$10,000 or all loan origination fees collected during that period. During each of the years ended December 31, 2014 and 2013, the Organization received approximately \$10,000 of compensation which is included in rental and other income on the statement of activities and changes in net assets.



LOUISVILLE DOWNTOWN PARTNERSHIP

Rebecca S. Matheny
Executive Director

STAFF

LOUISVILLE DOWNTOWN PARTNERSHIP

Executive Director	Rebecca Matheny
Deputy Director, Research	Jim Baines
Deputy Director, Finance & Administration	Karen Lewis
Director, Operations	Ken Herndon
Manager, Communication, Marketing & Events	Jeanne Hilt
Executive Assistant	Debra Byrd
Project Manager	Jack Newton
Project Manager	Stuart MacLean

LOUISVILLE DOWNTOWN DEVELOPMENT CORPORATION
FINANCIAL STATEMENT
FOR THE SEVEN MONTHS ENDED JULY 31, 2015

INCOME	Seven Months Ended 07/31/2015				Seven Months Ended 07/31/2014			2015
	Actual	Reforecast	Variance		Prior Year Actual	Variance		Annual Budget
			Pos/(Neg)	%		Pos/(Neg)	%	
Event Revenue	25,505	30,000	(4,495)	(15.0)	-	25,505	-	30,000
Grant Income	-	-	-	-	-	-	-	-
Interest Income	487	378	109	28.8	1,274	(787)	(61.8)	2,000
LDMD Support	93,333	93,333	-	-	84,167	9,166	10.9	160,000
Management Fees/Operations	-	-	-	-	3,000	(3,000)	(100.0)	3,000
Private Funds	-	25,000	(25,000)	(100.0)	61,000	(61,000)	(100.0)	225,000
Project Support	70,869	78,400	(7,531)	(9.6)	33,867	37,002	109.3	200,000
Rental Income	32,385	33,386	(1,001)	(3.0)	50,827	(18,442)	(36.3)	93,000
Sluggler Lease Assignment	590,731	589,300	1,431	0.2	430,821	159,910	37.1	820,000
Total Income	813,310	849,797	(36,487)	(4.3)	664,956	148,354	22.3	1,533,000
EXPENSE								
Accounting Expense	65,195	64,900	(295)	(0.5)	86,211	21,016	24.4	58,570
Board Mgmt. / Misc. Expenses	706	675	(31)	(4.6)	754	48	6.4	1,000
City Partnership Contract	21,000	21,000	-	-	75,000	54,000	72.0	67,000
City Reimbursement	-	-	-	-	21,000	21,000	100.0	-
Contributions	10,000	10,000	-	-	-	(10,000)	-	-
Depreciation Expense	5,999	5,999	-	-	5,999	-	-	10,800
Economic and Planning Services	41,581	50,000	8,419	16.8	103,641	62,060	59.9	245,431
Employee Benefits	35,918	37,500	1,582	4.2	3,627	(32,291)	(890.3)	81,573
Event Expense	39,694	40,000	306	0.8	8,940	(30,754)	(344.0)	40,000
Grants Expense	-	-	-	-	8,586	8,586	100.0	14,714
Marketing & Communications	16,549	15,000	(1,549)	(10.3)	19,000	2,451	12.9	35,000
Meetings	4,931	4,500	(431)	(9.6)	3,943	(988)	(25.1)	6,000
Memberships and Subscriptions	2,986	3,500	514	14.7	2,265	(721)	(31.8)	6,000
Office Administration	10,472	11,500	1,028	8.9	12,848	2,376	18.5	35,000
Office Supplies, Equip. & Exp.	12,461	15,000	2,539	16.9	18,449	5,988	32.5	35,000
Professional Development	9,811	10,500	689	6.6	6,484	(3,327)	(51.3)	18,000
Project Support Expenses	102,697	90,000	(12,697)	(14.1)	29,902	(72,795)	(243.4)	50,000
Publications & Books	64	50	(14)	(28.0)	26	(38)	(146.2)	150
Rent & Utilities	35,833	38,000	2,167	5.7	58,209	22,376	38.4	110,000
Salaries	259,649	262,500	2,851	1.1	217,392	(42,257)	(19.4)	718,762
Total Expense	675,546	680,624	5,078	0.7	682,276	6,730	1.0	1,533,000
NET ORDINARY INCOME	137,764	169,173	(31,409)	(18.6)	(17,320)	155,084	895.40	-
OTHER INCOME/EXPENSE								
Other Income	-	-	-	-	-	-	-	-
Other Expense	-	-	-	-	-	-	-	-
NET OPERATING INCOME	137,764	169,173	(31,409)	(18.6)	(17,320)	155,084	895.40	-

DOWNTOWN DEVELOPMENT CORPORATION

General Information

Organization Number	0146320
Name	DOWNTOWN DEVELOPMENT CORPORATION
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	4/28/1980
Organization Date	4/28/1980
Last Annual Report	5/14/2015
Principal Office	556 SOUTH FOURTH STREET LOUISVILLE, KY 40202
Registered Agent	REBECCA MATHENY 556 SOUTH FOURTH STREET LOUISVILLE, KY 40202

Current Officers

Chairman	<u>Paul W. Thompson</u>
Secretary	<u>Nana Lampton</u>
Treasurer	<u>Russell F. Cox</u>
Director	<u>Nana Lampton</u>
Director	<u>James S. Welch, Jr.</u>
Director	<u>Russell F. Cox</u>
Director	<u>A. Keith Inman</u>
Director	<u>Timothy M. Mulloy</u>
Director	<u>Jonathan S. Blue</u>

PROJECT WARM**General Information**

Organization Number 0162701
Name PROJECT WARM
Company Type ASC - Assumed Name Corporation
Status A - Active
State KY
File Date 12/3/1993
Expiration Date 7/15/2018
Renewal Date 1/22/2013
Principal Office 1252 SOUTH SHELBY ST.
 LOUISVILLE, KY 40202

Current Officers**Individuals / Entities listed at time of formation**

Director JAMES N DAVIS
Director MICHAEL OLDIGES-NALL
Director MARK ISAACS
Incorporator JOSEPH S ELDER II

Images available online

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

Annual Report 5/8/2015 1 page [PDF](#)
Annual Report 1/22/2014 1 page [PDF](#)
Annual Report 6/5/2013 1 page [PDF](#)
Name Renewal 1/22/2013 1:10:00 PM 1 page [PDF](#)

Annual Report	3/18/2012	1 page	PDF
Annual Report	6/8/2011	1 page	tiff
Annual Report	5/13/2010	1 page	tiff
Annual Report	7/14/2009	1 page	PDF
Principal Office Address Change	9/18/2008	1 page	tiff
Registered Agent name/address change	9/18/2008	1 page	tiff
Annual Report	9/17/2008	1 page	PDF
Name Renewal	4/21/2008	1 page	tiff
Annual Report	7/31/2007	1 page	PDF
Statement of Change	6/7/2006	1 page	tiff
Annual Report	5/24/2006	1 page	tiff
Annual Report	6/14/2005	1 page	tiff
Name Renewal	12/10/2004	1 page	tiff
Annual Report	6/23/2003	1 page	tiff
Name Renewal	3/24/2003	1 page	tiff
Annual Report	4/23/2002	1 page	tiff
Annual Report	5/11/2001	1 page	tiff
Annual Report	5/26/2000	1 page	tiff
Certificate of Assumed Name	12/14/1999	1 page	tiff
Statement of Change	6/23/1999	2 pages	tiff
Annual Report	5/6/1998	1 page	tiff
Annual Report	7/1/1997	1 page	tiff
Annual Report	7/1/1996	1 page	tiff
Annual Report	7/1/1995	1 page	tiff
Annual Report	7/1/1995	1 page	tiff
Annual Report	7/1/1994	1 page	tiff
Certificate of Assumed Name	12/3/1993	1 page	tiff
Annual Report	3/22/1993	1 page	tiff
Annual Report	7/1/1992	1 page	tiff
Annual Report	7/1/1991	1 page	tiff
Statement of Change	3/22/1991	1 page	tiff
Amendment	12/10/1990	3 pages	tiff

- [Annual Report](#)
- [Annual Report](#)
- [Statement of Change](#)
- [Articles of Incorporation](#)

- 7/1/1990
- 7/1/1989
- 6/19/1987
- 12/18/1981

- 2 pages
- 1 page
- 1 page
- 4 pages

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- [PDF](#)
- [PDF](#)
- [PDF](#)
- [PDF](#)

Assumed Name of

ENERGY CONSERVATION ASSOCIATES, INC.
URBAN SHELTER ASSOCIATES, INC.

Active
 Inactive

Activity History

Filing	File Date	Effective Date	Org. Referenced
Renewal of assumed name PM	1/22/2013 1:10:00	1/22/2013	
Renewal of assumed name AM	4/21/2008 9:06:47	4/21/2008	
Renewal of assumed name AM	3/24/2003 9:03:40	3/24/2003	

Microfilmed Images