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**Return of Organization Exempt From Income Tax**

**2011**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

**A For the 2011 calendar year, or tax year beginning** NOV 1, 2011 **and ending** OCT 31, 2012

|  |   |  |   |
|--|---|--|---|
| <b>B</b> Check if applicable:<br><input checked="" type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C Name of organization</b>   |  | <b>D Employer identification number</b> |
|  | THE DOWNTOWN COUNCIL  |  | 43-1572192                              |
|  | Doing Business As   |  |   |
|  | Number and street (or P O box if mail is not delivered to street address) | Room/suite   | <b>E Telephone number</b>               |
|  | 1000 WALNUT ST  | 200  | 816-421-1539                            |
| City or town, state or country, and ZIP + 4  |   | <b>G Gross receipts \$</b> 1,221,965.  |   |
| KANSAS CITY, MO 64106-2145   |   | <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions) |   |
| <b>F Name and address of principal officer</b> WILLIAM DIETRICH<br>SAME AS C ABOVE   |   | <b>H(c) Group exemption number</b> ▶   |   |
| <b>I Tax-exempt status</b> <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)( 6 ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527   |   |  |   |
| <b>J Website:</b> ▶ WWW.DOWNTOWNKC.ORG   |   |  |   |
| <b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶   |   | <b>L Year of formation</b> 1981  | <b>M State of legal domicile</b> MO     |

**Part I Summary**

|                                    |  |  |   |              |
|------------------------------------|--|--|---|--------------|
| <b>Activities &amp; Governance</b> | 1  | Briefly describe the organization's mission or most significant activities   | TO CREATE AND MAINTAIN AN URBAN ENVIRONMENT THAT PROVIDES [1] ECONOMIC REASONS FOR BUSINESSES TO BE |              |
|                                    | 2  | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets |   |              |
|                                    | 3  | Number of voting members of the governing body (Part VI, line 1a)  | 3   | 59           |
|                                    | 4  | Number of independent voting members of the governing body (Part VI, line 1b)  | 4   | 59           |
|                                    | 5  | Total number of individuals employed in calendar year 2011 (Part V, line 2a)   | 5   | 10           |
|                                    | 6  | Total number of volunteers (estimate if necessary)   | 6   | 0            |
|                                    | 7a   | Total unrelated business revenue from Part VIII, column (C), line 12   | 7a  | 0.           |
|                                    | b Net unrelated business taxable income from Form 990-T, line 34         | 7b   | 0.  |              |
| <b>Revenue</b>                     | 8  | Contributions and grants (Part VIII, line 1h)  | Prior Year  | Current Year |
|                                    | 9  | Program service revenue (Part VIII, line 2g)   | 0.  | 0.           |
|                                    | 10   | Investment income (Part VIII, column (A), lines 3, 4, and 7d)  | 1,522,931.  | 1,221,950.   |
|                                    | 11   | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)   | 27.   | 15.          |
|                                    | 12   | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)   | 1,522,958.  | 1,221,965.   |
| <b>Expenses</b>                    | 13   | Grants and similar amounts paid (Part IX, column (A), lines 1-3)   | 0.  | 0.           |
|                                    | 14   | Benefits paid to or for members (Part IX, column (A), line 4)  | 0.  | 0.           |
|                                    | 15   | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)  | 759,534.  | 764,768.     |
|                                    | 16a  | Professional fundraising fees (Part IX, column (B), line 1e)   | 0.  | 0.           |
|                                    | 16b  | Total fundraising expenses (Part IX, column (D), line 25) ▶  | 0.  |              |
|                                    | 17   | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)   | 636,382.  | 513,430.     |
| 18                                 | Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,395,916.   | 1,278,198.  |              |
| 19                                 | Revenue less expenses Subtract line 18 from line 12                      | 127,042.   | <56,233.>   |              |
| <b>Net Assets or Fund Balances</b> | 20   | Total assets (Part X, line 16)   | Beginning of Current Year   | End of Year  |
|                                    | 21   | Total liabilities (Part X, line 26)  | 897,235.  | 818,522.     |
|                                    | 22   | Net assets or fund balances Subtract line 21 from line 20  | 718,408.  | 695,928.     |
|                                    |  | 178,827.   | 122,594.  |              |

**Part II Signature Block**

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

|                          |   |                              |   |
|--------------------------|---|------------------------------|---|
| <b>Sign Here</b>         | Signature of officer  | Date                         | 10/22/13  |
|                          | WILLIAM DIETRICH, CHIEF EXECUTIVE OFFICER                         | Type or print name and title |   |
| <b>Preparer Use Only</b> | Print/Type preparer's name  | Preparer's signature         | Date  |
|                          | JAMES P KETTER  | [Signature]                  | 10/22/13  |
|                          | Firm's name ▶ MILLER HAVILAND KETTER PC, PA                       | Firm's EIN ▶ 48-0958002      | Check if self-employed <input type="checkbox"/> |
|                          | Firm's address ▶ 1901 W. 47TH PLACE, SUITE 204 WESTWOOD, KS 66205 | Phone no (913) 432-2727      | PTIN P00165162                                  |

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

913 22

SCANNED NOV 19 2013

RECEIVED OCT 28 2013 GOODWIN

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission
THE MISSION OF THE DOWNTOWN COUNCIL IS TO CREATE AND MAINTAIN AN URBAN ENVIRONMENT THAT PROVIDES [1] ECONOMIC REASONS FOR BUSINESSES TO BE DOWNTOWN, [2] A QUALITY OF LIFE THAT ENCOURAGES PEOPLE TO LIVE DOWNTOWN, AND [3] ENTERTAINMENT AND CULTURAL EVENTS TO ATTRACT PEOPLE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
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? [ ] Yes [X] No
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 and section 4947(a)(1) trusts 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 \$ including grants of \$ ) (Revenue \$ )
THE DOWNTOWN COUNCIL CREATES AND MAINTAINS AN URBAN ENVIRONMENT THAT PROVIDES [1] ECONOMIC REASONS FOR BUSINESSES TO BE DOWNTOWN, [2] A QUALITY OF LIFE THAT ENCOURAGES PEOPLE TO LIVE DOWNTOWN, AND [3] ENTERTAINMENT AND CULTURAL EVENTS TO ATTRACT PEOPLE DOWNTOWN.

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

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

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

4e Total program service expenses

**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)?<br><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 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>   |     |    |
| 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, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>   |     | X  |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>   |     | X  |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable  |     |    |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>   | X   |    |
| b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>   |     | X  |
| c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>   |     | X  |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>  |     | X  |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>   |     | X  |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>  |     | X  |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>   | X   |    |
| b Was the organization included in consolidated, independent audited financial statements for the tax year?<br><i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII 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 assistance to any organization or entity located outside the United States? <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 assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>  |     | X  |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>   |     | X  |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>   |     | X  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>   |     | X  |
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>   |     | X  |
| b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>  |     |    |

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

|   | Yes | No |
|---|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States 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 and 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 25</i>                            |     | X  |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?   |     |    |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?  |     |    |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?   |     |    |
| 25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>   |     |    |
| 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>  |     |    |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>  |     | X  |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> |     | X  |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)   |     |    |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>  |     | X  |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>   |     | X  |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>   |     | X  |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>  |     | X  |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>  |     | X  |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>  |     | X  |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>  |     | X  |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>  |     | X  |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>   | X   |    |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?   |     | X  |
| b 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  |
| 36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>   |     |    |
| 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 11 and 19?  | X   |    |

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

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

**Section A. Governing Body and Management**

|           |   | Yes | No |
|-----------|---|-----|----|
| <b>1a</b> | Enter the number of voting members of the governing body at the end of the tax year<br>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 |     |    |
|           | 59  |     |    |
| <b>1b</b> | Enter the number of voting members included in line 1a, above, who are independent  |     |    |
|           | 59  |     |    |
| <b>2</b>  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?   |     | X  |
| <b>3</b>  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?  |     | X  |
| <b>4</b>  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?  |     | X  |
| <b>5</b>  | Did the organization become aware during the year of a significant diversion of the organization's assets?  |     | X  |
| <b>6</b>  | Did the organization have members or stockholders?  | X   |    |
| <b>7a</b> | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?  | X   |    |
| <b>7b</b> | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?   | X   |    |
| <b>8</b>  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following  |     |    |
| <b>a</b>  | The governing body?   | X   |    |
| <b>b</b>  | Each committee with authority to act on behalf of the governing body?   | X   |    |
| <b>9</b>  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O  |     | X  |

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► MO
- 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
- 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 ►  
 KIM FILBECK - 816-421-1539  
 1000 WALNUT ST, #200, KANSAS CITY, MO 64106

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- 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)<br>Name and Title                   | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) SUZANNE ARON<br>DIRECTOR            | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (2) JACOB W. BAYER, JR.<br>DIRECTOR     | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (3) NICK BENJAMIN<br>DIRECTOR           | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (4) SCOTT A. BERGHAUS<br>DIRECTOR       | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (5) ROSANA PRIVITERA BIONDO<br>DIRECTOR | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (6) BILL LUCAS<br>DIRECTOR              | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (7) THOMAS R. MCGEE<br>DIRECTOR         | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (8) DONNA WARD<br>DIRECTOR              | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (9) THOMAS R. WILLARD<br>DIRECTOR       | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (10) GEORGE W. WOLF III<br>DIRECTOR     | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (11) JAY TOMLINSON<br>DIRECTOR          | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (12) THOMAS H. TRABON<br>DIRECTOR       | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (13) KIMBERLEE REID<br>DIRECTOR         | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (14) JERRY D. RIFFEL<br>DIRECTOR        | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (15) MADELINE ROMIOUS<br>DIRECTOR       | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (16) MARK STINGLEY<br>DIRECTOR          | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (17) STEVE PENN<br>DIRECTOR             | 1.00   | X   |                       |         |              |                              | 0.     | 0.   | 0.  |   |

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

| (A)<br>Name and title  | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) DAVID REZAC<br>DIRECTOR                                   | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (19) CINDY MARTIN<br>DIRECTOR                                  | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (20) STEVE MCDOWELL<br>DIRECTOR                                | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (21) RICHARD J. KASTNER<br>DIRECTOR                            | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (22) JONATHON KEMPER<br>DIRECTOR                               | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (23) JEFF KRUM<br>DIRECTOR                                     | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (24) LEONARD J. GRAHAM<br>DIRECTOR                             | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (25) ROBERT J. GRAHAM<br>DIRECTOR                              | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (26) GERARD GRIMALDI<br>DIRECTOR                               | 1.00   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| <b>1b Sub-total</b>  |  |   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| <b>c Total from continuation sheets to Part VII, Section A</b> |  |   |                       |         |              |                              |        | 450,721.   | 0.  | 40,807.   |
| <b>d Total (add lines 1b and 1c)</b>                           |  |   |                       |         |              |                              |        | 450,721.   | 0.  | 40,807.   |

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 **2**

|   | Yes | No |
|---|-----|----|
| 3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>                                       |     | X  |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | X   |    |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>                       |     | 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)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE                             |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

| (A)<br>Name and title                 | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) WAYNE FEUERBORN<br>DIRECTOR      | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (28) HARVEY FRIED<br>DIRECTOR         | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (29) JEFF GANADEN<br>DIRECTOR         | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (30) MICHAEL DROGE<br>DIRECTOR        | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (31) STEPHEN D. DUNN<br>DIRECTOR      | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (32) WARREN K. ERDMAN<br>DIRECTOR     | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (33) KEVIN COOK<br>DIRECTOR           | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (34) LARRY J. BRIDGES<br>DIRECTOR     | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (35) CHRIS CHRISTIAN<br>DIRECTOR      | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (36) TIM DICKERSON<br>DIRECTOR        | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (37) GARY BROWN<br>DIRECTOR           | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (38) TOM FORRESTER<br>DIRECTOR        | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (39) MATT MCGRAW<br>DIRECTOR          | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (40) SHAWN MOORE<br>DIRECTOR          | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (41) NATHAN A. ORR<br>DIRECTOR        | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (42) HUGH ANDREWS<br>DIRECTOR         | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (43) EVIE CRAIG<br>DIRECTOR           | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (44) MICHAEL DEGGENDORF<br>DIRECTOR   | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (45) DAVID FENLEY<br>DIRECTOR         | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| (46) MARK HINDERKS<br>DIRECTOR        | 1.00                          | X                                      |                       |         |              |                              | 0.     | 0.   | 0.  |   |
| Total to Part VII, Section A, line 1c |                               |  |                       |         |              |                              |        |  |   |   |

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

| (A)<br>Name and title                             | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|   |                               | Individual trustee or director         | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (47) RUSTY MACY<br>DIRECTOR                       | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (48) JOE MEYER<br>DIRECTOR                        | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (49) JAMES W. MILLER<br>DIRECTOR                  | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (50) JAMES P. MILLER<br>DIRECTOR                  | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (51) SHAWN MOORE<br>DIRECTOR                      | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (52) CATHY BEAHAM SMITH<br>DIRECTOR               | 1.00                          | X                                      |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (53) JON COPAKEN<br>VICE CHAIR                    | 5.00                          |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (54) BRETT GORDON<br>CHAIR                        | 10.00                         |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (55) DOUGLAS STOCKMAN<br>VICE CHAIR               | 5.00                          |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (56) MICHAEL HAGEDORN<br>VICE CHAIR               | 5.00                          |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (57) CHARLES F. MILLER<br>SECRETARY               | 5.00                          |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (58) CHRISTOPHER BRIGGS<br>TREASURER              | 5.00                          |  |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (59) WILLIAM DIETRICH<br>CHIEF EXECUTIVE OFFICER  | 40.00                         |  |                       | X       |              |                              |        | 227,405.   | 0.  | 19,750.   |
| (60) KIMBERLY R. FILBECK<br>KEY FINANCIAL OFFICER | 40.00                         |  |                       | X       |              |                              |        | 63,780.  | 0.  | 5,586.  |
| (61) SEAN O'BYRNE<br>VICE PRES. OF BUSINESS DEV   | 40.00                         |  |                       |         | X            |                              |        | 159,536.   | 0.  | 15,471.   |
| (62) RON COKER<br>DIRECTOR                        | 1.00                          |  |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| <b>Total to Part VII, Section A, line 1c</b>      |                               |  |                       |         |              |                              |        | <b>450,721.</b>  |   | <b>40,807.</b>  |

**Part VIII Statement of Revenue**

|   |  |   |   | (A)<br>Total revenue | (B)<br>Related or<br>exempt function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections 512,<br>513, or 514 |  |
|---|--|---|---|----------------------|---|---|--|--|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b> | 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<br>similar amounts not included above | 1f  |                      |   |   |  |  |
|   | g  | Noncash contributions included in lines 1a-1f \$ _____                            |   |                      |   |   |  |  |
|   | h  | <b>Total.</b> Add lines 1a-1f   |   |                      |   |   |  |  |
| <b>Program Service<br/>Revenue</b>                                | 2 a  | MEMBERSHIP SERVICES   | Business Code<br>561499                                   | 423,575.             | 423,575.  |   |  |  |
|   | b  | MANAGEMENT SERVICES   | 561499  | 370,180.             | 370,180.  |   |  |  |
|   | c  | PROJECT MANAGEMENT  | 561499  | 353,619.             | 353,619.  |   |  |  |
|   | d  | EVENT MANAGEMENT  | 561499  | 54,355.              | 54,355.   |   |  |  |
|   | e  | OTHER PROGRAM ACTIVITI  | 561499  | 20,221.              | 20,221.   |   |  |  |
|   | f  | All other program service revenue   |   |                      |   |   |  |  |
|   | g  | <b>Total.</b> Add lines 2a-2f   |   |                      | 1221950.  |   |  |  |
| <b>Other Revenue</b>  | 3  | Investment income (including dividends, interest, and<br>other similar amounts)   |   | 15.                  |   |   | 15.  |  |
|   | 4  | Income from investment of tax-exempt bond proceeds                                |   |                      |   |   |  |  |
|   | 5  | Royalties   |   |                      |   |   |  |  |
|   | 6 a  |   |   | (i) Real             |   |   |  |  |
|   |  |   |   | (ii) Personal        |   |   |  |  |
|   |  | b   | Gross rents   |                      |   |   |  |  |
|   |  | c   | Less rental expenses                                      |                      |   |   |  |  |
|   | d  | Rental income or (loss)   |   |                      |   |   |  |  |
|   | e  | Net rental income or (loss)   |   |                      |   |   |  |  |
|   | 7 a  |   |   | (i) Securities       |   |   |  |  |
|   |  |   |   | (ii) Other           |   |   |  |  |
|   |  | b   | Gross amount from sales of<br>assets other than inventory |                      |   |   |  |  |
|   |  | c   | Less cost or other basis<br>and sales expenses            |                      |   |   |  |  |
|   | d  | Gain or (loss)  |   |                      |   |   |  |  |
|   | e  | Net gain or (loss)  |   |                      |   |   |  |  |
| 8 a   | Gross income from fundraising events (not<br>including \$ _____ of<br>contributions reported on line 1c) See<br>Part IV, line 18 |   | a   |                      |   |   |  |  |
|   | b  | Less: direct expenses   | b   |                      |   |   |  |  |
|   | c  | Net income or (loss) from fundraising events                                      |   |                      |   |   |  |  |
| 9 a   | Gross income from gaming activities See<br>Part IV, line 19  |   | a   |                      |   |   |  |  |
|   | b  | Less: direct expenses   | b   |                      |   |   |  |  |
|   | c  | Net income or (loss) from gaming activities                                       |   |                      |   |   |  |  |
| 10 a  | Gross sales of inventory, less returns<br>and allowances   |   | a   |                      |   |   |  |  |
|   | b  | Less. cost of goods sold  | b   |                      |   |   |  |  |
|   | c  | Net income or (loss) from sales of inventory                                      |   |                      |   |   |  |  |
| Miscellaneous Revenue   |  |   | Business Code   |                      |   |   |  |  |
| 11 a  |  |   |   |                      |   |   |  |  |
|   |  |   |   |                      |   |   |  |  |
|   |  |   |   |                      |   |   |  |  |
|   | d  | All other revenue   |   |                      |   |   |  |  |
| e   | <b>Total.</b> Add lines 11a-11d  |   |   |                      |   |   |  |  |
| 12  | <b>Total revenue.</b> See instructions   |   |   | 1221965.             | 1221950.  | 0.                                      | 15.  |  |

**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) but are not required to complete columns (B), (C), and (D)

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

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>   | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21  |                       |                                 |  |                             |
| 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  |                       |                                 |  |                             |
| 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  | 641,155.              |                                 |  |                             |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)  | 21,935.               |                                 |  |                             |
| 9 Other employee benefits   | 72,344.               |                                 |  |                             |
| 10 Payroll taxes  | 29,334.               |                                 |  |                             |
| 11 Fees for services (non-employees)  |                       |                                 |  |                             |
| a Management  |                       |                                 |  |                             |
| b Legal   | 1,048.                |                                 |  |                             |
| c Accounting  | 29,312.               |                                 |  |                             |
| d Lobbying  |                       |                                 |  |                             |
| e Professional fundraising services See Part IV, line 17  |                       |                                 |  |                             |
| f Investment management fees  |                       |                                 |  |                             |
| g Other   | 6,729.                |                                 |  |                             |
| 12 Advertising and promotion  | 17,618.               |                                 |  |                             |
| 13 Office expenses  | 35,045.               |                                 |  |                             |
| 14 Information technology   |                       |                                 |  |                             |
| 15 Royalties  |                       |                                 |  |                             |
| 16 Occupancy  | 48,402.               |                                 |  |                             |
| 17 Travel   |                       |                                 |  |                             |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials   |                       |                                 |  |                             |
| 19 Conferences, conventions, and meetings   | 137,548.              |                                 |  |                             |
| 20 Interest   | 345.                  |                                 |  |                             |
| 21 Payments to affiliates   |                       |                                 |  |                             |
| 22 Depreciation, depletion, and amortization  | 8,919.                |                                 |  |                             |
| 23 Insurance  | 6,741.                |                                 |  |                             |
| 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 DOWNTOWN KANSAS CITY DI   | 40,732.               |                                 |  |                             |
| b DOWNTOWN KANSAS CITY PR   | 39,892.               |                                 |  |                             |
| c BAD DEBTS EXPENSE   | 34,575.               |                                 |  |                             |
| d DOWNTOWN KANSAS CITY PR   | 27,986.               |                                 |  |                             |
| e All other expenses  | 78,538.               |                                 |  |                             |
| 25 Total functional expenses Add lines 1 through 24e  | 1,278,198.            |                                 |  |                             |
| 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**

|                                    |  | (A)<br>Beginning of year  |              | (B)<br>End of year |
|------------------------------------|--|---|--------------|--------------------|
| <b>Assets</b>                      | 1  | Cash - non-interest-bearing   | 240,247.     | 1 94,418.          |
|                                    | 2  | Savings and temporary cash investments  |              | 2                  |
|                                    | 3  | Pledges and grants receivable, net  |              | 3                  |
|                                    | 4  | Accounts receivable, net  | 582,388.     | 4 697,085.         |
|                                    | 5  | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L   |              | 5                  |
|                                    | 6  | 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 instructions) |              | 6                  |
|                                    | 7  | Notes and loans receivable, net   |              | 7                  |
|                                    | 8  | Inventories for sale or use   |              | 8                  |
|                                    | 9  | Prepaid expenses and deferred charges   | 52,791.      | 9 12,455.          |
|                                    | 10a  | Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D   | 10a 108,146. |                    |
|                                    | b  | Less accumulated depreciation   | 10b 99,901.  | 10c 8,245.         |
|                                    | 11   | Investments - publicly traded securities  |              | 11                 |
|                                    | 12   | Investments - other securities. See Part IV, line 11  |              | 12                 |
|                                    | 13   | Investments - program-related. See Part IV, line 11   |              | 13                 |
|                                    | 14   | Intangible assets   |              | 14                 |
|                                    | 15   | Other assets. See Part IV, line 11  | 4,645.       | 15 6,319.          |
| 16                                 | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)   | 897,235.  | 16 818,522.  |                    |
| <b>Liabilities</b>                 | 17   | Accounts payable and accrued expenses   | 232,248.     | 17 123,936.        |
|                                    | 18   | Grants payable  |              | 18                 |
|                                    | 19   | Deferred revenue  | 486,160.     | 19 571,992.        |
|                                    | 20   | Tax-exempt bond liabilities   |              | 20                 |
|                                    | 21   | Escrow or custodial account liability. Complete Part IV of Schedule D   |              | 21                 |
|                                    | 22   | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L  |              | 22                 |
|                                    | 23   | Secured mortgages and notes payable to unrelated third parties  |              | 23                 |
|                                    | 24   | Unsecured notes and loans payable to unrelated third parties  |              | 24                 |
|                                    | 25   | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D   |              | 25                 |
|                                    | 26   | <b>Total liabilities.</b> Add lines 17 through 25   | 718,408.     | 26 695,928.        |
| <b>Net Assets or Fund Balances</b> | <b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b> |   |              |                    |
|                                    | 27   | Unrestricted net assets   | 178,827.     | 27 122,594.        |
|                                    | 28   | Temporarily restricted net assets   |              | 28                 |
|                                    | 29   | Permanently restricted net assets   |              | 29                 |
|                                    | <b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>                          |   |              |                    |
|                                    | 30   | Capital stock or trust principal, or current funds  |              | 30                 |
|                                    | 31   | Paid-in or capital surplus, or land, building, or equipment fund  |              | 31                 |
|                                    | 32   | Retained earnings, endowment, accumulated income, or other funds  |              | 32                 |
|                                    | 33   | <b>Total net assets or fund balances</b>  | 178,827.     | 33 122,594.        |
|                                    | 34   | <b>Total liabilities and net assets/fund balances</b>   | 897,235.     | 34 818,522.        |

**Part XI Reconciliation of Net Assets**

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

|   |  |   |            |
|---|--|---|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12)  | 1 | 1,221,965. |
| 2 | Total expenses (must equal Part IX, column (A), line 25)   | 2 | 1,278,198. |
| 3 | Revenue less expenses Subtract line 2 from line 1  | 3 | <56,233.>  |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | 4 | 178,827.   |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)   | 5 | 0.         |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 122,594.   |

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question 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?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 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?
- 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

|    | Yes | No |
|----|-----|----|
| 2a |     | X  |
| 2b |     | X  |
| 2c |     |    |
| 3a |     | X  |
| 3b |     |    |

Form 990 (2011)

**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. ▶ See separate instructions.

OMB No 1545-0047

**2011**  
**Open to Public Inspection**

Name of the organization

THE DOWNTOWN COUNCIL

Employer identification number

43-1572192

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

|   | (a) Donor advised funds | (b) Funds and other accounts                             |
|---|-------------------------|--|
| 1 Total number at end of year   |                         |  |
| 2 Aggregate 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?  |                         | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? |                         | <input type="checkbox"/> Yes <input type="checkbox"/> No |

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

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

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, 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 XIV, 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 XIV

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

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

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

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

|    | Amount |
|----|--------|
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

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

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV

**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

|        | Yes | No |
|--------|-----|----|
| 3a(i)  |     |    |
| 3a(ii) |     |    |
| 3b     |     |    |

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

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

**Part VI Land, Buildings, and Equipment.** 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 | 8,652.                               |                                 | 7,992.                       | 660.           |
| d Equipment              | 99,494.                              |                                 | 91,909.                      | 7,585.         |
| e Other                  |                                      |                                 |                              |                |

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))  8,245.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12

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

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

| (a) Description of investment type                                      | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|---|----------------|---|
| (1)   |                |   |
| (2)   |                |   |
| (3)   |                |   |
| (4)   |                |   |
| (5)   |                |   |
| (6)   |                |   |
| (7)   |                |   |
| (8)   |                |   |
| (9)   |                |   |
| (10)  |                |   |
| <b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶ |                |   |

**Part IX Other Assets.** See Form 990, Part X, line 15.

| (a) Description  | (b) Book value |
|--|----------------|
| (1)  |                |
| (2)  |                |
| (3)  |                |
| (4)  |                |
| (5)  |                |
| (6)  |                |
| (7)  |                |
| (8)  |                |
| (9)  |                |
| (10)   |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶ |                |

**Part X Other Liabilities.** See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value |
|---------------------------------|----------------|
| (1) Federal income taxes        |                |
| (2)                             |                |
| (3)                             |                |
| (4)                             |                |
| (5)                             |                |
| (6)                             |                |
| (7)                             |                |
| (8)                             |                |
| (9)                             |                |
| (10)                            |                |
| (11)                            |                |

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

2. FIN 48 (ASC 740) Footnote In Part XIV, 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).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

|    |  |    |            |
|----|--|----|------------|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                                 | 1  | 1,221,965. |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                                  | 2  | 1,278,198. |
| 3  | Excess or (deficit) for the year. Subtract line 2 from line 1                            | 3  | <56,233.>  |
| 4  | Net unrealized gains (losses) on investments   | 4  |            |
| 5  | Donated services and use of facilities   | 5  |            |
| 6  | Investment expenses  | 6  |            |
| 7  | Prior period adjustments   | 7  |            |
| 8  | Other (Describe in Part XIV)   | 8  |            |
| 9  | Total adjustments (net) Add lines 4 through 8  | 9  |            |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | <56,233.>  |

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

|   |   |    |            |
|---|---|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements        | 1  | 1,221,965. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12              |    |            |
| a | Net unrealized gains on investments   | 2a |            |
| b | Donated services and use of facilities  | 2b |            |
| c | Recoveries of prior year grants   | 2c |            |
| d | Other (Describe in Part XIV)  | 2d |            |
| e | Add lines 2a through 2d   | 2e | 0.         |
| 3 | Subtract line 2e from line 1  | 3  | 1,221,965. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1             |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                | 4a |            |
| b | Other (Describe in Part XIV)  | 4b |            |
| c | Add lines 4a and 4b   | 4c | 0.         |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5  | 1,221,965. |

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

|   |  |    |            |
|---|--|----|------------|
| 1 | Total expenses and losses per audited financial statements                       | 1  | 1,278,198. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25                 |    |            |
| a | Donated services and use of facilities   | 2a |            |
| b | Prior year adjustments   | 2b |            |
| c | Other losses   | 2c |            |
| d | Other (Describe in Part XIV)   | 2d |            |
| e | Add lines 2a through 2d  | 2e | 0.         |
| 3 | Subtract line 2e from line 1   | 3  | 1,278,198. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1                |    |            |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                 | 4a |            |
| b | Other (Describe in Part XIV.)  | 4b |            |
| c | Add lines 4a and 4b  | 4c | 0.         |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5  | 1,278,198. |

**Part XIV Supplemental Information**

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

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**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" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

Open to Public Inspection

Name of the organization

THE DOWNTOWN COUNCIL

Employer identification number

43-1572192

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

**b** 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's 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. Explain in Part III.

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

**4** During the year, did any person listed 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?  
 If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?  
**b** Any related organization?  
 If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 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)?

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

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

Schedule J (Form 990) 2011

THE DOWNTOWN COUNCIL

43-1572192

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

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

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

| (A) Name           | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|--------------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|                    | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 1 WILLIAM DIETRICH | (i) 207,405.                                       | (ii) 20,000.                        | (iii) 0.                            | 7,736.   | 12,014.                 | 247,155.                        | 0.  |
|                    | (ii) 0.  | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 2 SEAN O'BYRNE     | (i) 134,536.                                       | (ii) 25,000.                        | (iii) 0.                            | 5,966.   | 9,505.                  | 175,007.                        | 0.  |
|                    | (ii) 0.  | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                              | 0.  |
| 3                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 4                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 5                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 6                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 7                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 8                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 9                  | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 10                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 11                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 12                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 13                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 14                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 15                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |
| 16                 | (i)  |                                     |                                     |  |                         |                                 |   |
|                    | (ii)   |                                     |                                     |  |                         |                                 |   |

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

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0047

**2011**  
**Open to Public**  
**Inspection**

Name of the organization

THE DOWNTOWN COUNCIL

Employer identification number  
43-1572192

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

DOWNTOWN, [2] A QUALITY OF LIFE THAT ENCOURAGES PEOPLE TO LIVE

DOWNTOWN, AND [3] ENTERTAINMENT AND CULTURAL EVENTS TO ATTRACT PEOPLE

DOWNTOWN.

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

DOWNTOWN.

FORM 990, PART VI, SECTION A, LINE 6: THE DOWNTOWN COUNCIL (THE COUNCIL)

IS A NONPROFIT MEMBERSHIP ORGANIZATION CONSISTING OF 265 BUSINESS, PROPERTY OWNERS, AND ORGANIZATIONS COMMITTED TO THE CONTINUING DEVELOPMENT OF KANSAS CITY, MISSOURI.

FORM 990, PART VI, SECTION A, LINE 7A: OFFICERS ARE ELECTED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7B: THE COUNCIL MEMBERSHIP MEETS BI-MONTHLY TO DISCUSS COUNCIL BUSINESS AND TO RETROACTIVELY RATIFY THE ACTIONS ALREADY TAKEN BY THE GOVERNING BODY.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PREPARED BY EXTERNAL CERTIFIED PUBLIC ACCOUNTANTS. THE ACCOUNTING FIRM PROVIDES A DRAFT WITH CLARIFICATION QUESTIONS TO THE CONTROLLER AND TREASURER. THE CONTROLLER AND TREASURER ANSWER THE QUESTIONS AND REVIEW THE DOCUMENT. THE ACCOUNTING FIRM MAKES ANY NECESSARY CHANGES AND PROVIDES THE ORGANIZATION WITH A SIGNATURE READY FINAL DOCUMENT. THE CEO REVIEWS AND SIGNS THE FORM

Name of the organization

THE DOWNTOWN COUNCIL

Employer identification number

43-1572192

990.

FORM 990, PART VI, SECTION B, LINE 12C: THE DOWNTOWN COUNCIL REVIEWS ANNUALLY ITS COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE DOWNTOWN COUNCIL INDEPENDENTLY DETERMINES THE COMPENSATION FOR THE ORGANIZATION'S CEO BY REFERENCE TO COMPARABILITY DATA AND CONTEMPORANEOUSLY SUBSTANTIATES ITS DELIBERATIONS AND DECISIONS. THE DOWNTOWN COUNCIL'S CEO DETERMINES THE VICE PRESIDENT OF BUSINESS DEVELOPMENT'S COMPENSATION WHICH IS INCLUDED IN THE BUDGET THAT IS APPROVED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST FROM KIM FILBECK AT 816-421-1539.





**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36)

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

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

**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

**b** Gift, grant, or capital contribution to related organization(s)

**c** Gift, grant, or capital contribution from related organization(s)

**d** Loans or loan guarantees to or for related organization(s)

**e** Loans or loan guarantees by related organization(s)

**f** Sale of assets to related organization(s)

**g** Purchase of assets from related organization(s)

**h** Exchange of assets with related organization(s)

**i** Lease of facilities, equipment, or other assets to related organization(s)

**j** Lease of facilities, equipment, or other assets from related organization(s)

**k** Performance of services or membership or fundraising solicitations for related organization(s)

**l** Performance of services or membership or fundraising solicitations by related organization(s)

**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

**n** Sharing of paid employees with related organization(s)

**o** Reimbursement paid to related organization(s) for expenses

**p** Reimbursement paid by related organization(s) for expenses

**q** Other transfer of cash or property to related organization(s)

**r** Other transfer of cash or property from related organization(s)

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

|  | Yes | No |    | (a)<br>Name of other organization                   | (b)<br>Transaction type (a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|--|-----|----|----|---|-------------------------------|------------------------|--|
|  |     |    | 1a |   |                               |                        | X  |
|  |     |    | 1b |   |                               |                        | X  |
|  |     |    | 1c |   |                               |                        | X  |
|  |     |    | 1d |   |                               |                        | X  |
|  |     |    | 1e |   |                               |                        | X  |
|  |     |    | 1f |   |                               |                        | X  |
|  |     |    | 1g |   |                               |                        | X  |
|  |     |    | 1h |   |                               |                        | X  |
|  |     |    | 1i |   |                               |                        | X  |
|  |     |    | 1j |   |                               |                        | X  |
|  |     |    | 1k |   |                               |                        | X  |
|  |     |    | 1l |   |                               |                        | X  |
|  |     |    | 1m |   |                               |                        | X  |
|  |     |    | 1n |   |                               |                        | X  |
|  |     |    | 1o |   |                               |                        | X  |
|  |     |    | 1p |   |                               |                        | X  |
|  |     |    | 1q |   |                               |                        | X  |
|  |     |    | 1r |   |                               |                        | X  |
|  |     |    |    | DOWNTOWN KANSAS CITY COMMUNITY IMPROVEMENT DISTRICT | K                             | 273,948.               |  |
|  |     |    |    | DTC-DMV, INC.                                       | K                             | 6,000.                 |  |
|  |     |    |    | RIVER MARKET COMMUNITY IMPROVEMENT DISTRICT         | K                             | 41,232.                |  |
|  |     |    |    | KANSAS CITY CIVIC VENTURES                          | K                             | 12,000.                |  |
|  |     |    |    | 18TH AND VINE SERVICES                              | K                             | 15,600.                |  |
|  |     |    |    | ART IN THE LOOP                                     | K                             | 21,400.                |  |





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

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

|   |  |  |
|---|--|--|
| <b>Type or print</b>  | Name of exempt organization or other filer, see instructions.<br><b>THE DOWNTOWN COUNCIL</b>                             | Employer identification number (EIN) or<br><input checked="" type="checkbox"/> <b>43-1572192</b> |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>911 MAIN STREET, NO. 110</b>                | Social security number (SSN)<br><input type="checkbox"/>   |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>KANSAS CITY, MO 64105</b> |  |

Enter the Return code for the return that this application is for (file a separate application for each return) 01

| Application Is For                       | Return Code | Application Is For       | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990                                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 01          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

**KIM FILBECK**

- The books are in the care of ▶ **911 MAIN STREET - KANSAS CITY, MO 64105**  
 Telephone No. ▶ **816-421-1539** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**.

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

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

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.