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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2012

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

B Check if applicable

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
DOWNTOWN SPECIAL SERVICES, INC.

Doing Business As

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

ONE HSBC PLAZA, SUITE 1910

Room/suite

1910

City, town, or post office, state, and ZIP code

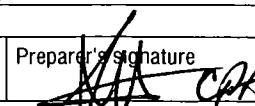
ROCHESTER, NY 14604F Name and address of principal officer. **ROBERT TAIT**
850 CLINTON SQUARE, ROCHESTER, NY 14604I Tax-exempt status: 501(c)(3) 501(c)() (insert no.) 4947(a)(1) or 527J Website: ► **WWW.ROCHESTERDOWNTOWN.COM**K Form of organization: Corporation Trust Association Other ► L Year of formation: **1994** M State of legal domicile: **NY**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO AID IN MAKING THE DOWNTOWN COMMUNITY OF ROCHESTER, NEW YORK, SAFER AND FRIENDLIER		
	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	29
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	28
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
Revenue	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0.	15,115.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	508,912.	547,816.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11.	18.
Expenses	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	508,923.	562,949.
	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)	380,920.	407,449.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
Net Assets or Fund Balances	b Total fundraising expenses (Part IX, column (D), line 25) ► 0.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	131,488.	142,900.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	512,408.	550,349.
	19 Revenue less expenses Subtract line 18 from line 12	<3,485.>	12,600.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Sign Here	21 Total liabilities (Part X, line 26)	38,885.	38,642.
	22 Net assets or fund balances Subtract line 21 from line 20	28,145.	15,302.
		10,740.	23,340.

Part II Signature Block

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

Sign Here	Signature of officer ROBERT TAIT, PRESIDENT	Date 11/7/13
Paid Preparer	Print/Type preparer's name STEVEN J. SOLIMANO	Preparer's signature 
Use Only	Firm's name ► VIELE, SOLIMANO AND SWAGLER CPA PC	Date 11/03/13
	Firm's address ► ONE EAST MAIN STREET ROCHESTER, NY 14614-1807	Check if self-employed <input type="checkbox"/> PTIN P00002317
		Firm's EIN ► 16-1303987
		Phone no. (585) 232-2670

May the IRS discuss this return with the preparer shown above? (see instructions)

232001 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

G6 22

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission.

**TO AID IN MAKING THE DOWNTOWN COMMUNITY OF ROCHESTER, NEW YORK, SAFER
AND FRIENDLIER**

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 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 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 are required to report the amount of grants and allocations to others, the total expenses, and
revenue, if any, for each program service reported4a (Code _____) (Expenses \$ **503,324.** including grants of \$ _____) (Revenue \$ **547,816.**)**SEE SCHEDULE ATTACHED**

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 ►

503,324.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, <i>Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4) 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 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>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 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>	10 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. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> b 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> 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> 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> e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 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> 	11a X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	11b X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	11c X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	11d X	
14a Did the organization maintain an office, employees, or agents outside of the United States? <ul style="list-style-type: none"> 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> 	11e 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>	11f 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>	12a 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>	12b 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>	13 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>	14a X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	14b X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	15 X	
	16 X	
	17 X	
	18 X	
	19 X	
20a	20b X	
	20b X	

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? If "Yes," complete Schedule I, Parts I and II		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? If "Yes," complete Schedule I, Parts I and III		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25		
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		
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)		
28a	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28b	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28c	c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I		
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		
35b	b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	28
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>		X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country. ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	X
9	Sponsoring organizations maintaining donor advised funds.	9b	X
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	<i>Note. See the instructions for additional information the organization must report on Schedule O</i>		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	29	
1b		29	
2			X
3		X	
4		X	
5		X	
6		X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13		
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13	Did the organization have a written whistleblower policy?		
14	Did the organization have a written document retention and destruction policy?		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
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 ► NY
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.
	<input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► HEIDI ZIMMER-MEYER - 585-546-6920
	100 CHESTNUT STREET, SUITE 1910, ROCHESTER, NY 14604

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) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated Employee			
(1) JOY HOUSE <u>TREASURER</u>	0.30	X	X				0.	0.	0.
(2) JOSEPH FLOREANO <u>VICE PRESIDENT</u>	0.30	X	X				0.	0.	0.
(3) ROBERT TAIT <u>PRESIDENT</u>	0.30	X	X				0.	0.	0.
(4) JEFFREY CALKINS <u>DIRECTOR</u>	0.20	X					0.	0.	0.
(5) GREG MARSHALL <u>DIRECTOR</u>	0.20	X					0.	0.	0.
(6) VINCENT MCINTYRE <u>SECRETARY</u>	0.30	X	X				0.	0.	0.
(7) MARK CLEARY <u>DIRECTOR</u>	0.20	X					0.	0.	0.
(8) ANTHONY BELLOMO <u>MEMBER</u>	0.20	X					0.	0.	0.
(9) KEVIN GIBSON <u>MEMBER</u>	0.20	X					0.	0.	0.
(10) GENE KOONS <u>MEMBER</u>	0.20	X					0.	0.	0.
(11) KATHY MCMANUS <u>MEMBER</u>	0.20	X					0.	0.	0.
(12) DAN MORGENSTERN <u>MEMBER</u>	0.20	X					0.	0.	0.
(13) KENNETH A NAU <u>MEMBER</u>	0.20	X					0.	0.	0.
(14) OMERI NWACHI <u>MEMBER</u>	0.20	X					0.	0.	0.
(15) MARK PANDOLF <u>MEMBER</u>	0.20	X					0.	0.	0.
(16) CHRISTOPHER PIRO <u>MEMBER</u>	0.20	X					0.	0.	0.
(17) NASSY SAIDIAN <u>MEMBER</u>	0.20	X					0.	0.	0.

Part VII

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(18) ALANA SANSONE <u>MEMBER</u>	0.20		X				0.	0.	0.
(19) JOE VALENTI <u>MEMBER</u>	0.20		X				0.	0.	0.
(20) ANN MARIE COOK <u>DIRECTOR</u>	0.20		X				0.	0.	0.
(21) TIM LIST <u>DIRECTOR</u>	0.20		X				0.	0.	0.
(22) JOY PACHECO <u>DIRECTOR</u>	0.20		X				0.	0.	0.
(23) ROBERT HILL <u>MEMBER</u>	0.20		X				0.	0.	0.
(24) RACHEL ROSEN <u>MEMBER</u>	0.20		X				0.	0.	0.
(25) SUZANNE SELDES <u>MEMBER</u>	0.20		X				0.	0.	0.
(26) CHRIS WAGNER <u>MEMBER</u>	0.20		X				0.	0.	0.
1b Sub-total						►	0.	0.	0.
c Total from continuation sheets to Part VII, Section A						►	0.	0.	0.
d Total (add lines 1b and 1c)						►	0.	0.	0.

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

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

Section B. Independent Contractors

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

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

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 VIII

Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	15,115.			
	g Noncash contributions included in lines 1a-1f \$		115.			
	h Total. Add lines 1a-1f	►	15,115.			
Program Service Revenue	2 a ASSESSMENT DISTRICT FU	Business Code 900099	538,950.	538,950.		
	b CONTRACTED SERVICES RE	900099	6,520.	6,520.		
	c WEBSITE SPONSORSHIPS	900099	2,346.	2,346.		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f	►	547,816.			
	3 Investment income (including dividends, interest, and other similar amounts)	►	18.			18.
4 Income from investment of tax-exempt bond proceeds	►					
5 Royalties	►					
6 a Gross rents	(i) Real					
b Less rental expenses	(ii) Personal					
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory	(i) Securities					
b Less cost or other basis and sales expenses	(ii) Other					
c Gain or (loss)						
d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
b Less direct expenses	b					
c Net income or (loss) from fundraising events	►					
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities	►					
10 a Gross sales of inventory, less returns and allowances	a					
b Less. cost of goods sold	b					
c Net income or (loss) from sales of inventory	►					
Miscellaneous Revenue	Business Code					
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	►	562,949.	547,816.	0.	18.	
12 Total revenue See instructions.	►					

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to 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	363,476.	363,476.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	7,275.	7,275.		
10 Payroll taxes	36,698.	36,698.		
11 Fees for services (non-employees).				
a Management	50,000.	13,380.	36,620.	
b Legal				
c Accounting	8,062.		8,062.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	1,264.	1,264.		
14 Information technology	7,401.	7,401.		
15 Royalties				
16 Occupancy	39,076.	39,076.		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	492.		492.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,428.	5,428.		
23 Insurance	7,993.	6,142.	1,851.	
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 COMMUNICATIONS EXPENSE	12,417.	12,417.		
b UNIFORMS AND SUPPLIES	5,868.	5,868.		
c PRINTING & PUBLICATIONS	4,557.	4,557.		
d MISCELLANEOUS EXPENSE	342.	342.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	550,349.	503,324.	47,025.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	17,437.
	2 Savings and temporary cash investments	3,250.	2	3,267.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	15,741.	4	0.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	2,150.	9	2,150.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	129,761.		
	b Less accumulated depreciation	10b 113,973.	10c 17,744.	15,788.
	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		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	38,885.	16	38,642.
Liabilities	17 Accounts payable and accrued expenses	4,421.	17	2,329.
	18 Grants payable		18	
	19 Deferred revenue	10,030.	19	0.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	10,805.	23	8,361.
	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	2,889.	25	4,612.
	26 Total liabilities. Add lines 17 through 25	28,145.	26	15,302.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	10,740.	27	8,340.
	28 Temporarily restricted net assets		28	15,000.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	10,740.	33	23,340.
	34 Total liabilities and net assets/fund balances	38,885.	34	38,642.

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	562,949.
2 Total expenses (must equal Part IX, column (A), line 25)	2	550,349.
3 Revenue less expenses Subtract line 2 from line 1	3	12,600.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,740.
5 Net unrealized gains (losses) on investments	5	
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,340.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

DOWNTOWN SPECIAL SERVICES, INC.

Employer identification number

16-1464168

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

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")					547,931.	547,931.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	456,872.	510,773.	507,987.	508,912.	562,931.	2,547,475.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	456,872.	510,773.	507,987.	508,912.	1,110,862.	3,095,406.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						3,095,406.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	456,872.	510,773.	507,987.	508,912.	1,110,862.	3,095,406.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	389.	119.	71.	11.	18.	608.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						3,096,014.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	99.98	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	99.95	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>	<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>	<input checked="" type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		<input type="checkbox"/>	<input checked="" type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
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

2012Open to Public
Inspection

Name of the organization

DOWNTOWN SPECIAL SERVICES, INC.Employer identification number
16-1464168**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? Yes 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? Yes 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
2a	
2b	
2c	
2d	

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

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?

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

	Amount
1c	
1d	
1e	
1f	

Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
b					
c					
d					
e					
f					
g					

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

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

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

(i) unrelated organizations
 (ii) related organizations

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

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

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

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	77,058.		77,058.	0.
d Equipment	35,244.		29,932.	5,312.
e Other	17,459.		6,983.	10,476.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	15,788.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (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: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (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)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PAYROLL & RELATED TAXES	1,529.
(3) DUE TO RDDC	3,083.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	4,612.

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

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

1 Total revenue, gains, and other support per audited financial statements	1	562,949.
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 XIII)	2d	
e Add lines 2a through 2d	2e	0.
3 Subtract line 2e from line 1	3	562,949.
4 Amounts included on Form 990, Part VIII, line 12 but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	562,949.

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

1 Total expenses and losses per audited financial statements	1	550,349.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII)	2d	
e Add lines 2a through 2d	2e	0.
3 Subtract line 2e from line 1	3	550,349.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	550,349.

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

PART X, LINE 2: FASB INTERPRETATION NO. 48 (FIN 48), ACCOUNTING FOR**UNCERTAINTY IN INCOME TAXES (FASB ASC 740-10), ADDRESSES REPORTING AND****DISCLOSURE REQUIREMENTS RELATED TO UNCERTAIN TAX POSITIONS. TAX YEARS****INCLUDING 2009 AND LATER ARE SUBJECT TO EXAMINATION BY TAX AUTHORITIES.****MANAGEMENT CONTINUALLY EVALUATES TAX POSITIONS REFLECTED IN THE****ORGANIZATION'S TAX FILINGS AND DOES NOT BELIEVE THAT ANY MATERIAL****UNCERTAIN TAX POSITIONS EXIST AND HAS NOT RECORDED ANY UNRECOGNIZED TAX****BENEFITS OR LIABILITY FOR PENALTIES OR INTEREST.**

Part XIII Supplemental Information (continued)

THE ORGANIZATION IS NOT AWARE OF ANY CIRCUMSTANCES OR EVENTS THAT MAKE IT REASONABLY POSSIBLE THAT TAX BENEFITS MAY INCREASE OR DECREASE WITHIN 12 MONTHS OF THE DATE OF THESE FINANCIAL STATEMENTS.

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

2012

Open to Public
Inspection

Name of the organization

DOWNTOWN SPECIAL SERVICES, INC.

Employer identification number
16-1464168

FORM 990, PART VI, SECTION A, LINE 3: MANAGEMENT DUTIES HAVE BEEN
DELEGATED TO ROCHESTER DOWNTOWN DEVELOPMENT CORPORATION, A RELATED TAX
EXEMPT ORGANIZATION AS IDENTIFIED ON SCHEDULE R. RDDC MANAGES ALL FINANCIAL
AND ADMINISTRATIVE FUNCTIONS OF DOWNTOWN SPECIAL SERVICES, INC. UNDER THE
SUPERVISION OF THE GOVERNING BODY OF DOWNTOWN SPECIAL SERVICES, INC.

FORM 990, PART VI, SECTION B, LINE 11: THE TAX RETURN IS REVIEWED BY THE
EXECUTIVE DIRECTOR OF THE ORGANIZATION AND THE TREASURER OF THE BOARD OF
DIRECTORS AND ANY QUESTIONS RAISED ARE DIRECTED TOWARD THE PAID PREPARER
FOR CLARIFICATION.

FORM 990, PART VI, SECTION B, LINE 12C: DISCLOSURES OF CONFLICTS OF
INTEREST ARE REQUIRED: 1)PRIOR TO VOTING ON OR OTHERWISE DISCHARGING HIS
DUTIES WITH RESPECT TO ANY MATTER INVOLVING THE CONFLICT WHICH COMES BEFORE
THE BOARD, MEMBERSHIP, OR ANY COMMITTEE; 2)PRIOR TO ENTERING INTO ANY
CONTRACT OR TRANSACTION INVOLVING THE CONFLICT; 3)AS SOON AS POSSIBLE AFTER
THE DIRECTOR, OFFICER OR MEMBERSHIP REPRESENTATIVE LEARNS OF THE CONFLICT;
AND 4)ON THE ANNUAL CONFLICT OF INTEREST DISCLOSE FORM.

FORM 990, PART VI, SECTION C, LINE 18: THE ORGANIZATION'S FORM 990 IS
AVAILABLE ON THE GUIDESTAR.ORG WEBSITE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING
DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE
AVAILABLE TO THE PUBLIC UPON REQUEST.

Name of the organization DOWNTOWN SPECIAL SERVICES, INC.	Employer identification number 16-1464168
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FORM 990, PART XI, LINE 2C: THE EXECUTIVE DIRECTOR IS APPOINTED TO

OVERSEE THE AUDIT AND SELECTS THE INDEPENDENT ACCOUNTANT.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

DOWNTOWN SPECIAL SERVICES, INC.

FORM 990 PAGE 10

16-1464168

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	5,352.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A		17	76.
17 MACRS deductions for assets placed in service in tax years beginning before 2012		17	76.

18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		27 5 yrs.	MM	S/L	
	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.		S/L
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	5,428.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V	Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)								
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.									

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	24b If "Yes," is the evidence written?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use	25
--	----

26 Property used more than 50% in a qualified business use	%	%	%
--	---	---	---

27 Property used 50% or less in a qualified business use	%	%	%	S/L -	S/L -	S/L -
--	---	---	---	-------	-------	-------

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1	28
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29 Add amounts in column (i), line 26. Enter here and on line 7, page 1	29
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Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle	
		Yes	No	Yes	No	Yes	No

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization	(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	--------------------------	------------------------------	------------------------	------------------	---------------------------------------	--------------------------------

42 Amortization of costs that begins during your 2012 tax year					
--	--	--	--	--	--

43 Amortization of costs that began before your 2012 tax year	43
---	----

44 Total. Add amounts in column (f). See the instructions for where to report	44
---	----



www.rochesterdowntown.com

DOWNTOWN SPECIAL SERVICES, Program Summary

March 2013

There are two reasons for the existence of this program: (1) Enhance safety beyond what the Police Department can provide with its Downtown Detail and routine downtown service; and, (2) Provide enhanced information for and communications services with visitors, property owners, businesses, residents, employees, and other users of downtown. It is paid for by downtown property owners.

DOWNTOWN DETAIL vs. RED SHIRTS

There has been much confusion about the roles of the Red Shirts versus the RPD's Downtown Detail. The following summarizes their distinct downtown responsibilities and coverage.

	DOWNTOWN DETAIL	RED SHIRTS
Territory covered:	Main Street, Four Corners to the Liberty Pole, with corner posts at Main/State, Main/St. Paul/South, and Main/Clinton	Inner Loop & High Falls, no overlap with Downtown Detail during their hours of coverage on Main Street
Hours of service:	Monday – Friday, 7:00 a.m. – 7:00 p.m.	Monday – Thursday, 1:00 – 9:30 p.m. Friday, 1:00 – 10:30 p.m. Saturday, 5:00 – 10:30 p.m. Sunday, 5:00 – 9:30 p.m.
Primary functions:	<ul style="list-style-type: none">* Highly visible presence on Main Street and at key intersections during business hours* Maintain traffic and pedestrian control at major intersections* Address specific crime and quality of life issues* Identify and address those individuals eroding the quality of life in the area	<ul style="list-style-type: none">* Weekday and evening coverage for restaurants, arts, and entertainment areas* “Walk You to Your Car” service for downtown workers, 3:00 to 9:00 p.m. on weekdays* Eyes and ears patrols in downtown’s residential neighborhoods* Support RPD and provide street intelligence to RPD to help them locate and apprehend suspects in downtown crimes

CORE DSSI PROGRAMS

RED SHIRTS (1 full-time, 22 part-time) – The Red Shirts are highly trained and experienced individuals, primarily retired law enforcement personnel drawn from the Rochester Police Department. They wear black and red uniforms and:

- Walk designated routes, usually in pairs;
- Ride police-grade mountain bikes; and,
- Maintain fixed posts throughout downtown as needed.

The Red Shirts concentrate on high activity areas and commuting routes, but do not duplicate current RPD coverage. Using a tight communications network, the unarmed Red Shirts interact with people walking on the street and business and property owners to provide an atmosphere of safety. They also alert the RPD regarding suspicious or illegal activity, contact 911 regarding medical and other emergencies, and call 311 for routine City service requests and to report damaged infrastructure and graffiti. Providing 53.5 hours of basic shift coverage per week, the hours of service for the Red Shirts are:

Monday – Thursday, 1:00 – 9:30 p.m.

Friday, 1:00 – 10:30 p.m.

Saturday, 5:00 – 10:30 p.m.

Sunday, 5:00 – 9:30 p.m.

Results To Date: In all of its work on the street, the Red Shirts team recorded 13,013 contacts from July 1, 2012 through February 28, 2013. This included 3,688 neighborhood watch checks. Our special attention checks for the same period last year increased dramatically from 5,666 to 7,728 or 36%. These checks are initiated by monitoring activity: (1) Near conferences and conventions; and, (2) From specific requests from the RPD, citizens, or businesses. This significant change is due to several changes in our operations that better cover high activity areas and a strong relationship and communications link with the RPD Downtown Detail as well as downtown neighborhood leaders.

On request, the Red Shirts also provide a “Walk You to Your Car” program, particularly appealing for females working late and walking to their parking facilities alone after hours. Since July 1st, a total of 370 calls for this service have been served – an average of 46 per month, down from 58 per month during this period last year. This drop in requests may be attributable to the increased visibility of our team members at night and the many reports we have received that just knowing that this service is available is appreciated and makes people feel safer – even if they never use it.

INFORMATION SERVICES (3 part-time on-site) – This team, backed up by an additional part-time supervisor, operates the Downtown Information Center at East Main & St. Paul, and are part of the data backbone for www.rochesterdowntown.com, downtown's premier website shared by DSSI & RDDC, which receives over 200,000 site visits per year. Hours of service at the Center are:

Monday – Friday, 10:00 a.m. – 4:00 p.m.

The Information Team also sends regular e-mail updates to over 400 street-level businesses including:

- A weekly “Downtown Events” schedule;
- A special “Convention Alert” to all downtown restaurants, services and retail businesses one week prior to a convention’s arrival; and,
- An updated “Downtown Restaurant List and Map” sent to front office managers, downtown convention managers, and a special distribution list.

Results To Date: From July 1, 2012 through February 28, 2013, our staff has assisted 2,445 patrons at the Downtown Information Center, and fulfilled 2,379 requests for information. It is worth noting that requests for bus information almost doubled this year (to date) from 448 to 804. This is very likely related to the fact that in 2012, RGRTA closed its information center kiosk in the Sibley building.

CHANGES IMPLEMENTED IN FY 2012-13

To respond to the new needs emerging downtown, the following programmatic changes were made to improve our services over the past year:

RED SHIRTS

- The two DSSI operations centers were combined into one location at the Rochester Radisson Riverside Hotel to provide more visibility for the Red Shirts, increased efficiencies, and better overall program supervision.
- Red Shirts routes and service have been reevaluated and recalibrated and coordinated with the RPD Downtown Detail’s coverage of Main Street. The goal is to avoid overlap of services and patrols so that the perception of downtown safety greatly improves.
- As projects in the pipeline have gone under construction and/or opened for occupancy (e.g., Bridge Square Lofts, 44 Exchange Street, Transit Center, North Plymouth Terrace, Windsor Gate Townhomes), Red Shirts service routes have been reevaluated to provide better citizen and employee support.

INFORMATION SERVICES

- Significantly improved communications with district property owners and other key stakeholders, the public, and the media have been developed in a strong partnership with the Rochester Downtown Development Corporation (RDDC). Keeping corporate-related communications separate, public communications have been combined into a seamless and more customer-focused program, including:
 - Revamped downtown website, www.rochesterdowntown.com
 - New “Downtown Rochester, NY” Facebook page
 - New e-newsletter (@round downtown), sent to 3,500 people every two months
 - Stronger relationships with downtown neighborhood and business associations
- Information Services is driving several initiatives to better connect potential users with our information resources and to promote and increase sales at downtown businesses. New initiatives in the last year include:
 - *Welcoming businesses and residents with restaurant promotions:* Information Center staff developed a pilot marketing program for restaurants last year for a targeted convention that solicited and encouraged restaurant participation. A handout and map describing the promotions and restaurant locations was created and given to convention attendees. All but one of 10 participating restaurant owners told us that this program was a great success, resulting in increased sales.

As a result, we developed a custom webpage using this same concept. Welcome packets for new businesses and residents will be able to leverage promotions which will also help boost sales at downtown restaurants and service businesses.

Brand Networks and Windstream employees will be the first to be offered these customized pages as a way to welcome them to their new downtown locations. Over 15 businesses will offer promotions to about 75 Brand Networks employees moving to the High Falls Neighborhood in April 2013.

- *Helping convention and meeting attendees:* By partnering with VisitRochester, Information Services staff have been able to provide longer range attendance information about coming events to the Red Shirts. Previously, only a monthly report was available thus limiting the proper scheduling of Red Shirts staffing levels. With a longer range view, Red Shirts supervision can develop work schedules with appropriate levels of staffing that best meet the needs of every conference and convention.
- *Helping RGRTA bus patrons:* Working jointly with RGRTA staff, two new window poster displays were developed to display updated bus schedules. These two displays are posted in the window on the St. Paul Street side of the Downtown Information Center. Maintained by RGRTA, the information is always current and is more easily accessible to RGRTA patrons even when the center is closed.

KEY PARTNERSHIP PROJECTS

- DSSI and RDDC continue to partner to develop more creative ways to provide downtown and neighborhood information. The team has developed a web-based “Welcome to Downtown” packet used for incoming companies, employees, residents, and visitors (e.g., Brand Networks, Windstream).
- DSSI’s Red Shirts Safety Team continues its collaboration with the High Falls Business Improvement District, PAC-TAC, and RPD to coordinate extended, non-overlapping street patrols in the High Falls Neighborhood.
- With the RPD Downtown Detail, DSSI and its Red Shirts Safety Team has significantly improved the timeliness and content of two-way communications about active crime information so that staff of each organization is better informed of all downtown crime prevention focus areas and issues.

SELECTED RED SHIRTS SERVICE HIGHLIGHTS

June 22, 2012: At 3:15 pm, Safety Team members Joe Tedone and Dave Zaidel stopped behind a moving vehicle at 115 South Ave. A scooter was southbound on South Ave. and swerved into the path of a U.S. Postal Service truck. Driver of the scooter sustained an injury to his left leg as a result of being run over by the right rear tire of the mail truck. J. Tedone assisted RPD with locating and taking down names of witnesses. J. Tedone also rendered assistance in calming the U.S. mail truck driver as he was visibly shaken by this accident. [RPD CR#12-190275]

July 9, 2012: Ms. Paula Smith called and requested a safe route for elderly members of a Model Railroad Club from the Universalist Church to the Hyatt Hotel. Fixed posts were set up at Clinton Ave. and Court St, Court St. at South Ave., and in front of the Hyatt Hotel. Between 6:30 and 9:15 pm, Safety Team members Karen Coriddi, Bill Danno, and Jack Langdon assisted 50 people in getting back and forth between the Universalist Church and Hyatt.

(DSSI PROGRAM SUMMARY, March 2013, page five)

July 23, 2012: At 2:00 pm, patrolling Safety Team members Joe Tedone and Jim McNamara were approached by a parking attendant at 101 State Street stating that a male had been harassing customers returning to their cars between 4:00 and 5:00 p.m. The male tells them he *"will not hurt them"*. Contact was made by downtown employee Jen Leder, and a "Walk You to Your Car" escort card was given and special attention was provided to the area.

July 27, 2012: At 4:00 pm at 40 Commercial St., Safety Team members Mike Giardina and John VanLoon were on the High Falls bridge and observed three youths 14-16 years of age on the ledge overlooking the falls. The youths were running back and forth through a door at the old festival site. 9511 RPD Officer P. Carney was contacted and responded to the area. Officer Carney found the youths in an unsecured building, names and addresses of all three youths were recorded. Officer Carney contacted 911 to have a crew contacted in order to secure the building.

July 31, 2012: At the northeast corner of St. Paul and East Main at 9:10 pm, a woman (Melissa) approached Safety Team members Joe Gaudio and Joe Tedone and stated that her friend was not responsive at the bus stop. Team found a woman who was unconscious but breathing with her head on the lap of an unidentified male. 9511 and Rural Metro were both immediately called by the Team for assistance.

September 6, 2012: At 3:30 pm Safety Team members Mike Giardina and Bill Danno were sent to 35 St .Paul Street to meet with the property owner. He was assaulted on 9/4/12 by an unknown male who also assaulted him 6-8 months prior. He was in fear for his safety as well as that of his family. He feared that either he or his attacker would end up dead if this wasn't resolved. Safety Services Team Supervisor Chris Vigliotti contacted Downtown Detail Capt. Pete Leach to facilitate RPD's involvement. As a result, a successful arrest was made a few days later.

September 22, 2012: At 8:15 pm on the corner of Main St. and St. Paul St., Safety Team members Rich Palmer and Mark Merklinger witnessed a pedestrian get struck by a silver Chevy Impala. The driver of the Chevy Impala did not stop and continued south bound on South Ave. Two citizens (Judge Gail Donofrio and her husband) stopped and assisted. The Safety Team called 9511 Officer John Kolyer and an ambulance arrived shortly. The incident was caught on camera and follow up was conducted by RPD.

November 10, 2012: At 5:45 pm, Safety Team members Fred Van Orden and Jeff Conklin were patrolling the Grove Place neighborhood when they noticed a suspicious situation. The garage door on 52 Windsor Street was open. After observing the area, nobody suspicious was observed by the Safety Team nor was any damage found or theft reported. The house was vacant due to being under construction. The garage door was closed by the Safety Team and the team left through the front door, locking it behind them. 9511 was notified.

December 5, 2012: At 4:30 pm, Safety Team Frank Frey and Joe Tedone met with Monroe County District Attorney Office Investigator Rick Gosnell on Division Street. The investigator gave them a flyer with photos of two men believed to be witnesses (wanted for grand jury testimony) of a shooting on 35 Chestnut Street this past summer. Multiple locations were checked throughout the afternoon and one of the witnesses was eventually located at Achilles and Stillson Street. Investigator Gosnell responded and took the individual into custody.

December 6, 2012: At 6:20 pm, Safety Team members Mike Scarpulla and Joe Gaudio were patrolling St. Paul and Division Street when they observed an individual walking in the street, obstructing traffic and citizens, causing a dangerous situation and creating traffic problems. The individual was also chasing citizens down Division Street. 9511 was immediately called by the Safety Team, and another RPD Officer was flagged down for assistance. 9511 Sgt. Brett Sobierski responded and arrested the individual for disorderly conduct.

December 11, 2012: At 2:35 pm, Safety Team members Bill Danno and Dave DeMers were patrolling around 119 South Ave. when they spotted a male that fit the description of a witness needed for grand jury in relation to a shooting on 35 Chestnut St this past summer. 9511 was called and responded, and the individual was stopped in front of 215 N. Clinton Ave. Team members also contacted Investigator Rick Gosnell of the Monroe County District Attorney's Office who responded to the location. The individual was taken into custody for an unrelated warrant. The Red Shirts were responsible for locating two material witnesses wanted by the DA's office for grand jury testimony due to the shooting at 35 Chestnut Street.

December 17, 2012: At 9:15 pm, Safety Team members Joe Gaudio and Bob Kerr were approached at 120 E. Main Street by a female. She was requesting help because her boyfriend was threatening to beat her again, and stated she was thinking of committing suicide. The Safety Team called 9511. When 9511 arrived at the scene, an ambulance was called and the woman was MHA (mental hygiene arrested).

Walk You to Your Car Service Notes: In addition to the significant contacts reported above, the Downtown Safety Services team began a fixed post on November 1, 2012 at Achilles St. and Stillson Streets from 4:15 pm until 5:40 pm, Monday through Friday. We have received significant positive feedback from a number of people who walk past that corner as they leave work each night. We also received e-mails from Mr. Ralph Van Houghton (Director of the Environmental Health, NYS Health Department) praising the presence of the Safety Team each evening. In addition, the Safety Team continues to assign a fixed post at High Falls from 4:15 pm until 5:15 pm Monday through Friday. We began to keep a log book on November 14th to record the requests received for escorts. Between mid-November 2012 until the end of February 2013, the Safety Team responded to 81 requests for our Walk You to Your Car service.

DOWNTOWN DEVELOPMENT PICTURE

Total 2013 Investment = \$548 M. total, \$285 M. in private development

Market-Rate Housing in Pipeline = 10 projects, 674 units

All Existing Housing = 3,015 units, 5,071 downtown residents

Market-Rate Rental Housing = 1,898 units, 7.2% vacant (without 4 unusual property cases, 4.2%)

Subsidized Rental Housing = 899 units, 6.8% vacant

Housing Added Since 2000 = 847 units

All Office Space = 10.9 M. sq. ft., 110 buildings, 86.8% occupied (May 2012)

Competitive Office Space = 6.6 M. sq. ft., 88 buildings, 78.2% occupied (May 2012)

Employment Base = 50,000+ workers

Annual Visitors = 5 million+

Colleges & Universities = Eastman School of Music, Monroe Community College, SUNY Brockport MetroCenter, SUNY Rochester Educational Opportunity Center (REOC)

Residential. Downtown's residential population has increased 11.5% between 2000 and 2010. During that same time period, Monroe County grew by 1.2%, and the City of Rochester lost 4.2% of its population (although the pattern began to reverse in the second half of the decade). Over 1,400 people moved into the downtown area, and with another seven housing projects in the pipeline, another 700+ are anticipated in the next few years. Almost 5,000 people are now living downtown.

Office Market. A handful of downtown neighborhoods are seeing office and residential development, especially the Cascade District, High Falls, Manhattan Square, and St. Paul Quarter. The Midtown Block is being transformed with significant public and private investments, and Windstream will bring in 330 more downtown workers when its building opens in July of 2013. Approximately 50,000 people work downtown in 108 office buildings.

The downtown office market has contracted on the whole over the past two years, and the vacancy rate for Class A space rose significantly this past year. The slow recovery from the recession, non-downtown location alternatives (suburban and city), and parking issues are the most frequently cited reasons for this situation, although several towers have some unique circumstances. Notably however, Class B and Non-Traditional space have actually increased occupancy between 2011 and 2012, and those two categories comprise two-thirds of the downtown office market.

Visitors. Downtown sees more than 5 million visitors every year for a wide range of activities. These include: conventions and trade shows; parades and fireworks; graduations; Xerox Rochester International Jazz Festival; Fringe Festival; arts, entertainment and performance events music and dance classes; and museum attendance. For example, over the past 11 years the Jazz Festival has grown from 15,000 to 182,000 attendees over its nine days, and the Strong Museum has more than doubled its attendance at 600,000 annual visitors.

Development Projects. Over the past year, downtown has changed in significant ways:

- **Midtown Block redevelopment** is well underway, with Pike's Windstream Building opening in July, service tunnel and garage reconstruction underway, and greenspace plans solidifying;
- **Four housing projects** have opened their doors – North Plymouth Terrace (Phase I, 6 units), 44 Exchange (29 units), Windsor Gate Townhomes (5 units), and Bridge Square Lofts (24 units);
- **The new SUNY REOC campus** opened and is in full swing, adding significant vitality to the Manhattan Square area and growing the impact of that institution on the urban economy;
- New investors in the **Sibley Complex** promise more housing, revitalized commercial spaces, and a \$150-200 million investment over the next decade;
- Larry Glazer and Buckingham Properties have increased their holdings in both the **Alexander Park** area of downtown, and the Midtown Block. While the Alexander Park area and the Upper East End are not part of the Red Shirts assessment district, this investment continues to anchor the southeast side of downtown. **Midtown Tower** is, however, and this more mixed income project will add exciting new housing product to the downtown market;
- Morgan Management is not only continuing their partnership in the Midtown Tower housing conversion project, but has just announced their **luxury riverfront housing project** plans located just south of Dinosaur BBQ;
- While **384 East Avenue Inn & Suites** is downtown but not in this assessment district, its presence will serve the Eastman School of Music, downtown conventioneers and business travelers;
- **Major infrastructure improvements on Chestnut, Broad and Court Streets** including the first downtown roundabout, two-way street conversions, and a revitalized streetscape.

Other projects in the pipeline that will change the downtown landscape include:

1. **Two-way street conversions** planned for St. Paul Street and Clinton Avenue north of Main Street, and serious exploration of the potential to convert a portion of these streets south of Main Street;
2. **RIT's Center for Urban Entrepreneurship** in the former RCSB Franklin Street building;
3. **Transit Center**, scheduled to open in 2015;
4. **New MCC campus** in High Falls, scheduled to open in 2015;
5. **Roc City Skatepark** in the southeastern part of downtown connecting to the South Wedge under downtown's "can of worms" 490 access roadways;
6. **Hilton Garden Inn** next to the Hyatt Hotel;
7. **More housing projects** – Mills at High Falls III, Academy Building, 111 East Avenue (restoration project), phase two of the Windsor Gate Townhomes, VOA housing at 123 State Street (renovation project), and the Hive at 155 (work-live artist lofts).

Many of these investments will ultimately grow downtown's property tax base – some substantially. All of them require that DSSI constantly reevaluate its programming to fit the needs of changing downtown neighborhoods (e.g., Cascade District, High Falls) and the new center city that is emerging.

Part VI

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

Total to Part VII, Section A, line 1c