

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization D Employer identification number DOWNTOWN SAN DIEGO PARTNERSHIP, INC. Doing Business As 95-1729734 Number and street (or P.O. box if mail is not delivered to street address) Room/suite 401 B STREET 100 E Telephone number 619-234-0201 City or town, state or province, country, and ZIP or foreign postal code SAN DIEGO, CA 92101 G Gross receipts \$ 7,060,796. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (6) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ WWW.DOWNTOWNSANDIEGO.ORG K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1952 M State of legal domicile: CA	
F Name and address of principal officer: KRIS MICHELL SAME AS C ABOVE	

Part I Summary

	1	Briefly describe the organization's mission or most significant activities: -ADVOCATE FOR IMPROVEMENTS THAT ENHANCE DOWNTOWN SAN DIEGO'S QUALITY OF LIFE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3	88
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	86
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	98
	6	Total number of volunteers (estimate if necessary)	6	60
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year
9		Program service revenue (Part VIII, line 2g)	498,375.	530,544.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,686,559.	5,963,177.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,096.	892.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	260,462.	311,561.
			6,446,492.	6,806,174.
Expenses	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)	2,715,357.	3,054,345.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,758,186.	3,864,731.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,473,543.	6,919,076.
	19	Revenue less expenses. Subtract line 18 from line 12	-27,051.	-112,902.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	2,082,523.	1,991,076.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,611,699.	1,633,154.
		470,824.	357,922.	

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 KRIS MICHELL, PRESIDENT Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name STEPHEN M. DAY Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN P00227737 Firm's name ▶ COHNREZNICK LLP Firm's EIN ▶ 22-1478099 Firm's address ▶ 9255 TOWNE CENTRE DRIVE - SUITE 250 SAN DIEGO, CA 92121 Phone no. 858-535-2000	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: AS THE "VOICE OF DOWNTOWN" IT IS OUR MISSION TO ADVANCE DOWNTOWN SAN DIEGO AS THE LEADING ECONOMIC, CULTURAL AND GOVERNMENTAL CENTER OF THE REGION THROUGH LEADERSHIP, ADVOCACY AND EDUCATION.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$) DOWNTOWN PROPERTY-BASED BUSINESS IMPROVEMENT DISTRICT (PBID) - BORN FROM A DESIRE TO IMPROVE THE BUSINESS CLIMATE, COMPETITIVENESS AND QUALITY OF LIFE IN DOWNTOWN SAN DIEGO, THE PARTNERSHIP MANAGES THE DOWNTOWN CLEAN & SAFE PROGRAM, THROUGH A "PBID" WHICH OVERSEES ENHANCED MAINTENANCE AND SAFETY SERVICES IN THE FOLLOWING DOWNTOWN DISTRICTS: CORE, COLUMBIA, MARINA, GASLAMP QUARTER, EAST VILLAGE, AND CORTEZ. THE PARTNERSHIP RECEIVES FUNDS FROM THE PROPERTY TAX ASSESSMENTS ON OWNERS WITHIN THE PBID TO ADMINISTER THE PROGRAM.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$) DOWNTOWN BUSINESS IMPROVEMENT DISTRICT (BID) - THE PARTNERSHIP MANAGES THE DOWNTOWN BID FROM FIRST STREET TO TENTH AVENUE AND ASH STREET TO E STREET, FOR WHICH IT RECEIVES CITY FUNDING.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$) ONE OF THE CLEAN & SAFE PROGRAMS IS THE SAFETY AMBASSADORS. ONE OF THE PRIMARY GOALS OF THE SAFETY AMBASSADORS IS TO ENHANCE AND COMPLEMENT THE CITY OF SAN DIEGO'S POLICE DEPARTMENT SERVICES. USING TWO-WAY RADIOS AND PATROLLING ON FOOT AND BICYCLES, AMBASSADORS ACT AS AN EXTRA SET OF "EYES AND EARS" FOR LAW ENFORCEMENT AND PROPERTY OWNERS, AND CAN RESPOND TO CLEAN & SAFE SERVICE CALLS IN A MATTER OF MINUTES.

SAFETY AMBASSADORS OPERATE 24 HOURS A DAY AND ARE PROACTIVELY ENGAGING HOMELESS INDIVIDUALS AND PROVIDING THEM WITH USEFUL INFORMATION ABOUT THE VARIOUS SOCIAL SERVICES AVAILABLE.

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

4e Total program service expenses

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses (e.g., 14, 0, 98, 14a, 10b, 11a, 11b, 12a, 12b, 13a, 13b, 13c, 14a, 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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with columns for line number, description, and Yes/No checkboxes. Includes lines 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with columns for line number, description, and Yes/No checkboxes. Includes lines 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
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.
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: THE ORGANIZATION - 619-234-0201 401 B STREET, SUITE 100, SAN DIEGO, CA 92101

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALAN PETRASEK DIRECTOR	1.00	X					0.	0.	0.	
(2) ALBERTO GUARDADO DIRECTOR	1.00	X					0.	0.	0.	
(3) BILL SAULS TREASURER	1.00	X		X			0.	0.	0.	
(4) BOB MORRIS DIRECTOR	1.00	X					0.	0.	0.	
(5) BRANDY CHRISTIAN DIRECTOR	1.00	X					0.	0.	0.	
(6) BRENDAN FOOTE DIRECTOR	1.00	X					0.	0.	0.	
(7) CASEY BROWN DIRECTOR	1.00	X					0.	0.	0.	
(8) CHARLES BLACK DIRECTOR	1.00	X					0.	0.	0.	
(9) CHRIS FRAHM DIRECTOR	1.00	X					0.	0.	0.	
(10) CRAIG BENEDETTO 2ND VICE CHAIR	1.00	X		X			0.	0.	0.	
(11) CRAIG IRVING DIRECTOR	1.00	X					0.	0.	0.	
(12) DALE KAIN DIRECTOR	1.00	X					0.	0.	0.	
(13) DARIN ANDERSEN DIRECTOR	1.00	X					0.	0.	0.	
(14) DON STANZIANO DIRECTOR	1.00	X					0.	0.	0.	
(15) DONNA JONES DIRECTOR	1.00	X					0.	0.	0.	
(16) DOUG PAUL DIRECTOR	1.00	X					0.	0.	0.	
(17) DR. LORI WILLIAMS DIRECTOR	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ED CRAMP DIRECTOR	1.00	X						0.	0.	0.
(19) ERIC JONES DIRECTOR	1.00	X						0.	0.	0.
(20) ERIC STENMAN DIRECTOR	1.00	X						0.	0.	0.
(21) ERNIE HAHN DIRECTOR	1.00	X						0.	0.	0.
(22) FRANK URTASUN VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(23) GAIL KING DIRECTOR	1.00	X						0.	0.	0.
(24) GREG MCKEE DIRECTOR	1.00	X						0.	0.	0.
(25) GREG MUELLER DIRECTOR	1.00	X						0.	0.	0.
(26) GREG SHIELDS DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								630,693.	0.	18,433.
d Total (add lines 1b and 1c)								630,693.	0.	18,433.

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 3

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
UNIVERSAL PROTECTION SERVICES P.O. BOX 101034, PASADENA, CA 91189	SECURITY SERVICES	877,911.
GREEN CLEAN WATER & WASTE SERVICES, INC., 5790 MIRAMAR RD. STE. #206, SAN DIEGO, CA	SIDEWALK WASHING	811,733.

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 2

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) HELEN ROBBINS-MEYERS DIRECTOR	1.00	X						0.	0.	0.
(28) HENRY FORD DIRECTOR	1.00	X						0.	0.	0.
(29) HOWARD MILLS DIRECTOR	1.00	X						0.	0.	0.
(30) IGNACIO DE LA TORRE IMMEDIATE PAST CHAIRMAN	1.00	X		X				0.	0.	0.
(31) JACK MCGRORY DIRECTOR	1.00	X						0.	0.	0.
(32) JAMES NIGRO DIRECTOR	1.00	X						0.	0.	0.
(33) JANELLE RIELLA VP OF PUBLIC POLICY AND CO	40.00	X		X			111,000.	0.	4,596.	
(34) JANICE BROWN DIRECTOR	1.00	X						0.	0.	0.
(35) JAYMIE BRADFORD DIRECTOR	1.00	X						0.	0.	0.
(36) JEFF CAVIGNAC DIRECTOR	1.00	X						0.	0.	0.
(37) JEFF STAUFFER DIRECTOR	1.00	X						0.	0.	0.
(38) JENNIFER FARNHAM DIRECTOR	1.00	X						0.	0.	0.
(39) JERRY SANDERS DIRECTOR	1.00	X						0.	0.	0.
(40) JIM CHATFIELD DIRECTOR	1.00	X						0.	0.	0.
(41) JIM DAWE DIRECTOR	1.00	X						0.	0.	0.
(42) JIM WARING DIRECTOR	1.00	X						0.	0.	0.
(43) JOHN SCHAFER DIRECTOR	1.00	X						0.	0.	0.
(44) JOYCE GLAZER DIRECTOR	1.00	X						0.	0.	0.
(45) KEITH B. JONES CHAIRMAN	1.00	X		X				0.	0.	0.
(46) KIMBERLY BREWER DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) KRIS MICHELL PRESIDENT	40.00	X		X				214,462.	0.	304.
(48) MARK NAVARRA DIRECTOR	1.00	X						0.	0.	0.
(49) MARK PAYNE DIRECTOR	1.00	X						0.	0.	0.
(50) MATT CARLSON DIRECTOR	1.00	X						0.	0.	0.
(51) MICHAEL AKAVAN DIRECTOR	1.00	X						0.	0.	0.
(52) MICHAEL BURTON DIRECTOR	1.00	X						0.	0.	0.
(53) MICHAEL JOHNSON DIRECTOR	1.00	X						0.	0.	0.
(54) MICHAEL SIMONSEN DIRECTOR	1.00	X						0.	0.	0.
(55) MIKE MADIGAN DIRECTOR	1.00	X						0.	0.	0.
(56) NANCY SCULL DIRECTOR	1.00	X						0.	0.	0.
(57) NELSON ACKERLY DIRECTOR	1.00	X						0.	0.	0.
(58) NICHOLAS WILSON DIRECTOR	1.00	X						0.	0.	0.
(59) NIKKI CLAY DIRECTOR	1.00	X						0.	0.	0.
(60) PATRICIA ELIZONDO DIRECTOR	1.00	X						0.	0.	0.
(61) PAUL ROBINSON DIRECTOR	1.00	X						0.	0.	0.
(62) PERRY DEALY DIRECTOR	1.00	X						0.	0.	0.
(63) PHIL BLAIR DIRECTOR	1.00	X						0.	0.	0.
(64) PHIL PETERSEN DIRECTOR	1.00	X						0.	0.	0.
(65) PHIL RATH DIRECTOR	1.00	X						0.	0.	0.
(66) PHILIP SERGHINI DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) RICH GEISLER DIRECTOR	1.00	X						0.	0.	0.
(68) RICHARD BACH DIRECTOR	1.00	X						0.	0.	0.
(69) RICHARD GONOR DIRECTOR	1.00	X						0.	0.	0.
(70) RICK GENTRY DIRECTOR	1.00	X						0.	0.	0.
(71) ROB LANKFORD DIRECTOR	1.00	X						0.	0.	0.
(72) ROBIN MADAFFER SECRETARY	1.00	X		X				0.	0.	0.
(73) RUBEN ANDREWS DIRECTOR	1.00	X						0.	0.	0.
(74) SAM ATTISHA DIRECTOR	1.00	X						0.	0.	0.
(75) SCOTT GRADY DIRECTOR	1.00	X						0.	0.	0.
(76) SCOTT MALONI DIRECTOR	1.00	X						0.	0.	0.
(77) SCOTT RIPPERTON DIRECTOR	1.00	X						0.	0.	0.
(78) STACEY PENNINGTON DIRECTOR	1.00	X						0.	0.	0.
(79) STEPHAN GOSS DIRECTOR	1.00	X						0.	0.	0.
(80) STEVE ESPINO DIRECTOR	1.00	X						0.	0.	0.
(81) STEVEN CUSHMAN DIRECTOR	1.00	X						0.	0.	0.
(82) SUMEET PAREKH DIRECTOR	1.00	X						0.	0.	0.
(83) TERRY ARNETT DIRECTOR	1.00	X						0.	0.	0.
(84) TOD FIROTTA DIRECTOR	1.00	X						0.	0.	0.
(85) TOM FERRELL DIRECTOR	1.00	X						0.	0.	0.
(86) TONY YOUNG DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>										
(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(87) WAYNE HICKEY DIRECTOR	1.00	X						0.	0.	0.
(88) WHITNEY BENZIAN DIRECTOR	1.00	X						0.	0.	0.
(89) BAHIJA HAMRAZ DISTRICT DIRECTOR	40.00			X				82,500.	0.	4,549.
(90) JOHN HANLEY VP OF FINANCE	40.00			X				86,731.	0.	4,557.
(91) RYAN LOOFBOURROW EXECUTIVE DIRECTOR	40.00			X				136,000.	0.	4,427.
Total to Part VII, Section A, line 1c								630,693.		18,433.

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b	530,544.			
	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				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		530,544.			
Program Service Revenue	2 a <u>PBID ASSESSMENT & PARK</u>	Business Code 900099	5,405,051.	5,405,051.		
	b <u>TRANSIT PASS PROGRAM</u>	900099	441,524.	441,524.		
	c <u>BID INCOME</u>	900099	81,052.	81,052.		
	d <u>BANNER FEES</u>	900099	35,550.	35,550.		
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		5,963,177.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		892.			892.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	566,183.			
		b Less: direct expenses	b	254,622.		
c Net income or (loss) from fundraising events			311,561.		311,561.	
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					
12 Total revenue. See instructions.			6,806,174.	5,963,177.	0.	312,453.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 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	603,396.			
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	1,792,757.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	435,909.			
10 Payroll taxes	222,283.			
11 Fees for services (non-employees):				
a Management				
b Legal	150,025.			
c Accounting	29,852.			
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.)	1,980,733.			
12 Advertising and promotion	69,641.			
13 Office expenses	377,637.			
14 Information technology	10,428.			
15 Royalties				
16 Occupancy	315,051.			
17 Travel	17,341.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,082.			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	60,739.			
23 Insurance	132,131.			
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 TRANSIT PASS PROGRAM	417,966.			
b BID REPAIRS & MAINTENAN	106,129.			
c MISCELLANEOUS EXPENSE	74,355.			
d BID EXPENSES	56,052.			
e All other expenses	55,569.			
25 Total functional expenses. Add lines 1 through 24e	6,919,076.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	265,701.	1	311,963.
	2 Savings and temporary cash investments	483,204.	2	518,806.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,058,043.	4	890,209.
	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	112,989.	9	78,404.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 841,465.		
	b Less: accumulated depreciation	10b 649,771.	162,586.	10c 191,694.
	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)	2,082,523.	16	1,991,076.	
Liabilities	17 Accounts payable and accrued expenses	464,228.	17	441,556.
	18 Grants payable		18	
	19 Deferred revenue	310,627.	19	360,018.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	836,844.	25	831,580.
	26 Total liabilities. Add lines 17 through 25	1,611,699.	26	1,633,154.
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	470,824.	27	357,922.
	28 Temporarily restricted net assets		28	
	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	470,824.	33	357,922.	
34 Total liabilities and net assets/fund balances	2,082,523.	34	1,991,076.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,806,174.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,919,076.
3	Revenue less expenses. Subtract line 2 from line 1	3	-112,902.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	470,824.
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	357,922.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
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?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2013)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990 .

OMB No. 1545-0047

2013

Name of the organization

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

Employer identification number

95-1729734

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(6) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ACE PARKING 645 ASH STREET SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	AMERICAN MEDICAL RESPONSE 8808 BALBOA AVENUE, SUITE 150 SAN DIEGO, CA 92123	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	BANK OF AMERICA 450 B STREET, SUITE 620 SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	BBL, INC. 450 B STREET, SUITE 400 SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	BOSA DEVELOPMENT CALIFORNIA II, INC. 500-1901 ROSSER AVENUE BURNABY, BC, CANADA V5C 6S3	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	BRIDGEPOINT EDUCATION 13500 EVENING CREEK DRIVE NORTH SUITE 600 SAN DIEGO, CA 92128	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>CARLETON MANAGEMENT, INC.</u> <u>11440 WEST BERNARDO COURT, SUITE 240</u> <u>SAN DIEGO, CA 92127</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<u>CARRIER JOHNSON + CULTURE</u> <u>1301 THIRD AVENUE</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<u>CLARK CONSTRUCTION GROUP- CALIFORNIA, LP</u> <u>525 B STREET, SUITE 250</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	<u>CUSHMAN WAKEFIELD</u> <u>4435 EASTGATE MALL, SUITE 200</u> <u>SAN DIEGO, CA 92121</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	<u>DYNALECTRIC COMPANY</u> <u>9505 CHESAPEAKE DRIVE</u> <u>SAN DIEGO, CA 92123</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	<u>FOX SPORTS SAN DIEGO</u> <u>350 10TH AVE. SUITE 400</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<u>HIGGS FLETCHER & MACK</u> <u>401 WEST A STREET SUITE 2600</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<u>HUGHES MARINO</u> <u>1450 FRONT STREET</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<u>IRVINE COMPANY</u> <u>600 WEST BROADWAY, #300</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>7,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<u>LANKFORD & ASSOCIATES</u> <u>1050 PARK BLVD.</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<u>MCCARTHY BUILDING COMPANIES, INC.</u> <u>6165 GREENWICH DRIVE, SUITE 340</u> <u>SAN DIEGO, CA 92122</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<u>OLIVERMCMILLAN</u> <u>733 8TH AVENUE</u> <u>SAN DIEGO, CA 92101</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	PCL CONSTRUCTION SERVICES 4690 EXECUTIVE DRIVE, SUITE 100 SAN DIEGO, CA 92121	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	POSEIDON RESOURCES 501 WEST BROADWAY SUITE 2020 SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	SDG&E LUCIA STONE 8330 CENTURY PARK COURT ML#CP31D SAN DIEGO, CA 92123	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	SAN DIEGO PADRES 100 PARK BLVD SAN DIEGO, CA 92101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	SUFFOLK-ROEL P.O. BOX 80216 SAN DIEGO, CA 92138	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	SYCUAN BAND OF THE KUMEYAAY NATION ADAM DAY 5459 SYCUAN ROAD EL CAJON, CA 92019	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	WAL-MART PO BOX 750 LOMA LINDA, CA 92318	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	WESTFIELD CORPORATION 225 BROADWAY, SUITE 1700 SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	BROWN LAW GROUP 600 B STREET, STE. 1650 SAN DIEGO, CA 92101	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	CALIFORNIA APARTMENT ASSOCIATION 2532 TRUXTUN ROAD, SUITE 208 SAN DIEGO, CA 92116	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	EMMES REALTY SERVICES OF CA 3161 MICHELSON DRIVE, SUITE 900 IRVINE, CA 92612	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	HP INVESTORS 9404 GENESEE AVE, SUITE 330 LA JOLLA, CA 92037	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	LA JOLLA MJ MANAGEMENT, LLC 7979 IVANHOE AVE., SUITE 555 LA JOLLA, CA 92037	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	MANPOWER TEMPORARY SERVICE 1855 1ST AVENUE, SUITE 300 SAN DIEGO, CA 92101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	OSISOFT 777 DAVIS STREET SAN LEANDRO, CA 94577	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	VALLEY VIEW CASINO CENTER 3500 SPORTS ARENA BLVD SAN DIEGO, CA 92110	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	XEROS/XEROX STATE & LOCAL SOLUTIONS INC. 28452 CERVEZA COURT ESCONDIDO, CA 92026	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2013

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		X
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		X

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	530,544.
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	6,074.
b Carryover from last year	2b	
c Total	2c	6,074.
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	6,074.
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2013
Open to Public Inspection

Name of the organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC. **Employer identification number** 95-1729734

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 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)?
- 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.

- 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.
 - 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	▶ \$ _____
- 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:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		841,465.	649,771.	191,694.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				191,694.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PBID ADVANCE - CITY OF SAN DIEGO	817,000.
(3) DEFERRED RENT	14,580.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	831,580.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	7,060,796.
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	254,622.	
e	Add lines 2a through 2d	2e		254,622.
3	Subtract line 2e from line 1		3	6,806,174.
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	6,806,174.

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

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

1	Total expenses and losses per audited financial statements		1	7,173,698.
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	254,622.	
e	Add lines 2a through 2d	2e		254,622.
3	Subtract line 2e from line 1		3	6,919,076.
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	6,919,076.

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: DOWNTOWN SAN DIEGO PARTNERSHIP ("DSDP"), A CALIFORNIA
 NONPROFIT CORPORATION, IS EXEMPT FROM FEDERAL AND STATE
 INCOME TAXES UNDER SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE AND
 SECTION 23701(E) OF THE CALIFORNIA CODE.

INCOME TAX BENEFITS AND/OR LIABILITIES ARE RECOGNIZED FOR INCOME TAX
 POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, ONLY WHEN IT IS
 DETERMINED THAT THE INCOME TAX POSITION WILL MORE-LIKELY-THAN-NOT BE
 SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. DSDP HAS ANALYZED THE
 TAX POSITIONS TAKEN IN ITS FILINGS WITH THE INTERNAL REVENUE

SERVICE AND THE CALIFORNIA FRANCHISE TAX BOARD. DSDP BELIEVES THAT ITS

Part XIII Supplemental Information (continued)

INCOME TAX FILING POSITIONS WILL BE SUSTAINED UPON EXAMINATION AND DOES NOT ANTICIPATE ANY ADJUSTMENTS THAT WOULD RESULT IN A MATERIAL ADVERSE EFFECT ON THE DSDP'S FINANCIAL CONDITION, RESULTS OF OPERATIONS OR CASH FLOWS. ACCORDINGLY, DSDP HAS NOT RECORDED ANY RESERVES, OR RELATED ACCRUALS FOR INTEREST AND PENALTIES FOR UNCERTAIN INCOME TAX POSITIONS AT JUNE 30, 2014 OR 2013.

DSDP'S U.S. FEDERAL AND STATE INCOME TAX RETURNS PRIOR TO FISCAL YEARS 2011 AND 2010, RESPECTIVELY, ARE CLOSED. MANAGEMENT CONTINUALLY EVALUATES EXPIRING STATUTES OF LIMITATIONS, AUDITS, PROPOSED SETTLEMENTS, CHANGES IN TAX LAW AND NEW AUTHORITATIVE RULINGS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF SPECIAL EVENTS 254,622.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF SPECIAL EVENTS 254,622.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		AWARDS DINNER	INSTALLATION DINNER	2		
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	241,610.	208,100.	116,473.	566,183.
	2	Less: Contributions				
	3	Gross income (line 1 minus line 2)	241,610.	208,100.	116,473.	566,183.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages	38,479.	53,519.	6,811.	98,809.
	8	Entertainment				
	9	Other direct expenses	67,349.	43,552.	44,912.	155,813.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				254,622.
11	Net income summary. Subtract line 10 from line 3, column (d)				311,561.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2013

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

Employer identification number

95-1729734

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

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

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

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

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

	Yes	No
1b		
2		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		
5b		
6a		
6b		
7		
8		
9		

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KRIS MICHELL PRESIDENT	(i)	207,462.	7,000.	0.	0.	304.	214,766.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

Employer identification number

95-1729734

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

-SERVE AS DOWNTOWN'S WATCHDOG.

-SUPPORT REDEVELOPMENT THAT STIMULATES BUSINESS AND ECONOMIC GROWTH
DOWNTOWN.

-PROMOTE DEVELOPMENT OF PUBLIC FACILITIES AND INFRASTRUCTURE THAT SERVE
DOWNTOWN.

-REPRESENT MEMBERS BEFORE GOVERNMENTAL AGENCIES AND COMMUNITY
ORGANIZATIONS.

-SUPPORT DOWNTOWN SAN DIEGO AS THE CENTER FOR ARTS AND CULTURE FOR THE
REGION.

-COORDINATE MEMBER EFFORTS TO IMPROVE DOWNTOWN SOCIAL SERVICES AND
OUTREACH PROGRAMS.

-EDUCATE SAN DIEGO COMMUNITIES ABOUT THE IMPORTANCE OF A VIBRANT AND
HEALTHY DOWNTOWN.

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: ROB LANKFORD AND STACEY LANKFORD PENNINGTON ARE FATHER AND
DAUGHTER.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: DOWNTOWN SAN DIEGO PARTNERSHIP HAS MEMBERS.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: THE GOVERNING BODY IS ELECTED AT AN ANNUAL OR SPECIAL MEETING
OF MEMBERS.

Name of the organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
--	--

FORM 990, PART VI, SECTION A, LINE 7B:

EXPLANATION: THE DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO APPROVAL BY THE MEMBERS.

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

EXPLANATION: FORM 990 IS REVIEWED BY THE FINANCE COMMITTEE BEFORE IT IS FILED.

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

EXPLANATION: DSDP MEMBERS EXPECT HIGH STANDARDS OF INTEGRITY OF THEMSELVES AND OF OTHER MEMBERS. BOARD MEMBERS ARE EXPECTED TO DISCLOSE ANY CONFLICT OF INTEREST AT THE INITIATION OF DISCUSSION OF THAT MATTER AT EITHER THE BOARD OR COMMITTEE MEETING, AND TO ABSTAIN FROM VOTING ON THE MATTER. AN INTERESTED PERSON MAY MAKE A PRESENTATION AT THE BOARD OR COMMITTEE MEETING, BUT AFTER THE PRESENTATION, HE/SHE SHALL LEAVE THE MEETING DURING THE DISCUSSION OF, AND THE VOTE ON, THE TRANSACTION OR ARRANGEMENT INVOLVING THE POSSIBLE CONFLICT OF INTEREST. THE CHAIRPERSON OF THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER THE ORGANIZATION CAN OBTAIN WITH REASONABLE EFFORTS A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY POSSIBLE UNDER CIRCUMSTANCES NOT PRODUCING A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE ORGANIZATION'S BEST INTEREST, FOR ITS OWN BENEFIT, AND WHETHER IT IS FAIR AND REASONABLE. IN CONFORMITY WITH THE

Name of the organization DOWNTOWN SAN DIEGO PARTNERSHIP, INC.	Employer identification number 95-1729734
--	--

ABOVE DETERMINATION IT SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT. IF THE BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE A MEMBER HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE MEMBER OF THE BASIS FOR SUCH BELIEF AND AFFORD THE MEMBER AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE MEMBER'S RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE BOARD OR COMMITTEE DETERMINES THE MEMBER HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

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

EXPLANATION: THE CHAIRMAN OF THE BOARD AND A FEW BOARD MEMBERS FORMED A PRESIDENT/CEO SEARCH COMMITTEE, WHICH IS RESPONSIBLE FOR DETERMINING COMPENSATION FOR THE CEO, EXECUTIVE DIRECTOR, TOP MANAGEMENT OFFICIALS, AND OTHER OFFICERS AND KEY EMPLOYEES.

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

EXPLANATION: THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND THE FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

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

CLEANING & JANITORIAL	129,224.
CONTRACTOR	1,851,509.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	1,980,733.

FORM 990, PART XI, LINE 2C

EXPLANATION: THERE IS NO CHANGE FROM THE PRIOR YEAR. THE AUDIT

Name of the organization

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

Employer identification number

95-1729734

COMMITTEE MAKES THE SELECTION OF THE AUDIT FIRM. THE AUDIT FIRM MEETS WITH THE AUDIT COMMITTEE BEFORE STARTING THE AUDIT AND AFTER THE AUDIT IS COMPLETE TO REVIEW THE RESULTS OF THE AUDIT.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **DOWNTOWN SAN DIEGO PARTNERSHIP, INC.** Employer identification number **95-1729734**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
DOWNTOWN SAN DIEGO PARTNERSHIP FOUNDATION - 33-0961464, 401 B STREET, #100, SAN DIEGO, CA 92101	ASSIST HOMELESS PERSONS IN DOWNTOWN SAN DIEGO WITH FINDING HOUSING.	CALIFORNIA	501(C)(3)	LINE 9			X

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

Schedule R (Form 990) 2013

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

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

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

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

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

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

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

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

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Multiple horizontal lines for supplemental information.

**California Exempt Organization
Annual Information Return**

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy) **07/01/2013**, and ending (mm/dd/yyyy) **06/30/2014**

Corporation/Organization Name DOWNTOWN SAN DIEGO PARTNERSHIP, INC.			California corporation number 0265535
Address (suite, room, or PMB no.) 401 B STREET, NO. 100			FEIN 95-1729734
City SAN DIEGO	State CA	ZIP Code 92101	

A First Return Yes No
B Amended Information Return Yes No
C IRC Section 4947(a)(1) trust Yes No
D Final Information Return?
 Dissolved Surrendered (Withdrawn)
 Merged/Reorganized Enter date: (mm/dd/yyyy) _____
E Check accounting method:
 (1) Cash (2) Accrual (3) Other
F Federal return filed?
 (1) 990T (2) 990 PF (3) Sch H (990)
G Is this a group filing for the subordinates/affiliates? Yes No
 If "Yes," attach a roster. See instructions
H Is this organization in a group exemption? Yes No
 If "Yes," what is the parent's name?
I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? Yes No
 If "Yes," explain, and attach copies of revised documents.

J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? Yes No
 If "Yes," complete and attach form FTB 3509.
K Is the organization exempt under R&TC Section 23701g? Yes No
 If "Yes," enter the gross receipts from nonmember sources \$ _____
L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required.
M Is the organization a Limited Liability Company? Yes No
N Did the organization file Form 100 or Form 109 to report taxable income? Yes No
O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	6,530,252.00
	2	Gross dues and assessments from members and affiliates	2	530,544.00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1	3	0.00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B	4	7,060,796.00
	5	Cost of goods sold	5	00
	6	Cost or other basis, and sales expenses of assets sold	6	00
	7	Total costs. Add line 5 and line 6	7	00
	8	Total gross income. Subtract line 7 from line 4	8	7,060,796.00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	7,173,698.00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	-112,902.00
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F	11	10.00
	12	Total payments	12	00
	13	Penalties and Interest. See General Instruction J	13	00
	14	Use tax. See General Instruction K	14	00
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	10.00

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer PRESIDENT	Title	Date	<input type="checkbox"/> Telephone
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	<input type="checkbox"/> PTIN
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) and address COHNREZNICK LLP 9255 TOWNE CENTRE DRIVE - SUITE 250 SAN DIEGO, CA 92121			P00227737
				<input type="checkbox"/> FEIN
				<input type="checkbox"/> Telephone 22-1478099 858-535-2000

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

328951 11-14-13

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1	566,183.00
	2	Interest	•	2	892.00
	3	Dividends	•	3	00
	4	Gross rents	•	4	00
	5	Gross royalties	•	5	00
	6	Gross amount received from sale of assets (See Instructions)	•	6	00
	7	Other income	•	7	5,963,177.00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	6,530,252.00
	9	Contributions, gifts, grants, and similar amounts paid	•	9	00
	10	Disbursements to or for members	•	10	00
	11	Compensation of officers, directors, and trustees	•	11	603,396.00
	12	Other salaries and wages	•	12	1,792,757.00
	13	Interest	•	13	00
	14	Taxes	•	14	222,283.00
	15	Rents	•	15	315,051.00
	16	Depreciation and depletion (See instructions)	•	16	60,739.00
	17	Other Expenses and Disbursements	•	17	4,179,472.00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	7,173,698.00

Schedule L Balance Sheets	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		748,905.		830,769.
2 Net accounts receivable		1,058,043.		890,209.
3 Net notes receivable				
4 Inventories				
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock				
8 Mortgage loans				
9 Other investments				
10 a Depreciable assets	751,618.		841,465.	
b Less accumulated depreciation	(589,032.)	162,586.	(649,771.)	191,694.
11 Land				
12 Other assets	STMT 5	112,989.		78,404.
13 Total assets		2,082,523.		1,991,076.
Liabilities and net worth				
14 Accounts payable		464,228.		441,556.
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable				
18 Other liabilities	STMT 6	1,147,471.		1,191,598.
19 Capital stock or principle fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		470,824.		357,922.
22 Total liabilities and net worth		2,082,523.		1,991,076.

Schedule M-1 Reconciliation of income per books with income per return					
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.					
1	Net income per books	• -112,902.	7	Income recorded on books this year not included in this return.	•
2	Federal income tax	•	8	Deductions in this return not charged against book income this year	•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year	•	10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return	•		Subtract line 9 from line 6	-112,902.
6	Total. Add line 1 through line 5	-112,902.			

FORM 199

CASH CONTRIBUTIONS OF \$5000 OR MORE
INCLUDED ON PART I, LINE 3

STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
ACE PARKING	645 ASH STREET SAN DIEGO, CA 92101	04/04/14	5,000.
AMERICAN MEDICAL RESPONSE	8808 BALBOA AVENUE, SUITE 150 SAN DIEGO, CA 92123	05/28/14	5,000.
BANK OF AMERICA	450 B STREET, SUITE 620 SAN DIEGO, CA 92101	11/29/13	5,000.
BBL, INC.	450 B STREET, SUITE 400 SAN DIEGO, CA 92101	04/07/14	5,000.
BOSA DEVELOPMENT CALIFORNIA II, INC.	500-1901 ROSSER AVENUE BURNABY, BC, CANADA V5C 6S3	06/23/14	10,000.
BRIDGEPOINT EDUCATION	13500 EVENING CREEK DRIVE NORTH SUITE 600 SAN DIEGO, CA 92128	11/20/13	10,000.
CARLETON MANAGEMENT, INC.	11440 WEST BERNARDO COURT, SUITE 240 SAN DIEGO, CA 92127	07/08/13	5,000.
CARRIER JOHNSON + CULTURE	1301 THIRD AVENUE SAN DIEGO, CA 92101	05/13/14	5,000.
CLARK CONSTRUCTION GROUP- CALIFORNIA, LP	525 B STREET, SUITE 250 SAN DIEGO, CA 92101	02/24/14	5,000.
CUSHMAN WAKEFIELD	4435 EASTGATE MALL, SUITE 200 SAN DIEGO, CA 92121	02/04/14	10,000.
DYNALECTRIC COMPANY	9505 CHESAPEAKE DRIVE SAN DIEGO, CA 92123	08/05/14	5,000.
FOX SPORTS SAN DIEGO	350 10TH AVE. SUITE 400 SAN DIEGO, CA 92101	05/14/14	5,000.
HIGGS FLETCHER & MACK	401 WEST A STREET SUITE 2600 SAN DIEGO, CA 92101	10/10/13	5,000.

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HUGHES MARINO	1450 FRONT STREET SAN DIEGO, CA 92101	07/02/13	10,000.
IRVINE COMPANY	600 WEST BROADWAY, #300 SAN DIEGO, CA 92101	08/05/13	7,000.
LANKFORD & ASSOCIATES	1050 PARK BLVD. SAN DIEGO, CA 92101	10/15/13	5,000.
MCCARTHY BUILDING COMPANIES, INC.	6165 GREENWICH DRIVE, SUITE 340 SAN DIEGO, CA 92122	04/22/14	5,000.
OLIVERMCMILLAN	733 8TH AVENUE SAN DIEGO, CA 92101	08/22/13	10,000.
PCL CONSTRUCTION SERVICES	4690 EXECUTIVE DRIVE, SUITE 100 SAN DIEGO, CA 92121	01/11/14	5,000.
POSEIDON RESOURCES	501 WEST BROADWAY SUITE 2020 SAN DIEGO, CA 92101	12/09/13	5,000.
SDG&E	LUCIA STONE 8330 CENTURY PARK COURT ML#CP31D SAN DIEGO, CA 92123	05/29/14	10,000.
SAN DIEGO PADRES	100 PARK BLVD SAN DIEGO, CA 92101	03/10/14	10,000.
SUFFOLK-ROEL	P.O. BOX 80216 SAN DIEGO, CA 92138	02/04/14	5,000.
SYCUAN BAND OF THE KUMEYAAY NATION	ADAM DAY 5459 SYCUAN ROAD EL CAJON, CA 92019	04/08/14	10,000.
WAL-MART	PO BOX 750 LOMA LINDA, CA 92318	02/05/14	5,000.
WESTFIELD CORPORATION	225 BROADWAY, SUITE 1700 SAN DIEGO, CA 92101	07/19/13	5,000.
BROWN LAW GROUP	600 B STREET, STE. 1650 SAN DIEGO, CA 92101	04/17/14	5,000.

<u>DOWNTOWN SAN DIEGO PARTNERSHIP, INC.</u>			<u>95-1729734</u>
CALIFORNIA APARTMENT ASSOCIATION	2532 TRUXTUN ROAD, SUITE 208 SAN DIEGO, CA 92116	01/22/14	5,000.
EMMES REALTY SERVICES OF CA	3161 MICHELSON DRIVE, SUITE 900 IRVINE, CA 92612	04/04/14	10,000.
HP INVESTORS	9404 GENESEE AVE, SUITE 330 LA JOLLA, CA 92037	07/02/13	7,000.
LA JOLLA MJ MANAGEMENT, LLC	7979 IVANHOE AVE., SUITE 555 LA JOLLA, CA 92037	03/06/14	10,000.
MANPOWER TEMPORARY SERVICE	1855 1ST AVENUE, SUITE 300 SAN DIEGO, CA 92101	04/02/14	10,000.
OSISOFT	777 DAVIS STREET SAN LEANDRO, CA 94577	07/02/13	7,500.
VALLEY VIEW CASINO CENTER	3500 SPORTS ARENA BLVD SAN DIEGO, CA 92110	08/15/13	5,000.
XEROS/XEROX STATE & LOCAL SOLUTIONS INC.	28452 CERVEZA COURT ESCONDIDO, CA 92026	04/15/14	10,000.
TOTAL INCLUDED ON LINE 3			<u><u>241,500.</u></u>

<u>FORM 199</u>	<u>OTHER INCOME</u>	<u>STATEMENT 2</u>
<u>DESCRIPTION</u>		<u>AMOUNT</u>
PBID ASSESSMENT & PARKS REIMBURSEMENTS		5,405,051.
TRANSIT PASS PROGRAM		441,524.
BID INCOME		81,052.
BANNER FEES		35,550.
TOTAL TO FORM 199, PART II, LINE 7		<u><u>5,963,177.</u></u>

FORM 199

COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES

STATEMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
ALAN PETRASEK 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ALBERTO GUARDADO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
BILL SAULS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	TREASURER 1.00	0.
BOB MORRIS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
BRANDY CHRISTIAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
BRENDAN FOOTE 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
CASEY BROWN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
CHARLES BLACK 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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CHRIS FRAHM 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
CRAIG BENEDETTO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	2ND VICE CHAIR 1.00	0.
CRAIG IRVING 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DALE KAIN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DARIN ANDERSEN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DON STANZIANO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DONNA JONES 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DOUG PAUL 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
DR. LORI WILLIAMS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ED CRAMP 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ERIC JONES 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ERIC STENMAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

ERNIE HAHN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
FRANK URTASUN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	VICE CHAIRMAN 1.00	0.
GAIL KING 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
GREG MCKEE 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
GREG MUELLER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
GREG SHIELDS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
HELEN ROBBINS-MEYERS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
HENRY FORD 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
HOWARD MILLS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
IGNACIO DE LA TORRE 401 B STREET, NO. 100 SAN DIEGO, CA 92101	IMMEDIATE PAST CHAIRMAN 1.00	0.
JACK MCGRORY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JAMES NIGRO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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JANELLE RIELLA 401 B STREET, NO. 100 SAN DIEGO, CA 92101	VP OF PUBLIC POLICY AND CO 40.00	0.
JANICE BROWN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JAYMIE BRADFORD 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JEFF CAVIGNAC 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JEFF STAUFFER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JENNIFER FARNHAM 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JERRY SANDERS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JIM CHATFIELD 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JIM DAWE 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JIM WARING 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JOHN SCHAFER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
JOYCE GLAZER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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KEITH B. JONES 401 B STREET, NO. 100 SAN DIEGO, CA 92101	CHAIRMAN 1.00	0.
KIMBERLY BREWER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
KRIS MICHELL 401 B STREET, NO. 100 SAN DIEGO, CA 92101	PRESIDENT 40.00	0.
MARK NAVARRA 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MARK PAYNE 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MATT CARLSON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MICHAEL AKAVAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MICHAEL BURTON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MICHAEL JOHNSON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MICHAEL SIMONSEN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
MIKE MADIGAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
NANCY SCULL 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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NELSON ACKERLY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
NICHOLAS WILSON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
NIKKI CLAY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PATRICIA ELIZONDO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PAUL ROBINSON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PERRY DEALY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PHIL BLAIR 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PHIL PETERSEN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PHIL RATH 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
PHILIP SERGHINI 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
RICH GEISLER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
RICHARD BACH 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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RICHARD GONOR 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
RICK GENTRY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ROB LANKFORD 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
ROBIN MADAFFER 401 B STREET, NO. 100 SAN DIEGO, CA 92101	SECRETARY 1.00	0.
RUBEN ANDREWS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
SAM ATTISHA 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
SCOTT GRADY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
SCOTT MALONI 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
SCOTT RIPPERTON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
STACEY PENNINGTON 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
STEPHAN GOSS 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
STEVE ESPINO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.

DOWNTOWN SAN DIEGO PARTNERSHIP, INC.

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STEVEN CUSHMAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
SUMEET PAREKH 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
TERRY ARNETT 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
TOD FIROTTO 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
TOM FERRELL 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
TONY YOUNG 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
WAYNE HICKEY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
WHITNEY BENZIAN 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DIRECTOR 1.00	0.
BAHIJA HAMRAZ 401 B STREET, NO. 100 SAN DIEGO, CA 92101	DISTRICT DIRECTOR 40.00	0.
JOHN HANLEY 401 B STREET, NO. 100 SAN DIEGO, CA 92101	VP OF FINANCE 40.00	0.
RYAN LOOFBOURROW 401 B STREET, NO. 100 SAN DIEGO, CA 92101	EXECUTIVE DIRECTOR 40.00	0.

TOTAL TO FORM 199, PART II, LINE 11

0.

FORM 199

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	AMOUNT
TRANSIT PASS PROGRAM	417,966.
BID REPAIRS & MAINTENAN	106,129.
MISCELLANEOUS EXPENSE	74,355.
BID EXPENSES	56,052.
DIRECT EXPENSES OF FUNDRAISING EVENTS	254,622.
OTHER EMPLOYEE BENEFITS	435,909.
LEGAL FEES	150,025.
ACCOUNTING FEES	29,852.
OTHER PROFESSIONAL FEES	1,980,733.
ADVERTISING AND PROMOTION	69,641.
OFFICE EXPENSES	377,637.
INFORMATION TECHNOLOGY	10,428.
TRAVEL	17,341.
CONFERENCES AND CONVENTIONS	11,082.
INSURANCE	132,131.
ALL OTHER EXPENSES	55,569.
TOTAL TO FORM 199, PART II, LINE 17	4,179,472.

FORM 199

OTHER ASSETS

STATEMENT 5

DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	112,989.	78,404.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	112,989.	78,404.

FORM 199

OTHER LIABILITIES

STATEMENT 6

DESCRIPTION	BEG. OF YEAR	END OF YEAR
PBID ADVANCE - CITY OF SAN DIEGO	817,000.	817,000.
DEFERRED RENT	19,844.	14,580.
DEFERRED REVENUE	310,627.	360,018.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	1,147,471.	1,191,598.