

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07/01, 2013, **and ending** 06/30, 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 CITY YEAR, INC.			D Employer identification number 22-2882549		
	Doing Business As			E Telephone number (617) 927-2373		
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 287 COLUMBUS AVENUE					
	City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02116-5114			G Gross receipts \$ 126,909,628.		
F Name and address of principal officer: MICHAEL BROWN 287 COLUMBUS AVENUE BOSTON, MA 02116-5114			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)			
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			J Website: ▶ WWW.CITYYEAR.ORG			H(c) Group exemption number ▶
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: 1988			M State of legal domicile: MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: CITY YEAR UNITES YOUNG PEOPLE OF ALL BACKGROUNDS FOR A YEAR OF FULL-TIME SERVICE, GIVING THEM THE SKILLS AND OPPORTUNITIES TO CHANGE THE WORLD. SEE SCHEDULE O.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	25.		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22.		
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	921.		
	6 Total number of volunteers (estimate if necessary)	6	33,358.		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0		
b Net unrelated business taxable income from Form 990-T, line 34	7b	0			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	114,241,805.	Current Year	124,814,688.
	9 Program service revenue (Part VIII, line 2g)		0		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		417,510.		1,034,477.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-6,220.		-619,871.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		114,653,095.		125,229,294.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		32,506,655.		35,247,285.
	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)		50,276,961.		58,066,414.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		347,960.		534,251.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 10,667,297.				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		28,160,914.		30,415,966.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		111,292,490.		124,263,916.
19 Revenue less expenses. Subtract line 18 from line 12		3,360,605.		965,378.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	69,588,301.	End of Year	69,861,408.
	21 Total liabilities (Part X, line 26)		15,207,856.		14,018,235.
	22 Net assets or fund balances. Subtract line 21 from line 20.		54,380,445.		55,843,173.

COPY FOR PUBLIC INSPECTION

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		Date		
	EVELYN BARNES		CFO		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01245482
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207			
	Firm's address ▶ 60 SOUTH STREET BOSTON, MA 02111	Phone no. 617-988-1000			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

CITY YEAR UNITES YOUNG PEOPLE OF ALL BACKGROUNDS FOR A YEAR OF FULL-TIME SERVICE, GIVING THEM THE SKILLS AND OPPORTUNITIES TO CHANGE THE WORLD. SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 53,719,530. including grants of \$ 805,000.) (Revenue \$)

IN-SCHOOL SERVICE

IN FISCAL YEAR 2014, MORE THAN 94% OF CITY YEAR'S 2,766 FULL-TIME PARTICIPANTS SERVE ON DIVERSE TEAMS IN SCHOOLS. MOST OF THEIR 4,781,238 HOURS OF SERVICE IS AS TUTORS, MENTORS, AND ROLE MODELS HELPING CHILDREN IN HIGH-POVERTY SCHOOLS STAY IN SCHOOL AND ON TRACK TO GRADUATE. AS NEAR-PEERS, CORPS MEMBERS ARE UNIQUELY ABLE TO HELP IMPROVE STUDENT ATTENDANCE, BEHAVIOR, AND COURSEWORK - WHICH RESEARCH CONFIRMS ARE INDICATORS OF A STUDENT'S LIKELIHOOD OF GRADUATING FROM HIGH SCHOOL. SEE SCHEDULE O FOR CONTINUATION.

4b (Code:) (Expenses \$ 42,776,663. including grants of \$ 34,442,285.) (Revenue \$)

YOUTH CIVIC LEADERSHIP

THE SKILLS AND OPPORTUNITIES TO CITY YEAR CORPS MEMBERS RECEIVED DURING THE YEAR OF SERVICE HELP THE MORE THAN 20,000 ALUMNI BECOME LEADERS FOR LIFE WHO - AS ESTABLISHED BY THIRD PARTY RESEARCH - VOTE MORE, VOLUNTEER MORE, AND ARE MORE CIVICALLY ENGAGED THAN THEIR SIMILARLY-SITUATED PEERS WHO DO NOT DO A YEAR OF SERVICE. THEY SHARE THEIR PASSION FOR CIVIC ENGAGEMENT BY LEADING STUDENTS IN ACTIVITIES THAT HELP THE PARTICIPANTS GAIN A BETTER UNDERSTANDING OF CHALLENGES FACING THEIR COMMUNITIES AND HOW THEY CAN HELP ADDRESS THEM. SEE SCHEDULE O FOR CONTINUATION.

4c (Code:) (Expenses \$ 2,984,418. including grants of \$) (Revenue \$)

PHYSICAL SERVICE

ALL CITY YEAR LOCATIONS HOST LARGE-SCALE SERVICE EVENTS THROUGHOUT THE YEAR, LED BY CORPS AND STAFF. IN FISCAL YEAR 2014, 30,592 CITIZENS VOLUNTEERED IN PROJECTS INCLUDING PAINTING MURALS, REFURBISHING SCHOOLS, CREATING PLAY SPACES, PLANTING COMMUNITY GARDENS, AND REVITALIZING COMMUNITY CENTERS. A PHYSICAL SERVICE PROJECT COMPLETED BY A CITY YEAR LED TEAM CAN POWERFULLY TRANSFORM A SCHOOL ENVIRONMENT OR NEIGHBORHOOD, BOTH BY VISIBLY IMPROVING THE SPACE WITH THE IMMEDIATE RESULTS, AND ALSO BY INSPIRING PARTICIPANTS TO VOLUNTEER AGAIN.

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 99,480,611.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows 21-38 detailing various organizational requirements and reporting obligations.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No response columns. Includes entries for Form 1096, Form W-2G, Form W-3, and various IRS forms like 8886-T, 8282, 8899, 1098-C, 4966, 720, and 702.

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 3 columns: Question, Yes, No. Rows include 1a (25), 1b (22), 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 3 columns: Question, Yes, No. Rows include 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 ATTACHMENT 1
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
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: EVELYN BARNES 287 COLUMBUS AVENUE BOSTON, MA 02116-5114 (617)927-2373

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 dotted 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) KRISTEN ATWOOD TRUSTEE	1.00 0	X					0	0	0	
(2) JOE BANNER TRUSTEE	1.00 0	X					0	0	0	
(3) JOSH BEKENSTEIN TRUSTEE	1.00 0	X					0	0	0	
(4) JESSICA L. BLUME TRUSTEE	1.00 0	X					0	0	0	
(5) JOHN BRIDGELAND TRUSTEE	1.00 0	X					0	0	0	
(6) MICHELLE CAHILL TRUSTEE	1.00 0	X					0	0	0	
(7) DAVID COHEN VICE CHAIR	1.00 0	X		X			0	0	0	
(8) MAYOR MANNY DIAZ TRUSTEE	1.00 0	X					0	0	0	
(9) SANDY EDGERLY TRUSTEE	1.00 0	X					0	0	0	
(10) DAVID EINHORN TRUSTEE	1.00 0	X					0	0	0	
(11) ANDREW HAUPTMAN TRUSTEE	1.00 0	X					0	0	0	
(12) ILENE JACOBS VICE CHAIR	2.00 0	X		X			0	0	0	
(13) DR. CAROL JOHNSON TRUSTEE	1.00 0	X					0	0	0	
(14) ROSABETH MOSS KANTER TRUSTEE	1.00 0	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 dotted 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			
15) JONATHAN LAVINE CHAIR	2.00 0	X		X				0	0	0
16) ANDREA ENCARNACAO MARTIN TRUSTEE	1.00 0	X						0	0	0
17) RICK MENELL TRUSTEE	1.00 0	X						0	0	0
18) SUSAN NOKES TRUSTEE	1.00 0	X						0	0	0
19) C. GREGG PETERSMEYER TRUSTEE	1.00 0	X						0	0	0
20) JENNIFER EPLETT REILLY TRUSTEE	1.00 0	X						0	0	0
21) SHIRLEY SAGAWA TRUSTEE	1.00 0	X						0	0	0
22) JEFF SHAMES TRUSTEE	1.00 0	X						0	0	0
23) MICHAEL J. WARD TRUSTEE	1.00 0	X						0	0	0
24) STEVE WOODSUM TRUSTEE	1.00 0	X						0	0	0
25) MICHAEL BROWN CEO & CO-FOUNDER	50.00 0	X		X				368,712.	0	70,055.
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								1,893,622.	0	359,788.
d Total (add lines 1b and 1c)								1,893,622.	0	359,788.

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 **74**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		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
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **21**

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 dotted 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			
(26) JAMES BALFANZ PRESIDENT	50.00 0			X			291,200.	0	55,328.	
(27) EVELYN BARNES CFAO	50.00 0			X			216,120.	0	41,063.	
(28) TOM WARD CLERK	1.00 0			X			0	0	0	
(29) SEAN J. HOLLERAN SENIOR VICE PRESIDENT	50.00 0					X	212,760.	0	40,424.	
(30) ANNAMAURA CONNOLLY SENIOR VICE PRESIDENT	50.00 0					X	211,167.	0	40,122.	
(31) ITAI DINOUR SENIOR VICE PRESIDENT	50.00 0					X	213,085.	0	40,486.	
(32) WELLES HATCH SENIOR VICE PRESIDENT	50.00 0					X	189,162.	0	35,941.	
(33) STEPHANIE WU SENIOR VICE PRESIDENT	50.00 0					X	191,416.	0	36,369.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶** 74

	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

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 409,852.					
	b	Membership dues	1b					
	c	Fundraising events	1c 9,590,819.					
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e 58,530,065.					
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f 56,283,952.					
	g	Noncash contributions included in lines 1a-1f: \$	1,852,468.					
	h	Total. Add lines 1a-1f ▶	124,814,688.					
	Program Service Revenue	2a	_____ Business Code					
b		_____						
c		_____						
d		_____						
e		_____						
f		All other program service revenue						
g		Total. Add lines 2a-2f ▶	0					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶	146,801.			146,801.		
	4	Income from investment of tax-exempt bond proceeds . . . ▶	0					
	5	Royalties ▶	0					
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss) ▶	0					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	887,676.				
			(ii) Other					
			b	Less: cost or other basis and sales expenses				
			c	Gain or (loss)	887,676.			
	d	Net gain or (loss) ▶	887,676.			887,676.		
	8a	Gross income from fundraising events (not including \$ <u>9,590,819.</u> of contributions reported on line 1c). See Part IV, line 18 a		729,698.				
			b	Less: direct expenses b	1,680,334.			
c			Net income or (loss) from fundraising events ▶	-950,636.			-950,636.	
9a	Gross income from gaming activities. See Part IV, line 19 a							
		b	Less: direct expenses b					
		c	Net income or (loss) from gaming activities ▶	0				
10a	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 ▶	0				
Miscellaneous Revenue		Business Code						
11a	<u>MISCELLANEOUS</u>	900099	330,765.			330,765.		
b	_____							
c	_____							
d	All other revenue							
e	Total. Add lines 11a-11d ▶		330,765.					
12	Total revenue. See instructions ▶		125,229,294.			414,606.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	805,000.	805,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	34,077,069.	34,077,069.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	365,216.	365,216.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,042,478.		1,042,478.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	51,899.	51,899.		
7 Other salaries and wages	43,117,269.	31,374,675.	4,783,970.	6,958,624.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	831,286.	691,828.	59,880.	79,578.
9 Other employee benefits	6,096,098.	5,073,403.	439,123.	583,572.
10 Payroll taxes	6,927,384.	5,765,231.	499,003.	663,150.
11 Fees for services (non-employees):				
a Management	0			
b Legal	38,276.		38,276.	
c Accounting	158,150.		158,150.	
d Lobbying	551,943.			551,943.
e Professional fundraising services. See Part IV, line 17.	534,251.			534,251.
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	5,672,060.	3,405,407.	2,181,654.	84,999.
12 Advertising and promotion	283,257.	191,538.	59,616.	32,103.
13 Office expenses	8,974,093.	6,766,633.	1,647,636.	559,824.
14 Information technology	1,981,266.	1,202,451.	768,563.	10,252.
15 Royalties	0			
16 Occupancy	4,173,796.	3,753,445.	394,057.	26,294.
17 Travel	6,167,170.	5,237,727.	536,037.	393,406.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	223,795.	153,030.	27,262.	43,503.
20 Interest	348,055.	143,128.	187,035.	17,892.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,844,105.	422,931.	1,293,268.	127,906.
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a -----				
b -----				
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	124,263,916.	99,480,611.	14,116,008.	10,667,297.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

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	17,418,726.	1	23,263,660.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	20,064,481.	3	11,878,286.
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	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 instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,115,865.		
	b Less: accumulated depreciation	10b 7,599,013.	20,124,525.	10c 20,516,852.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	10,846,729.	12	12,472,286.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	1,133,840.	15	1,730,324.
16 Total assets. Add lines 1 through 15 (must equal line 34)	69,588,301.	16	69,861,408.	
Liabilities	17 Accounts payable and accrued expenses	7,107,856.	17	6,143,235.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	8,100,000.	20	7,875,000.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	0	25	0
	26 Total liabilities. Add lines 17 through 25	15,207,856.	26	14,018,235.
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	33,039,673.	27	35,431,060.
	28 Temporarily restricted net assets	15,559,119.	28	14,530,460.
	29 Permanently restricted net assets	5,781,653.	29	5,881,653.
	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	54,380,445.	33	55,843,173.
	34 Total liabilities and net assets/fund balances	69,588,301.	34	69,861,408.

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	125,229,294.
2	Total expenses (must equal Part IX, column (A), line 25)	2	124,263,916.
3	Revenue less expenses. Subtract line 2 from line 1	3	965,378.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	54,380,445.
5	Net unrealized gains (losses) on investments	5	346,081.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	151,269.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	55,843,173.

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	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

CITY YEAR, INC.

Employer identification number

22-2882549

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

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

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

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (97.76%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (98.00%); 16a 33 1/3% support test - 2013 (checked); 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2013, 2012. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2013, 2012. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

19b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
FUNDRAISING	424,919.	479,667.	541,825.	691,815.	729,698.	2,867,924.
OTHER	367,335.	143,744.	385,752.	626,463.	330,765.	1,854,059.
TOTALS	<u>792,254.</u>	<u>623,411.</u>	<u>927,577.</u>	<u>1,318,278.</u>	<u>1,060,463.</u>	<u>4,721,983.</u>

Schedule of Contributors

2013

▶ **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.

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
--	---

Organization type (check one):

Filers of:

Section:

- | | | |
|--------------------|-------------------------------------|--|
| Form 990 or 990-EZ | <input checked="" type="checkbox"/> | 501(c)(3) (enter number) organization |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> | 527 political organization |
| Form 990-PF | <input type="checkbox"/> | 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> | 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).

Name of organization CITY YEAR, INC.

Employer identification number
22-2882549

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		\$ 32,626,297.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 4,615,510.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 4,001,795.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 3,540,611.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 3,411,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 2,625,133.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CITY YEAR, INC.

Employer identification number

22-2882549

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

Name of organization CITY YEAR, INC.

Employer identification number
22-2882549

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. See instructions.) ▶ \$ _____
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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

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.**

Department of the Treasury
Internal Revenue Service

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 CITY YEAR, INC.	Employer identification number 22-2882549
---	--

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-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

Schedule C (Form 990 or 990-EZ) 2013

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)	551,943.													
c	Total lobbying expenditures (add lines 1a and 1b)	551,943.													
d	Other exempt purpose expenditures	123,711,973.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	124,263,916.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	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	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	375,177.	396,451.	519,268.	551,943.	1,842,839.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

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)).

Table with columns for (a) Yes/No and (b) Amount. Rows include questions about lobbying activities like influencing legislation, using volunteers, paid staff, media, mailings, publications, grants, direct contact, rallies, and other activities.

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

Table with columns for Yes/No. Rows include questions about dues being nondeductible, in-house lobbying expenditures of \$2,000 or less, and carryover of lobbying and political expenditures.

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."

Table with columns for Yes/No. Rows include questions about dues, assessments, section 162(e) nondeductible lobbying and political expenditures, and carryover of excess amounts.

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.

Series of horizontal dashed lines provided for entering supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

2013

Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

Employer identification number

CITY YEAR, INC.

22-2882549

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2013

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?

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?

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

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows 1a-1g for various endowment metrics.

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

- a Board designated or quasi-endowment 6.0000%
b Permanent endowment 49.0000%
c Temporarily restricted endowment 45.0000%

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

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

- (i) unrelated organizations
(ii) related organizations

Table with columns Yes, No and rows 3a(i), 3a(ii), 3b.

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

4 Describe in Part 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.

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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) TIFF MULTI-ASSET FUND (MAF)	12,072,286.	FMV
(B) LAND HELD FOR INVESTMENT	400,000.	
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	12,472,286.	

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. (Column (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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Total revenue reported as 125,229,294.

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.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total expenses reported as 124,263,916.

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.

SEE PAGE 5

Part XIII Supplemental Information (continued)

ENDOWMENT FUNDS

PART V, LINE 4

THE ENDOWMENT CONSISTS OF APPROXIMATELY 15 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES, INCLUDING BOTH DONOR RESTRICTED ENDOWMENT FUNDS AND FUNDS DESIGNATED BY THE BOARD OF TRUSTEES TO FUNCTION AS ENDOWMENTS. SPENDING FROM ENDOWMENTS IS DONOR RESTRICTED TO VARIOUS PURPOSES. A MAJORITY OF THE FUNDS PROVIDE GENERAL SUPPORT FOR OPERATIONS IN SPECIFIC GEOGRAPHIC LOCATIONS. CITY YEAR HAS A POLICY OF APPROPRIATING FOR DISTRIBUTION EACH YEAR UP TO 4.5% OF ITS ENDOWMENTS FUNDS' AVERAGE FAIR VALUE OVER THE PRIOR EIGHT QUARTERS. THIS SPENDING POLICY IS EXPECTED TO ALLOW THE ENDOWMENT TO MAINTAIN ITS PURCHASING POWER BY GROWING AT A RATE EQUAL TO PLANNED PAYOUTS PLUS INFLATION. AN APPROPRIATION OF \$403,917 WAS MADE THIS YEAR.

ASC 740 FOOTNOTE

PART X, LINE 2

THE ORGANIZATION GENERALLY DOES NOT PROVIDE FOR INCOME TAXES SINCE IT IS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

ASC 740, INCOME TAXES, PERMITS AN ENTITY TO RECOGNIZE THE BENEFIT AND REQUIRES ACCRUAL OF AN UNCERTAIN TAX POSITION ONLY WHEN THE POSITION IS "MORE LIKELY THAN NOT" TO BE SUSTAINED IN THE EVENT OF EXAMINATION BY TAX AUTHORITIES. IN EVALUATING WHETHER A TAX POSITION HAS MET THE RECOGNITION THRESHOLD, THE ORGANIZATION MUST PRESUME THAT THE POSITION WILL BE EXAMINED BY THE APPROPRIATE TAXING AUTHORITY THAT HAS FULL KNOWLEDGE OF ALL RELEVANT INFORMATION. ASC 740 ALSO PROVIDES GUIDANCE ON THE

Part XIII Supplemental Information (continued)

RECOGNITION, MEASUREMENT, AND CLASSIFICATION OF INCOME TAX UNCERTAINTIES,
 ALONG WITH ANY RELATED INTEREST OR PENALTIES. TAX POSITIONS DEEMED TO
 MEET THE "MORE-LIKELY THAN-NOT" THRESHOLD ARE RECORDED AS A TAX EXPENSE
 IN THE CURRENT YEAR. THERE WERE NO UNCERTAIN TAX POSITIONS AS OF JUNE 30,
 2014 AND 2013.

OTHER REVENUE IN FINANCIAL STATEMENTS NOT ON RETURN

PART XI, LINE 2D

UNREALIZED NET GAIN ON CHANGES IN FAIR VALUE

OF INTEREST-RATE SWAPS \$ 151,269

OTHER REVENUE ON RETURN NOT IN FINANCIAL STATEMENTS

PART XI, LINE 4B

RECLASS OF FUNDRAISING EXPENSE (\$1,680,334)

OTHER EXPENSES INCLUDED IN FINANCIAL STATEMENTS NOT ON RETURN

PART XII, LINE 2D

RECLASS OF FUNDRAISING EXPENSE \$1,680,334

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

CITY YEAR, INC.

22-2882549

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE			PROGRAM SERVICES	SUPPORT	143,000.
(2) SUB-SAHARAN AFRICA			PROGRAM SERVICES	SUPPORT	250,216.
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					393,216.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					393,216.

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

Schedule F (Form 990) 2013

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	GEN SUPPORT	125,000.	WIRE			
(2)			SUB-SAHARAN AFRICA	GEN SUPPORT	240,216.	WIRE			
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 2.

3 Enter total number of other organizations or entities.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

MONITORING THE USE OF GRANT FUNDS OUTSIDE OF THE U.S.

PART I, LINE 2

CITY YEAR REQUIRES ANNUAL REPORTING ON ITS GRANT TO CITY YEAR SOUTH AFRICA AND CITY YEAR LONDON, BOTH OF WHICH ARE FOREIGN NON PROFIT ORGANIZATIONS. THE ORGANIZATIONS ARE REQUIRED TO SUBMIT ANNUAL PROGRESS REPORT, INCLUDING EXPENDITURES, PROJECT ACCOMPLISHMENTS, AND CHALLENGES NO LATER THAN 90 DAYS FOLLOWING THE END OF THE FISCAL YEAR. THE REPORT IS REVIEWED BY THE CHIEF STRATEGY OFFICER, AND THE CHIEF FINANCIAL AND ADMINISTRATIVE OFFICER. PERIODIC FIELD INVESTIGATIONS ARE ALSO CONDUCTED AS APPROPRIATE. MANAGEMENT REPORTS ANNUALLY TO CITY YEAR, INC. BOARD OF TRUSTEES OR BOARD COMMITTEE ON THE AMOUNT OF ANY GRANTS MADE TO INTERNATIONAL AFFILIATIONS AND THE RESULTS OF THOSE PROGRAMS.

BASIS OF ACCOUNTING

PART I, LINE 3, COLUMN F

THE BASIS OF ACCOUNTING ON THE FINANCIAL STATEMENTS IS ACCRUAL.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CITY YEAR, INC.

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Employer identification number

22-2882549

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|---|--|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization	
		Yes	No				
1 THE OSTARA GROUP PO BOX 17016 SEATTLE, WA	FUNDRAISING STRATEGY		X		209,842.	-209,842.	
2 SILVER BIRCHES 650 S. RAYMOND AVE. PASADENA, CA	EVENT PLANNING		X	1,397,581.	103,314.	1,294,267.	
3 KARYN WILSON 47 HIGH ST. CHARLESTOWN, MA	FUNDRAISING STRATEGY		X		65,847.	-65,847.	
4 PJH & ASSOCIATES, INC 205 W. WACKER DRIVE	EVENT PLANNING	X		935,594.	54,030.	881,564.	
5 BERNADETTE DORE 1327 JOLIET PL DETROIT, MI	FUNDRAISING STRATEGY		X		23,080.	-23,080.	
6 ROBYN LEUTHE NORRIS 952 S CITRUS AVE. LOS ANGELES, CA	EVENT PLANNING		X		21,538.	-21,538.	
7 SARAI EXIL 370 EAST NORTHWOOD AVENUE	FUNDRAISING CONSULTANT		X		16,050.	-16,050.	
8 SNP STRATEGIES PO BOX 775 CHICAGO, IL	FUNDRAISING STRATEGY		X		15,750.	-15,750.	
9 5B EVENTS 10536 CULVER BLVD CULVER CITY, CA	EVENT PLANNING		X		17,500.	-17,500.	
10 RAISING GREEN PRODUCTIONS 135 E. WHITTIER ST.	FUNDRAISING CONSULTANT		X	185,402.	7,300.	178,102.	
Total					2,518,577.	534,251.	1,984,326.

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL,
KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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	
		ANNUAL DINNER (event type)	ANNUAL DINNER (event type)	19. (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	1,692,056.	1,397,581.	7,230,880.	10,320,517.
	2	Less: Contributions	1,570,556.	1,292,581.	6,727,682.	9,590,819.
	3	Gross income (line 1 minus line 2)	121,500.	105,000.	503,198.	729,698.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	304,978.	252,207.	933,587.	1,490,772.
	7	Food and beverages	1,328.	91,402.	96,832.	189,562.
	8	Entertainment				
	9	Other direct expenses				
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶				1,680,334.
	11	Net income summary. Subtract line 10 from line 3, column (d) ▶				-950,636.

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))	
Revenue	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: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

CUSTODY OR CONTROL OF CONTRIBUTIONS

PART I, LINE 2B

PJH & ASSOCIATES, INC. (PJH) RECEIVED THE CONTRIBUTIONS VIA CHECKS AND FORWARDED TO HEADQUARTERS FOR PROCESSING. PJH DOES NOT HAVE ACCESS TO BANK INFORMATION NOR IS ABLE TO PROCESS CONTRIBUTIONS. ALL CONTRIBUTIONS ARE PROCESSED AT HEADQUARTERS VIA GIFT PROCESSING TEAM.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

STATES REGISTERED

PART I, LINE 3

THE STATES LISTED REQUIRE REGISTRATION OR LICENSING TO SOLICIT CONTRIBUTIONS. STATES NOT LISTED DO NOT REQUIRE REGISTRATION.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

FUNDRAISING ACTIVITIES

PART II DISCLOSURE

DURING THE FISCAL PERIOD, CITY YEAR HOSTED 21 SEPARATE FUNDRAISING EVENTS TO BRING LEADERS OF OUR COMMUNITY AND OUR SUPPORTERS TOGETHER. THOSE EVENTS RESULTED IN \$10,320,517 OF RECEIPTS. IN ACCORDANCE WITH INTERNAL REVENUE CODE (IRC) 6115 CITY YEAR MADE GOOD FAITH EFFORTS AND DETERMINED THE COSTS OF GOODS AND SERVICES PROVIDED IN CONNECTION WITH THESE EVENTS

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

TO APPROXIMATE \$729,698. THE DIFFERENCE, \$9,590,819 REFLECTS THE
 GENEROSITY OF OUR DONORS. THE DIRECT COSTS, INCLUDING FACILITY RENTAL
 AND OTHER SIMILAR EXPENSES WERE \$1,680,334.

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

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

Name of the organization

CITY YEAR, INC.

Employer identification number

22-2882549

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) THE JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES ST. BALTIMORE, MD 21218	52-0595110	501(C)(3)	805,000.				
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1.

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 CORPS MEMBERS STIPENDS	2,766.	34,077,069.			
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

MONITOR THE USE OF GRANT FUNDS IN THE U.S.

PART I, LINE 2

CITY YEAR, INC. ENTERED INTO SUB AWARDS WITH THE JOHNS HOPKINS UNIVERSITY TO PERFORM DIPLOMAS NOW INITIATIVE IN FOUR SCHOOLS IN ACCORDANCE WITH THE MIAMI DADE COUNTY PUBLIC SCHOOLS AND TO PURSUE A THREE PHASE PROCESS TO LAUNCH A NETWORK OF HIGH-PERFORMING PUBLIC CHARTER SCHOOLS IN ACCORDANCE WITH THE WALTON FAMILY FOUNDATION AGREEMENT.

CITY YEAR'S DISBURSEMENTS TAKE THE FORM OF PROVIDING CORPS MEMBERS WITH A STIPEND RANGING FROM \$564/BI-WEEKLY TO \$766/BI-WEEKLY DURING THE PROGRAM

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

YEAR. ON A LIMITED BASIS, CITY YEAR PROVIDES EDUCATIONAL AWARDS OF \$5,550 TO CORPS MEMBERS. THIS AWARD IS FOR EDUCATIONAL AND RELATED EXPENSES AND PAYABLE DIRECTLY TO THE EDUCATIONAL INSTITUTIONS. THE POLICY FOR SELECTING CORPS MEMBERS IS BASED ON A COMBINATION OF WHAT THE INDIVIDUAL CAN BRING TO CITY YEAR AND WHAT CITY YEAR CAN GIVE TO THE INDIVIDUAL. CITY YEAR HAS BEEN SUCCESSFUL IN INVOLVING YOUNG PEOPLE FROM A BROAD RANGE OF RACIAL, SOCIO-ECONOMIC, RELIGIOUS AND EDUCATIONAL BACKGROUNDS AND IS COMMITTED TO RECRUITING AND RETAINING A DIVERSE CORPS. CITY YEAR MAINTAINS A NON-DISCRIMINATORY POLICY TOWARD ALL EMPLOYEES WITHOUT REGARD TO RACE, AGE, ETHNICITY, RELIGIOUS AFFILIATION OR SEXUAL PREFERENCE.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

CITY YEAR, INC.

Employer identification number

22-2882549

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 checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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 MICHAEL BROWN CEO & CO-FOUNDER	(i)	293,999.	74,713.	0	11,970.	58,085.	438,767.	0
	(ii)	0	0	0	0	0	0	0
2 JAMES BALFANZ PRESIDENT	(i)	229,393.	61,807.	0	12,001.	43,327.	346,528.	0
	(ii)	0	0	0	0	0	0	0
3 EVELYN BARNES CFAO	(i)	210,867.	5,253.	0	8,744.	32,319.	257,183.	0
	(ii)	0	0	0	0	0	0	0
4 SEAN J. HOLLERAN SENIOR VICE PRESIDENT	(i)	207,507.	5,253.	0	6,055.	34,369.	253,184.	0
	(ii)	0	0	0	0	0	0	0
5 ANNAMAURA CONNOLLY SENIOR VICE PRESIDENT	(i)	205,914.	5,253.	0	7,063.	33,059.	251,289.	0
	(ii)	0	0	0	0	0	0	0
6 ITAI DINOUR SENIOR VICE PRESIDENT	(i)	190,085.	23,000.	0	2,961.	37,525.	253,571.	0
	(ii)	0	0	0	0	0	0	0
7 WELLES HATCH SENIOR VICE PRESIDENT	(i)	184,434.	4,728.	0	0	35,941.	225,103.	0
	(ii)	0	0	0	0	0	0	0
8 STEPHANIE WU SENIOR VICE PRESIDENT	(i)	186,749.	4,667.	0	6,012.	30,357.	227,785.	0
	(ii)	0	0	0	0	0	0	0
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

CITY YEAR, INC.

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

22-2882549

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A MASSACHUSETTS DEVELOPMENT FINANCE AGENCY	04-3431814		05/07/2013	8,100,000.	REFUND SERIES 2006		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	225,000.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	8,100,000.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	114,718.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	7,985,282.			
12 Other unspent proceeds				
13 Year of substantial completion	2013			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

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

Schedule K (Form 990) 2013

Part III Private Business Use (Continued)

Table with 9 rows and 8 columns (A, B, C, D). Rows include questions about management contracts, research agreements, and bond-financed property usage.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D). Rows include questions about Form 8038-T, rebates, and qualified hedges.

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Name of the organization
CITY YEAR, INC.

Employer identification number
22-2882549

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$ _____												

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1) DANIEL BEKENSTEIN	FAMILY MEMBER OF TRUSTEE	7,276.	CORPS STIPEND	LIVING ALLOWANCE
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ALEXANDRA LOVETT-WOODSUM	FAMILY MEMBER OF TRUSTEE	11,207.	EMPLOYEE		X
(2) EMILY BEKENSTEIN	FAMILY MEMBER OF TRUSTEE	40,692.	EMPLOYEE		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

CITY YEAR, INC.

Employer identification number

22-2882549

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	32.	801,314.	STOCK EXCHANGE QUOTE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	250.	29,832.	RETAIL VALUE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		29.	1,021,322.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2013)

JSA

3E1298 1.000

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, COLUMN (B)

AMOUNTS IN COLUMN (B) REPRESENT THE NUMBER OF CONTRIBUTIONS RECEIVED.

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
TRAVEL AND TRANSPORTATION	X	6.	777,800.	RETAIL VALUE
EQUIPMENT/MAINTENANCE	X	1.	206,730.	FMV
MATERIALS	X	21.	21,044.	FMV
EVENT SPACE	X	1.	15,748.	RETAIL VALUE
TOTALS		<u>29.</u>	<u>1,021,322.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CITY YEAR, INC.

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

22-2882549

FORM 990, PART I, LINE 1 AND PART III, LINE 1

ORGANIZATION MISSION

CONTINUED:

AS TUTORS, MENTORS AND ROLE MODELS, THESE DIVERSE YOUNG LEADERS HELP CHILDREN STAY IN SCHOOL AND ON TRACK, AND TRANSFORM SCHOOLS AND COMMUNITIES ACROSS THE UNITED STATES.

FORM 990, PART III

PROGRAM SERVICE ACCOMPLISHMENTS 4A & 4B

4A - IN-SCHOOL SERVICE (CONTINUED):

IN EACH OF CITY YEAR'S 242 PARTNER SCHOOLS, THE TEAM PROVIDES ACADEMIC SUPPORT, ATTENDANCE MONITORING AND INCENTIVES, POSITIVE BEHAVIOR SUPPORT, AFTER-SCHOOL PROGRAMMING AND EVENTS (SUCH AS ASSEMBLIES AND CELEBRATIONS) THAT IMPROVE THE OVERALL SCHOOL ENVIRONMENT. THE SERVICE MODEL HELPS THE CORPS MEMBERS HAVE AN IMPACT BEYOND THE 26,298 REACHED DIRECTLY THROUGH ONE-ON-ONE AND SMALL GROUP INSTRUCTION. CORPS MEMBERS CHANGE THE ENVIRONMENT OF A SCHOOL BY IMMEDIATELY CHANGING THE RATIO OF STUDENTS TO RESPONSIBLE, CARING ADULTS. IN ADDITION TO THE IN-SCHOOL SERVICES, 10,502 STUDENTS WERE PROVIDED WITH AFTER-SCHOOL AND SCHOOL VACATION PROGRAMS.

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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4B - YOUTH CIVIC LEADERSHIP (CONTINUED):

CITY YEAR WAS FOUNDED ON THE BELIEF THAT A YEAR OF NATIONAL SERVICE COULD SERVE AS A CIVIC RITE OF PASSAGE-A UNIQUELY TRANSFORMATIONAL LIFE EXPERIENCE THAT, WHILE HELPING TO TRANSFORM COMMUNITIES IN NEED, COULD BEND THE TRAJECTORY OF AN IDEALISTIC YOUNG PERSON'S LIFE TOWARDS A LIFETIME OF ACTIVE CITIZENSHIP AND CIVIC LEADERSHIP. THESE PRINCIPLES GUIDE THE "IDEALIST'S JOURNEY," A FULL CURRICULUM THAT ALL CORPS MEMBERS EXPERIENCE AS PART OF THEIR OWN DEVELOPMENT AS LEADERS.

FORM 990 REVIEW PROCESS

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

THE TAX RETURN INFORMATION IS GATHERED BY THE FINANCE OFFICE AND USED TO POPULATE THE FORM 990, IN CONJUNCTION WITH KPMG, LLP, INDEPENDENT TAX CONSULTANT. ONCE COMPLETED, THE DRAFT FORM IS FORWARDED TO THE AUDIT COMMITTEE MEMBERS TO COMPLETE THEIR REVIEW AND APPROVAL OF THE FORM IT IS PROVIDED TO THE ENTIRE GOVERNING COMMITTEE FOR THEIR REVIEW AND COMMENT PRIOR TO THE FILING OF THE FORM.

CONFLICT OF INTEREST POLICY

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

ALL TRUSTEES SHALL DISCLOSE TO THE BOARD ANY POSSIBLE CONFLICT OF INTEREST AT THE EARLIEST PRACTICABLE TIME. NO TRUSTEE SHALL VOTE ON ANY MATTER UNDER CONSIDERATION AT A BOARD OR COMMITTEE MEETING IN WHICH SUCH TRUSTEE HAS A CONFLICT OF INTEREST. THE MINUTES OF SUCH MEETING SHALL REFLECT THAT A DISCLOSURE WAS MADE AND A TRUSTEE WHO IS UNCERTAIN WHETHER

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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A CONFLICT OF INTEREST MAY EXIST IN ANY MATTER MAY REQUEST THE BOARD OR COMMITTEE TO RESOLVE THE QUESTIONS. ANNUALLY, TRUSTEES ARE REQUIRED TO SIGN CONFLICT OF INTEREST STATEMENTS ASSUMING THAT THEY HAVE NO CONFLICT OF INTEREST.

COMPENSATION POLICY

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

CITY YEAR STRIVES TO BE THE EMPLOYER OF CHOICE FOR HIGHLY TALENTED PROFESSIONALS SEEKING A POSITION WITH A MISSION-DRIVEN, ENTREPRENEURIAL NON-PROFITS. OUR GOAL IS TO ATTRACT, DEVELOP AND RETAIN HIGH-PERFORMING TALENT FROM DIVERSE BACKGROUNDS AND INDUSTRY SECTORS. CITY YEAR REWARDS EMPLOYEES FOR THEIR INDIVIDUAL JOB PERFORMANCE AND CONTRIBUTIONS TO THE ORGANIZATION, AND CULTIVATES AND PROMOTES AN INCLUSIVE WORK ENVIRONMENT.

CITY YEAR TARGETS COMPENSATION ABOVE THE MARKET AVERAGE TO REFLECT CITY YEAR'S GREATER EMPHASIS ON PERFORMANCE, LEADERSHIP AND ENTREPRENEURSHIP, AND TO ENABLE CITY YEAR TO ATTRACT AND RETAIN HIGH-PERFORMING TALENT FROM DIVERSE BACKGROUNDS AND INDUSTRY SECTORS.

CITY YEAR COMPARES ITSELF TO BOTH NON-PROFIT AND PRIVATE SECTOR ORGANIZATIONS OF SIMILAR SIZE. IN ADDITION CONSIDERATION IS GIVEN TO OTHER ORGANIZATIONS' STRUCTURES, AS WELL AS TO ANYTHING ABOUT A PARTICULAR POSITION THAT MAY BE UNIQUE TO CITY YEAR. AS AN EXAMPLE, IN BENCHMARKING THE EXECUTIVE DIRECTOR POSITION, CITY YEAR DISTINGUISHES BETWEEN ORGANIZATIONS HAVING A SIMILAR STRUCTURE (MULTIPLE LOCATIONS WITH CENTRALIZED FUNCTIONS SUCH AS FINANCE AND HR) AND THOSE THAT HAVE AN

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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EXECUTIVE DIRECTOR THAT OVERSEES A STANDALONE ORGANIZATION.

THE PURPOSE OF THE COMPENSATION POLICY IS TO ESTABLISH CONSISTENT, SUSTAINABLE, COMPETITIVE, AND TRANSPARENT PAY PRACTICES, ALIGNED WITH CITY YEAR'S ORGANIZATIONAL STRATEGY AND COMPENSATION PHILOSOPHY, ACROSS ALL DEPARTMENTS AND DIVISIONS OF CITY YEAR, INC.

THE HUMAN POTENTIAL DEPARTMENT IS RESPONSIBLE FOR UPDATING AND MANAGING ENFORCEMENT OF THIS POLICY.

PROCEDURE FOR SETTING MARKET REFERENCE POINTS

THE HUMAN POTENTIAL DEPARTMENT BENCHMARKS CURRENT MARKET REFERENCE POINTS USING MARKET DATA FOR REPRESENTATIVE POSITIONS FROM ORGANIZATIONS AS DESCRIBED ABOVE, AND REVISES THE MARKET REFERENCE POINTS FOR EACH GROUP AS NEEDED.

MARKET REFERENCE POINTS FOR THE CHIEF EXECUTIVE OFFICER AND THE CEO'S DIRECT REPORTS (TYPICALLY BUT NOT LIMITED TO, THE PRESIDENT, CHIEF FINANCIAL AND ADMINISTRATIVE OFFICER) MUST BE APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES.

PROCEDURE FOR SALARY INCREASES

CHIEF EXECUTIVE OFFICER - ALL INCREASES ARE DETERMINED AND APPROVED BY

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES, AND COMMUNICATED TO HUMAN POTENTIAL FOR PROCESSING.

CEO DIRECT REPORTS - ALL INCREASES ARE PROPOSED BY THE CEO, MUST BE APPROVED BY THE CHAIR AND VICE CHAIR, IF ANY, OF THE BOARD OF TRUSTEES, AND COMMUNICATED TO HUMAN POTENTIAL FOR PROCESSING.

SENIOR LEADERSHIP TEAM - ALL INCREASES ARE PROPOSED BY THE CEO'S DIRECT REPORTS, MUST BE APPROVED BY THE CEO, WITH INPUT FROM THE CHAIR AND VICE CHAIR, IF ANY, OF THE BOARD OF TRUSTEES, AND COMMUNICATED TO HUMAN POTENTIAL FOR PROCESSING.

EXECUTIVE DIRECTORS, VICE PRESIDENTS, AND ANY STAFF MEMBER WITH A BASE SALARY >\$100K-ALL INCREASES ARE PROPOSED BY THE EMPLOYEE'S MANAGER TO HUMAN POTENTIAL, MUST BE APPROVED BY THE CEO, AND COMMUNICATED TO HUMAN POTENTIAL FOR PROCESSING.

THE DELIBERATION AND DECISIONS ARE DOCUMENTED IN THE MINUTES CONTEMPORANEOUSLY.

PUBLIC DISCLOSURE POLICY

FORM 990, PART VI, SECTION C, LINE 19

CITY YEAR'S FORM 990 AND FINANCIAL STATEMENTS (AUDITED ANNUALLY) ARE MADE AVAILABLE TO THE GENERAL PUBLIC THROUGH THE ORGANIZATION'S WEBSITE, ON REQUEST, AND AVAILABLE FOR INSPECTION AT HEADQUARTER OFFICES. CITY YEAR MAKE ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY AVAILABLE TO

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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THE PUBLIC UPON REQUEST.

ADDITIONALLY, THE FORM 990 IS AVAILABLE AT WWW.GUIDESTAR.ORG.

RELATED PARTIES AND AFFILIATIONS

CITY YEAR IS ONE OF SEVEN MEMBERS OF CITY YEAR SOUTH AFRICA CITIZEN SERVICE ORGANIZATION, A SEPARATE LEGAL ENTITY WHICH IS INCORPORATED UNDER SOUTH AFRICAN CHARITABLE ORGANIZATION LAWS. ONE INDIVIDUAL MEMBER OF CITY YEAR SOUTH AFRICA IS ALSO A TRUSTEE OF CITY YEAR. CITY YEAR DOES NOT CONTROL AND HAS NO OBLIGATION TO SUPPORT OR BE A BENEFICIARY OF THE NET ASSETS OF CITY YEAR SOUTH AFRICA. AS SUCH, THE FINANCIAL RECORDS OF CITY YEAR SOUTH AFRICA ARE NOT CONSOLIDATED WITHIN.

CITY YEAR HAS AN AFFILIATION AGREEMENT WITH CITY YOUTH LIMITED, AN ORGANIZATION INCORPORATED AS A COMPANY LIMITED BY GUARANTEE UNDER THE ENGLISH CHARITY ACT. THE AFFILIATION AGREEMENT PROVIDES FOR, AMONG, OTHER THINGS, A GOVERNANCE STRUCTURE THAT ESTABLISHES THE PROGRAM AS A FULLY INDEPENDENT UK CHARITY, WITH CITY YEAR ENTITLED TO APPOINT TWO PERSONS TO THE BOARD OF DIRECTORS. CITY YOUTH LIMITED IS, AND SHALL AT TIMES, REMAIN FINANCIALLY INDEPENDENT FROM CITY YEAR. CITY YEAR DOES NOT CONTROL AND DOES NOT HAVE ANY FINANCIAL OBLIGATION, RESPONSIBILITY OR LIABILITY TO CITY YOUTH LIMITED. AS SUCH, THE FINANCIAL RECORDS OF CITY YOUTH LIMITED ARE NOT CONSOLIDATED HERE WITHIN.

Name of the organization CITY YEAR, INC.	Employer identification number 22-2882549
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OTHER CHANGES IN NET ASSETS

PART XI, LINE 9

UNREALIZED NET GAIN ON CHANGES IN FAIR VALUE

OF INTEREST-RATE SWAPS \$ 151,269

ATTACHMENT 1FORM 990, PART VI, LINE 17 - STATES

AL, AK, AR, CA, CO, CT,

DC, FL, GA, IL, KS, KY, ME, MD, MA, MI,

MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, TX, UT, VA, WA, WV, WI,

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
METEORIX 2 SEAPORT LANE BOSTON, MA 02210	TECH CONSULTING	723,001.
WINTER WYMAN 75 FEDERAL STREET #720 BOSTON, MA 02110	TEMPORARY STAFF	616,180.
PREMIER TECHNICAL 200 INTERNATIONAL DRIVE, SUITE 201 PORTSMOUTH, NH 03801	TECH CONSULTING	362,009.
ALLACCIARE 165C S. RIVER ROAD BEDFORD, NH 03110	TECH CONSULTING	341,290.
IMAJINE THAT 3 GLENN DRIVE MAYNARD, MA 01754	EDUCATION CONSULTING	320,072.