

**GOODWILL INDUSTRIES OF DENVER**

**Financial Statements  
and  
Independent Auditors' Report  
December 31, 2015  
(With Summarized Comparative Totals for 2014)**

# GOODWILL INDUSTRIES OF DENVER

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## **INDEPENDENT AUDITORS' REPORT**

Board of Directors  
Goodwill Industries of Denver  
Denver, Colorado

We have audited the accompanying financial statements of Goodwill Industries of Denver ("Goodwill"), which are comprised of the statement of financial position as of December 31, 2015, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

### **AUDITORS' RESPONSIBILITY**

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

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

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

**OPINION**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Goodwill Industries of Denver as of December 31, 2015, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**REPORT ON SUMMARIZED COMPARATIVE INFORMATION**

The prior-year summarized comparative information has been derived from Goodwill's financial statements as of December 31, 2014, which were audited by us, and our report dated April 22, 2015, expressed an unmodified opinion on those audited financial statements.

EKS;H LLLP  
EKS&H LLLP

April 20, 2016  
Denver, Colorado

# GOODWILL INDUSTRIES OF DENVER

## Statement of Financial Position

	<u>December 31,</u> <u>2015</u>	<u>Summarized</u> <u>Comparative</u> <u>Total for</u> <u>December 31,</u> <u>2014</u>
<b>Assets</b>		
Assets		
Cash and cash equivalents	\$ 1,601,906	\$ 2,394,997
Accounts receivable	691,447	798,228
Inventories	2,820,473	2,392,123
Prepaid expenses and other assets	1,025,590	920,907
Investments	13,954,605	15,099,846
Deposits and other assets	252,807	258,592
Property and equipment, net	36,496,666	37,366,056
Deferred loan costs, net of amortization	98,440	102,720
Beneficial interest in assets held by others	<u>53,105</u>	<u>57,711</u>
Total assets	<u>\$ 56,995,039</u>	<u>\$ 59,391,180</u>
<b>Liabilities and Net Assets</b>		
Liabilities		
Accounts payable	\$ 1,608,431	\$ 708,244
Accrued liabilities	2,969,708	4,058,794
Deferred lease incentives	1,773,927	2,034,908
Deferred revenue	113,871	131,575
Deferred compensation	193,168	198,953
Tenant deposits	10,070	11,320
Long-term debt	<u>6,555,000</u>	<u>6,780,000</u>
Total liabilities	<u>13,224,175</u>	<u>13,923,794</u>
Commitments		
Net assets		
Unrestricted		
Undesignated	29,934,968	30,832,944
Board-designated		
Endowment	<u>13,782,791</u>	<u>14,576,731</u>
Total unrestricted net assets	43,717,759	45,409,675
Permanently restricted	<u>53,105</u>	<u>57,711</u>
Total net assets	<u>43,770,864</u>	<u>45,467,386</u>
Total liabilities and net assets	<u>\$ 56,995,039</u>	<u>\$ 59,391,180</u>

See notes to financial statements.

## GOODWILL INDUSTRIES OF DENVER

### Statement of Activities

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total for December 31, 2015</u>	<u>Summarized Comparative Total for December 31, 2014</u>
<b>Revenue</b>					
Sales	\$ 61,569,934	\$ -	\$ -	\$ 61,569,934	\$ 63,819,038
Public support	3,033,707	-	-	3,033,707	2,641,365
Workforce development	2,444,714	-	-	2,444,714	3,002,606
Investment income	335,525	-	605	336,130	432,677
Net realized and unrealized (losses) gains on investments	(388,327)	-	(2,405)	(390,732)	149,064
Rental income	460,575	-	-	460,575	453,793
Other revenue	26,943	-	-	26,943	105,264
Net assets released due to satisfaction of time and purpose restriction	2,806	-	(2,806)	-	-
Total revenue	<u>67,485,877</u>	<u>-</u>	<u>(4,606)</u>	<u>67,481,271</u>	<u>70,603,807</u>
<b>Expenses</b>					
Program services					
Retail	55,081,937	-	-	55,081,937	56,111,890
Workforce development	7,018,113	-	-	7,018,113	7,677,654
Total program services	<u>62,100,050</u>	<u>-</u>	<u>-</u>	<u>62,100,050</u>	<u>63,789,544</u>
General and administrative	6,410,729	-	-	6,410,729	6,889,876
Unallocated payments to Goodwill Industries					
International	167,544	-	-	167,544	164,916
Fund development	499,470	-	-	499,470	429,048
Total expenses	<u>69,177,793</u>	<u>-</u>	<u>-</u>	<u>69,177,793</u>	<u>71,273,384</u>
Change in net assets	(1,691,916)	-	(4,606)	(1,696,522)	(669,577)
Net assets at beginning of year	<u>45,409,675</u>	<u>-</u>	<u>57,711</u>	<u>45,467,386</u>	<u>46,136,963</u>
Net assets at end of year	<u>\$ 43,717,759</u>	<u>\$ -</u>	<u>\$ 53,105</u>	<u>\$ 43,770,864</u>	<u>\$ 45,467,386</u>

See notes to financial statements.

## GOODWILL INDUSTRIES OF DENVER

### Statement of Functional Expenses

	Retail	Workforce Development	Total Program Services	General and Administrative	Fund Development	Facility	Maintenance	For the Year Ended December 31, 2015	Summarized Comparative Total for December 31, 2014
Salaries and wages	\$ 22,539,597	\$ 4,903,878	\$ 27,443,475	\$ 3,389,561	\$ 283,028	\$ -	\$ 577,228	\$ 31,693,292	\$ 33,578,684
Employee benefits	5,054,663	1,064,144	6,118,807	659,467	62,915	(11,502)	155,762	6,985,449	8,073,753
Other employee costs	359,967	53,678	413,645	26,697	11,093	-	26,793	478,228	386,056
Legal and accounting fees	-	-	-	126,240	-	-	-	126,240	140,439
Commissions on Internet sales	678,732	-	678,732	-	-	-	-	678,732	845,016
Consulting and contracted services	948,929	141,294	1,090,223	774,439	64,971	1,972	323	1,931,928	1,814,475
Training, travel, and entertainment	74,992	84,525	159,517	65,424	13,770	5,842	605	245,158	431,410
Supplies	1,674,270	68,066	1,742,336	233,304	9,555	5,366	23,212	2,013,773	1,826,052
Goods purchased for resale	3,584,322	-	3,584,322	-	-	-	-	3,584,322	2,747,511
Security	81,288	1,806	83,094	-	-	-	617	83,711	94,979
Non-capital equipment	22,462	-	22,462	120	-	-	-	22,582	64,374
Assistance to clients	-	80,744	80,744	34,426	45	-	-	115,215	163,960
Scholarships	-	3,000	3,000	-	-	-	-	3,000	9,450
Miscellaneous	47,212	13,335	60,547	135,146	28,570	(58,890)	7,484	172,857	264,261
Telephone	435,870	82,386	518,256	59,395	3,230	12,550	8,582	602,013	512,123
Postage and shipping	1,034,962	253	1,035,215	7,565	36	10,164	-	1,052,980	1,437,256
Building rent	8,482,436	70,811	8,553,247	2,218	-	-	-	8,555,465	7,621,840
Insurance	38,522	11,012	49,534	2,569	46	459,740	17,608	529,497	470,157
Maintenance and utilities	1,779,458	37,286	1,816,744	195	-	123,935	41,228	1,982,102	1,854,470
Trash removal	782,061	435	782,496	755	-	3,557	1,704	788,512	624,807
Equipment rental and repair	888,060	11,066	899,126	796	51	9,567	57,104	966,644	1,230,850
Printing, advertising, and promotion	687,663	12,812	700,475	177,696	1,973	51,818	60	932,022	1,396,303
Leasing costs	199,196	-	199,196	-	-	-	-	199,196	318,469
Bank services charges	962,233	245	962,478	48,782	2,214	51	-	1,013,525	1,033,753
Interest	-	-	-	-	-	206,112	-	206,112	211,486
Rental	-	-	-	121,400	-	-	-	121,400	118,479
Depreciation expense	3,162,691	88,612	3,251,303	348,552	3,778	305,051	17,610	3,926,294	3,838,055
Facility allocation	777,584	188,634	966,218	102,083	6,678	(1,125,333)	50,354	-	-
Maintenance allocation	784,767	100,091	884,858	93,899	7,517	-	(986,274)	-	-
Total program expenses	<u>55,081,937</u>	<u>7,018,113</u>	<u>62,100,050</u>	<u>6,410,729</u>	<u>499,470</u>	<u>-</u>	<u>-</u>	<u>69,010,249</u>	<u>71,108,468</u>
Goodwill Industries International	<u>-</u>	<u>-</u>	<u>-</u>	<u>167,544</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>167,544</u>	<u>164,916</u>
Total expenses	<u>\$ 55,081,937</u>	<u>\$ 7,018,113</u>	<u>\$ 62,100,050</u>	<u>\$ 6,578,273</u>	<u>\$ 499,470</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 69,177,793</u>	<u>\$ 71,273,384</u>

See notes to financial statements.

## GOODWILL INDUSTRIES OF DENVER

### Statement of Cash Flows

	For the Year Ended December 31, 2015	Summarized Comparative Total for December 31, 2014
	<u>                    </u>	<u>                    </u>
Cash flows from operating activities		
Change in net assets	\$ (1,696,522)	\$ (669,577)
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation	3,926,294	3,838,055
Net realized and unrealized loss (gain) on investments	388,327	(147,363)
Loss on disposal of property and equipment	125,641	-
Contribution of fixed assets	(593,942)	-
Amortization of deferred loan costs	4,280	4,280
Change in value of beneficial interest	4,606	465
Changes in operating assets and liabilities		
Accounts receivable	106,781	(188,404)
Inventories	(428,350)	(322,350)
Prepaid expenses and other assets	(104,683)	230,773
Deposits and other assets	5,785	(4,220)
Accounts payable	635,907	(813,855)
Accrued liabilities	(1,089,086)	205,624
Deferred lease incentives	(260,981)	(282,619)
Deferred revenue	(17,704)	(511,457)
Deferred compensation	(5,785)	11,720
Tenant deposits	(1,250)	-
Net cash provided by operating activities	<u>999,318</u>	<u>1,351,072</u>
Cash flows from investing activities		
Investment distributions	1,092,439	2,007,515
Investment income reinvested	(335,525)	(432,200)
Purchase of property and equipment	<u>(2,324,323)</u>	<u>(5,091,080)</u>
Net cash used in investing activities	<u>(1,567,409)</u>	<u>(3,515,765)</u>
Cash flows from financing activities		
Payments on long-term debt	<u>(225,000)</u>	<u>(220,000)</u>
Net cash used in financing activities	<u>(225,000)</u>	<u>(220,000)</u>
Net decrease in cash and cash equivalents	(793,091)	(2,384,693)
Cash and cash equivalents at beginning of year	<u>2,394,997</u>	<u>4,779,690</u>
Cash and cash equivalents at end of year	<u>\$ 1,601,906</u>	<u>\$ 2,394,997</u>

Supplemental disclosure of cash flow information and non-cash activity:

Interest paid was \$206,112 for the year ended December 31, 2015.

At December 31, 2015, property and equipment purchases of \$264,280 were included in accounts payable.

See notes to financial statements.



# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 1 - Organization and Summary of Significant Accounting Policies**

#### **General**

Goodwill Industries of Denver ("Goodwill") is in the business of second chances – going to great measures to ensure that every donated item is sold or has many chances to be transformed into life-changing opportunities for the most vulnerable Coloradans. From processing donations, recycling, and transforming lives, Goodwill is the ultimate socially responsible retailer.

***Goodwill's mission is to provide education, career development, and employment opportunities to help Coloradans in need achieve self-sufficiency, dignity, and hope through the Power of Work.***

Goodwill's retail division is comprised of a network of 29 retail stores, 1 Déjà Blue Boutique, 3 outlet worlds, and 16 stand-alone donation centers throughout metro Denver and northern Colorado. Profits from these retail stores, as well as donor contributions, fund Goodwill's highly successful workforce development programs in the community. Goodwill helps people find the tools to succeed in work and in life.

Goodwill's mission-based programs focus on *The Power of Work*, the idea that WORK – a job, a career, or the opportunity to plan for a future career – is the force that guides individuals in the right direction and ultimately creates lasting, positive change for society. The following programs serve more than 23,000 people in the community each year:

#### **Youth Career Development Program**

Goodwill employs teachers in 36 Denver metro and northern Colorado public schools who provide much-needed career development assistance and college exploration to more than 17,000 at-risk youth annually. With the support of more than 1,000 community members annually, this program helps students formulate career paths and prepare for life after graduation.

#### **Adult Career Development Program**

Each year, Goodwill helps more than 5,000 individuals find the employment they need to support themselves and their families, despite any disadvantaging conditions they may have. Goodwill's 10 Career Connection Centers in the community provide job search assistance, resume help, career counseling, a variety of job and life-skills classes, and even placement and assistive technology recommendations.

#### **Community Employment and Day Programs**

Goodwill's Community Employment and Day Programs provide pre-vocational and on-the-job training and facility-based work programs to hundreds of individuals with significant disabilities. The goal is to help people participate in the life of the community through employment and work experience and to increase their independence and self-esteem.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

#### General (continued)

##### **Employee Services Program**

The Employee Services Program helps Goodwill employees who have fallen on hardship, injury, or illness to access emergency support, life-skills training, and financial assistance, enabling them to keep working to support themselves and their families. About 50% of Goodwill's employees have disabilities or other disadvantageous conditions.

##### **AgrAbility: supportive programs for farmers and ranchers**

Goodwill partners with Colorado State University Extension Services and the USDA's AgrAbility grant to provide job assistance and assistive technology to allow Colorado farmers and ranchers who have been injured or experienced a change in condition to continue working.

#### Basis of Presentation

Goodwill is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets are those currently available at the discretion of the Board of Directors for use in Goodwill's operations and for investments in property and equipment.

Temporarily restricted net assets are monies restricted by donors specifically for certain time periods, purposes, or programs. Goodwill had no temporarily restricted net assets at December 31, 2015.

Permanently restricted net assets are assets that must be maintained permanently by Goodwill as required by the donors, but Goodwill is permitted to use or expend part or all of any income derived from those assets.

#### Recently Issued Accounting Pronouncement

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)*. The new standard establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the statement of financial position for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of activities.

The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

#### Recently Issued Accounting Pronouncement (continued)

Goodwill is currently evaluating the impact of the pending adoption of the new standard on the financial statements.

#### Contributions

Goodwill accounts for contributions as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

All contributions are considered available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. Donor-restricted contributions whose restrictions are met in the same reporting period are reported as unrestricted support.

As a result of its retail programs, Goodwill generated \$61,569,934 in proceeds from sales of purchased and donated goods by the community to fund its retail and other human services programs and general and administrative costs.

#### Cash and Cash Equivalents

Goodwill considers all unrestricted highly liquid investments with an original maturity of three months or less, and that are not held by investment managers as a part of an investment portfolio or restricted to long-term purposes, to be cash equivalents. As of December 31, 2015, and periodically throughout the year, Goodwill has maintained balances in various operating accounts in excess of federally insured limits.

#### Investments

Investments are recorded at fair value. Fair value is determined as more fully described in Note 3.

Investments in marketable equity and fixed-income securities with readily determinable market values are reported at fair value based on quoted prices in active markets. The market value of Goodwill's beneficial interest in assets held by others is based on information reported by Community First Foundation, which holds the funds. Investment income consists of Goodwill's distributive share of any interest, dividends, and capital gains and losses generated from its investments. Realized gains and losses attributable to Goodwill's investments are reported upon a sale or disposition of the investment. Unrealized gains and losses are included in the statement of activities.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### Note 1 - Organization and Summary of Significant Accounting Policies (continued)

#### Contributions Receivable

Unconditional contributions receivable are recognized as revenues in the period the pledge is received. Contributions receivable are recorded at net realizable value if expected to be collected in one year and at fair value if expected to be collected in more than one year. At December 31, 2015, there were no contributions receivable. Conditional contributions are recognized when the conditions on which they depend are substantially met. There were no conditional contributions receivable at December 31, 2015.

#### Accounts Receivable

Accounts receivable represent amounts due resulting from the performance of services provided during the normal course of operations.

Uncollectible accounts are charged to the allowance for doubtful accounts in the year they are deemed uncollectible. Accounts receivable are considered to be past due based on contractual terms. Based on management's analysis, an allowance was not considered necessary at December 31, 2015 as the uncollectible amount was not significant to the financial statements.

#### Concentrations of Credit Risk

Financial instruments, which potentially subject Goodwill to concentrations of credit risk, consist principally of cash in excess of Federal Deposit Insurance Corporation limits, temporary cash investments, and investment securities. Goodwill places its cash accounts with creditworthy, high-quality financial institutions. Investments are monitored by the Board of Directors and management of Goodwill. Though the market value of investments is subject to fluctuation on a year-to-year basis, management believes that the investment policy is prudent for the long-term welfare of Goodwill.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, losses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

#### Property and Equipment

Other than the contributed merchandise described below, Goodwill records property and equipment at cost if purchased or at fair market value at the date of donation. Goodwill capitalizes all assets with an original cost of \$5,000 or more and a useful life in excess of three years. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 40 years.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### Note 1 - Organization and Summary of Significant Accounting Policies (continued)

#### Long-Lived Assets

Goodwill reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. Goodwill looks primarily to the undiscounted future cash flows in its assessment of whether or not long-lived assets have been impaired. There were no impairments during the year ended December 31, 2015.

#### Inventory

Inventory is comprised primarily of contributed clothing and household goods held for sale and new goods purchased for resale. Inventory contributed is valued based on collection and processing costs incurred that are necessary to prepare the goods for sale. Inventory includes items on the shelves at outlet and store locations. In addition, processed and unprocessed inventory held at warehouses, outlet locations, and donation centers is valued at the lower of cost to collect and process or market value, which may approximate salvage value. New goods purchased are valued at the lower of cost or market.

#### Deferred Lease Incentives

Lease incentives are amortized on a straight-line basis over the life of the lease. At December 31, 2015, the balance of unamortized rent incentives was \$1,773,927.

#### Deferred Revenue

Income from the sale of gift certificates is deferred and recognized when the certificates are redeemed. Contract revenue is recognized in the period the revenue is earned.

At December 31, 2015, deferred revenue consisted of the following:

Gift certificates	\$	88,300
AgrAbility program		25,003
Career development deferred revenue		<u>568</u>
	\$	<u>113,871</u>

#### Advertising

Goodwill uses advertising to expand public awareness and to promote its retail operations and its auto donation program. The production costs of advertising are expensed as incurred. During the year ended December 31, 2015, advertising expense related to retail operations, goods donations, marketing, and the auto donation program was \$677,428.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 1 - Organization and Summary of Significant Accounting Policies (continued)**

#### Donated Services

Many individuals volunteer their time and perform a variety of tasks that assist Goodwill in its programs and general operations. The value of these services has not been recorded in the financial statements as it does not meet the criteria for recognition under generally accepted accounting principles.

#### Income Taxes

Goodwill is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (the "IRC") and qualifies for the charitable contribution deduction. However, income from activities not directly related to Goodwill's tax-exempt purpose is subject to taxation as unrelated business income. There was no significant unrelated business taxable income in 2015.

Goodwill follows the guidance of Accounting Standards Codification Topic 820, *Accounting for Uncertainty in Income Taxes*. After evaluating the tax positions taken, none are considered to be uncertain; therefore, no amounts have been recognized as of December 31, 2015. If incurred, interest and penalties associated with tax positions are recorded in the period assessed as general and administrative expense. No material interest or penalties have been assessed as of December 31, 2015.

#### Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the accompanying financial statements. Accordingly, certain costs have been allocated among the appropriate programs and supporting services benefited.

#### Prior-Year Information

The financial statements include certain prior-year summarized comparative information in total but not by asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with Goodwill's financial statements for the year ended December 31, 2014, from which the summarized information was derived.

#### Subsequent Events

Goodwill has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance, and determined that there were no subsequent events requiring disclosure.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### Note 2 - Investments

Goodwill's investment assets are dedicated to providing the financial resources needed to meet its charitable objectives. Goodwill's investments are managed by an independent professional investment management firm with oversight provided by Goodwill's Board of Directors.

Investments are exposed to various risks that may cause the reported value of Goodwill's investment assets to fluctuate from period to period and result in material changes to the net assets of Goodwill. Investments in equity securities fluctuate in value in response to many factors, such as the activities and financial condition of individual companies, market conditions, and the general economic environment. The values of bond investments and other fixed-income securities fluctuate in response to changing interest rates, creditworthiness of issuers, and overall economic policies that impact market conditions.

Investments, stated at their fair values, are comprised of the following at December 31, 2015:

Cash equivalents	\$	145,901
Certificates of deposit		171,814
Bond mutual funds		6,237,665
Equity mutual funds		6,788,698
Real estate mutual funds		<u>610,527</u>
	\$	<u>13,954,605</u>

### Note 3 - Fair Value Measurements

Goodwill reports its investments in accordance with fair value standards. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. These standards require an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or other valuation techniques) to determine fair value. Fair value measurement standards also require Goodwill to classify these financial instruments into a three-level hierarchy, based on the priority of inputs to the valuation technique or in accordance with net asset value practical expedient rules, which allow for either Level 2 or Level 3 reporting depending on lock-up and notice periods associated with the underlying funds.

Instruments measured and reported at fair value are classified and disclosed in one of the following categories:

- Level 1: Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments included in Level 1 are mutual funds, listed equities, listed derivatives, and cash.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### Note 3 - Fair Value Measurements (continued)

Level 2: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments that are generally included in this category include corporate and government bonds, certificates of deposits, less liquid and restricted equity securities, and certain over-the-counter derivatives.

Level 3: Pricing inputs are unobservable for the investment and include situations in which there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include limited partnership interests in corporate private equity and real estate funds, funds of hedge funds, and distressed debt. Goodwill's Level 3 investments consist of an endowment held in pooled funds at Community First Foundation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. These classifications (Levels 1, 2, and 3) are intended to reflect the observability of inputs used in the valuation of investments and are not necessarily an indication of risk or liquidity.

All investments have been valued using a market approach. Fair values for assets in Level 3 are calculated using quoted market prices for similar assets in markets that are not active. However, the underlying assets may be actively traded.

The following table summarizes the valuation of Goodwill's investments by the above fair value hierarchy levels as of December 31, 2015:

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash equivalents	\$ 145,901	\$ 145,901	\$ -	\$ -
Certificates of deposit	171,814	-	171,814	-
Bond mutual funds	6,237,665	6,237,665	-	-
Equity mutual funds	6,788,698	6,788,698	-	-
Real estate mutual funds	610,527	610,527	-	-
Investments held by Community First Foundation	<u>53,105</u>	<u>-</u>	<u>-</u>	<u>53,105</u>
Total	<u>\$ 14,007,710</u>	<u>\$ 13,782,791</u>	<u>\$ 171,814</u>	<u>\$ 53,105</u>



# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 3 - Fair Value Measurements (continued)**

The changes in investments measured at fair value for which Goodwill has used Level 3 inputs to determine fair value are as follows:

Balance as of December 31, 2014	\$	57,711
Investment income, net		605
Net depreciation (realized and unrealized)		(2,405)
Distributions		<u>(2,806)</u>
Balance as of December 31, 2015	\$	<u>53,105</u>

### **Note 4 - Property and Equipment**

Property and equipment consists of the following at December 31, 2015:

Land	\$	9,676,832
Land improvements		710,142
Buildings and improvements		29,048,888
Leasehold improvements		9,642,037
Machinery and equipment		11,801,250
Automobiles and trucks		1,417,005
Construction in progress		<u>1,116,333</u>
		63,412,487
Less accumulated depreciation		<u>(26,915,821)</u>
	\$	<u>36,496,666</u>

### **Note 5 - Long-Term Debt**

In December 2013, Goodwill entered into a bond agreement in the amount of \$7,000,000 ("Series 2013 Bonds") with Colorado Health Facilities Authority. The Series 2013 Bonds accrue monthly interest at a fixed rate of 3.04% for a seven-year period and are payable semi-annually beginning June 2014. The bond amount is payable annually beginning in December 2014 over a 25-year amortization period. The amount outstanding as of December 31, 2015 was \$6,555,000. The bonds include an early redemption offer on December 1, 2020. In the event that the early redemption offer is not exercised by Goodwill, the interest rate on the bonds will be reset. The bonds are secured by deeds of trust on the Englewood, Littleton - Simms, Aurora - Belleview, and Arvada stores. The bonds also require certain restrictive covenants be met on a quarterly and annual basis.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 5 - Long-Term Debt (continued)**

Future annual maturities of long-term debt outstanding are as follows:

#### **For the Year Ending December 31,**

2016	\$	230,000
2017		235,000
2018		240,000
2019		245,000
2020		250,000
Thereafter		<u>5,355,000</u>
Total	\$	<u>6,555,000</u>

### **Note 6 - Lease Commitments**

Goodwill has several operating leases for facilities and equipment used in its operations. These leases expire at various dates through 2031. Future minimum lease payments under non-cancelable operating leases that have remaining terms in excess of one year are as follows:

#### **For the Year Ending December 31,**

2016	\$	7,130,738
2017		6,758,626
2018		4,809,899
2019		3,687,663
2020		3,293,748
Thereafter		<u>21,594,936</u>
Total	\$	<u>47,275,610</u>

Goodwill incurred total rent expense of \$8,555,465 in 2015, which includes common area maintenance expenses.

### **Note 7 - Employee Benefit Plans**

Effective January 1, 2004, Goodwill adopted an executive deferred compensation plan (the "Executive Plan") under Section 457(b) of the IRC. The Executive Plan allows the participants to make an election each year to defer up to the maximum amount permitted by law. The Executive Plan allows for discretionary employer contributions, and there were no employer contributions for the year ended December 31, 2015. Contributions to the Executive Plan are not subject to vesting.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 7 - Employee Benefit Plans (continued)**

Goodwill sponsors a tax-deferred annuity plan (the "Annuity Plan") under Section 403(b) of the IRC covering substantially all employees. Under the Annuity Plan, Goodwill contributes an amount equal to 3% of the employee's gross wages and 25% of the first 4% in employee contributions. Employees can contribute to the Annuity Plan 30 days after hire and are eligible for employer contributions after one year and at least 1,000 hours of service. Participants are at all times 100% vested in the amounts they contribute to the Annuity Plan and are 100% vested in the employer contributions upon the completion of three years of service. Goodwill contributed \$770,839 to the Annuity Plan for the year ended December 31, 2015.

### **Note 8 - Net Assets**

#### **Board-Designated**

##### *Endowment*

In 1991, the Board of Directors of Goodwill established the Goodwill Industries of Denver Endowment Fund (the "Endowment Fund") with net operating revenues. The Endowment Fund has been designated by the Board of Directors to function as an endowment and is operated solely for charitable purposes as set forth in Section 501(c)(3) of the IRC of 1954. In subsequent years, the Endowment Fund has been increased by further additions of unrestricted designated donations, net operating revenues, unrestricted bequests, and realized investment returns. The corpus of the Endowment Fund as of December 31, 2003 was deemed by the Board of Directors to be \$10,000,000.

The Endowment Fund is governed by a written policy document, which provides that the primary purpose of the fund is to support new or expanding program development and that the corpus may not be invaded except in the case of a specific resolution of the Board of Directors.

Upon approval by the Board of Directors, these funds may be disbursed in the form of grants, scholarships, internships, and other means of disbursement in support of Goodwill programs.

#### **Permanently Restricted**

Permanently restricted net assets consist of \$53,105 held at Community First Foundation for the Tim Welker Self-Sufficiency Endowment Fund. The primary purpose of this fund is to provide funding for educational assistance for Goodwill program participants and Goodwill employees.

#### **Endowment Net Assets**

Goodwill follows *Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures for All Endowment Funds*. The state of Colorado adopted the Uniform Prudent Management of Institutional Funds Act ("UPMIFA") effective September 1, 2008.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### Note 8 - Net Assets (continued)

#### Endowment Net Assets (continued)

Goodwill has interpreted UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Goodwill's permanently restricted endowment funds consist of (a) the original value of gifts donated to the permanent endowment and (b) accumulations to the permanent endowment made in accordance with the direction of the donor gift instrument at the time the accumulation is added to the fund.

In accordance with UPMIFA, Goodwill considers the following factors in making a determination to appropriate or accumulate Board-designated and donor-restricted endowment funds:

- 1) The duration and preservation of the fund
- 2) The purposes of Goodwill and the donor-restricted endowment fund
- 3) General economic conditions
- 4) The possible effect of inflation and deflation
- 5) The expected total return from income and the appreciation of investments
- 6) Other Goodwill resources
- 7) The investment policies of Goodwill

Endowment net assets consist of the following at December 31, 2015:

	<u>Board- Designated</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets at beginning of year	\$ 14,576,731	\$ 57,711	\$ 14,634,442
Investment income	334,226	605	334,831
Net depreciation (realized and unrealized)	(388,327)	(2,405)	(390,732)
Distributions of endowment assets for expenditure	<u>(739,839)</u>	<u>(2,806)</u>	<u>(742,645)</u>
Endowment net assets at end of year	<u>\$ 13,782,791</u>	<u>\$ 53,105</u>	<u>\$ 13,835,896</u>

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 8 - Net Assets (continued)**

#### Endowment Net Assets (continued)

##### *Return Objectives and Risk Parameters*

Goodwill has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to maximize utilization of investments in income-producing instruments that preserve principal, maximize income commensurate with risk, provide liquidity to help ensure adequate reserves, and fit within Goodwill's preference for acceptable principal and interest risk.

##### *Strategies Employed for Achieving Objectives*

To satisfy its long-term rate-of-return objectives, Goodwill relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). Goodwill targets a diversified asset allocation that uses a balanced investment approach to achieve its longer-term return objectives within prudent risk constraints.

##### *Spending Policy and How the Investment Objectives Relate to the Spending Policy*

Goodwill has a policy of appropriating for distribution 5% of the prior three years' average ending balance of the Endowment Fund annually to expand mission services. In establishing the distribution policy, Goodwill considers the long-term expected return on its endowment. This is consistent with Goodwill's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return. In determining the annual distribution from the Endowment Fund for program expenses, the Board of Directors may make an exception to the distribution policy.

Distributions from the Endowment Fund in 2015 were approximately \$740,000. Community First Foundation may make distributions annually from the Tim Welker Self-Sufficiency Endowment Fund, provided that the aggregate amount of all such distributions during any calendar year does not exceed 5% of the average year-end balance of the Endowment Fund for the prior three years. Distributions from this fund totaled \$2,806 in 2015.

### **Note 9 - Beneficial Interest in Assets Held by Others**

Goodwill has established a permanent endowment fund (the "Fund") with Community First Foundation and named itself as the beneficiary. Goodwill granted variance power to the Fund, which allows the Fund to modify any conditions or restrictions on its distributions for any specified charitable purpose or to any specified organization if, in the sole judgment of the Fund's Board of Directors, such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Goodwill.

# GOODWILL INDUSTRIES OF DENVER

## Notes to Financial Statements

### **Note 9 - Beneficial Interest in Assets Held by Others (continued)**

In accordance with generally accepted accounting principles, the transfer was not considered to be a contribution from Community First Foundation to the Fund; rather, it was accounted for as a reciprocal transfer between Goodwill and the Fund. Therefore, the transfer is reflected collectively in the statement of financial position as beneficial interest in assets held by others. At December 31, 2015, the fair value of the Fund was \$53,105.

### **Note 10 - Construction Commitments**

Goodwill has entered into contracts for the build-out of two stores. As of December 31, 2015, Goodwill had outstanding commitments of approximately \$1,290,000. These contracts are expected to be completed during 2016.