



**Consolidated Financial Statements and Report of
Independent Certified Public Accountants**

**Goodwill Industries of Southeastern Wisconsin,
Inc. and Affiliates**

December 31, 2015 and 2014

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Board of Directors

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates

Report on the financial statements

We have audited the accompanying consolidated financial statements of Goodwill Industries of Southeastern Wisconsin, Inc. (a Wisconsin non-stock, not-for-profit organization) and Affiliates (collectively, Goodwill), which comprise the consolidated statements of financial position as of December 31, 2015 and 2014, and the related consolidated statements of activities, operating expenses and cash flows for the years 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 consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to Goodwill's preparation and fair presentation of the consolidated 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 Goodwill'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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates as of December 31, 2015 and 2014, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

Appleton, Wisconsin
June 15, 2016

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
December 31,
(In thousands)

ASSETS		2015	2014
Cash and cash equivalents		\$ 22,785	\$ 20,555
Accounts receivable, net		12,383	11,358
Inventories and supplies, net		10,878	9,798
Prepaid expenses and other assets		<u>2,828</u>	<u>3,235</u>
Total current assets		48,874	44,946
Property, plant and equipment, net		158,972	148,059
Investments, other		465	445
Bond issuance costs, net		371	418
Other long-term assets		<u>118</u>	<u>118</u>
TOTAL ASSETS		<u>\$208,800</u>	<u>\$193,986</u>
LIABILITIES AND NET ASSETS			
Liabilities			
Current maturities of long-term debt and capital leases		\$ 3,184	\$ 2,142
Accounts payable		11,058	16,220
Accrued liabilities		17,717	15,847
Deferred income		<u>378</u>	<u>1,231</u>
Total current liabilities		32,337	35,440
Long-term debt, less current maturities		46,744	40,142
Obligations under capital leases, less current maturities		1,705	573
Other long-term liabilities		<u>2,636</u>	<u>2,671</u>
Total liabilities		83,422	78,826
Net assets			
Unrestricted		125,072	114,828
Temporarily restricted		<u>306</u>	<u>332</u>
Total net assets		<u>125,378</u>	<u>115,160</u>
TOTAL LIABILITIES AND NET ASSETS		<u>\$208,800</u>	<u>\$193,986</u>

The accompanying notes are an integral part of these statements.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENT OF ACTIVITIES
Year ended December 31, 2015
(In thousands)

	Unrestricted	Temporarily restricted	Total
Operating revenue and support			
Retail services	\$147,719	\$ -	\$147,719
Retail in-kind services	95,682	-	95,682
Great Lakes Naval Base services	74,431	-	74,431
Participant programs and services	45,982	-	45,982
Manufacturing services	<u>28,100</u>	<u>-</u>	<u>28,100</u>
Total operating revenue	391,914	-	391,914
Contributions	1,704	320	2,024
Miscellaneous revenue	1,534	-	1,534
Net assets released from restrictions	<u>346</u>	<u>(346)</u>	<u>-</u>
Total operating revenue and support and net assets released from restrictions	395,498	(26)	395,472
Operating expenses			
Program services	360,375	-	360,375
Management and general	24,200	-	24,200
Fundraising	<u>743</u>	<u>-</u>	<u>743</u>
Total operating expenses	<u>385,318</u>	<u>-</u>	<u>385,318</u>
Excess (deficiency) of operating revenue and support and net assets released from restrictions over operating expenses	10,180	(26)	10,154
Non-operating activities			
Gain on disposal of property, plant and equipment, net	<u>64</u>	<u>-</u>	<u>64</u>
Change in net assets	10,244	(26)	10,218
Net assets, beginning of year	<u>114,828</u>	<u>332</u>	<u>115,160</u>
Net assets, end of year	<u>\$125,072</u>	<u>\$ 306</u>	<u>\$125,378</u>

The accompanying notes are an integral part of this statement.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENT OF ACTIVITIES
Year ended December 31, 2014
(In thousands)

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Total</u>
Operating revenue and support			
Retail services	\$137,239	\$ -	\$137,239
Retail in-kind services	86,881	-	86,881
Great Lakes Naval Base services	71,339	-	71,339
Participant programs and services	47,946	-	47,946
Manufacturing services	<u>16,654</u>	<u>-</u>	<u>16,654</u>
Total operating revenue	360,059	-	360,059
Contributions	1,515	950	2,465
Miscellaneous revenue	1,917	-	1,917
Net assets released from restrictions	<u>1,098</u>	<u>(1,098)</u>	<u>-</u>
Total operating revenue and support and net assets released from restrictions	364,589	(148)	364,441
Operating expenses			
Program services	331,685	-	331,685
Management and general	23,818	-	23,818
Fundraising	<u>688</u>	<u>-</u>	<u>688</u>
Total operating expenses	<u>356,191</u>	<u>-</u>	<u>356,191</u>
Excess (deficiency) of operating revenue and support and net assets released from restrictions over operating expenses	8,398	(148)	8,250
Non-operating activities			
Gain on disposal of property, plant and equipment, net	<u>98</u>	<u>-</u>	<u>98</u>
Change in net assets	8,496	(148)	8,348
Net assets, beginning of year	<u>106,332</u>	<u>480</u>	<u>106,812</u>
Net assets, end of year	<u>\$114,828</u>	<u>\$ 332</u>	<u>\$115,160</u>

The accompanying notes are an integral part of this statement.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENT OF OPERATING EXPENSES
Year ended December 31, 2015
(In thousands)

	Program services	Management and general	Fundraising	Total
Salaries	\$116,385	\$11,619	\$288	\$128,292
Employee benefits	22,394	2,098	40	24,532
Payroll taxes	<u>10,575</u>	<u>792</u>	<u>18</u>	<u>11,385</u>
Total salaries and related expenses	149,354	14,509	346	164,209
Retail in-kind supplies	94,937	-	-	94,937
Supplies and other	63,296	230	27	63,553
Rent and occupancy	21,364	516	17	21,897
Professional fees and contracted services	10,403	4,396	254	15,053
Depreciation	11,931	732	-	12,663
Advertising	2,339	1,214	-	3,553
Transportation	3,066	224	2	3,292
Equipment purchases, rental and maintenance	2,924	987	46	3,957
Interest expense	36	1,078	-	1,114
Conferences and training	295	314	51	660
Specific assistance to individuals	406	-	-	406
Bad debt expense, net	<u>24</u>	<u>-</u>	<u>-</u>	<u>24</u>
Total expenses	<u>\$360,375</u>	<u>\$24,200</u>	<u>\$743</u>	<u>\$385,318</u>

The accompanying notes are an integral part of this statement.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENT OF OPERATING EXPENSES
Year ended December 31, 2014
(In thousands)

	<u>Program services</u>	<u>Management and general</u>	<u>Fundraising</u>	<u>Total</u>
Salaries	\$112,931	\$ 9,742	\$268	\$122,941
Employee benefits	15,449	1,927	35	17,411
Payroll taxes	<u>10,105</u>	<u>660</u>	<u>18</u>	<u>10,783</u>
Total salaries and related expenses	138,485	12,329	321	151,135
Retail in-kind supplies	86,385	-	-	86,385
Supplies and other	58,568	255	15	58,838
Rent and occupancy	19,194	1,176	29	20,399
Professional fees and contracted services	10,697	3,914	192	14,803
Depreciation	9,999	517	-	10,516
Advertising	2,579	1,295	-	3,874
Transportation	3,289	243	1	3,533
Equipment purchases, rental and maintenance	1,812	1,453	92	3,357
Interest expense	22	2,379	-	2,401
Conferences and training	187	257	37	481
Specific assistance to individuals	404	-	-	404
Bad debt expense, net	<u>64</u>	<u>-</u>	<u>1</u>	<u>65</u>
Total expenses	<u>\$331,685</u>	<u>\$23,818</u>	<u>\$688</u>	<u>\$356,191</u>

The accompanying notes are an integral part of this statement.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31,
(In thousands)

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities		
Change in net assets	\$ 10,218	\$ 8,348
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	12,681	10,547
Realized and unrealized loss (gain) on investments	39	(8)
Loss on write-off of bond issuance costs	29	345
Unrealized (gain) loss on interest rate swaps	(55)	1,058
Gain on disposal of property, plant and equipment, net	(64)	(98)
Accounts receivable allowance	-	60
Changes in operating assets and liabilities		
Accounts receivable	(1,024)	(451)
Inventories and supplies	(1,080)	(412)
Prepaid expenses and other assets	408	(657)
Accounts payable and accrued liabilities	(3,293)	5,980
Deferred income	(853)	1,210
Other long-term assets and liabilities	<u>20</u>	<u>108</u>
Net cash provided by operating activities	17,026	26,030
Cash flows from investing activities		
Capital expenditures	(21,748)	(32,456)
Proceeds from sale of property, plant and equipment	64	111
Purchases of investments	<u>(59)</u>	<u>(60)</u>
Net cash used in investing activities	(21,743)	(32,405)
Cash flows from financing activities		
Issuance of long-term debt	10,818	31,147
Repayment of long-term debt	(3,490)	(24,990)
Bond issuance costs incurred	-	(274)
Payments under capital lease obligations	<u>(381)</u>	<u>(124)</u>
Net cash provided by financing activities	<u>6,947</u>	<u>5,759</u>
Net increase (decrease) in cash and cash equivalents	2,230	(616)
Cash and cash equivalents, beginning of year	<u>20,555</u>	<u>21,171</u>
Cash and cash equivalents, end of year	\$ <u>22,785</u>	\$ <u>20,555</u>
Supplemental disclosure of cash flow information		
Cash payments for interest	\$ 1,289	\$ 848
Non-cash transactions		
Capitalized interest	\$ 234	\$ 226
Purchases of property and equipment financed through capital leases	1,639	445
Donated goods and materials contributed for resale	95,682	86,881

The accompanying notes are an integral part of these statements.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2015 and 2014
(In thousands)

NOTE A - ORGANIZATION

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates (collectively, Goodwill) was formed in 1919 and is a Wisconsin non-stock, not-for-profit corporation. The mission of Goodwill is to provide training, employment and supportive services for people with disabilities or disadvantages who seek greater independence. Disabilities or disadvantages include physical or intellectual disabilities, mental health issues, skill limitations, lack of education and job preparation, communication challenges and other socio-economic disadvantages.

Goodwill pursues its mission by employing people with disabilities and other barriers within the organization's own operations in southeastern Wisconsin and northeastern Illinois. In addition, Goodwill provides social services, community programs, workforce development, transitional employment, employment services and supportive services for individuals who have disabilities, are disadvantaged or have other special needs, in order to enhance their employment opportunities, prevent or alleviate rehabilitation problems and facilitate their ability to live independently in the community.

Goodwill Industries of Southeastern Wisconsin, Inc. has the following affiliates and subsidiaries: Goodwill Industries of Metropolitan Chicago, Inc. is a separate, not-for-profit entity that focuses on providing mission services in the Metropolitan Chicago area. Goodwill Retail Services, Inc. is a separate, not-for-profit entity responsible for the retail stores operated by Goodwill. Goodwill Manufacturing, Inc. is a separate, for-profit corporation that provides assembly and packaging services. All outstanding shares of Goodwill Manufacturing, Inc. common stock are held by Goodwill Industries of Southeastern Wisconsin, Inc. Goodwill TalentBridge, LLC is a separate limited liability company that provides customized staffing solutions. Goodwill Industries of Southeastern Wisconsin, Inc. is the sole member and manager of Goodwill TalentBridge, LLC. On February 11, 2015, Goodwill Work Solutions, Inc. was created as a separate, not-for-profit entity. There was no activity within this entity for the year ended December 31, 2015.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies used by Goodwill is as follows:

Financial Statement Presentation

The consolidated financial statements are prepared on the accrual basis of accounting. All significant intercompany activity has been eliminated.

Net assets, revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. This has been accomplished by classification of net assets and transactions as unrestricted or temporarily restricted, as follows:

Unrestricted Net Assets

Net assets and transactions are not subject to donor-imposed stipulations.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

Temporarily Restricted Net Assets

Net assets and transactions are subject to donor-imposed stipulations that will be met by the actions of Goodwill and/or the passage of time. As of December 31, 2015 and 2014, Goodwill has \$306 and \$332, respectively, of net assets restricted by donors for specific programs.

Contribution revenue is reported as an increase in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Restricted contributions whose purpose has been fulfilled and/or the stipulated time period has elapsed are reported as reclassifications between temporarily restricted and unrestricted net assets.

Contributions

All contributions are considered to be available for general operating purposes unless specifically restricted by the donor. Contributions, including unconditional promises to give, are recognized as revenue in the period received. Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risks involved. Amortization of the discount is recorded as additional contribution revenue and classified in accordance with donor-imposed restrictions on the contributions. An allowance for uncollectible contributions receivable is provided based on management's judgment and consideration of such factors as prior collection history, type of contributions and nature of fundraising activity.

In-kind Contributions

Goods and materials contributed to Goodwill for resale are recorded at estimated fair market value based on retail sales prices. Costs associated with refurbishing these goods and materials are charged to expense as incurred.

In-kind contributions and grants received for goods or services are recorded at estimated fair value at the date of donation.

Government Contracts

Service contracts are received from various federal, state and local governments, governmental agencies and other not-for-profit organizations. These programs are considered exchange transactions and are therefore recorded as unrestricted revenue. Expenditures of government service contract funds are for the purposes specified by the funding source.

Revenue Recognition

Goodwill recognizes revenue from commercial contracts in the period service is provided or goods are shipped. Revenue from the sale of goods received as in-kind contributions is recorded as unrestricted revenue in the period the sale is made. Revenue from government contracts is recognized when allowable and reimbursable expenditures are incurred, and upon meeting the legal or contractual requirements of the funding source.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

Cash and Cash Equivalents

Goodwill considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Goodwill maintains its cash balances in three financial institutions, which at times may exceed federally insured limits. Goodwill has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Investments

Goodwill reports investments at fair value, with net appreciation and depreciation reported in the consolidated statements of activities.

Goodwill's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risk in the near term could materially affect Goodwill's investment holdings.

Investments, other are designated and intended for the use of satisfying the liabilities of the 457(b) plan, as described in note K.

Accounts Receivable

The majority of Goodwill's accounts receivable is due from companies in the manufacturing industry and from government agencies. Credit is extended based on an evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are due within 10 to 30 days and are stated at amounts due from customers net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. Goodwill determines its allowance by considering a number of factors, including the length of time accounts receivable are past due, Goodwill's previous loss history, the customer's current ability to pay its obligation to Goodwill, and the condition of the general economy and the industry as a whole. Total allowances for uncollectible balances as of December 31, 2015 and 2014, are \$380. Goodwill writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

Inventories and Supplies

Inventories primarily represent merchandise held for resale and component manufacturing supplies. In-kind contributions of merchandise inventory held for resale are recorded at estimated fair market value based on retail sales prices. Component manufacturing supply inventory is recorded at the lower of cost or market determined on a first-in, first-out basis.

Property, Plant and Equipment

Purchases of property, plant and equipment are recorded at cost. Donated assets are capitalized at estimated fair value when received. Leased property under capital leases is capitalized at the lesser of the useful life of the leased asset or the term of the lease. Goodwill capitalizes all qualifying purchases over \$5. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

ranging as follows: land improvements from 3 to 15 years; buildings and improvements from 3 to 50 years; and equipment and vehicles from 3 to 15 years. Leased assets are depreciated using the straight-line method over the lesser of the lease term or the estimated useful lives of the assets ranging from 3 to 15 years. Amortization of assets held under capital leases is included in depreciation expense.

Bond Issuance Costs

Bond issuance costs represent trust fees, legal fees and other costs associated with the various bond issuances. These costs are amortized over the life of the bonds (11 to 25 years). In 2015, \$29 of existing costs, net of accumulated amortization, were written off in association with the 1999 bonds, which were paid off during 2015 using proceeds from a bank note payable. During 2014, \$274 in bond issuance costs were capitalized in association with the 2014 Wisconsin Health and Educational Facilities Authority (WHEFA) bonds. Additionally during 2014, \$345 of existing costs, net of accumulated amortization, were written off in association with the 2005 and 2009 bonds, which were paid off during 2014 using proceeds from the 2014 WHEFA bonds. Accumulated amortization was \$39 and \$123 as of December 31, 2015 and 2014, respectively. Aggregate amortization on deferred bond issuance costs as of December 31, 2015, are as follows:

2016	\$ 25
2017	25
2018	25
2019	25
2020	25
Thereafter	<u>246</u>
	<u>\$371</u>

Deferred Income

Deferred income consists of funds received in advance of providing services and supplies related to certain government service contracts. The majority of the balance as of December 31, 2015 and 2014, relates to a significant contract with a branch of the U.S. government.

Cost Allocation

Expenses by function have been allocated between program, management and general, and fundraising classifications on the basis of actual expenditures, square footage, time records and estimates made by management.

Advertising

Goodwill expenses the cost of advertising as incurred. Advertising expense for the years ended December 31, 2015 and 2014, was \$3,553 and \$3,874, respectively.

Income Taxes

Goodwill Industries of Southeastern Wisconsin, Inc., Goodwill Industries of Metropolitan Chicago, Inc., Goodwill Retail Services, Inc. and Goodwill Work Solutions, Inc. have received determination letters from the Internal Revenue Service (IRS) indicating that they are exempt from federal income taxes, except for taxes

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

pertaining to unrelated business income under section 501(c)(3) of the Internal Revenue Code. See note I for the Goodwill Manufacturing, Inc. income tax disclosure.

Goodwill TalentBridge, LLC has been organized as a limited liability company and, accordingly, is not subject to federal or state income taxes. All income tax attributes of the entity are passed through to its sole member, Goodwill Industries of Southeastern Wisconsin, Inc. The entity is included in the consolidated information return filed by Goodwill Industries of Southeastern Wisconsin, Inc.

The Financial Accounting Standards Board (FASB) issued guidance related to the uncertainty of income tax positions, which clarifies the accounting for uncertainty in income taxes recognized in an organization's financial statements and requires additional disclosure. Goodwill recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority.

Goodwill files information returns in the U.S. federal and the states of Wisconsin and Illinois jurisdictions. Tax years open under the federal statute of limitations include 2012 through 2015. Tax years open under the state of Wisconsin and state of Illinois statutes include 2011 through 2015.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the 2014 amounts to conform to the 2015 presentation.

New Accounting Pronouncements

In May 2014, the FASB issued new guidance that amends the accounting for revenue recognition. The amendments are intended to provide a more robust framework for addressing revenue issues, improve comparability of revenue recognition practices and improve disclosure requirements. In August 2015, the FASB issued a deferral of this new guidance and, as such, the new guidance is effective for Goodwill in 2018. Goodwill is currently evaluating the impact on the results of operations, financial condition and cash flows and has not determined the impact on its consolidated financial statements at this time.

In April 2015, the FASB issued Accounting Standards Update (ASU) No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which requires entities to present debt issuance costs related to recognized debt liability as a direct deduction from the carrying amount of the debt liability. ASU No. 2015-03 is effective for annual reporting periods beginning after December 15, 2015, and shall be applied on a retroactive basis. Early adoption is permitted. Goodwill is currently evaluating the impact on the results of operations, financial condition and cash flows and has not determined the impact on its consolidated financial statements at this time.

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

In March 2016, the FASB issued ASU No. 2016-02, *Leases*, as a new topic, Accounting Standards Codification 842. The objective of ASU No. 2016-02 is to increase transparency and comparability among organizations by reorganizing lease assets and lease liabilities on the statement of financial position and disclosing key information about leasing arrangements. ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and shall be applied using either a full retrospective or modified retrospective approach. Early adoption is permitted. Goodwill is currently evaluating the impact on the results of operations, financial condition and cash flows and has not determined the impact on its consolidated financial statements at this time.

NOTE C - INVENTORIES AND SUPPLIES

Inventories and supplies, net consists of the following as of December 31:

	<u>2015</u>	<u>2014</u>
Components	\$ 1,806	\$1,443
Retail merchandise	8,450	7,779
Food	487	452
Laundry	<u>255</u>	<u>244</u>
Gross inventory	10,998	9,918
Less reserve for excess and obsolete	<u>(120)</u>	<u>(120)</u>
Inventories and supplies, net	<u>\$10,878</u>	<u>\$9,798</u>

NOTE D - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, net consists of the following as of December 31:

	<u>2015</u>	<u>2014</u>
Land	\$ 33,144	\$ 32,766
Land improvements	6,920	5,203
Building and improvements	163,169	140,391
Equipment and vehicles	46,689	39,180
Construction in process	<u>4,138</u>	<u>15,204</u>
Total property, plant and equipment	254,060	232,744
Less accumulated depreciation and amortization	<u>(95,088)</u>	<u>(84,685)</u>
Property, plant and equipment, net	<u>\$158,972</u>	<u>\$148,059</u>

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014
(In thousands)

NOTE E - LINE-OF-CREDIT AGREEMENT

Goodwill has a working capital line-of-credit agreement with a bank, secured by substantially all assets, under which it may borrow up to \$13,500 as of December 31, 2015. The agreement expires on May 31, 2017. Borrowings under the line-of-credit agreement bear interest at a variable rate (1.94% as of December 31, 2015). There was no outstanding balance as of December 31, 2015 and 2014. The line-of-credit agreement contains certain restrictive covenants which, among other things, require Goodwill to maintain certain financial ratios. Goodwill was in compliance with these covenants as of December 31, 2015 and 2014.

NOTE F - LONG-TERM DEBT

Long-term debt, payable by Goodwill, consists of the following as of December 31:

	<u>2015</u>	<u>2014</u>
WHEFA Revenue Bonds, Series 2014A, due in annual installments ranging from \$540 to \$840 through May 2029. The bonds bear interest, due monthly, at variable rates (1.07% at December 31, 2015). Collateralized by certain buildings.	\$ 9,464	\$10,000
WHEFA Revenue Bonds, Series 2014B, due in annual installments ranging from \$135 to \$210 through May 2029. The bonds bear interest, due monthly, at variable rates (1.07% at December 31, 2015). Collateralized by certain buildings.	2,366	2,500
WHEFA Revenue Bonds, Series 2014C, due in annual installments ranging from \$570 to \$1,210 through November 2035. The bonds bear interest, due monthly, at variable rates (3.25% at December 31, 2015). Collateralized by certain buildings.	17,000	8,082
WHEFA Revenue Bonds, Series 2014D, due in annual installments ranging from \$475 to \$735 through August 2025. The bonds bear interest, due monthly, at variable rates (1.15% at December 31, 2015). Collateralized by certain buildings.	6,090	6,565
WHEFA Revenue Bonds, Series 2012, due in annual installments ranging from \$430 to \$640 through February 2037. The bonds bear interest, due monthly, at variable rates (1.16% at December 31, 2015). Collateralized by certain buildings.	12,625	13,070
City of Milwaukee Industrial Development Revenue Bonds, due in annual installments of \$385 each July 1 through 2019. The bonds bear interest, due monthly, at variable rates (0.05% at December 31, 2014). Collateralized by a \$2,319 letter of credit expiring in July 2015 and certain buildings. These bonds were paid in full during 2015 using the proceeds from the note payable to bank disclosed below.	-	1,900

Goodwill Industries of Southeastern Wisconsin, Inc. and Affiliates
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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	2015	2014
Note payable to bank, due in annual installments of \$475 each August 1 through 2019. The note bears interest, due monthly, at a fixed rate of 2.77%. Collateralized by certain buildings.	\$ <u>1,900</u>	\$ <u>-</u>
Total debt	49,445	42,117
Less current maturities	<u>(2,701)</u>	<u>(1,975)</u>
Long-term debt, less current maturities	<u>\$46,744</u>	<u>\$40,142</u>

During 2010, Goodwill entered into a guaranty agreement whereby provisions of the agreement provide that certain entities of the consolidated group are jointly liable for the outstanding debt of Goodwill Industries of Southeastern Wisconsin, Inc.

In an effort to reduce the risk of incurring higher interest costs in periods of rising interest rates, Goodwill is party to various interest rate swap agreements. The agreements effectively convert variable-rate debt to fixed-rate debt to the extent of the notional amount of the swaps. The interest differential is reflected as an adjustment to interest expense as incurred and the fair value of the swaps are reflected on the consolidated statements of financial position. The following is a summary of Goodwill's interest rate swaps at December 31:

Maturity date	Fixed rate	Total interest rate	Notional amount	Outstanding notional amount	Fair value liability	
					2015	2014
July 1, 2019	3.15%	3.39%	\$ 4,595	\$ 1,515	\$ (74)	\$ (112)
May 1, 2019	2.39	2.63	15,000	11,831	(539)	(658)
May 2, 2022	(a)	(a)	8,940	8,940	(154)	(82)
December 1, 2022	2.54	2.70	6,000	5,610	(456)	(477)
December 1, 2022	1.32	1.48	2,100	1,965	(22)	(8)
January 16, 2024	1.97	1.99	2,600	2,514	(127)	(121)
December 2, 2024	2.24	2.41	7,500	7,248	(491)	(473)
December 1, 2024	1.85	2.03	3,500	3,382	<u>(130)</u>	<u>(116)</u>
					<u>\$(1,993)</u>	<u>\$(2,047)</u>

(a) There is no effective interest rate as of December 31, 2015, as interest payments begin on May 1, 2019.

The total (decrease) increase in value of interest rate swaps recognized in interest expense (income) was \$(55) and \$1,058 in 2015 and 2014, respectively.

The bonds payable contain certain restrictive covenants that, among other things, require Goodwill to maintain certain financial ratios. Goodwill was in compliance with these covenants as of December 31, 2015 and 2014.

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Aggregate scheduled principal payments on long-term debt as of December 31, 2015, are as follows:

2016	\$ 2,701
2017	2,784
2018	2,883
2019	2,967
2020	2,588
Thereafter	<u>35,522</u>
	<u>\$49,445</u>

NOTE G - REFUNDABLE ADVANCES

Goodwill has entered into agreements with the Wisconsin Department of Transportation (DOT) to purchase certain vehicles for the transportation of its clients. The DOT funds 80% of the cost of the vehicles and Goodwill matches the remaining 20%. However, should Goodwill discontinue its transportation operations, the vehicles may be required to be returned to the DOT.

As of December 31, 2015, property, plant and equipment include \$379 of assets and \$178 of accumulated depreciation related to the vehicles. As of December 31, 2014, property, plant and equipment include \$337 of assets and \$158 of accumulated depreciation related to the vehicles. Goodwill has recorded a liability as of December 31, 2015 and 2014, of \$178 and \$179, respectively, which represents the portion of the costs funded by the DOT that would be required to be returned if the program ceased operations. This liability is recorded in other long-term liabilities on the accompanying consolidated statements of financial position.

NOTE H - LEASES

Goodwill is obligated under capital leases for certain equipment and vehicles that expire in October 2019. As of December 31, 2015 and 2014, property, plant and equipment include \$3,740 and \$2,101, respectively, of equipment under these capitalized leases and \$1,750 and \$1,379, respectively, of related accumulated depreciation and amortization.

Goodwill leases various retail and other operational facilities under non-cancelable operating lease agreements. Certain leases call for escalating rental payments. Goodwill also leases certain rehabilitation center facilities under leases that are cancelable only in the event that certain government funding ceases. These leases are considered non-cancelable for financial reporting purposes.

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As of December 31, 2015, future minimum lease payments under capital leases and non-cancelable operating leases were as follows:

	Capital leases	Operating leases
2016	\$ 507	\$ 8,533
2017	500	8,420
2018	497	8,048
2019	413	7,288
2020	125	6,908
Thereafter	<u>199</u>	<u>36,368</u>
Total minimum lease payments	2,241	<u>\$75,565</u>
Less amounts representing interest	<u>52</u>	
Present value of net minimum lease payments	<u>\$2,189</u>	

Total rental expense under all operating leases was \$8,799 and \$8,218 in 2015 and 2014, respectively.

Goodwill has certain cancelable lease rental agreements expiring in 2018. Total lease rental income was \$174 and \$591 in 2015 and 2014, respectively. Terms of cancellation include written notice 120 days prior to the effective date of termination. As of December 31, 2015, future minimum rental income under cancelable leases is as follows:

2016	\$183
2017	183
2018	183

NOTE I - INCOME TAXES

The deferred tax asset is a result of temporary differences between financial and income tax reporting for Goodwill Manufacturing, Inc., a for-profit entity. These temporary differences result primarily from various deferred tax assets that will be used to offset future taxable income. In assessing the deferred tax asset, management considers whether it is more likely than not that some, or all, of the deferred tax asset will not be realized. The ultimate realization of the deferred tax asset is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. As of December 31, 2015 and 2014, Goodwill's net deferred tax benefit was \$-0-.

Goodwill classifies interest and penalties on underpayment of income taxes in the consolidated statement of activities as income tax (benefit) expense. There were no interest and penalties incurred and recorded for the years ended December 31, 2015 and 2014.

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NOTE J - SIGNIFICANT FUNDING AGENCIES AND CUSTOMERS

Goodwill has contracts with the US Naval Supply Systems Command to provide food, laundry and administrative services. The contracts expire on September 30, 2017. Goodwill recognized revenue of \$74,431 and \$71,339 in 2015 and 2014, or 24% and 25%, respectively, of operating revenue and support related to this customer. This customer accounted for \$4,125 and \$3,902, or 33% and 34%, respectively, of the total accounts receivable balance as of December 31, 2015 and 2014.

Goodwill receives a substantial amount of funding from various federal and state agencies including the United States Department of Health and Human Services and the Wisconsin Department of Health and Family Services. Governmental grant awards are generally subject to renewal by grantor agencies on an annual basis.

NOTE K - EMPLOYEE BENEFIT PLANS

Goodwill has a defined contribution plan that covers substantially all of its full-time employees. The plan covers eligible employees who have completed one year of service, as defined in the plan, and have attained the age of 21. The IRS has determined that the plan is a qualified tax-exempt plan. Goodwill contributes, on a monthly basis, 5% of the first \$25 of total eligible compensation and 8% of compensation thereafter to the plan. Participant contributions are not permitted under the plan agreement. Participants become 100% vested in Goodwill's contributions after three years of vesting service, as defined in the plan. During 2015 and 2014, Goodwill's contributions, net of forfeitures, to the plan were \$3,908 and \$3,683, respectively.

Goodwill has a 403(b) retirement plan that permits employees to defer a portion of their compensation, subject to annual IRS limitations. There were no employer contributions to the plan for the years ended December 31, 2015 and 2014.

Goodwill has a 457(b) tax-deferred compensation plan that is available to certain management employees. Participants may defer income into the plan on a pretax or post-tax basis, subject to annual IRS limitations. An asset and a liability of \$465 and \$445 are included on Goodwill's consolidated financial statements as of December 31, 2015 and 2014, respectively, within investments, other and other long-term liabilities.

NOTE L - CONTINGENCIES

Government contracts are subject to audit and adjustment by funding agencies. If government revenue is recorded for expenditures that are subsequently disallowed, Goodwill may be required to repay the questioned costs to the funding agency. Management of Goodwill is not aware of any disallowed expenditures that would have a material adverse effect on its consolidated financial statements.

Goodwill is involved in various legal proceedings, claims and administrative actions arising in the normal course of business. In the opinion of management, Goodwill's liability, if any, under any pending litigation or administrative proceeding will not materially affect its financial condition.

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NOTE M - RELATED PARTIES

Certain members of Goodwill's board of directors are employed by various companies with which Goodwill does business.

Goodwill's operating revenue includes approximately \$125 and \$1,019 for 2015 and 2014, respectively, from companies with which certain Goodwill directors and management staff members are associated. Goodwill's purchased services and products include approximately \$2,597 and \$1,991 for 2015 and 2014, respectively, from companies with which certain Goodwill directors and management staff members are associated.

Contributions include donations received from Goodwill directors and management staff members, which totaled \$98 and \$162 for 2015 and 2014, respectively. Outstanding pledges from Goodwill directors and management staff members totaled \$3 at December 31, 2015 and 2014.

NOTE N - DISCLOSURES ABOUT THE FAIR VALUE OF FINANCIAL INSTRUMENTS

The FASB accounting guidance on fair value measurement requires certain financial assets and liabilities be carried at fair value. 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 (exit price). Classification of the financial asset or liability within the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. The following is a summary:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The determination of where an asset or liability falls in the fair value hierarchy requires significant judgment. Goodwill evaluates its hierarchy disclosures each year and, based on various factors, it is possible that an asset or liability may be classified differently from year to year. However, Goodwill expects that changes in classifications between different levels will be rare.

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes to the valuation methodologies used at December 31, 2015 and 2014.

Bond and stock mutual funds - Valued based on quoted market prices as of the date of the statement of financial position, as determined based on the market prices for the individual investments comprising each fund.

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Derivative liability (interest rate swaps) - The fair value of Goodwill's interest rate swap agreements is based on estimates using standard pricing models as of the date of the statement of financial position. The fair value of the interest rate swaps is based on quotes from the counterparty of these instruments and represents the estimated amount that Goodwill would expect to receive or pay to terminate the agreements.

The carrying amount of Goodwill's financial instruments, which include trade accounts receivable, trade accounts payable and accrued liabilities, approximates their fair values at December 31, 2015 and 2014, due to their short maturities. The carrying value of long-term debt, including the current portion, approximates fair value because the interest rate approximates the current market rate of interest available to Goodwill.

The following table presents information about Goodwill's assets and liabilities measured at fair value as of December 31, 2015, and indicates the fair value hierarchy of the valuation techniques utilized by Goodwill to determine such fair value.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Bond and stock mutual funds	\$465	\$ -	\$ -	\$ 465
Liabilities				
Derivative liability, net (interest rate swaps)	-	1,993	-	1,993

The following table presents information about Goodwill's assets and liabilities measured at fair value as of December 31, 2014, and indicates the fair value hierarchy of the valuation techniques utilized by Goodwill to determine such fair value.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Bond and stock mutual funds	\$445	\$ -	\$ -	\$ 445
Liabilities				
Derivative liability, net (interest rate swaps)	-	2,048	-	2,048

NOTE O - SUBSEQUENT EVENTS

Goodwill evaluated its December 31, 2015, consolidated financial statements for subsequent events through June 15, 2016, the date the consolidated financial statements were available to be issued. Goodwill is not aware of any subsequent events that would require recognition or disclosure in the consolidated financial statements.