2013 ANNUAL REPORT







Our Mission

We create solutions to poverty through the businesses we operate.

How We Do It

We open doorways to jobs for local people in need. Goodwill provides structured on-the-job training, job placement, life skills coaching, and connections to employers for people ready to transform their lives. Called The Goodwill Way, our proven method moves people from hopelessness and dependency to confidence and stability through the power of work.

Who We Serve

We focus on people coming out of prison, off the streets, out of addiction and displaced from other countries — the chronically unemployed for whom Goodwill is often a last hope. We help many migrate from public assistance to paycheck, become self-sufficient, and take part in supporting their families and communities.

How We Fund It

More than 80% of our revenue comes from selling goods generously donated by residents of San Francisco, San Mateo and Marin Counties. We operate 33 donation sites, 21 stores, an eCommerce business, and a salvage operation — staffed primarily by people participating in our job training programs. The balance of our revenue comes from public and private grants and philanthropy, including individual gifts.

Why It Matters

By playing a critical role in helping people rise from poverty into the middle class Goodwill is preserving the economic diversity that is a hallmark of Bay Area culture. And by diverting over 20 million pounds from local landfills each year, we're helping make progress toward our community's goal of zero waste.

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Dear Friends of Goodwill,

I feel honored to have joined this organization at such an exciting moment in its history. We are at an inflection when the world is waking up to the potential of socially beneficial business models. As the "original" social enterprise, now approaching its second century of service to local people in need, Goodwill Industries of San Francisco, San Mateo and Marin Counties is being discovered anew as a thought leader, practitioner and innovator in our space.

Our leadership shows in the growth of our triple bottom line of People, Planet, and Performance. In 2013, we placed more people in jobs — many for whom Goodwill was their last and only hope. We diverted more than 21 million pounds from local landfills, making progress toward our community's aggressive zero waste goals. And we grew our sales by 7.3% and re-invested that revenue in building our capacity, serving more people, and preparing ourselves for the great transformations ahead.



Transformations? Yes. Building on our successes, we can and must do more.

With more local people slipping into poverty right before our eyes, the demand for our job training partnerships and placement services continues to grow. The only way that we can meet these needs is by simultaneously improving the efficiency and performance of our businesses while zeroing in on providing the job partnerships and placement services that produce the best results. So, in 2014, we'll seek new community partnerships, business start-ups, and growth opportunities that will help us become the best-in-class social enterprise for the next 100 years.

Every day, I find myself humbled by the stories of personal transformation I hear from people crossing our doorstep seeking a chance to succeed through work. As we look over the horizon at the challenges and opportunities ahead, these men and women are a constant source of inspiration to me, our Board of Directors, and all of us at SFGoodwill. Like the people we serve, we depend on the support of our community to thrive. Thank you for continuing to stand at our side.

In gratitude,

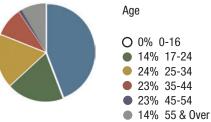
Maureen Sedonaen President & CEO

OUR SERVICE PROFILE

42% African American 18% Caucasian 17% Hispanic Origin

9% Asian or Pacific Islander1% American Indian, Eskimo

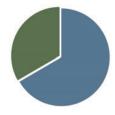
8% Other Race





Gender

- 66% Male
- 33% Female0% Transgender



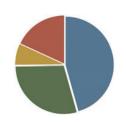
Employment Barrier/ Disadvantaging Conditions

58% Ex-Offender

37% Homeless

9% Disabling Conditions

23% Other not classified



AT A GLANCE

NUMBER OF INDIVIDUALS WHO RECEIVED SFGOODWILL SERVICES	6,978
NUMBER WHO ENTERED EMPLOYMENT	648
NUMBER OF SFG00DWILL STORES	21
NUMBER OF SFGOODWILL DONATION CENTERS	33
NUMBER OF DONOR TRANSACTIONS	689,558
NUMBER OF RETAIL SALES TRANSACTIONS	1,864,530
POUNDS OF GOODS KEPT OUT OF LANDFILLS	21,000,000
ANNUAL EMPLOYEE EARNINGS	\$19,181,000
NUMBER EMPLOYED BY SFG00DWILL	1,091

A NOTE FROM OUR BOARD



On behalf of the Board of Directors of Goodwill Industries of San Francisco, San Mateo and Marin, I would like to thank you for your continued support of our mission. We continue to expand the reach of our social enterprise to help more people find a dignified path out of poverty through employment.

Looking back across the 2013 fiscal year, I am struck by the resilience of our organization. In the face of competitive pressures, leadership changes and an increased demand for our services, Goodwill continued to meet critical job training and placement needs, grow enterprise revenues, strengthen its internal culture and help the local environment by recycling discarded goods. Although we face many challenges to our enterprise businesses and workforce services, we are on a solid footing for future growth.

I want to thank Gary Grellman, Chief Operating and Financial Officer, for adding to his titles the role of Interim CEO this past year. Gary took on the added responsibility with finesse and determination, providing a steady hand in the transition to new leadership. We are grateful for his service.

I would also like to welcome Maureen Sedonaen as our new President and CEO. Identified through a comprehensive nationwide search process, Maureen comes to us with a substantial social enterprise background and the operational expertise needed to expand our businesses. She is a dynamic leader with skills to guide Goodwill into the future.



Many charitable organizations provide food and emergency assistance, and as a community, we are grateful for their work. Goodwill provides a permanent solution to poverty through the power of work. I am proud to be a part of an organization that has a lasting impact on our community.

Cordially,

Jane Vaughan

Chair, SFGoodwill Board of Directors

ave Placedan

"When people at Goodwill say, 'We are one, we are a family,' well — I believe that."

Runako Robi Driver Bauer's Intelligent Transportation



Services and Programs

Bayview Hope Transportation Academy
Job Readiness Training Program
Job Placement Services
Re-Entry Navigator
Homeless Employment Collaborative

Back on the Road to Independence

A year ago, Runako Robi was desperate for a job. She needed to support her family, get off welfare, and move to a home that was safer for herself and her young daughter, but she had few skills. A counselor at the California Employment Development Department suggested that she try Goodwill.

"I said, 'Goodwill? Where they sell clothes?!'" Runako recollected with a laugh. Starting at the SF-Goodwill One Stop Center* Runako learned about the different services Goodwill offers to deliver on its mission. One option that caught her eye was the Bayview Hope Transportation Academy (BHTA).

"My Goodwill assessment showed that I had the aptitude to be a driver, and it was something I liked doing already," she said. "Just give me the keys, and I'll get you there safely."

Following mandatory Goodwill Job Readiness Training classes, which ensure that people returning to the workforce are prepared for the challenges ahead, Runako entered the next BHTA training class. She was a natural in the coursework, in the truck driving simulator, and at the wheel of a bus on the training course. Before long, she was helping incoming BHTA students improve their skills. Within 30 days of graduating from BHTA, Runako passed her DMV test and was certified to drive Class B vehicles.

Now she had the skills she needed, but how would she find a job? Working with the Goodwill Employer Engagement Department, Runako lined up interviews that led to three separate job offers. She quickly advanced from a temporary position to a full-time job with great benefits. Now, she drives for Bauer's Intelligent Transportation, shuttling tech workers between their San Francisco homes and Silicon Valley workplaces. On weekends, she picks up extra shifts with Bauer's for private parties and tourist events. She and her daughter found a nice apartment in a safe San Mateo County neighborhood with good schools.

"If people are ready to learn, they just need to come to Goodwill. If a person wants a job, they have to get up and get it — it's there. And when people at Goodwill say, 'We are one, we are a family,' well, now I know it's true."

Runako

*In July, 2013, the One Stop Career Center changed its name to the Comprehensive Access Point (CAP), part of America's Job Center.

A Second Chance at a Brave New Life

Jonathan Toledo's new start in life came crashing to a halt just days into starting a job at SFGoodwill.

Raised in Bayview-Hunter's Point with a disruptive family life, by 14 Jonathan was stealing cars, carrying a gun, selling drugs in a gang, and spending more time in Juvenile Hall than school. A parole officer suggested that he reach out to SFGoodwill to break the cycle. His Goodwill career advisors saw something in Jonathan that gave them hope for his future, but the pull of his former life proved too strong. In his first week, he was arrested for engaging in a brawl at a club and ended up incarcerated.

Goodwill didn't give up on Jonathan. His Goodwill career advisors continued to encourage him from afar. Jonathan earned his GED in jail, graduating as Valedictorian of his class in the top 89th percentile in California. Upon his release, he enrolled in the Goodwill RAMP Academy for at-risk youth, restarted his training in Goodwill warehouses and stores, and through hard work, thrived.

Jonathan credits Fillmore store manager Ricky Castro with helping him learn how to work as part of a team. "I looked up to Ricky," said Jonathan. "I learned everything from him."

In March of this year, Jonathan was promoted to Assistant Store Manager of the Geary Street store. He still expresses amazement at the depth of trust he has built with his Goodwill supervisors. "Where else would I get this level of responsibility so that I can learn?" said Jonathan. "I wouldn't be entrusted with these types of duties anywhere else." Today he's setting his sights on rising to be a store manager.

Whenever Jonathan feels himself leaning back toward the streets, he thinks of his two sons, ages one and seven. "I'm different now. Something tells me to keep working," said Jonathan. "I want to pay my bills and own a home."

Jonathan now speaks regularly to classes graduating from the same RAMP Academy he attended. He focuses on making the most of second chances by drawing on his own life experience. "I learned

the hard way that there's no future on the streets," he told a group recently. "Take advantage of opportunities that come your way. Goodwill was there for me."

Jonathan

"I learned the hard way that there's no future on the streets. Take advantage of opportunities that come your way. Goodwill was there for me."



Jonathan Toledo Assistant Store Manager, Geary Street

Services and Programs

RAMP Academy
Management Development Program
Warehouse & Logistic Academy
Elevate America Digital Literacy Program

Driving Zero Waste in San Francisco

To help meet the city's ambitious goal to eliminate landfill waste by 2020, Goodwill developed an innovative strategy in 2013 to help make re-use and repurposing second nature to city residents.

Through a multi-year Department of Environment grant-funded pilot program, SFGoodwill and the San Francisco Apartment Association will place textile donation bins in some of the city's largest and most iconic residential buildings.

By making donating used clothing as convenient as dropping off a package in the lobby, the program will reduce the amount of textiles discarded in local landfills while providing apartment-dwelling San Franciscans with a new amenity.

21M

Pounds of goods diverted by SFGoodwill from local landfills in the past year.





Building Community in Marin

For the sixth year, SFGoodwill has partnered with the Ritter Center and Novato Human Needs Center in an innovative, volunteer-based "Give-n-Clothe" donation drive serving the county's needlest residents.

Following a donation drive for clothing and household goods, Goodwill provided \$9,500 in vouchers for use by clients of the two Marin agencies.

In 2013, 964 Marin residents donated goods, making it possible to serve more than 700 families who needed clothing. In addition to job-training programs in the three Marin Goodwill stores, "Give-n-Clothe" is one more way we serve those in need.



Ripple effect through CA economy of jobs filled by SFGoodwill beneficiaries



Growing the Economy in our 3 Counties

In a region increasingly divided into two economic classes, Goodwill provides people in need with a dignified pathway out of poverty and into the middle class.

In 2012, SFGW employed over 1,000 people, and the ripple effect of those jobs generated an additional 327 jobs, resulting in total economic of almost \$104 million. More than half of the over 1000 local people employed by SFGoodwill in 2013 were former recipients of our services and many began receiving a Goodwill paycheck after being on public assistance.

The more than \$9 million Goodwill spends on employment benefits further reduces the burden on local social services.



Helping Ease Re-Entry in San Mateo

For someone returning to society after time spent in prison, the two most important factors for success are a place to live and a job.

In 2013, Goodwill co-hosted the first job fair for formerly incarcerated residents of San Mateo County and joined 28 other employers ready to hire some of the more than 400 job seekers in attendance. Said Sherriff Greg Munks, "This is not about building a bigger jail. It's about building better programs and training so people can have a chance when they leave prison. Jobs are the key for people to become law-abiding citizens."

Through working directly with over 175 local employers to connect job seekers with open positions, Goodwill is proud to be there to help.

GOODWILL WORKS WITH 175

"They don't just hand it to you...
You have to want it. You have to do the work.
You have to push yourself."

Dennis KinkleWarehouse Out-Shipping Handler
SFGoodwill Mission St



Services and Programs

One-Stop Career Center
Digital Literacy Program
Warehouse & Logistics Academy
Homeless Employment Collaborative
5 Keys Charter School
Re-Entry Navigator
Job Readiness Training

The Art of New Beginnings

As a young boy, Dennis Kinkle loved nothing more than making art, and by third grade his works were winning awards at local art festivals. But art wasn't enough to save the self-described baby and black sheep of eleven brothers and sisters from a life of bad choices. At least not at first.

By 16, Dennis was learning body art, getting tattoos, and had fallen into what seemed to him to be an easy lifestyle of drugs and partying. Looking back, he sees now that prison was a natural consequence of the life he chose to lead, but he didn't understand it at the time. "The problem was I didn't know how to work. I didn't see a way out."

Upon his release from prison, Dennis took the advice of a resident in his halfway house and visited the One Stop Career Center operated by SFGoodwill with hopes of making a change in his life. He required steady employment to remain on parole, and when he read about the Goodwill Warehouse & Logistics Academy, he jumped at the chance to be part of the inaugural class.

Dennis recalls those eight weeks as a "crash course" in the warehousing business, and it awakened in him a desire to achieve. "I learned everything from unloading trucks to sorting, itemizing, readying and routing thousands of donated items a day for the Goodwill stores." From the steady platform of a good job and a regular income, Dennis could return to the passion of his early years.

While working in the warehouse, Dennis completed an Associate of Arts degree from City College and is now pursuing a BA in Art History at San Francisco State University. As a working student, he is still inspired by his warehouse job. "It's amazing what people donate to Goodwill. I've seen everything from Rolexes to mustache spoons. As an artist, it's all potential raw material to me."

On his own initiative, Dennis began painting a regular series of seasonal murals on the glass dividing wall of the Goodwill team member break room. When the opportunity arose to display artwork made from found materials in the window of the Goodwill Georgi & Willow boutique in San Anselmo, CA, as part of the ongoing Artist of the Moment series, Dennis jumped at the chance. His hanging planters

Dennis

made from re-purposed VHS tape cassettes and vinyl records destined for the landfill inspired an audience of well-wishers at the art opening event.

Today, Dennis looks forward to a future working fulltime as a freelance artist as he continues to study and

work at Goodwill. He plans to stay true to the values and training he's received as he pursues his life's passion. "They don't just hand it to you," he says. "You have to want it. You have to do the work. You have to push yourself."

Triumph out of Tragedy

In 2004, Diane Joiner was met with the worst news any parent should have to hear. Her son, Aron, had been murdered; shot 3 times in the back, his body dumped in a field near Stockton, CA. The crime was never solved and as Diane tells it, "They didn't just take Aron from us, they destroyed a family."

Diane struggled for the next several years to cope with the loss of her son, finding solace from her grief in alcohol and drugs. Her addiction put her on the streets and eventually led her to a 6 foot by 10 foot prison cell. In her isolation, Diane was able to take account for the loss she had endured and decided that "she wasn't arrested, she was rescued."

Before her release, Diane took the opportunity to meet with SFGoodwill advisors because she knew her lack of skills and her background were going to be barriers to employment. Joiner says, "This is why I love Goodwill, they hired me with a clean slate, they didn't judge me... They give people like me an opportunity to thrive." Three months after being hired, and trained, Diane became a sales supervisor at the Menlo Park Goodwill.

But the story doesn't end there.

Earlier this year, Diane was invited to speak with Members of Congress in Washington, DC as part of Goodwill International's Day of Advocacy. Throughout her week in our nation's capitol, Diane met with Minority Leader Nancy Pelosi, Congresswoman Rosa DeLauro, Congresswoman Jackie Speier, Congressman Jared Huffman, and California Senators Dianne Feinstein and Barbara Boxer.

As Diane recalls, "Being in those offices and working on behalf of Goodwill" was "an overwhelming experience...I don't know how to put it - to go from Chowchilla State Prison to Capitol Hill...all the hard work, I'm here to show others that it can be done."

Diane

"SFGoodwill gives people like me an opportunity to thrive"



Diane JoinerSales Supervisor
Menlo Park Boutique

Services and Programs

Transitional Employment Program
Career Services
Dell/SFGoodwill ReCompute
Digital Literacy

FINANCIALS

SUMMARY OF TOTAL ASSETS AND LIABILITIES

Cash and Equivalents Restricted Cash Accounts Receivable, Net of Allowance	2,777,110 45,259 1,208,622	Accounts payable and Accrued Expenses Deferred Revenue (Vouchers) Deferred Revenue (Sales of Building)	3,306,967 36,985 0
Contributions Receivable Merchandise Inventories, Net of Reserve Prepaid Expenses	158,968 2,140,863 1,178,734	TOTAL CURRENT LIABILITIES	3,343,952
TOTAL CURRENT ASSETS	7,509,556	Deferred Rent Note Payable, less current maturities Total Liabilities	566,363 324,771 4,235,086
Property and Equipment Net Investment Other Assets	14,765,907 400,000 228,742	Unrestricted Net Assets Temporarily Restricted	18,130,404 538,715
TOTAL ASSETS	22,904,205	TOTAL LIABILITIES	<u>22,904,205</u>

SUMMARY OF TOTAL EXPENSES

SFGOODWILL REVENUE		SFGOODWILL EXPENSES	
Retail Stores & E-Commerce* Education, Training & Employment	29,964,754 64,265	Education, Training & Employment (incl. collecting, processing, selling donated goods)*	28,528,213
Salvage/Recycling/Outlet Corporate Services Public Support	5,045,990 126,508 4,547,755	Fundraising Operating Expenses Occupancy	102,535 5,175,026 4,980,784
		Investment in Plant & Facilities	1,803,037
TOTAL *Excluding Donated Goods Inventory	39,749,272	TOTAL *Excluding Cost of Donated Goods Sold	40,589,595

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Salesforce.com Foundation
Wells Fargo Bank

\$5,000 or more

Wellls Fargo Foundation

American Express Members Give Heffernan Foundation Network for Good 7400 Mission Center LLC

\$1,000 or more

Big Joe Leasing & Rentals

Under \$1,000

Alice Phelan Sullivan Corporation
One Maritime Plaza

CITY OF SAN FRANCISCO DEPARTMENTS & AGENCIES

Human Services Agency of San Francisco

San Francisco
Office of Economic & Workforce
Development

Office of the District Attorney City & County of San Francisco

San Francisco
Department of the Environment

San Francisco
Adult Probation Department







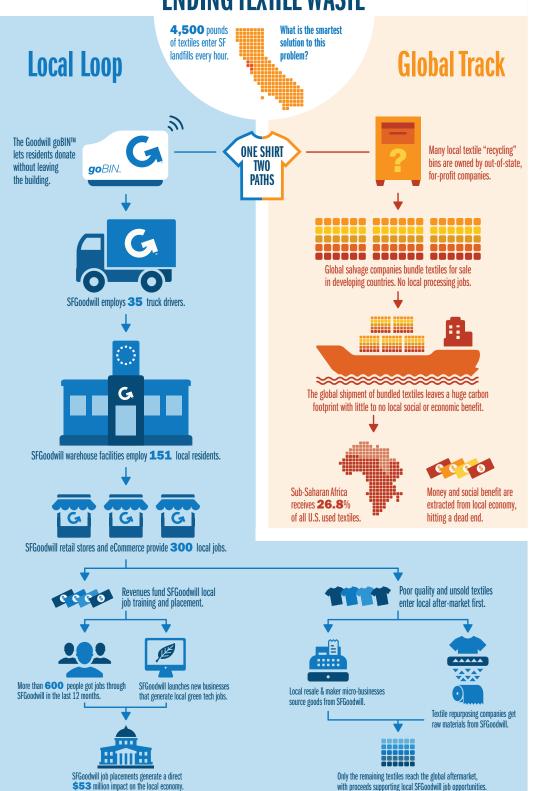








ENDING TEXTILE WASTE





Goodwill Industries of San Francisco, San Mateo, and Marin Counties is a not-for-profit organization that relies on your support. For more information or to make a tax-deductible contribution, please contact:

Tim Murray, VP of Brand, Marketing & Communications

SFGoodwill 1500 Mission San Francisco, CA 94103 (415) 575-2261 tmurray@sfgoodwill.org

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