



**Applicant/Program:**

Goodwill Industries of Kentucky, Inc. / Another way

**Additional Disclosure and Signatures**

**Additional Council Office Disclosure**

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

**Council Member Signature and Amount**

District 1	_____	\$ _____
District 2	_____	\$ _____
District 3	_____	\$ _____
District 4	_____	\$ _____
District 5	_____	\$ _____
District 6	_____	\$ _____
District 7	_____	\$ _____
District 8	_____	\$ _____
District 9	_____	\$ _____
District 10	_____	\$ _____
District 11	_____	\$ _____
District 12	_____	\$ _____
District 13	_____	\$ _____
District 14	_____	\$ _____
District 15	<i>Jim Turpeck</i>	\$ <del>1,175.00</del> <i>1,500</i> <i>(initials)</i> <i>1/22/24</i>

**Applicant/Program:**

Goodwill Industries of Kentucky, Inc. / Another way

**Additional Disclosure and Signatures**

**Additional Council Office Disclosure**

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

District 16 \_\_\_\_\_ \$ \_\_\_\_\_

District 17 \_\_\_\_\_ \$ \_\_\_\_\_

District 18 *Maryloue Parker* \_\_\_\_\_ \$ 1,000

District 19 \_\_\_\_\_ \$ \_\_\_\_\_

District 20 \_\_\_\_\_ \$ \_\_\_\_\_

District 21 *Mede B. George* \_\_\_\_\_ \$ 1750.00

District 22 \_\_\_\_\_ \$ \_\_\_\_\_

District 23 \_\_\_\_\_ \$ \_\_\_\_\_

District 24 \_\_\_\_\_ \$ \_\_\_\_\_

District 25 \_\_\_\_\_ \$ \_\_\_\_\_

District 26 \_\_\_\_\_ \$ \_\_\_\_\_

## Franklin-Gray, Lisa A.

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**Subject:** FW: Goodwill NDF

**From:** Triplett, Kevin D. <[Kevin.Triplett@louisvilleky.gov](mailto:Kevin.Triplett@louisvilleky.gov)>

**Sent:** Friday, January 22, 2021 10:58 AM

**To:** Eatherly, Kip <[Kip.Eatherly@louisvilleky.gov](mailto:Kip.Eatherly@louisvilleky.gov)>

**Cc:** Hughes, Susan <[Susan.Hughes@louisvilleky.gov](mailto:Susan.Hughes@louisvilleky.gov)>; Luckett, Daniel R <[Daniel.Luckett@louisvilleky.gov](mailto:Daniel.Luckett@louisvilleky.gov)>; Harward, Sonya <[Sonya.Harward@louisvilleky.gov](mailto:Sonya.Harward@louisvilleky.gov)>

**Subject:** Re: Goodwill NDF

Thank you for your help Kip - and I too apologize for the confusion. I agree to the 1500 dollar amount and am happy to assist further if needed.

K Triplett

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**From:** Eatherly, Kip <[Kip.Eatherly@louisvilleky.gov](mailto:Kip.Eatherly@louisvilleky.gov)>

**Sent:** Friday, January 22, 2021 1:52 AM

**To:** Triplett, Kevin D. <[Kevin.Triplett@louisvilleky.gov](mailto:Kevin.Triplett@louisvilleky.gov)>

**Cc:** Hughes, Susan <[Susan.Hughes@louisvilleky.gov](mailto:Susan.Hughes@louisvilleky.gov)>; Luckett, Daniel R <[Daniel.Luckett@louisvilleky.gov](mailto:Daniel.Luckett@louisvilleky.gov)>; Harward, Sonya <[Sonya.Harward@louisvilleky.gov](mailto:Sonya.Harward@louisvilleky.gov)>

**Subject:** Goodwill NDF

Councilman Triplett,

Sorry again for the confusion I caused yesterday with the above NDF. The amount for District 15 should be \$1,500 rather than \$1,750. I am going to submit the DocuSign as is and Sonya will make the necessary change. If you could reply to this with your approval of that being done, I think we'll be good to go.

Thank you.

Kip Eatherly

District 17 Legislative Aide

Office of Metro Councilman Markus Winkler

(502) 574-3462



Click [here](#) to sign up for the District 17 eNewsletter

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**Legal Name of Applicant Organization** Goodwill Industries of Kentucky, Inc.

**Program Name and Request Amount** Another Way / \$6,000

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input type="checkbox"/> Yes
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input type="checkbox"/> Yes
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> Yes
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A
Is the entity in good standing with: <ul style="list-style-type: none"> <li>▶ Kentucky Secretary of State?</li> <li>▶ Louisville Metro Revenue Commission?</li> <li>▶ Louisville Metro Government?</li> <li>▶ Internal Revenue Service?</li> <li>▶ Louisville Metro Human Relations Commission?</li> </ul>	<input type="checkbox"/> Yes
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> Yes
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> Yes
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> N/A
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input type="checkbox"/> Yes
Is the IRS Form 990 included?	<input type="checkbox"/> Yes
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> N/A
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> Yes
<b>Prepared by:</b> Kip Eatherly	<b>Date:</b> 01/21/2021

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION			
<b>Legal Name of Applicant Organization:</b> Goodwill Industries of Kentucky, Inc. <i>(as listed on: <a href="http://www.sos.ky.gov/business/records">http://www.sos.ky.gov/business/records</a>)</i>			
<b>Main Office Street &amp; Mailing Address:</b> 1325 South 4th Street, Louisville, KY 40208			
<b>Website:</b> <a href="https://www.goodwillky.org">https://www.goodwillky.org</a>			
<b>Applicant Contact:</b>	Rena Sharpe	<b>Title:</b>	Chief Executive Officer
<b>Phone:</b>	(502) 272-1700	<b>Email:</b>	Rena.Sharpe@goodwillky.org
<b>Financial Contact:</b>	Andrew Wise	<b>Title:</b>	Director of Finance & Accounting
<b>Phone:</b>	(502) 272-1764	<b>Email:</b>	Andrew.Wise@goodwillky.org
<b>Organization's Representative who attended NDF Training:</b> Jeff Hollis			
SECTION 2 - PROGRAM/REQUEST & FINANCIAL INFORMATION			
<b>PROGRAM/PROJECT NAME:</b> Another Way			
<b>Total Request: (\$)</b>	6,000	<b>Total Metro Award (this program) in previous year: (\$)</b>	0
<b>Purpose of Request (check all that apply):</b>			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
<b>The Following are Required Attachments:</b>			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) Cost estimates from proposed vendor if request is for capital expense		Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) Faith Based Organization Certification Form, if applicable	
<b>For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.</b>			
<b>Source:</b>	KentuckianaWorks Power of Work	<b>Amount: (\$)</b>	1,017,160
<b>Source:</b>	KentuckianaWorks WIOA Youth S	<b>Amount: (\$)</b>	376,000
<b>Source:</b>	KentuckianaWorks SNAP E&T	<b>Amount: (\$)</b>	203,280
<b>Has the applicant contacted the BBB Charity Review for participation?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>Has the applicant met the BBB Charity Review Standards?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 4 - AGENCY DETAILS

#### **Describe Agency's Vision, Mission and Services:**

**Vision and Mission:** Goodwill Industries of Kentucky was established in 1923 to improve the quality of life of people with disabilities and other disadvantages, which include unemployment, justice system involvement, substance use disorder, and lack of work experience. Goodwill is a 501(c)(3) headquartered in Louisville serving 103 Kentucky counties and employing about 1,300 people. Goodwill gives Kentuckians a hand up—not a handout—so they can experience the dignity and independence that comes from earning a paycheck and achieving self-sufficiency. Goodwill's mission, vision, and values are to elevate Kentuckians out of poverty through the power of work. Goodwill programs, complemented by a robust network of employer and agency partners, has proven to consistently help participants achieve sustained employment.

**Services:** Goodwill is the largest provider of employment services in Kentucky among non-profit agencies, helping more than 2,250 Kentuckians overcome barriers to achieve full-time, meaningful employment. Goodwill's network consists of more than 100 collaborating agencies providing support services and 945 employer partners. Since its establishment in 2019, Goodwill's Reintegrating Individuals Successfully Everyday (RISE) model has emerged as the organization's benchmark program, earning accolades from stakeholders, community leaders and participants alike. Goodwill's virtual and in-person RISE program model focused on barrier removal, complemented by the opening of its 3,500 square foot resource center in the Smoketown/Shelby Park neighborhood, uniquely positions the organization to become a hub for low-income Louisville residents.

**Skills training and job placement assistance:** Goodwill offers virtual and on-site skills training in digital literacy, Google Suite, and advanced digital skills among other applications including resume development. In addition, Goodwill provides certification training in forklift operation and ServSafe for food safety. Goodwill offers "work and learn" opportunities in its retail stores where participants can learn valuable skills including cash handling, production and retail management. Similar "work and learn" opportunities are available with Goodwill employer partners as are full-time employment opportunities with benefits.

**Barrier Removal:** Historically, accessing multiple in-person supportive services, usually located throughout the community, in one day has been a prevalent barrier among participants. To address this barrier, Goodwill will formally open its Resource Center at 909 East Broadway in Louisville Regional Office in January 2021. Located in the Smoketown/Shelby Park area, the 3,500 square foot Resource Center will be easily accessible as it is located on frequently run bus stops.

The Resource Center has an objective of serving as Louisville's all-in-one centralized hub for individuals struggling to achieve self-sufficiency providing access to support services provided by Goodwill and agency partners. Resource Center activities entail partnering agencies, in their allotted time and space, providing the direct services to participants. Upon visiting this centralized hub, Another Way participants become members of the Resource Center granting them access to the following services: education (financial literacy and GED preparation), health and wellness (including mental, physical and behavioral health counseling, group counseling, consultation), justice (record checks, expungement, civil legal advice), transportation (Cars to Work, Last Mile to Work bicycle program), and workforce development/job training (career coaching, digital skills training).



**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF**

Board Member	Term End Date
Douglas Edwards, Secretary	Jan 1, 2021
Greg Gerard	Jan 1, 2023
Jason Groneck, First Vice-Chair	Jan 1, 2023
Ajay Gupta	Jan 1, 2022
Daniel Hall, Director Emeritus (Non-Voting)	N/A
Connie Harvey	Jan 1, 2023
Hugh Hayden	Jan 1, 2023
Dwight Johnson	Jan 1, 2022
Charlie Kane, Chair	Jan 1, 2021
Chuck Lambert	Jan 1, 2021
Emily Lawrence	Jan 1, 2023
Amy Luttrell, President & CEO	N/A
Deb Murphy	Jan 1, 2021
Bill Stout, Treasurer	Jan 1, 2021

**Describe the Board term limit policy:**

Each Director shall hold office for such term as shall be determined at the time of such Director's election and until such Director's successor shall be elected and qualified. The maximum term of office for a Director shall be three consecutive three year terms, plus, in the case of a Director initially elected at a time other than the annual meeting, the period from the time of election until the next following annual meeting; provided that (a) the maximum term for a Director who is also the President of the Corporation will continue so long as such person is President; (b) in the case of a Director who is serving or elected to serve as the Chairperson at the time the maximum term would otherwise have been reached, the maximum term shall be extended for up to two additional years until such Director's term as Chairperson ends; (c) if at the end of an individual's term as Chairperson the individual's term as a Director is also expiring, then such immediate past Chairperson may continue as a "director emeritus" for a period of one year and attend and participate in meetings of the Board of Directors, but will not have a vote or be counted in determining the

Three Highest Paid Staff Names	Annual Salary
Amy Luttrell	719,553
Rena Sharpe	239,571
Marsha Berry	223,739



#### **SECTION 4 – BOARD OF DIRECTORS AND PAID STAFF**

<b>Board Member</b>	<b>Term End Date</b>
Douglas Edwards, Secretary	2021
Greg Gerard	2023
Jason Groneck, First Vice-Chair	2023
Ajay Gupta	2022
Daniel Hall, Director Emeritus (Non-Voting)	
Connie Harvey	2023
Hugh Hayden	2023
Dwight Johnson	2022
Charlie Kane, Chair	2021
Chuck Lambert	2021
Emily Lawrence	2023
Amy Luttrell, President & CEO	
Deb Murphy	2021
Bill Stout, Treasurer	2021

**Describe the Board term limit policy:** Each Director shall hold office for such term as shall be determined at the time of such Director’s election and until such Director’s successor shall be elected and qualified. The maximum term of office for a Director shall be three consecutive three year terms, plus, in the case of a Director initially elected at a time other than the annual meeting, the period from the time of election until the next following annual meeting; provided that (a) the maximum term for a Director who is also the President of the Corporation will continue so long as such person is President; (b) in the case of a Director who is serving or elected to serve as the Chairperson at the time the maximum term would otherwise have been reached, the maximum term shall be extended for up to two additional years until such Director’s term as Chairperson ends; (c) if at the end of an individual’s term as Chairperson the individual’s term as a Director is also expiring, then such immediate past Chairperson may continue as a “director emeritus” for a period of one year and attend and participate in meetings of the Board of Directors, but will not have a vote or be counted in determining the presence of a quorum; and (d) a person who has served the maximum term will be eligible again after being off the Board for at least one year.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 5 – PROGRAM/PROJECT NARRATIVE

**A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):**


The mission of the Another Way Program is to provide a workforce strategy that includes opportunities for individuals to gain job skills training and work-based learning opportunities rather than directly engaging other people for money on sidewalks and other rights of way in Louisville Metro.

The eight-week pilot program will begin in March 2021 and conclude in May 2021. Through the program, a Goodwill staff member and a part-time worksite manager will pick up a maximum of five individuals per day, two days per week for two months offering an opportunity to earn \$50 for five hours of work at a site provided by Louisville Metro. Boxed lunches will be provided by Salvation Army. Upon completing the work, participants will be taken to the Resource Center where they will receive a \$50 pay card, and access to resources assisting with barrier removal. Participants will have an opportunity to meet with a Goodwill support specialist who will provide an overview of the organization's programs and referrals to partnering agencies offering supportive services.

**B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):**

Goodwill is allocating \$4,000 towards stipends, with participants receiving a \$50 pay card for five hours of work (\$10 per hour or five hours of work, 80 participants). In addition, Goodwill is allocating \$800 for a part-time work supervisor, calculated at seven hours per day, two days per week for eight weeks). A total of \$800 will be allocated for The Salvation Army, who will provide 80 participants with box lunches, estimated to cost \$10 each. The remaining \$400 will be allocated to the marketing of this unique pilot program.

Goodwill is also allocating \$2,679.28 in matching resources to the program, including \$704.00 in salary for a Work Supervisor two hours per day, two days per week, eight weeks), \$225.28 in benefits, \$1,150.00 in transportation expenses calculated at the IRS reimbursement rate of \$0.50 per mile; and \$600 in indirect costs.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**C: If this request is a fundraiser, please detail how the proceeds will be spent:**

Not applicable

**D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:**

- The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:
- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

Not applicable

- Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):
- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
  - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

Not applicable

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:**  
Program participants will benefit from being introduced to Goodwill and its agency partners and available resources for addressing barriers and beginning a path to self-sufficiency. Participants, in picking up their pay cards, will be introduced to a support specialist. During this introduction, the support specialist will provide participants with a tour of Goodwill's Resource Center. Participants will learn about Goodwill's programs and how to obtain a membership to the Center.

Goodwill will assign a Goodwill team member to this program responsible for collecting data and reporting to Louisville Metro Council the benefits of the 80 proposed participants being served. Specifically, Goodwill will track data pertaining to the number of participants that earn pay cards, become members of Goodwill's Resource Center, access supportive services, and enter a Goodwill job-training program.

**F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.**

Goodwill's robust network of community partners consists of hundreds of agencies across the state providing services including housing, food, healthcare services, and mental health counseling among others. The Salvation Army's Louisville chapter is committed to providing this program's participants box lunches.

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**SECTION B - PROGRAM/PROJECT BUDGET SUMMARY**

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=a
	Proposed Metro Funds	Non-Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>	1,200	929.28	2129.28
<b>B: Rent/Utilities</b>	0	0	0
<b>C: Office Supplies</b>	0	0	0
<b>D: Telephone</b>	0	0	0
<b>E: In-town Travel</b>	0	1,150	1,150
<b>F: Client Assistance (See Detailed List on Page 8)</b>	800	0	800
<b>G: Professional Service Contracts</b>	0	0	0
<b>H: Program Materials</b>	0	0	0
<b>I: Community Events &amp; Festivals (See Detailed List on Page 8)</b>	0	0	0
<b>J: Machinery &amp; Equipment</b>	0	0	0
<b>K: Capital Project</b>	0	0	0
<b>L: Other Expenses (See Detailed List on Page 8)</b>	4,000	600	4600
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	6,000	2,679.28	8,679.28
<b>% of Program Budget</b>	69 %	31 %	<b>100%</b>

List funding sources for total program/project costs in Column 2, Non-Metro Funds:


Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	
Fees Collected from Program Participants	
Other (please specify)	Goodwill funds
Total Revenue for Columns 2 Expenses **	2,679.28

\*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

\*\*Must equal or exceed total in column 2.

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
80 box lunches provided by Salvation Army	800	0	800
Participant stipends (\$50 per participant for five hours work @ \$10 per hour, 80 participants)	4,000	0	4,000
Indirect costs	0	600	600
<b>Total</b>	4,800	600	5,400

Applicant's Initials 

**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**Detail of In-Kind Contributions for this PROGRAM only:** Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor/Type of Contribution	Value of Contribution	Method of Valuation
Work supervisor salary and benefits	929.28	2 hrs per day/2 days per week, 8
Vehicle expenses	1,150	IRS rate at 50 miles per day, 16
Indirect Costs	600	10% de minimis rate of request
<i>Total Value of In-Kind</i> <i>(to match Program Budget Line Item.</i> <i>Volunteer Contribution &amp; Other In Kind)</i>	2,679.28	

**\* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK**

**Agency Fiscal Year Start Date:** January 1

**Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year?** NO  YES

**If YES, please explain:**

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 7 - CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

#### Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

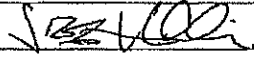
#### Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

**Relationship Disclosure:** List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

### SECTION 8 - CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		Date:	12/15/2020
Legal Signatory: (please print):	Jeff Hollis	Title:	Mgr of Govt Grants
Phone:	(502) 272-1724	Extension:	
Email:	Jeff.Hollis@goodwillky.org		



## Active Sites with Visible Need

### Downtown Sites:

- E Broadway and S Brook St
- S 1<sup>st</sup> St and St Catherine St
- W Jefferson St and S 5<sup>th</sup> St (near 237 S 5<sup>th</sup> St)

### Southend Sites:

- I-65 South exit ramp for Preston Hwy/Grade Ln
- S 3<sup>rd</sup> St and Central Ave (Central Station Shopping Center Entrances)
- I-264 West exit ramp for Taylor Blvd (near Wyandotte Park)
- I-264 West exit ramp for Southern Pkwy/S 3<sup>rd</sup> St (near S 3<sup>rd</sup> St and W Florence Ave)

### Eastend Sites:

- Breckenridge Ln and Hikes Ln
- Shelbyville Road at the I-264 on ramps (near Oxmoor Mall)

Internal Revenue Service  
District Director

Department of the Treasury

P. O. Box 2508  
Cincinnati, OH 45201

Date: ~~APR~~ 11 1986

Goodwill Industries of  
Kentucky, Inc.  
c/o Oliver K. Hofmann  
907 East Broadway  
Louisville, KY 40204-3000

Person to Contact:  
Dottie Downing  
Telephone Number:  
513-684-3957  
Refer Reply to:  
EP/EO  
Federal Identification Number:  
61-0475284  
Accounting Period Ends  
September 30

Dear Sir or Madam:

In response to your request for a letter affirming your organization's exempt status:

In March 1938 we issued a determination letter that recognized your organization as exempt from Federal income tax under section 101(6) of the Internal Revenue Code of 1939 (now section 501(c)(3) of the Internal Revenue Code of 1986). That determination letter is still in effect.

We classified your organization as a publicly supported organization, and not a private foundation, because it is described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code. This classification was based on the assumption that your organization's operations would continue as stated in the application. If your sources of support, purposes, character, or method of operations have changed, please let us know so we can consider the effect of the change on the organization's exempt status and foundation status.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

As of January 1, 1984, your organization is liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more the organization pays to each of its employees during a calendar year. There is no liability for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Goodwill Industries of Kentucky, Inc.  
61-0475284

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it with your permanent records.

If you have questions, you may direct them to us at the address or telephone number shown in the heading of this letter.

Sincerely,



CP Ashley Bullard  
District Director



1325 South 4<sup>th</sup> Street | Louisville, Kentucky 40208-3000 | (502) 272-1700 | (502) 561-8035 fax | [www.goodwillky.org](http://www.goodwillky.org)

**Goodwill Industries of Kentucky, Inc.  
Organizational Budget – Fiscal Year 2020**

**REVENUE**

Support from public	649,415
Service fees and grant revenue	4,516,275
Contract revenue	1,453,152
Retail program	58,556,512
Other revenue	<u>1,316,313</u>
<b>Total Revenue</b>	<b>66,491,667</b>

**EXPENSES**

Salaries and wages	36,137,712
Employee benefits	5,172,050
Payroll taxes	3,193,045
Professional fees and contracted services	1,982,553
Supplies	1,301,991
Telephone and communications	669,763
Postage and shipping	209,191
Occupancy	6,964,731
Rental and maintenance of equipment	488,783
Printing, advertising, and publications	897,883
Travel and agency vehicles	2,092,390
Specific assistance	683,547
Membership dues and support payments	250,609
Awards	157,561
Miscellaneous expenses	1,038,122
Depreciation	<u>3,921,897</u>
<b>Total Expenses</b>	<b>65,161,828</b>

**Creating Jobs, Changing Lives.**



**BOOK 439 Page 354 filed Jul 20 9:24 a.m. 1992**  
**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**GOODWILL INDUSTRIES OF KENTUCKY.**

Pursuant to the provisions of KRS 273.273, the undersigned corporation hereby executes these Restated Articles of Incorporation

The Articles of incorporation of the Corporation are restated to read in their entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is Goodwill Industries of Kentucky, Inc.

**ARTICLE II**  
**PURPOSES AND POWERS**

A. The Corporation is organized and operated exclusively for charitable, rehabilitation and educational purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes

B. In furtherance of the general purposes in paragraph A, the particular purposes of the Corporation are:

1. To provide employment and training for people with disabilities and other individuals with special needs throughout the Commonwealth of Kentucky. To provide assistance in attaining full vocational, social, cultural, moral, mental and economic development and, in general, full participation in our society through the skillful application of the techniques of rehabilitation and guidance.
2. To provide employment and training opportunities and raise funds through stores operated by Goodwill Industries of Kentucky, Inc. while providing the community a service in recycling merchandise at reasonable prices.
3. To foster, develop and arouse the interest of the citizens of Kentucky to the necessity of helping and assisting people with disabilities, disadvantages, and unfortunate circumstances become self-sustaining citizens. To develop financial support throughout the Commonwealth of Kentucky to assist in carrying out the objectives of this organization.
4. To manufacture, buy, sell and deal in merchandise of every nature and kind, and all other activities necessary to carry out the objectives and purposes of this organization.
5. To buy, sell or exchange, rent or lease real estate or personal property and to mortgage or encumber same, to build, lease, rent, manage, care of, maintain, improve or alter buildings on any real estate.
6. To borrow money or other property of value and to pledge or mortgage its real or personal property or income to secure the payment of same.
7. In general to carry on any other lawful business whatever in connection with the foregoing, or which is calculated, directly or indirectly, to promote the objective of the Corporation and to enhance the value of its property and to do all things which shall at any time appear conducive to, or expedient for, the benefit or welfare of the Corporation.

**ARTICLE III**

## DIRECTORS

The business and affairs of the Corporation shall be governed by a Board of Directors. The Board of Directors of the Corporation shall consist of not less than fifteen nor more than thirty members, who shall be elected by the members at the annual meeting of the Corporation to be held within sixty days after January 1st of each year. The Board of Directors shall prescribe the term of office of the directors and the directors shall hold office for the term for which they are elected and until their successors have been duly elected and qualified.

## ARTICLE IV PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 907 East Broadway, Louisville, Kentucky 40204-3000.

The foregoing Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

Date: July 7, 1992

GOODWILL INDUSTRIES OF KENTUCKY.

By: Roland R. Blahnik, President

THIS INSTRUMENT PREPARED BY:

Robert L. Hallenberg  
WOODWARD HOBSON & FLITON  
2500 First National Tower  
Louisville Kentucky 40202  
(502) 585-3321

Form **990**  
(Rev. January 2020)  
Department of the Treasury  
Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**2019**  
Open to Public Inspection

**A** For the **2019** calendar year, or tax year beginning and ending

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>GOODWILL INDUSTRIES OF KY, INC.</b>		<b>D</b> Employer identification number <b>61-0475284</b>
	Doing business as		<b>E</b> Telephone number <b>502-272-1700</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>70,368,700.</b>
	<b>1325 SOUTH FOURTH STREET</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, KY 40208</b>		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)

**I** Tax-exempt status:  501(c)(3)  501(c)( ) ◀ (insert no.)  4947(a)(1) or  527

**J** Website: ▶ **WWW.GOODWILLKY.ORG**

**K** Form of organization:  Corporation  Trust  Association  Other ▶ **L** Year of formation: **1923** **M** State of legal domicile: **KY**

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO HELP PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES ACHIEVE AND MAINTAIN EMPLOYMENT TO GAIN A</b>
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) <b>3</b> <b>16</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) <b>4</b> <b>16</b>
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a) <b>5</b> <b>2960</b>
	<b>6</b> Total number of volunteers (estimate if necessary) <b>6</b> <b>1132</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 <b>7a</b> <b>0.</b>
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 39 <b>7b</b> <b>0.</b>

<b>Revenue</b>			Prior Year	Current Year
	<b>8</b> Contributions and grants (Part VIII, line 1h)		19,505,166.	23,601,304.
<b>9</b> Program service revenue (Part VIII, line 2g)		43,399,482.	45,376,531.	
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		832,286.	585,598.	
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		222,312.	104,315.	
<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		63,959,246.	69,667,748.	

<b>Expenses</b>			Prior Year	Current Year
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		126,526.	313,038.
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.	
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		39,548,903.	40,870,639.	
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.	
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>894,553.</b>				
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		18,733,242.	19,079,436.	
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		58,408,671.	60,263,113.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12		5,550,575.	9,404,635.	

<b>Net Assets or Fund Balances</b>			Beginning of Current Year	End of Year
	<b>20</b> Total assets (Part X, line 16)		131,407,332.	143,762,320.
<b>21</b> Total liabilities (Part X, line 26)		30,690,949.	29,807,459.	
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20		100,716,383.	113,954,861.	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer	Date
	<b>AMY LUTTRELL, PRESIDENT</b> Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>REBECCA L. PHILLIPS, CPA</b>	Preparer's signature	Date <b>10/26/20</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00024055</b>
	Firm's name ▶ <b>MCM CPAS &amp; ADVISORS LLP</b>	Firm's EIN ▶ <b>27-1235638</b>			
	Firm's address ▶ <b>462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445</b>				Phone no. (502) 749-1900

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

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

GOODWILL'S MISSION IS TO HELP PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES ACHIEVE AND MAINTAIN EMPLOYMENT TO GAIN A BETTER QUALITY OF LIFE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No X

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No X

If "Yes," describe these changes on Schedule O.

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

4a (Code: ) (Expenses \$ 40,562,111, including grants of \$ 75,000, ) (Revenue \$ 38,876,776, )

GOODWILL INDUSTRIES OF KENTUCKY, INC.'S RETAIL PROGRAM HELPS PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES OBTAIN AND MAINTAIN EMPLOYMENT AT ONE OF ITS 66 STORES THROUGHOUT KENTUCKY BY PROVIDING EMPLOYMENT AND TRAINING OPPORTUNITIES. THE RETAIL PROGRAM PAID MORE THAN \$8.5 MILLION IN MISSION-RELATED WAGES. THE STORES SELL A VARIETY OF DONATED MERCHANDISE (DONATED BY THE GENERAL PUBLIC AND BUSINESSES) TO THE COMMUNITY AT DISCOUNTED PRICES TO DIVERT ITEMS FROM LOCAL LANDFILLS AND SUPPORT GOODWILL'S MISSION TO PUT KENTUCKIANS TO WORK. THE STORES GENERATED FUNDING TO SUPPORT EMPLOYMENT COUNSELING, EDUCATIONAL PROGRAMS, AND JOB TRAINING SERVICES THROUGH THE GOODWILL WORKS PROGRAM. DURING 2019, 1,487 PEOPLE WERE SERVED THROUGH THIS PROGRAM.

4b (Code: ) (Expenses \$ 6,912,658, including grants of \$ 238,038, ) (Revenue \$ 2,125,203, )

GOODWILL INDUSTRIES OF KENTUCKY, INC.'S SPECIALIZED WORKFORCE DEVELOPMENT PROGRAMS DELIVERED JOB PLACEMENT AND RETENTION SERVICES, COUNSELING, SKILLS TRAINING, ASSESSMENTS, AND JOB COACHING TO PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES, ADVANCING THEIR VOCATIONAL OPPORTUNITIES, AND ASSISTING THEM IN OBTAINING AND MAINTAINING EMPLOYMENT. THESE SPECIALIZED PROGRAMS MADE 2,495 JOB PLACEMENTS AND DELIVERED 10,330 SERVICES.

4c (Code: ) (Expenses \$ 2,360,612, including grants of \$ ) (Revenue \$ 2,267,130, )

GOODWILL INDUSTRIES OF KENTUCKY, INC. SENIOR COMMUNITY EMPLOYMENT SERVICE PROGRAM (SCSEP) THROUGH A NATIONAL DEPARTMENT OF LABOR (DOL) GRANT IS DESIGNED TO LINK LOW-INCOME, OLDER WORKERS TO ON-THE-JOB TRAINING THAT CAN HELP THEM MOVE INTO PAID EMPLOYMENT. THROUGH SCSEP, GOODWILL MATCHES ELIGIBLE INDIVIDUALS AGE 55 AND OLDER WITH NONPROFITS OR PUBLIC AGENCIES FOR ON-THE-JOB TRAINING IN A PROFESSIONAL WORK ENVIRONMENT, PAID BY THE SCSEP PROGRAM. THE SCSEP PROGRAM MADE 25 JOB PLACEMENTS, AND PROVIDED 433 SERVICES, WHILE PAYING OVER \$1,884,000 IN MISSION-RELATED WAGES.

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

(Expenses \$ 2,066,945, including grants of \$ ) (Revenue \$ 2,107,422, )

4e Total program service expenses 51,902,326



**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** (continued)

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

Note: All Form 990 filers are required to complete Schedule O

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Form 990 (2019) table with columns for question number, question text, and Yes/No checkboxes. Includes sections 2a-16 regarding employee reporting, foreign accounts, and charitable contributions.

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

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

Section A. Governing Body and Management

Table with columns for line number, description, and Yes/No checkboxes. Includes questions 1a-1b, 2-9 regarding governing body structure and relationships.

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

Table with columns for line number, description, and Yes/No checkboxes. Includes questions 10a-16b regarding organizational policies and procedures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed KY
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DANIEL HALL CHAIRPERSON	1.00	X		X				0.	0.	0.
(2) CHARLES J. KANE VICE CHAIRPERSON	1.00	X		X				0.	0.	0.
(3) JASON GRONECK SECRETARY	1.00	X		X				0.	0.	0.
(4) JEANNA JONES TREASURER	1.00	X		X				0.	0.	0.
(5) CHARLES F. LAMBERT III BOARD MEMBER	1.00	X						0.	0.	0.
(6) DWIGHT L. HAYGOOD, JR BOARD MEMBER	1.00	X						0.	0.	0.
(7) TED SMITH BOARD MEMBER	1.00	X						0.	0.	0.
(8) WILLIAM STOUT BOARD MEMBER	1.00	X						0.	0.	0.
(9) DEB MURPHY BOARD MEMBER	1.00	X						0.	0.	0.
(10) DOUGLAS EDWARDS BOARD MEMBER	1.00	X						0.	0.	0.
(11) DWIGHT JOHNSON BOARD MEMBER	1.00	X						0.	0.	0.
(12) CRISSY FISCUS BOARD MEMBER	1.00	X						0.	0.	0.
(13) GREG GERARD BOARD MEMBER	1.00	X						0.	0.	0.
(14) AJAY GUPTA BOARD MEMBER	1.00	X						0.	0.	0.
(15) CONNIE HARVEY BOARD MEMBER	1.00	X						0.	0.	0.
(16) HUGH HAYDON BOARD MEMBER	1.00	X						0.	0.	0.
(17) LINDA COWAN (END DATE 1/31/19) BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) AMY LUTTRELL PRESIDENT & CEO	40.00			X				719,553.	0.	20,438.
(19) MARK HOHMANN CHIEF FINANCIAL OFFICER	40.00			X				214,192.	0.	10,684.
(20) RENA SHARPE CHIEF OPERATING OFFICER	40.00			X				239,571.	0.	19,412.
(21) MARSHA BERRY VICE-PRESIDENT PROGRAM SERVICES	40.00			X				223,739.	0.	26,770.
(22) DEVONE HOLT VICE-PRESIDENT OF EXTERNAL AFFAIRS	40.00			X				95,120.	0.	3,776.
(23) DAVID COBB (END DATE 2/28/19) VICE-PRESIDENT HUMAN RESOURCES & EXT	40.00			X				72,681.	0.	6,897.
(24) JEFF GRAMMER DIRECTOR OF INFORMATION TECHNOLOGY	40.00					X		129,887.	0.	5,820.
(25) PAUL FALKENSTEIN DIRECTOR OF LOGISTICS AND TRANSPORTA	40.00					X		124,928.	0.	6,223.
(26) TROY LANDOCH HR LEADER	40.00					X		161,656.	0.	18,503.
<b>1b Subtotal</b>								1,981,327.	0.	118,523.
<b>c Total from continuation sheets to Part VII, Section A</b>								224,306.	0.	37,925.
<b>d Total (add lines 1b and 1c)</b>								2,205,633.	0.	156,448.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **10**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
GRAY OHIO VALLEY P.O. BOX 436, VERSAILLES, KY 40383	CONSTRUCTION/GENERAL CONTRACTING	2,788,331.
MIRANDA CONSTRUCTION LLC 828 SOUTH 6TH STREET, LOUISVILLE, KY 40203	CONSTRUCTION/GENERAL CONTRACTING	1,567,131.
PEAK ADVERTISING LLC 4301 WINDWARD PLC, LOUISVILLE, KY 40207	ADVERTISING BUYING & PR CONSULTING	418,026.
WORLDWIDE HAGERTY, DBA KYK MARKETING & PROM 2600 CONSTANT COMMENT PLACE, LOUISVILLE, KY	ADVERTISING BUYING & PR CONSULTING	153,028.
WILSON MARKETING GROUP LLC, 1755 NORTH BROWN RD, STE. 250, LAWRENCEVILLE, GA	BROKER FOR EXPORTABLE TEXTILES	146,822.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **11**

SEE PART VII, SECTION A CONTINUATION SHEETS

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**Part VIII Statement of Revenue**

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	6,700.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	732,107.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	22,862,497.			
	g Noncash contributions included in lines 1a-1f	1g \$	21,736,436.			
	<b>h Total.</b> Add lines 1a-1f		23,601,304.			
Program Service Revenue	2 a NET RETAIL STORES SALE	Business Code	453310	38,876,776.	38,876,776.	
	b WORKFORCE DEVELOPMENT		624310	4,392,333.	4,392,333.	
	c CONTRACT REVENUE		561700	1,404,442.	1,404,442.	
	d NET CAR SALES		453310	702,980.	702,980.	
	e					
	f All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f			45,376,531.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)				1,208,732.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	6a	2,500.		
		(ii) Personal	6b	0.		
		Net rental income or (loss)	6c	2,500.		
	d Net rental income or (loss)			2,500.		2,500.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	7a			
		(ii) Other	7b	623,134.		
		Less: cost or other basis and sales expenses	7c	-623,134.		
		d Net gain or (loss)			-623,134.	
	8 a Gross income from fundraising events (not including \$ 6,700. of contributions reported on line 1c). See Part IV, line 18		8a	123,750.		
		Less: direct expenses	8b	77,818.		
		c Net income or (loss) from fundraising events			45,932.	
	9 a Gross income from gaming activities. See Part IV, line 19		9a			
Less: direct expenses		9b				
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances		10a				
	Less: cost of goods sold	10b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	11 a MISCELLANEOUS REVENUE	Business Code	900099	55,883.	55,883.	
	b					
	c					
	d All other revenue					
	<b>e Total.</b> Add lines 11a-11d			55,883.		
<b>12 Total revenue.</b> See instructions			69,667,748.	45,376,531.	0.	
					689,913.	



**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	75,000.	75,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	238,038.	238,038.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,652,836.	250,509.	1,382,681.	19,646.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	31,636,923.	28,455,357.	2,866,318.	315,248.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	739,691.	570,233.	155,894.	13,564.
9 Other employee benefits	3,366,824.	3,333,994.		32,830.
10 Payroll taxes	3,474,365.	2,823,539.	623,431.	27,395.
11 Fees for services (nonemployees):				
a Management				
b Legal	77,214.		77,214.	
c Accounting	63,580.		63,580.	
d Lobbying	14,910.		14,910.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	75,546.		75,546.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,110,079.	798,179.	289,873.	22,027.
12 Advertising and promotion	767,903.	223,109.	116,487.	428,307.
13 Office expenses	1,684,711.	1,481,672.	199,414.	3,625.
14 Information technology	646,430.	381,861.	263,140.	1,429.
15 Royalties				
16 Occupancy	6,612,846.	6,384,264.	228,582.	
17 Travel	1,540,478.	1,296,256.	223,819.	20,403.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	709,881.	709,881.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,608,349.	3,236,469.	371,880.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	930,980.	892,149.	38,831.	
b EQUIPMENT RENTAL AND MA	497,445.	347,629.	149,816.	
c AWARDS	293,863.	260,644.	33,016.	203.
d SPECIFIC ASSISTANCE	244,863.	135,735.	101,155.	7,973.
e All other expenses	200,358.	7,808.	190,647.	1,903.
25 Total functional expenses. Add lines 1 through 24e	60,263,113.	51,902,326.	7,466,234.	894,553.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	5,492,597.	<b>1</b>	11,548,166.
	<b>2</b> Savings and temporary cash investments	2,300,816.	<b>2</b>	2,497,528.
	<b>3</b> Pledges and grants receivable, net	910,650.	<b>3</b>	817,791.
	<b>4</b> Accounts receivable, net	1,411,475.	<b>4</b>	877,504.
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		<b>6</b>	
	<b>7</b> Notes and loans receivable, net		<b>7</b>	
	<b>8</b> Inventories for sale or use	2,664,958.	<b>8</b>	2,758,899.
	<b>9</b> Prepaid expenses and deferred charges	929,864.	<b>9</b>	569,249.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 117,028,414.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 35,734,240.	76,002,087.	<b>10c</b> 81,294,174.
	<b>11</b> Investments - publicly traded securities	41,350,917.	<b>11</b>	42,826,664.
	<b>12</b> Investments - other securities. See Part IV, line 11	290,644.	<b>12</b>	456,781.
	<b>13</b> Investments - program-related. See Part IV, line 11		<b>13</b>	
	<b>14</b> Intangible assets		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11	53,324.	<b>15</b>	115,564.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 33)	131,407,332.	<b>16</b>	143,762,320.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	3,841,863.	<b>17</b>	4,728,107.
	<b>18</b> Grants payable		<b>18</b>	
	<b>19</b> Deferred revenue		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities	26,262,655.	<b>20</b>	24,526,800.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	586,431.	<b>25</b>	552,552.
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	30,690,949.	<b>26</b>	29,807,459.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions	100,537,970.	<b>27</b>	113,725,947.
	<b>28</b> Net assets with donor restrictions	178,413.	<b>28</b>	228,914.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds		<b>31</b>	
	<b>32</b> <b>Total net assets or fund balances</b>	100,716,383.	<b>32</b>	113,954,861.
<b>33</b> <b>Total liabilities and net assets/fund balances</b>	131,407,332.	<b>33</b>	143,762,320.	

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**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	69,667,748.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	60,263,113.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	9,404,635.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	100,716,383.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	3,833,843.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	113,954,861.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		x
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	x	
<b>2c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	x	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	x	
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	x	

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**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	17,052,649.	18,718,984.	4,746,494.	19,505,166.	23,601,304.	83,624,597.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3	17,052,649.	18,718,984.	4,746,494.	19,505,166.	23,601,304.	83,624,597.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4.						83,624,597.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>7</b> Amounts from line 4	17,052,649.	18,718,984.	4,746,494.	19,505,166.	23,601,304.	83,624,597.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	227,750.	346,936.	152,759.	1,075,250.	1,211,232.	3,013,927.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	15,933.	69,383.	6,180.	167,081.	55,883.	314,460.
<b>11 Total support.</b> Add lines 7 through 10						86,952,984.
<b>12</b> Gross receipts from related activities, etc. (see instructions)					12	195,562,063.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	96.17 %
<b>15</b> Public support percentage from 2018 Schedule A, Part II, line 14	<b>15</b>	96.78 %
<b>16a 33 1/3% support test - 2019.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2018.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2019.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2018.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2019

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2018 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2018 Schedule A, Part III, line 17	<b>18</b>	%

**19a 33 1/3% support tests - 2019.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2018.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

- 11** Has the organization accepted a gift or contribution from any of the following persons?
- a** A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
  - b** A family member of a person described in (a) above?
  - c** A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.

	Yes	No
<b>11a</b>		
<b>11b</b>		
<b>11c</b>		

**Section B. Type I Supporting Organizations**

- 1** Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.
- 2** Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

	Yes	No
<b>1</b>		
<b>2</b>		

**Section C. Type II Supporting Organizations**

- 1** Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
<b>1</b>		

**Section D. All Type III Supporting Organizations**

- 1** Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?
- 2** Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).
- 3** By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.

	Yes	No
<b>1</b>		
<b>2</b>		
<b>3</b>		

**Section E. Type III Functionally Integrated Supporting Organizations**

- 1** Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
  - a**  The organization satisfied the Activities Test. Complete line 2 below.
  - b**  The organization is the parent of each of its supported organizations. Complete line 3 below.
  - c**  The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

**2** Activities Test. Answer (a) and (b) below.

- a** Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.
- b** Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.

	Yes	No
<b>2a</b>		
<b>2b</b>		
<b>3a</b>		
<b>3b</b>		

**3** Parent of Supported Organizations. Answer (a) and (b) below.

- a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.
- b** Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.



**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

**1**  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
<b>1</b>	Net short-term capital gain	<b>1</b>	
<b>2</b>	Recoveries of prior-year distributions	<b>2</b>	
<b>3</b>	Other gross income (see instructions)	<b>3</b>	
<b>4</b>	Add lines 1 through 3.	<b>4</b>	
<b>5</b>	Depreciation and depletion	<b>5</b>	
<b>6</b>	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	<b>6</b>	
<b>7</b>	Other expenses (see instructions)	<b>7</b>	
<b>8</b>	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	<b>8</b>	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
<b>1</b>	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
<b>a</b>	Average monthly value of securities	<b>1a</b>	
<b>b</b>	Average monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of other non-exempt-use assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, 1b, and 1c)	<b>1d</b>	
<b>e</b>	Discount claimed for blockage or other factors (explain in detail in Part VI):		
<b>2</b>	Acquisition indebtedness applicable to non-exempt-use assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	
<b>4</b>	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	
<b>5</b>	Net value of non-exempt-use assets (subtract line 4 from line 3)	<b>5</b>	
<b>6</b>	Multiply line 5 by .035.	<b>6</b>	
<b>7</b>	Recoveries of prior-year distributions	<b>7</b>	
<b>8</b>	<b>Minimum Asset Amount</b> (add line 7 to line 6)	<b>8</b>	

Section C - Distributable Amount			Current Year
<b>1</b>	Adjusted net income for prior year (from Section A, line 8, Column A)	<b>1</b>	
<b>2</b>	Enter 85% of line 1.	<b>2</b>	
<b>3</b>	Minimum asset amount for prior year (from Section B, line 8, Column A)	<b>3</b>	
<b>4</b>	Enter greater of line 2 or line 3.	<b>4</b>	
<b>5</b>	Income tax imposed in prior year	<b>5</b>	
<b>6</b>	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	<b>6</b>	
<b>7</b>	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2019

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j <b>Remainder.</b> Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2019 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c <b>Remainder.</b> Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 <b>Excess distributions carryover to 2020.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

**Part VI**

**Supplemental information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2019**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527  
**▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**  
**▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

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

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

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

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

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

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

Name of organization <b>GOODWILL INDUSTRIES OF KY INC.</b>	Employer identification number <b>61-0475284</b>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

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

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

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

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

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

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

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

Schedule C (Form 990 or 990-EZ) 2019

LHA  
932041 11-26-19

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2019

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

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
<b>c</b> Media advertisements?		X	
<b>d</b> Mailings to members, legislators, or the public?		X	
<b>e</b> Publications, or published or broadcast statements?		X	
<b>f</b> Grants to other organizations for lobbying purposes?		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
<b>i</b> Other activities?	X		
<b>j</b> Total. Add lines 1c through 1i			14,910.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	14,910.
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

**Part IV Supplemental Information**

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

**PART II-B, LINE 1, LOBBYING ACTIVITIES:**

**DEVELOPMENT AND GENERATION OF SUPPORT FOR:**

1) LEGISLATION DESIGNED TO FOSTER EMPLOYMENT OF PERSONS WITH

DISABILITIES OR OTHER DISADVANTAGES AT THE STATE AND FEDERAL LEVELS OF

GOVERNMENT.

2) LEGISLATION INCREASING SUPPORT FOR ADULT EDUCATIONAL OPPORTUNITIES



**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public Inspection

Name of the organization

GOODWILL INDUSTRIES OF KY, INC.

Employer identification number

61-0475284

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

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

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

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

Preservation of land for public use (for example, recreation or education)     Preservation of a historically important land area

Protection of natural habitat     Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ .....

4 Number of states where property subject to conservation easement is located ▶ .....

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

Yes     No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ .....

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ .....

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

Yes     No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 .....

▶ \$ .....

(ii) Assets included in Form 990, Part X .....

▶ \$ .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

▶ \$ .....

b Assets included in Form 990, Part X .....

▶ \$ .....

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

Schedule D (Form 990) 2019

932051 10-02-19



**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange program
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	18,826,019.	260,310.	258,018.	239,752.	102,091.
b Contributions		20,000,000.			172,677.
c Net investment earnings, gains, and losses	3,803,285.	-1,425,739.	2,292.	29,127.	4,131.
d Grants or scholarships					
e Other expenditures for facilities and programs	808,391.	8,552.		10,861.	39,147.
f Administrative expenses					
g End of year balance	21,820,913.	18,826,019.	260,310.	258,018.	239,752.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  99.63 %
  - b Permanent endowment  .25 %
  - c Term endowment  .12 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                             | Yes | No |
|-----------------------------|-----|----|
| (i) Unrelated organizations | x   |    |
| (ii) Related organizations  |     | x  |
- b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	1,860,990.	24,226,548.		26,087,538.
b Buildings		59,787,947.	20,108,082.	39,679,865.
c Leasehold improvements		3,504,203.	2,045,468.	1,458,735.
d Equipment		17,790,899.	13,435,597.	4,355,302.
e Other		9,857,827.	145,093.	9,712,734.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				81,294,174.

**Part VII Investments - Other Securities.**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) L-T UI RESERVE	552,552.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

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

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

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	74,126,997.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	3,833,843.	
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	700,952.	
<b>e</b>	Add lines 2a through 2d	<b>2e</b>		4,534,795.
<b>3</b>	Subtract line 2e from line 1	<b>3</b>		69,592,202.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	75,546.	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>		75,546.
<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	<b>5</b>		69,667,748.

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

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

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	60,888,519.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	700,952.	
<b>e</b>	Add lines 2a through 2d	<b>2e</b>		700,952.
<b>3</b>	Subtract line 2e from line 1	<b>3</b>		60,187,567.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	75,546.	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>		75,546.
<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	<b>5</b>		60,263,113.

**Part XIII Supplemental Information.**

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

**PART V, LINE 4:**

THE ENDOWMENT IS MADE UP OF TWO COMPONENTS, BOTH PROVIDE INVESTMENT

GROWTH AND INCOME FUNDS THAT ARE TO BE USED TOWARDS 1) TUITION FOR

SCHOLARSHIP ASSISTANCE FOR PERSONS WITH DISABILITIES; AND 2) OPERATIONAL

NEEDS THAT ASSIST IN THE FULFILLMENT OF THE COMPANY'S MISSION.

**PART X, LINE 2:**

GOODWILL INDUSTRIES OF KENTUCKY, INC. AND SUBSIDIARY ARE EXEMPT FROM

INCOME TAXES UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL

REVENUE CODE, GOODWILL INDUSTRIES WORKS, LLC IS A SINGLE-MEMBER LIMITED

LIABILITY COMPANY AND CONSIDERED A DISREGARDED ENTITY FOR TAX PURPOSES.

**Part XIII** Supplemental Information (continued)

GOODWILL RECOGNIZES UNCERTAIN INCOME TAX POSITIONS USING THE

"MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ASC. NO LIABILITY FOR

UNCERTAIN TAX POSITIONS HAS BEEN RECORDED IN THE ACCOMPANYING CONSOLIDATED

FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

IMPAIRMENT LOSS 623,134.

FUNDRAISING EXPENSES 77,818.

TOTAL TO SCHEDULE D, PART XI, LINE 2D 700,952.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT EXPENSES 75,546.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

IMPAIRMENT LOSS 623,134.

FUNDRAISING EXPENSES 77,818.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 700,952.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT EXPENSES 75,546.



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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ART OF GOODWILL (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	130,450.		130,450.
	2	Less: Contributions	6,700.		6,700.
	3	Gross income (line 1 minus line 2)	123,750.		123,750.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	14,484.		14,484.
	7	Food and beverages	29,899.		29,899.
	8	Entertainment	250.		250.
	9	Other direct expenses	33,185.		33,185.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			77,818.
	11	Net income summary. Subtract line 10 from line 3, column (d)			45,932.

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

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

9 Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_  
 a Is the organization licensed to conduct gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_

- 11** Does the organization conduct gaming activities with nonmembers?  Yes  No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13** Indicate the percentage of gaming activity conducted in:
- |                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

**16** Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

\_\_\_\_\_

Director/officer      Employee      Independent contractor

**17** Mandatory distributions:

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

**Part IV Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_





**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Name of the organization

GOODWILL INDUSTRIES OF KY, INC.

Employer identification number

61-0475284

**Part I** General Information on Grants and Assistance

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes  No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADDICTION RECOVERY CARE, LLC 125 S MAIN CROSS ST LOUISA, KY 41230	46-1095648		75,000.	0.			TO ASSIST ARC WITH OPENING A TRANSITIONAL HOUSING FACILITY AS PART OF GOODWILL'S PARTNERSHIP

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

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

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

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2019)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
CASH AWARDS FOR PERFECT PROGRAM ATTENDANCE AND EDUCATIONAL ACHIEVEMENT	116	28,870.	0.		
JOB SHADOWING	119	42,420.	0.		
REIMBURSE VEHICLE INTEREST PAYMENTS	15	1,217.	0.		
HOUSING ASSISTANCE	88	0.	13,468.	INVOICE	RENT ASSISTANCE TO PROGRAM PARTICIPANTS UPON RECEIVING A JOB UNTIL PARTICIPANT BEGINS RECEIVING PAY CHECK.
LEGAL ASSISTANCE	1511	0.	37,116.	INVOICE	GOODWILL HOSTED EXPUNGEMENT CLINICS BY PROVIDING LEGAL AID ASSISTANCE TO PROGRAM PARTICIPANTS. THIS PROVIDED

**Part IV** Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: ADDICTION RECOVERY CARE, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: TO ASSIST ARC WITH OPENING A

TRANSITIONAL HOUSING FACILITY AS PART OF GOODWILL'S PARTNERSHIP IN THE

TRANSITION TO RECOVERY PROGRAM.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: GOODWILL HOSTED EXPUNGEMENT

CLINICS BY PROVIDING LEGAL AID ASSISTANCE TO PROGRAM PARTICIPANTS. THIS

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
LIFE LAUNCH PROGRAM-NEEDS BASED	330.	0.	16,297.	PURCHASE PRICE	CLOTHING, IDENTIFICATION CARDS, MEDICAL EXPENSES, DENTAL EXPENSES, AND PRESCRIPTION ASSISTANCE TO
VEHICLE DOWN PAYMENT ASSISTANCE	44.	0.	20,900.	FIXED MATCH	CARS TO WORK PROGRAM PARTICIPANTS RECEIVE DOWNPAYMENT ASSISTANCE TOWARD THE PURCHASE OF A USED
CLOTHING, BOOTS, WORK EQUIPMENT, GOODWILL VOUCHERS, MEDICAL/PRESCRIPTIONS	413.	0.	17,736.	PURCHASE PRICE	CLOTHING, IDENTIFICATION CARDS, MEDICAL EXPENSES, DENTAL EXPENSES, AND PRESCRIPTION ASSISTANCE TO
FINANCIAL COUNSELING CLASSES	68.	0.	18,150.	INVOICE	PROGRAM PARTICIPANTS RECEIVE A FINANCIAL COUNSELING COURSE TO ASSIST WITH BUDGETING, CREDIT HEALTH REVIEW AND SIX MONTHS
TRANSPORTATION-BUS PASSES, UBER, LYFT, GAS CARDS, ETC.	877.	0.	41,874.	PURCHASE PRICE	BUS PASSES, RIDE SERVICES, AND GAS CARDS REMOVE TRANSPORTATION BARRIERS FOR RECIPIENT'S PARTICIPATION IN

**Part IV Supplemental Information**

PROVIDED STEPS TO HELP PROGRAM PARTICIPANTS CLEAR THEIR RECORD, WHICH CAN BE A BARRIER TO EMPLOYMENT.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: CLOTHING, IDENTIFICATION CARDS, MEDICAL EXPENSES, DENTAL EXPENSES, AND PRESCRIPTION ASSISTANCE TO LIFELAUNCH PARTICIPANTS.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: CARS TO WORK PROGRAM PARTICIPANTS RECEIVE DOWNPAYMENT ASSISTANCE TOWARD THE PURCHASE OF A USED VEHICLE.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: CLOTHING, IDENTIFICATION CARDS, MEDICAL EXPENSES, DENTAL EXPENSES, AND PRESCRIPTION ASSISTANCE TO PROGRAM PARTICIPANTS.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: PROGRAM PARTICIPANTS RECEIVE A FINANCIAL COUNSELING COURSE TO ASSIST WITH BUDGETING, CREDIT HEALTH REVIEW, AND SIX MONTHS OF FINANCIAL COACHING.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: BUS PASSES, RIDE SERVICES, AND GAS CARDS REMOVE TRANSPORTATION BARRIERS FOR RECIPIENT'S PARTICIPATION IN PROGRAMS, JOB INTERVIEWS, OR APPOINTMENTS TO AID OBTAINING EMPLOYMENT.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
 Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
 Attach to Form 990.  
 Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**2019**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

GOODWILL INDUSTRIES OF KY INC.

Employer identification number

61-0475284

**Part I Questions Regarding Compensation**

		Yes	No
<b>1a</b>	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (such as maid, chauffeur, chef)		
<b>b</b>	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	<b>1b</b>	
<b>2</b>	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	<b>2</b>	
<b>3</b>	Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
<b>4</b>	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
<b>a</b>	Receive a severance payment or change-of-control payment?	<b>4a</b>	X
<b>b</b>	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	<b>4b</b>	X
<b>c</b>	Participate in, or receive payment from, an equity-based compensation arrangement?	<b>4c</b>	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
<b>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>			
<b>5</b>	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
<b>a</b>	The organization?	<b>5a</b>	X
<b>b</b>	Any related organization?	<b>5b</b>	X
If "Yes" on line 5a or 5b, describe in Part III.			
<b>6</b>	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
<b>a</b>	The organization?	<b>6a</b>	X
<b>b</b>	Any related organization?	<b>6b</b>	X
If "Yes" on line 6a or 6b, describe in Part III.			
<b>7</b>	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	<b>7</b>	X
<b>8</b>	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	<b>8</b>	X
<b>9</b>	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	<b>9</b>	

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

Schedule J (Form 990) 2019

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) AMY LUTTRELL PRESIDENT & CEO	337,589. 0.	44,481. 0.	337,483. 0.	14,000. 0.	6,438. 0.	739,991. 0.	337,483. 0.
(2) MARK HOHMANN CHIEF FINANCIAL OFFICER	188,881. 0.	25,311. 0.	0. 0.	10,684. 0.	0. 0.	224,876. 0.	0. 0.
(3) RENA SHARPE CHIEF OPERATING OFFICER	214,351. 0.	25,220. 0.	0. 0.	11,306. 0.	8,106. 0.	258,983. 0.	0. 0.
(4) MARSHA BERRY VICE-PRESIDENT PROGRAM SERVICES	187,203. 0.	36,536. 0.	0. 0.	9,785. 0.	16,985. 0.	250,509. 0.	0. 0.
(5) TROY LANDOCH HR LEADER	161,556. 0.	0. 0.	0. 0.	8,452. 0.	10,051. 0.	180,159. 0.	0. 0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
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(i)							
(ii)							
(i)							
(ii)							

Part III Supplemental Information

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

PART I, LINE 4B:

GOODWILL OF KENTUCKY OFFERS A SUPPLEMENTAL RETIREMENT PLAN TO CERTAIN EXECUTIVES OF THE ORGANIZATION. THE VALUE OF THE PLAN IS DETERMINED ANNUALLY BASED UPON A COMBINATION OF EMPLOYER CONTRIBUTIONS AND AN ANALYSIS OF THE PLAN. AMY LUTTRELL, PRESIDENT & CEO, PARTICIPATED IN THIS PLAN DURING 2019. THE CHANGE IN THE PLAN VALUE FOR MS. LUTTRELL WAS \$24,783.

PART I, LINE 6:

GOODWILL INDUSTRIES OF KENTUCKY, INC. HAS AN INCENTIVE COMPENSATION PLAN WHICH IS PART OF THE OVERALL COMPENSATION PROGRAM. THE GOAL OF THE PLAN IS TO FOCUS ECONOMIC INCENTIVES ON PROGRAM RESULTS AND THE AREAS IN WHICH GOODWILL OPERATES PROGRAMS. THE PLAN FOCUSES ON ACHIEVING THE ORGANIZATION'S MISSION AND THE ECONOMIC STABILITY OF THE COMPANY. PARTICIPANTS MAY EARN UP TO 20% ABOVE THEIR BASE PAY BY MEETING SIX ESTABLISHED CRITERIA RELATED TO: MISSION WAGES, PLACEMENTS OF PERSONS WITH DISABILITIES OR OTHER DISADVANTAGES, AGENCY ECONOMIC STABILITY, THE DONATED GOODS PROGRAM SUCCESS, DIVISION (AREAS OF PARTICIPANTS' RESPONSIBILITY) ECONOMIC SUCCESS, AND MAINTENANCE OF PROPERTIES AND EQUIPMENT. THE AGENCY ECONOMIC STABILITY AND DIVISION SUCCESS ENTAILS MEETING FISCAL YEAR NET

**Part III** Supplemental Information

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

EARNING GOALS/BUDGET AMOUNTS WHICH INCLUDES GOODWILL INDUSTRIES WORKS.

LLC'S NET EARNINGS GOAL/BUDGET AMOUNTS.

Multiple horizontal lines for supplemental information.





**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property?		X						
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property?		X						
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property?		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%						%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%						%
<b>6</b> Total of lines 4 and 5		%						%
<b>7</b> Does the bond issue meet the private security or payment test?		X						
<b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%						%
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
<b>2</b> If "No" to line 1, did the following apply?								
<b>a</b> Rebate not due yet?		X						
<b>b</b> Exception to rebate?		X						
<b>c</b> No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
<b>3</b> Is the bond issue a variable rate issue?	X							

**Part IV Arbitrage (continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?								
<b>b</b> Name of provider		X						
<b>c</b> Term of hedge								
<b>d</b> Was the hedge superintegrated?								
<b>e</b> Was the hedge terminated?								
<b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)?								
<b>b</b> Name of provider		X						
<b>c</b> Term of GIC								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
<b>6</b> Were any gross proceeds invested beyond an available temporary period?		X						
<b>7</b> Has the organization established written procedures to monitor the requirements of section 148?	X							

**Part V Procedures To Undertake Corrective Action**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?		X						

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K. See instructions

Supplemental information area with multiple horizontal lines for text entry.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Name of the organization: GOODWILL INDUSTRIES OF KY, INC. Employer identification number: 61-0475284

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		21,033,456	FMV
6 Cars and other vehicles	X	928	702,980	FMV
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ( )				
26 Other ▶ ( )				
27 Other ▶ ( )				
28 Other ▶ ( )				

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

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

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

Schedule M (Form 990) 2019

**Part II**

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

SCHEDULE M, LINE 32B:

GOODWILL INDUSTRIES OF KY, INC WILL OCCASIONALLY USE INDEPENDENT THIRD

PARTY AUCTION HOUSES TO SELL SURPLUS DONATED VEHICLES.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization

GOODWILL INDUSTRIES OF KY, INC.

Employer identification number

61-0475284

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

BETTER QUALITY OF LIFE THROUGH JOB CREATION, PLACEMENT, AND OTHER  
TRAINING.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

GOODWILL INDUSTRIES OF KENTUCKY, INC. (GOODWILL) EMPLOYS PERSONS TO  
PROVIDE JANITORIAL AND CUSTODIAL SERVICES UNDER CONTRACTS. THESE  
SERVICES ARE PERFORMED WITH A WORKFORCE COMPRISED OF MORE THAN 85% OF  
PERSONS WITH SIGNIFICANT DISABILITIES. THIS PROGRAM IS CONSISTENT WITH  
GOODWILL'S MISSION. THESE CONTRACTS EMPLOYED 31 PERSONS, AND PAID  
\$633,458 IN MISSION-RELATED WAGES.

EXPENSES \$ 1,502,123, INCLUDING GRANTS OF \$ 0, REVENUE \$ 1,404,442.

GOODWILL INDUSTRIES OF KENTUCKY, INC. CARS TO WORK PROGRAM HELPS PEOPLE

WITH DISABILITIES OR OTHER DISADVANTAGES OBTAIN AFFORDABLE

TRANSPORTATION TO ACHIEVE AND MAINTAIN EMPLOYMENT. THE SALE OF DONATED

VEHICLES SUPPORTS GOODWILL'S EFFORTS TO PUT KENTUCKIANS ON THE ROAD TO

SUCCESS. GOODWILL CARS TO WORK CONNECTS KENTUCKIANS WITH AFFORDABLE

TRANSPORTATION SO THEY CAN MAINTAIN EMPLOYMENT, GROW IN THEIR CAREERS,

AND ULTIMATELY MOVE OUT OF POVERTY AND ACHIEVE SELF-SUFFICIENCY.

FAMILIES ARE ALSO ENRICHED BY ACCESS TO TRANSPORTATION AS CLIENTS'

CHILDREN MAY BE ABLE TO PARTICIPATE IN AFTER-SCHOOL ACTIVITIES, PERHAPS

FOR THE FIRST TIME. IN ADDITION, CLIENTS HAVE THE OPPORTUNITY TO BUILD

THEIR CREDIT RATING AND IMPROVE THEIR CREDIT SCORE. PROGRAM

PARTICIPANTS ALSO HAVE ACCESS TO FINANCIAL COUNSELING AND GUIDANCE TO

HELP THEM PROPERLY BUDGET FOR AND MAINTAIN THEIR VEHICLE TO IMPROVE

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

Schedule O (Form 990 or 990-EZ) (2019)

932211 09-06-19

Name of the organization GOODWILL INDUSTRIES OF KY, INC.	Employer identification number 61-0475284
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THEIR CHANCES FOR EMPLOYMENT SUCCESS. PARTICIPANTS IN THE PROGRAM MUST  
 BE REFERRED TO GOODWILL BY A PARTNERING AGENCY, CARS TO WORK PARTNERS  
 WITH AGENCIES TO PLACE PROGRAM PARTICIPANTS IN AFFORDABLE VEHICLES AND  
 REIMBURSES LOAN INTEREST AT THE END OF THE LOAN TERM, DURING 2019, 46  
 VEHICLES WERE PROVIDED TO PROGRAM PARTICIPANTS THROUGH THE CARS TO WORK  
 PROGRAM.  
 EXPENSES \$ 564,822. INCLUDING GRANTS OF \$ 0. REVENUE \$ 702,980.

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

UPON COMPLETION OF THE DRAFT FORM 990 RETURN, THE DOCUMENT, ALL ATTACHED  
 SCHEDULES, AND ACCOMPANYING EXPLANATION SHEETS ARE PRESENTED TO THE  
 GOODWILL INDUSTRIES OF KENTUCKY AUDIT COMMITTEE FOR REVIEW AND APPROVAL.  
 ELECTRONIC COPIES ARE SENT AHEAD OF THE MEETING, AFTER OBTAINING THE AUDIT  
 COMMITTEE'S APPROVAL, AN ELECTRONIC COPY IS THEN E-MAILED TO THE GOODWILL  
 INDUSTRIES OF KENTUCKY, INC. BOARD OF DIRECTORS PRIOR TO THE FORM 990 BEING  
 FILED WITH THE IRS.

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

ANNUALLY, GOODWILL INDUSTRIES OF KENTUCKY, INC. ASKS ITS OFFICERS AND  
 DIRECTORS TO COMPLETE A QUESTIONNAIRE WHICH DEFINES AND DESCRIBES THE  
 COMPANY'S CONFLICTS OF INTEREST POLICY AND ASKS IF THERE WERE BUSINESS  
 TRANSACTIONS THAT HAVE OCCURRED OR PERSONAL RELATIONSHIPS WHICH CAUSE A  
 CONFLICT. THE COMPANY ALSO HAS AN ANONYMOUS TIP LINE THAT CAN BE USED FOR  
 PERSONS TO REPORT SUSPECTED CONFLICTS THAT WOULD VIOLATE COMPANY POLICY.

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

THE BOARD OF DIRECTORS OF GOODWILL INDUSTRIES OF KENTUCKY, INC. HAS A  
 COMPENSATION PHILOSOPHY THAT IS REVIEWED ANNUALLY AND USED TO GUIDE

Name of the organization

GOODWILL INDUSTRIES OF KY, INC.

Employer identification number

61-0475284

COMPENSATION DECISIONS. THE BOARD INITIATES THE REBUTTABLE PRESUMPTION

PROCESS FOR COMPENSATION BY ANNUALLY REVIEWING THE COMPENSATION FOR THE

PRESIDENT/CEO AND OTHER DISQUALIFIED POSITIONS. THE EXECUTIVE COMMITTEE

ENGAGES AN OUTSIDE CONSULTANT TO PROVIDE COMPARATIVE DATA. THE COMMITTEE

THEN PRESENTS ITS RECOMMENDATIONS FOR THE CEO'S COMPENSATION AND THE

COMPENSATION LIMITS OF OTHER DISQUALIFIED POSITIONS TO THE FULL BOARD OF

DIRECTORS FOR REVIEW AND APPROVAL.

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

IN AN EFFORT TO MAKE ITS FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC,

GOODWILL INDUSTRIES OF KENTUCKY, INC. PLACES THE 990 TAX RETURN AND ANNUAL

REPORT ON ITS WEBSITE. THE ANNUAL REPORT IS ALSO BROADLY DISTRIBUTED IN

COMMUNITIES IN WHICH THE COMPANY OPERATES. GOVERNING DOCUMENTS AND THE

CONFLICT OF INTEREST POLICY ARE PROVIDED TO THOSE WHO REQUEST THEM.

PART XII, LINE 2C

THE ORGANIZATION DID NOT CHANGE ITS OVERSIGHT PROCESS FOR THE AUDIT

DURING THE CALENDAR YEAR.



**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

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

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Name of the organization

GOODWILL INDUSTRIES OF KY, INC.

Employer identification number

61-0475284

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
<u>GOODWILL INDUSTRIES WORKS LLC - 75-3157787 1325 SOUTH FOURTH STREET LOUISVILLE, KY 40208</u>	<u>MISSION EMPLOYMENT</u>	<u>KENTUCKY</u>	<u>0.</u>	<u>10,407.</u>	<u>GOODWILL INDUSTRIES OF KY, INC</u>
<u>GOODWILL TEMPORARY SERVICES OF KENTUCKY, LLC - 61-1316311, 1325 SOUTH FOURTH STREET, LOUISVILLE, KY 40208</u>	<u>MISSION EMPLOYMENT</u>	<u>KENTUCKY</u>	<u>0.</u>	<u>0.</u>	<u>GOODWILL INDUSTRIES OF KY, INC</u>

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

Schedule R (Form 990) 2019

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

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

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

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

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

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

		Yes	No
<b>1</b>	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
<b>a</b>	Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	
<b>b</b>	Gift, grant, or capital contribution to related organization(s)	1b	
<b>c</b>	Gift, grant, or capital contribution from related organization(s)	1c	
<b>d</b>	Loans or loan guarantees to or for related organization(s)	1d	
<b>e</b>	Loans or loan guarantees by related organization(s)	1e	
<b>f</b>	Dividends from related organization(s)	1f	
<b>g</b>	Sale of assets to related organization(s)	1g	
<b>h</b>	Purchase of assets from related organization(s)	1h	
<b>i</b>	Exchange of assets with related organization(s)	1i	
<b>j</b>	Lease of facilities, equipment, or other assets to related organization(s)	1j	
<b>k</b>	Lease of facilities, equipment, or other assets from related organization(s)	1k	
<b>l</b>	Performance of services or membership or fundraising solicitations for related organization(s)	1l	
<b>m</b>	Performance of services or membership or fundraising solicitations by related organization(s)	1m	
<b>n</b>	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
<b>o</b>	Sharing of paid employees with related organization(s)	1o	
<b>p</b>	Reimbursement paid to related organization(s) for expenses	1p	
<b>q</b>	Reimbursement paid by related organization(s) for expenses	1q	
<b>r</b>	Other transfer of cash or property to related organization(s)	1r	
<b>s</b>	Other transfer of cash or property from related organization(s)	1s	

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

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

**Part VI Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionable allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Multiple horizontal lines for supplemental information.

Goodwill Industries of Kentucky  
Consolidated Statement of Financial Position  
November 30, 2020

12/10/2020  
11:59 AM

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL	December 31, 2019
<b>ASSETS:</b>				
<b>CURRENT ASSETS:</b>				
Cash	15,898,023	166,472	16,064,495	14,297,352
Short term Investment	20,944,904		20,944,904	21,091,528
Accounts receivable, Less Allowance for Doubtful Accounts	1,445,740		1,445,740	875,664
Intercompany receivable	(925)		(925)	5,958
Grants receivable	771,005		771,005	817,791
Prepaid expenses	660,362		660,362	600,065
Inventories	2,877,972		2,877,972	2,758,900
Total current assets	<u>42,597,081</u>	<u>166,472</u>	<u>42,763,553</u>	<u>40,447,258</u>
<b>ASSETS WHOSE USE IS LIMITED</b>				
Investments	22,892,104	77,760	22,969,865	21,920,486
Total Assets whose use is limited	<u>22,892,104</u>	<u>77,760</u>	<u>22,969,865</u>	<u>21,920,486</u>
<b>PROPERTY AND EQUIPMENT</b>				
Land and improvements	27,726,533		27,726,533	26,570,049
Buildings and improvements	65,489,215		65,489,215	63,292,149
Furniture and equipments	19,176,948		19,176,948	17,780,799
Construction in progress	8,248,686		8,248,686	9,375,316
Other Assets	10,100		10,100	10,100
	<u>120,651,482</u>		<u>120,651,482</u>	<u>117,028,412</u>
Less : Accumulated depreciation	(38,917,950)		(38,917,950)	(35,734,240)
	<u>81,733,532</u>		<u>81,733,532</u>	<u>81,294,172</u>
<b>OTHER ASSETS</b>				
Cars to Work CDs, Less Bad Debt Allowance	713,925		713,925	19,772
Deposits	53,324		53,324	53,324
	<u>767,249</u>		<u>767,249</u>	<u>73,096</u>
<b>TOTAL ASSETS</b>	<u><b>147,989,966</b></u>	<u><b>244,232</b></u>	<u><b>148,234,198</b></u>	<u><b>143,735,011</b></u>
<b>LIABILITIES AND NET ASSETS (DEFICIT)</b>				
<b>CURRENT LIABILITIES</b>				
Current maturities of bonds payable	1,763,250		1,763,250	1,763,250
Accounts payable	422,020		422,020	782,985
Intercompany Payable	(925)		(925)	5,958
Accrued expenses	4,273,318		4,273,318	3,911,857
Total current liabilities	<u>6,457,663</u>		<u>6,457,663</u>	<u>6,464,050</u>
<b>LONG TERM LIABILITIES</b>				
Bonds Payable, Less current maturities	21,452,875		21,452,875	23,069,188
Bond costs, net of amortization	(280,526)		(280,526)	(305,638)
Other, Non current liabilities	1,425,190		1,425,190	552,552
Total long term liabilities	<u>22,597,539</u>		<u>22,597,539</u>	<u>23,316,102</u>
<b>TOTAL LIABILITIES</b>	<u><b>29,055,202</b></u>		<u><b>29,055,202</b></u>	<u><b>29,780,152</b></u>
<b>NET ASSETS:</b>				
<b>WITHOUT DONOR RESTRICTIONS</b>				
Undesignated	85,123,101		85,123,101	77,780,679
Designated by the Board for endowment	22,892,104		22,892,104	21,839,814
Designated by the Board for strategic capital	10,919,559		10,919,559	14,105,454
Total net assets without donor restrictions	<u>118,934,764</u>		<u>118,934,764</u>	<u>113,725,946</u>
<b>WITH DONOR RESTRICTIONS</b>				
Purpose restrictions		190,297	190,297	174,978
Perpetual in nature (Donor-restricted endowment)		53,935	53,935	53,935
Total net assets with donor restrictions		<u>244,232</u>	<u>244,232</u>	<u>228,913</u>
<b>TOTAL NET ASSETS</b>	<u><b>118,934,764</b></u>	<u><b>244,232</b></u>	<u><b>119,178,996</b></u>	<u><b>113,954,859</b></u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<u><b>147,989,966</b></u>	<u><b>244,232</b></u>	<u><b>148,234,198</b></u>	<u><b>143,735,011</b></u>

**Request for Taxpayer  
Identification Number and Certification**

► Go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9) for instructions and the latest information.

Give Form to the  
requester. Do not  
send to the IRS.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.  
**Goodwill Industries of Kentucky, Inc.**

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.

Individual/sole proprietor or single-member LLC

C Corporation

S Corporation

Partnership

Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► \_\_\_\_\_

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

Other (see instructions) ► \_\_\_\_\_

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) 5

Exemption from FATCA reporting code (if any) \_\_\_\_\_

*(Applies to accounts maintained outside the U.S.)*

5 Address (number, street, and apt. or suite no.) See instructions.  
**1325 South 4th Street**

6 City, state, and ZIP code  
**Louisville, KY 40208**

7 List account number(s) here (optional)

Requester's name and address (optional)

Print or type.  
See Specific Instructions on page 3.

**Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

			-					
--	--	--	---	--	--	--	--	--

or

Employer identification number

6	1	-	0	4	7	5	2	8	4
---	---	---	---	---	---	---	---	---	---

**Part II Certification**

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here

Signature of U.S. person ► 

Date ► 12/25/2020

**General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9).

**Purpose of Form**

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
  - Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
  - Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
  - Form 1099-S (proceeds from real estate transactions)
  - Form 1099-K (merchant card and third party network transactions)
  - Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
  - Form 1099-C (canceled debt)
  - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.
- If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

**BYLAWS  
OF  
GOODWILL INDUSTRIES OF KENTUCKY, INC.**

**ARTICLE 1  
PURPOSES**

- 1.1 Purposes. The Corporation has been formed as a Kentucky nonprofit corporation and is to be operated exclusively for the charitable and educational purposes set forth in its Articles of Incorporation and within the requirements for being an exempt organization under Section 501(c)(3) of the Internal Revenue Code. No part of the net income of the Corporation may inure to the benefit of any shareholder or other individual.
- 1.2 Relation to Goodwill Industries International, Inc. The Corporation is and shall continue to be a member in good standing of Goodwill Industries International, Inc. (“GII”). As a member of GII, the Corporation is licensed to use and possess various trade names, trademarks and service marks in connection with its operations, and shall abide by all of the terms and conditions of its membership agreement with GII, including but not limited to the terms and conditions of that certain member agreement dated February 7, 2004, as the same may be amended from time to time. If the Corporation ceases to be a member of GII, the certificate of recognition issued by GII will become null and void, and all of the Corporation’s membership rights in GII will cease and terminate in accordance with the terms and conditions of the membership agreement.
- 1.3 Area Served. The area to be served by the Corporation consists of the Kentucky counties that may be agreed upon from time to time by the Corporation and GII.

**ARTICLE 2  
NO MEMBERS**

- 2.1 No Members. There shall be no members of the Corporation.

**ARTICLE 3  
DIRECTORS**

- 3.1 General Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.
- 3.2 Number and Election. The Board of Directors shall consist of such number of individual directors (wherever the context permits, directors are referred to individually as a “Director” and collectively as “Directors”) as shall be elected from time to time by the Board of Directors; provided, however, that the Board of Directors shall at all times consist of no less than nine nor more than thirty Directors. The election of a person as President of the Corporation shall constitute election of such person as a Director as provided in Section 3.3.



- 3.3 Ex Officio Director. The President of the Corporation shall be an ex officio member of the Board of Directors, with the President's term as a Director to be the same as his or her term as President. The President shall have the privilege of the floor but not the vote at all meetings of the Board of Directors and shall not be counted in determining the presence of a quorum at meetings of the Board of Directors or in determining whether all Directors have consented in writing to action in lieu of a meeting. The President shall be a member of all committees of the Board of Directors (other than an Audit Committee) and shall have the privilege of the floor and of vote at any meetings of such committees, and shall be counted in determining the presence of a quorum at meetings of the committee.
- 3.4 Term. Each Director shall hold office for such term as shall be determined at the time of such Director's election and until such Director's successor shall be elected and qualified. The maximum term of office for a Director shall be three consecutive three-year terms, plus, in the case of a Director initially elected at a time other than the annual meeting, the period from the time of election until the next following annual meeting; provided that
- (a) the maximum term for a Director who is also the President of the Corporation will continue so long as such person is President;
  - (b) in the case of a Director who is serving or elected to serve as the Chairperson at the time the maximum term would otherwise have been reached, the maximum term shall be extended for up to two additional years until such Director's term as Chairperson ends;
  - (c) if at the end of an individual's term as Chairperson the individual's term as a Director is also expiring, then such immediate past Chairperson may continue as a "director emeritus" for a period of one year and attend and participate in meetings of the Board of Directors, but will not have a vote or be counted in determining the presence of a quorum; and
  - (d) a person who has served the maximum term will be eligible again after being off the Board for at least one year.
- 3.5 Qualifications of Directors. The Board of Directors may elect as Directors such individuals as it deems appropriate. Directors need not be residents of the Commonwealth of Kentucky.
- 3.6 Removal. At a meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by a vote of a majority of Directors then entitled to vote at an election of Directors. At least three days prior to the meeting, notice shall be given to such Director and all other Directors that such removal will be considered at the meeting, which may be an annual, regular or special meeting.
- 3.7 Resignation. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Board of Directors at the principal

office of the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

- 3.8 Vacancy on Board of Directors. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, such vacancy shall be filled by the affirmative vote of the majority of the Directors. A Director elected to fill a vacancy (unfilled term) shall be elected for the unexpired term of such Director's predecessor in office.
- 3.9 Compensation of Directors. Directors shall not be entitled to compensation except as specifically determined by the Board of Directors. No such compensation shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.
- 3.10 Conflicts of Interest. The Corporation shall not enter into business relationships or contracts with individual Directors or any organization of which any Director is an officer or employee that would result in an unfair advantage being granted to the Director or the Director's business or employer. Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other members of the Board of Directors and made a matter of record when the interest becomes a matter of Board of Directors action. Any Director having a duality of interest or possible conflict of interest on any matter coming before the Board of Directors shall not vote or use his or her personal influence on that matter and such Director's attendance shall not be counted in determining a quorum for the meeting at which any such matter is considered (but will be counted in determining a quorum when other matters are considered at such meeting). The minutes of the meeting shall reflect that disclosure was made, the abstention from voting and quorum calculation. The foregoing requirements shall not, however, be construed as preventing the Director from answering any questions from the other members of the Board of Directors as it takes action in the best interests of the Corporation.

#### ARTICLE 4 MEETINGS

- 4.1 Annual and Other Regular Meetings. The Board of Directors may determine the time and place, either within or outside the Commonwealth of Kentucky, for the holding of regular meetings for the purpose of transacting such business as may properly come before the meetings. The Board of Directors shall hold regular meetings at least once each quarter. The regular meeting held in the month of January each year shall constitute the annual meeting, unless the Board expressly designates another meeting as its annual meeting. Notice of the date, time and place of annual and other regular meetings shall be given at least five days before the meeting.
- 4.2 Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chairperson, President or any five Directors of the Corporation. All special meetings of the Board of Directors shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting.

Notice of the date, time and place of any special meeting shall be given at least three calendar days prior thereto.

4.3 Manner of Giving Notice.

- (a) Whenever notice is required to be given, it may be communicated either in person, or by mail, courier service or overnight delivery service, or by telephone, voice mail, electronic mail or other form of wire or wireless communication.
- (b) Notice shall be deemed to have been given, at the earliest of the following:
  - (1) When received, if delivered in person, or by courier service or overnight delivery service, or by telephone or voice mail;
  - (2) If mailed, when deposited in the mail in a sealed envelope correctly addressed, with postage prepaid (provided that, in the case of notice of a special meeting to be held on less than five days' notice, U. S. Express Mail with next day delivery shall be used);
  - (3) If by fax, when receipt of the fax is confirmed by appropriate mechanical or voice confirmation; or
  - (4) If by electronic mail, such notice shall be deemed to be delivered when the sender of such notice receives an electronic mail confirmation that such notice has been delivered.
- (c) Unless otherwise provided in these Bylaws or Kentucky law, the notice shall not be required to describe the purpose of the meeting.

4.4 Waiver of Notice. A Director may waive any notice required by the Articles, these Bylaws or Kentucky law before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to the holding of the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

4.5 Quorum. A majority of the number of Directors elected pursuant to these Bylaws (excluding ex officio Directors) shall constitute a quorum of the Board of Directors; provided however, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.6 Participation in Meetings. The Board of Directors may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting including, but not limited to, video

conferencing, conference telephone or similar communications equipment. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

- 4.7 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles or these Bylaws. Voting by proxy is not permitted.
- 4.8 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent may be signed in multiple counterparts. A consent transmitted by facsimile, e-mail or other electronic means shall have the same force and effect as delivery of a manually signed copy of the consent. The consents shall be filed with the Corporation's minutes.

## ARTICLE 5 COMMITTEES

- 5.1 General. The Board of Directors, by resolution adopted by a majority of all Directors in office and entitled to vote when the action is taken, may create and appoint from among its members one or more committees, each of which shall consist of two or more Directors. A committee shall have and exercise such authority of the Board of Directors as is provided in these Bylaws or in the Board of Directors resolution appointing the committee (which may include a charter or similar document approved by a majority of all Directors entitled to vote), except that no committee shall have authority to:
- (a) amend, alter or repeal the Bylaws;
  - (b) elect, appoint or remove any member of any such committee or any director or officer of the Corporation;
  - (c) amend or restate the articles of incorporation, or adopt a plan of merger or consolidation with another corporation;
  - (d) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
  - (e) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
  - (f) adopt a plan for the distribution of the assets of the Corporation; or
  - (g) amend, alter or repeal any action taken by the Board of Directors.
- 5.2 Committee Membership. All Directors shall be eligible for appointment to any of such committees, except that the President (and, if applicable, any other Director who is an

employee of the Corporation) shall not be a member of the Audit Committee. The President shall be a member of all committees other than the Audit Committee. The Board of Directors may appoint persons who are not Directors as advisors to a committee, but such advisors shall not vote or be counted in determining the presence of a quorum.

5.3 Term. Unless a different term is specified by the Board of Directors at the time of appointment, each member of a committee shall hold office until the next annual meeting of the Board of Directors following such member's appointment and until such member's successor shall be duly designated and qualified. A committee member who ceases to be a Director shall at the same time automatically cease to be a member of any committee.

5.4 Committee Chairs. Unless the Board otherwise designates a chair for a committee, the Chairperson shall appoint a Committee Chair for each committee. The term of each Committee Chair shall be determined by the Chairperson from time to time, but in no case shall it extend beyond the Committee Chair's status as a Director. It shall be the duty of the Committee Chairs to preside over their committees.

5.5 Committee Meetings.

(a) *Regular Meetings.* A committee may set the time and place, either within or outside the Commonwealth of Kentucky, for the holding of regular meetings. Notice of the date, time and place of regular meetings shall be given at least five days before the meeting.

(b) *Special Meetings.* Special meetings of a committee may be called by, or at the request of, the Chairperson, President or a majority of the members of the committee. All special meetings shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting. Notice of a special meeting of a committee shall be given at least three calendar days prior thereto in the same manner as is set forth in Section 4.3, which notice may be waived by committee members in the same manner as is set forth in Section 4.4.

(c) *Participation.* Directors may participate in committee meetings in person or by other means of communication in the same manner as is set forth in Section 4.6.

(d) *Quorum and Voting.* A majority of the members of a committee shall constitute a quorum of the committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present shall be the act of the committee.

(e) *Unanimous Written Consent.* In lieu of a meeting, a committee may act by unanimous written consent of its members in the same manner as is set forth in Section 4.8.

5.6 Vacancies. Any vacancy in a committee may be filled by the Board of Directors in

accordance with Section 5.1.

- 5.7 Resignations and Removal. Any member of a committee may be removed at any time, with or without cause, by action of the Board of Directors in accordance with Section 5.1. Any member of a committee may resign from the committee at any time by giving written notice to the Board of Directors, and resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.
- 5.8 Executive Committee. There shall be an Executive Committee, consisting of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer and the President plus not more than three other Directors appointed by the Board in the manner provided in Section 5.1, upon recommendation from the Chairperson. The Executive Committee shall have all authority of the Board of Directors, subject to the restrictions set forth in Section 5.1.

## **ARTICLE 6 OFFICERS**

- 6.1 Officers Appointed by Board of Directors. The Corporation shall have a Chairperson, a President, a Treasurer, and a Secretary as described in these Bylaws, who shall be appointed by the Board of Directors at each annual meeting of the Board of Directors. If the appointment of officers shall not be made at any such meeting, such appointment shall be made as soon thereafter as is practicable. The Board of Directors may appoint a Vice Chairperson and other officers with duties not inconsistent with these Bylaws.
- 6.2 Officers Appointed by President. The President may appoint one or more employees of the Corporation as officers or assistant officers, who shall have such titles and perform such duties, not inconsistent with these Bylaws, as are assigned to them by the President.
- 6.3 Multiple Offices. The same individual may simultaneously hold more than one office in the Corporation.
- 6.4 Term of Office. Each officer, whether appointed by the Board of Directors or by the President, shall hold office for a term of one year and until such officer's successor shall be duly elected. An officer may be re-appointed for successive terms, provided that a person shall not serve more than two consecutive one-year terms as Chairperson (but after being out of the Chairperson office for at least a year will be eligible again).
- 6.5 Removal of Officers. The Board of Directors may remove any officer appointed by the Board of Directors at any time with or without cause. Any officer appointed by the President may be removed by the President at any time with or without cause.
- 6.6 Resignations of Officers. An officer appointed by the Board of Directors may resign at any time by delivering written notice to the Board of Directors. An officer appointed by the President may resign at any time by delivering written notice to the President. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

- 6.7 Contract Rights of Officers. Appointment of an officer or agent shall not of itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.
- 6.8 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the appointing authority (the Board of Directors or the President, as applicable) for the unexpired portion of the term.
- 6.9 Chairperson of the Board of Directors. The Board of Directors shall appoint one of its Directors to be Chairperson of the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors, and shall coordinate Board of Directors and Committee agendas with the respective chairs and the President/Chief Executive Officer.
- 6.10 Vice Chairperson of the Board of Directors. The Board of Directors may also appoint a Vice Chairperson from among the Directors. In the absence of the Chairperson, the Vice Chairperson shall serve as Chairperson of the Board of Directors, and shall have such responsibilities and perform such other functions as may be assigned by the Board of Directors.
- 6.11 President; Chief Executive Officer. The Board of Directors shall employ a President as Chief Executive Officer of the Corporation at a salary and term to be determined by the Board of Directors. The President shall be the Chief Executive Officer of the Corporation and shall be an ex-officio member of the Board of Directors and of all Board committees other than an Audit Committee. The President shall have active direction and management of the business and affairs of the Corporation, shall report to the Board of Directors and the Executive Committee concerning all business and affairs of the Corporation and shall perform such duties as may be assigned to the President from time to time by the Board of Directors.
- 6.12 Treasurer. The Treasurer shall maintain familiarity with the financial affairs of the Corporation, regularly present the Corporation's financial reports to the Board of Directors and the Executive Committee, and perform such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.
- 6.13 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and its committees in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of the seal, if any, of the Corporation, (d) be responsible for authenticating records of the Corporation, (e) keep a register of the mailing address of each Director and (f) in general, perform all duties incident to the office of Secretary.
- 6.14 Compensation.
- (a) Compensation paid to any officer of the Corporation shall not exceed in the aggregate such amount as is reasonable under all of the facts and circumstances. In

connection with its compensation review, the Board of Directors shall confirm that there is no “excess benefit transaction” between the Corporation and any “disqualified person,” as such terms are defined in Section 4958 of the Internal Revenue Code.

- (b) The amount and kind of all such compensation for the President, including all benefits and perquisites, and all agreements or other instruments governing compensation, benefits and other employment terms and conditions for the President, shall be approved by the Board of Directors.

## ARTICLE 7 GENERAL PROVISIONS

- 7.1 Principal Office. The principal office of the Corporation shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation’s most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or outside the Commonwealth of Kentucky, as the Board may deem advisable from time to time.
- 7.2 Registered Office and Agent. The Corporation shall maintain a registered office and registered agent in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office and the identity of the registered agent may be changed from time to time.
- 7.3 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 7.4 Corporate Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the Corporation’s name, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its Directors or officers.
- 7.5 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chief Executive Officer, or by such officer or agent of the Corporation and in such manner as shall, from time to time, be determined by the Board of Directors.
- 7.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.
- 7.7 Fiscal Year. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation.



**ARTICLE 8**  
**EMERGENCY BYLAWS**

- 8.1 Adoption of Emergency Bylaws. The provisions of Section 8.2 shall be operative during any emergency. An emergency shall exist for purposes of Section 8.2 if a quorum of the Board cannot readily be assembled because of some catastrophic event. All provisions of these Bylaws provided elsewhere herein which are consistent with the Emergency Bylaws shall remain effective during the emergency. The Emergency Bylaws shall not be effective after the emergency ends.
- 8.2 Provisions of Emergency Bylaws.
- (a) *Call of Meeting.* A meeting of the Board of Directors may be called by any officer or Director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
  - (b) *Quorum.* The Directors in attendance at the meeting, as the case may be, shall constitute a quorum.
  - (c) *Lines of Succession.* The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency, any or all Directors, officers, employees or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties.
  - (d) *Change in Principal Office.* The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.
  - (e) *Liability of Officers and Directors.* All corporate action taken in good faith in accordance with these Emergency Bylaws shall bind the Corporation. No officer, Director or employee acting in accordance with these Emergency Bylaws shall be liable for such action, except for bad faith.
- 8.3 Changes in Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors, but no such repeal or change shall modify the provisions of Section 8.2 with regard to action taken prior to the time of such repeal or change.

**ARTICLE 9  
AMENDMENTS**

- 9.1 Amendments. The Board of Directors shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of all the members of the Board of Directors.

The above amended and restated Bylaws of the Corporation were adopted by the Board of Directors effective as of January 31, 2018.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**

**Consolidated Financial Statements**

**Year Ended December 31, 2019**

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
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**Year Ended December 31, 2019**

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## **Independent Auditor's Report**

To the Board of Directors  
Goodwill Industries of Kentucky, Inc. and Subsidiary

We have audited the accompanying consolidated financial statements of Goodwill Industries of Kentucky, Inc. and Subsidiary ("Goodwill"), which comprise the consolidated statement of financial position as of December 31, 2019, and the related consolidated statements of activities and changes in net assets, functional expenses and cash flows for the year then ended, and the related notes to the consolidated 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 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 consolidated financial statements are free of 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 the entity'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 the entity's internal control. Accordingly, we express no such opinion. An audit 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.

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**Independent Auditor's Report (Continued)**

**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Goodwill Industries of Kentucky, Inc. and Subsidiary as of December 31, 2019, and the results of their consolidated activities and changes in net assets and their consolidated cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*MCM CPA & ADVISORS LLP*

Louisville, Kentucky  
April 15, 2020

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Consolidated Statement of Financial Position**  
**December 31, 2019**

**Assets**

Current assets

Cash	\$ 14,045,694
Accounts receivable, net	877,504
Grants receivable	817,791
Prepaid expenses	569,249
Inventories	2,758,899
Land available for sale	<u>1,860,990</u>

Total current assets 20,930,127

Property and equipment, net 79,433,184

Other assets

Investments	42,826,664
Funds held in trust by others	185,351
Certificates of deposit, net	271,430
Deposits	<u>115,564</u>

43,399,009

Total assets \$ 143,762,320

See accompanying notes.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Consolidated Statement of Financial Position (Continued)**  
**December 31, 2019**

**Liabilities and net assets**

Current liabilities	
Current maturities of bonds payable, net	\$ 1,735,855
Accounts payable	784,824
Accrued expenses	<u>3,943,283</u>
Total current liabilities	6,463,962
Long-term liabilities	
Bonds payable, less current maturities, net	22,790,945
Other non-current liabilities	<u>552,552</u>
	<u>23,343,497</u>
Total liabilities	29,807,459
Net assets	
Without donor restrictions	
Undesignated	22,974,296
Board designated endowment	21,739,813
Board designated for strategic capital initiatives	14,105,454
Invested in property and equipment	<u>54,906,384</u>
Total net assets without donor restrictions	113,725,947
With donor restrictions	<u>228,914</u>
Total net assets	<u>113,954,861</u>
Total liabilities and net assets	<u>\$ 143,762,320</u>

See accompanying notes.



**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Consolidated Statement of Activities and Changes in Net Assets**  
**Year Ended December 31, 2019**

	Without donor restrictions	With donor restrictions	Total
Revenues and other support			
Sales of donated and purchased goods			
Sales	\$ 61,131,746	\$ -	\$ 61,131,746
Less value of donated goods inventory and vehicles sold	<u>21,551,990</u>	<u>-</u>	<u>21,551,990</u>
Margin on sales of donated and purchased goods	39,579,756	-	39,579,756
Public support			
Donated goods and vehicles received	21,736,436	-	21,736,436
Contributions	987,871	267,500	1,255,371
Contributions by associated organizations	<u>1,140</u>	<u>-</u>	<u>1,140</u>
Total public support	22,725,447	267,500	22,992,947
Agency revenue			
State and federal revenue	6,538,379	-	6,538,379
Non-governmental	<u>1,463</u>	<u>-</u>	<u>1,463</u>
Total agency revenue	6,539,842	-	6,539,842
Other revenue			
Investment income, operating, net	1,163,744	-	1,163,744
Investment income, non-operating, net	3,784,169	12,660	3,796,829
Change in funds held in trust by others	6,456	-	6,456
Miscellaneous income	<u>47,423</u>	<u>-</u>	<u>47,423</u>
Total other revenue	5,001,792	12,660	5,014,452
Net assets released from restrictions	<u>229,659</u>	<u>(229,659)</u>	<u>-</u>
Total revenues and other support	74,076,496	50,501	74,126,997
Expenses and losses			
Program services			
Work services	40,880,409	-	40,880,409
Vocational development	<u>11,021,917</u>	<u>-</u>	<u>11,021,917</u>
Total program services	51,902,326	-	51,902,326
Support services			
Fundraising	972,371	-	972,371
Management and administrative	<u>7,390,688</u>	<u>-</u>	<u>7,390,688</u>
Total support services	8,363,059	-	8,363,059
Total expenses	60,265,385	-	60,265,385
Impairment loss	<u>623,134</u>	<u>-</u>	<u>623,134</u>
Total expenses and losses	<u>60,888,519</u>	<u>-</u>	<u>60,888,519</u>
Changes in net assets	13,187,977	50,501	13,238,478
Net assets, beginning of year	<u>100,537,970</u>	<u>178,413</u>	<u>100,716,383</u>
Net assets, end of year	<u>\$ 113,725,947</u>	<u>\$ 228,914</u>	<u>\$ 113,954,861</u>

See accompanying notes.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Consolidated Statement of Functional Expenses**  
**Year Ended December 31, 2019**

	Program services			Support services		
	Work services	Vocational	Total	Fundraising	Management and administrative	Total
		development				
Payroll, benefits and taxes	\$ 26,582,869	\$ 8,850,763	\$ 35,433,632	\$ 408,683	\$ 5,028,324	\$ 5,437,007
Value of donated goods and vehicles	21,551,990	-	21,551,990	-	-	-
Professional fees and contract services	556,521	241,658	798,179	22,027	445,577	467,604
Supplies	958,591	334,992	1,293,583	2,779	164,794	167,573
Telephone and communication	282,539	99,322	381,861	1,429	263,140	264,569
Postage and shipping	184,434	3,655	188,089	1,138	34,620	35,758
Occupancy	6,116,498	267,766	6,384,264	-	228,582	228,582
Rental and maintenance	282,873	64,756	347,629	10,014	149,816	159,830
Printing and advertising	142,921	80,188	223,109	463,595	116,487	580,082
Travel and vehicle	933,974	362,282	1,296,256	21,265	223,819	245,084
Specific assistance	133,785	314,988	448,773	7,973	101,155	109,128
Dues	5,984	1,824	7,808	1,903	190,647	192,550
Awards	243,692	16,952	260,644	203	33,016	33,219
Miscellaneous expenses	883,412	8,737	892,149	31,362	38,831	70,193
Depreciation	2,862,435	374,034	3,236,469	-	371,880	371,880
Interest	709,881	-	709,881	-	-	-
Total	62,432,399	11,021,917	73,454,316	972,371	7,390,688	8,363,059
Expenses included in revenues	21,551,990	-	21,551,990	-	-	-
Value of donated goods and vehicles	\$ 40,880,409	\$ 11,021,917	\$ 51,902,326	\$ 972,371	\$ 7,390,688	\$ 8,363,059
						\$ 60,265,385

See accompanying notes.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Consolidated Statement of Cash Flows**  
**Year Ended December 31, 2019**

Cash flows from operating activities	
Changes in net assets	\$ 13,238,478
Adjustments to reconcile changes in net assets to net cash provided by operating activities	
Depreciation	3,608,349
Amortization of bond costs	27,395
Changes in funds held in trust by others	6,456
Realized and unrealized gain on investments	(3,833,843)
Loss on land and building impairment	623,134
Change in reserve for loan defaults	13,650
Change in operating assets and liabilities	
Accounts receivable	533,971
Grants receivable	92,859
Prepaid expenses	360,615
Inventories	(93,941)
Deposits	(62,240)
Accounts payable	280,200
Accrued expenses	606,044
Other liabilities	<u>(33,879)</u>
Net cash provided by operating activities	15,367,248
Cash flows from investing activities	
Capital expenditures for property and equipment	(9,523,570)
Purchases of certificates of deposit, net	(186,243)
Purchase of investments	(39,298,662)
Proceeds from sale of investments	<u>41,656,758</u>
Net cash used in investing activities	(7,351,717)
Cash flows from financing activities	
Principal payments on bonds	<u>\$ (1,763,250)</u>
Cash used in financing activities	<u>(1,763,250)</u>
Increase in cash and cash equivalents	6,252,281
Cash and cash equivalents at beginning of year	<u>7,793,413</u>
Cash and cash equivalents at end of year	<u>\$ 14,045,694</u>
Supplemental cash flow data	
Interest and letter of credit fees paid	\$ 693,141
Noncash investing and financing activities	
Purchases of property and equipment included in accounts payable	218,741

See accompanying notes.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**  
**Year Ended December 31, 2019**

**Note A - Nature of Organization and Operations**

Goodwill Industries of Kentucky, Inc. is a not-for-profit organization that helps people with disabilities or other disadvantages achieve and maintain employment to gain a better quality of life. Goodwill accomplishes its mission through job creation and the provision of employment and training opportunities, workforce development programs (such as job placement and job readiness training), and access to affordable, dependable transportation for mission-related persons to maintain and improve their employment.

Goodwill Industries of Kentucky, Inc. is the sole member of Goodwill Industries Works, LLC ("Works"), a nonprofit limited liability company.

The scope of the business of Works is primarily the employment of individuals to work in the retail program and the leasing of such employees to Goodwill Industries of Kentucky, Inc., which otherwise conducts the operations of such stores.

The accompanying consolidated financial statements include the accounts of Goodwill Industries of Kentucky, Inc. and Goodwill Industries Works, LLC, known collectively as Goodwill.

Goodwill Industries of Kentucky, Inc. works toward accomplishing its mission in the following ways:

- Through job creation and workforce development programs for people with disabilities and other challenges, including job readiness training and job placement.
- Through its nonprofit limited liability company, Goodwill Works, LLC, employing people with disabilities and other challenges to work in its 66 Kentucky stores. Goodwill Industries of Kentucky, Inc. assists these Goodwill Works, LLC employees to stabilize their lives and pursue a career path.
- Through its Cars to Works program, helping people obtain affordable, dependable transportation that enables them to travel to and from work. Participants in this program purchase used vehicles at discounted cost with refundable-interest loans with credit backing provided by Goodwill Industries of Kentucky, Inc.

**Note B - Summary of Significant Accounting Policies**

1. Basis of Accounting: The financial statements of Goodwill have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board ("FASB") is the sole source of authoritative accounting technical literature.
2. Principles of Consolidation: The accompanying consolidated financial statements include the accounts of Goodwill Industries of Kentucky, Inc. and its subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.
3. Use of Estimates: The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note B - Summary of Significant Accounting Policies (Continued)**

4. Donor-imposed Restrictions: Goodwill records and reports its assets, liabilities, net assets, revenues, expenses, gains and losses, and other support based on the existence or absence of donor-imposed restrictions. Goodwill reports information regarding its financial position and activities according to the following net asset classifications:

- *Net Assets Without Donor Restrictions*: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of the Goodwill's management and the board of directors. Goodwill's policy is to designate funds without restriction at the discretion of the board of directors. The board of directors has designated net assets without donor restrictions for the following uses:
  - *Designated for Endowment*: Gifts or funds without donor restrictions designated by the board of directors to provide perpetual support for the Goodwill's operations.
  - *Designated for Strategic Capital Initiatives*: Represents funds which may be needed in one to three years for major strategic capital initiatives approved by the board of directors.
- *Net Assets with Donor Restrictions*: Net assets subject to stipulations imposed by donors, and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of Goodwill or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statement of activities.

5. Cash and Cash Equivalents: Goodwill considers all highly liquid investments with an original maturity when purchased of three months or less, not designated for a specific purpose, to be cash equivalents.

Goodwill maintains their cash accounts at various banks throughout Kentucky. Accounts at each bank are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 for each organization.

6. Investments: Investments are reported at fair value. Donated investments are recorded as contributions at the fair value of the investment at the time of donation. Purchases and sales of securities are recorded on a trade-date basis. Gains and losses, including unrealized gains and losses, are reported in the consolidated statement of activities and changes in net assets.

Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would result in material changes in the fair value of investments and net assets of Goodwill.

7. Accounts Receivable: Accounts receivable represent amounts due for providing services. Goodwill grants credit based on the creditworthiness of the customer and receivables are typically unsecured. Goodwill provides an allowance for doubtful accounts, which is based upon a review of outstanding receivables, historical collection information and existing economic conditions. Invoices are net due upon receipt. Receivables past 30 days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer. The allowance for doubtful accounts as of December 31, 2019 is \$25,099.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note B - Summary of Significant Accounting Policies (Continued)**

8. Grants Receivable: Grants receivable represent amounts due for various programs and capital improvements. Grants receivable at December 31, 2019 are due in the following calendar year. No provision for doubtful accounts has been made as management believes all amounts are collectible.
9. Inventories: Inventories on hand at the retail stores consisting of clothing, household goods and other merchandise are acquired through donations from the general public. Costs of sorting, repairing, shipping and otherwise preparing the merchandise for sale are included in the value of the merchandise inventory. The subsequent proceeds from the sale of donated goods inventories are recorded as merchandise sales, and the estimated value of the processing costs is recorded as a component of program services on the consolidated statement of activities.

Management estimates that inventory turnover occurs semi-monthly and that the proceeds from the subsequent sale of the inventory is the best estimate of the value of the inventory. As such, inventory is valued based on the period's average semi-monthly sales and is recorded on the consolidated statement of financial position as of December 31, 2019 at \$2,684,334. Vehicle inventories held in the Cars to Work program as of December 31, 2019 are \$74,565.

The amounts recorded as contribution revenue for in-kind donations of store merchandise and vehicles for the year ended December 31, 2019 was \$21,736,436.

10. Land Available for Sale: At December 31, 2019, land available for sale consists of three tracts of land totaling 4.63 acres. In January 2019, Goodwill entered into a contract for the sale of property held at Tyler Pointe in the amount of \$865,000, which is classified as held for sale on the December 31, 2019 statement of financial position. The contract provided extended approval periods, one of which was initiated by the buyer February 2020. As of the date of the independent auditor's report, the sale had not closed.
11. Property and Equipment: Property and equipment are stated at cost, if purchased, or at fair value as of the date of donation, if donated. Goodwill's policy is to capitalize asset purchases exceeding \$5,000. Depreciation of property and equipment is computed by the straight-line method using the following estimated useful lives:

	Years
Buildings and improvements	5 - 50
Furniture and equipment	3 - 15

Depreciation of leasehold improvements is provided using the straight-line method over the lease term or estimated lives of the improvements, whichever is less.

Upon retirement, sale or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts and gain or loss is recognized. During the year ended December 31, 2019, management evaluated property and equipment for impairment and recognized an impairment loss of \$623,134.

12. Funds Held in Trust by Others: Funds held in trust by others represents resources neither in the possession nor under the control of Goodwill, but held and administered by an outside party, with Goodwill deriving income from such funds. The fair value of Goodwill's share of assets is reflected in the consolidated statement of financial position and the income, including fair value adjustments, is recorded in the consolidated statement of activities and changes in net assets.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note B - Summary of Significant Accounting Policies (Continued)**

13. Certificates of Deposit: Through the Goodwill Cars to Work program, Goodwill works with partner auto dealerships to match approved applicants with vehicles. Goodwill has placed certificates of deposit with participating lenders to guarantee the loans made to approved applicants. As of December 31, 2019, \$320,849 in CDs were held by lenders to guarantee these loans. As of December 31, 2019, Goodwill provides a reserve for loan defaults of \$49,419 based on historical experience of defaults.
14. Functional Allocation of Expenses: The costs of providing program and other activities have been summarized on a functional basis in the consolidated statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Such allocations are determined by management based on time and effort, full time employee equivalent or square footage. Expenses directly related to a specific functional area are allocated to that functional area. General and administrative costs are also recorded by program at the time the expense is incurred.
15. Advertising: Goodwill's policy is to expense advertising costs as the costs are incurred. Advertising costs for the year ended December 31, 2019 were \$617,479.
16. Donated Goods and Services: Donations of materials, equipment and services are recorded in the accompanying consolidated financial statements at their estimated value at date of receipts. Contributions of donated services that require specialized skills and would typically need to be purchased if not provided by donation are recorded at their fair value in the period received.
17. Income Taxes: Goodwill Industries of Kentucky, Inc. and Subsidiary are exempt from income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code. Goodwill Industries Works, LLC is a single-member limited liability company and considered a disregarded entity for tax purposes.

Goodwill recognizes uncertain income tax positions using the "more-likely-than-not" approach as defined in the ASC. No liability for uncertain tax positions has been recorded in the accompanying consolidated financial statements.

18. Revenue Recognition: Effective January 1, 2019, Goodwill adopted Accounting Standards Codification 606, *Revenue from Contracts with Customers* ("ASC 606"). The standard was adopted using the modified retrospective method. Topic 606 creates a single framework for recognizing revenue from contracts with customers that fall within its scope and supersedes nearly all existing GAAP for revenue recognition guidance. The standard's core principle is that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Goodwill noted no financial impact on the consolidated financial statements as a result of the amended guidance. Goodwill generates the majority of its revenue from the sale of donated and purchased goods at its 66 stores. Revenue is recognized when the performance obligation is satisfied which typically occurs at the point of sale of goods to the customer. Payment occurs at the time the sale is made. Goodwill also receives revenue from contributions and grants and investment income which are outside the scope of Topic 606.

Effective January 1, 2019, Goodwill adopted ASU 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. This standard assists entities in 1) evaluating whether transactions should be accounted for as contributions (non-reciprocal transactions) within the scope of Topic 958, Not-for-Profit Entities, or as exchange (reciprocal) transactions subject to other guidance and 2) determining whether a contribution is conditional. This standard was adopted as it relates to contributions received for the calendar year ending December 31, 2019 and will apply to contributions made for the year ending December 31, 2020.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note B - Summary of Significant Accounting Policies (Continued)**

19. Recent Accounting Pronouncements: In February 2016, the FASB issued ASU No. 2016-02, Leases. The standard requires all leases with lease terms over 12 months to be capitalized as a right-of-use asset and lease liability on the statement of financial position at the date of lease commencement. Leases will be classified as either finance or operating. This distinction will be relevant for the pattern of expense recognition in the statement of activities. This standard will be effective for the calendar year ending December 31, 2021.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses. The standard requires a financial asset (including trade receivables) measured at amortized cost basis to be presented at the net amount expected to be collected. Thus, the income statement will reflect the measurement of credit losses for newly-recognized financial assets as well as the expected increases or decreases of expected credit losses that have taken place during the period. This standard will be effective the calendar year ending December 31, 2023.

Goodwill is currently in the process of evaluating the impact of the adoption of ASU 2016-02 and ASU 2016-13 on the consolidated financial statements.

**Note C - Liquidity and Availability of Resources**

Goodwill's goal is to maintain liquid financial assets to meet 90 days of operating expenses (approximately \$15 million). Goodwill regularly monitors the availability of resources required to meet its operating and capital needs, while also striving to maximize the investment return of its available funds. As part of its investment policy statement, excess cash is invested in money market accounts, treasury bills, certificates of deposits and corporate bonds. Goodwill has a \$1 million line of credit also available to meet liquidity needs. Additionally, Goodwill has board designated net assets without donor restrictions that, while Goodwill does not intend to spend for purposes other than those identified, the amounts could be made available for current operations, if necessary.

Goodwill's financial assets available within one year of the statement of financial position date for general expenditures as of December 31, 2019 are as follows:

Cash and cash equivalents	\$ 14,045,694
Accounts receivable	877,504
Grants receivable	817,791
Investments	42,826,664
Funds held in trust by others	185,351
Certificates of deposit	271,430
	<hr/>
Total financial assets	59,024,434
Less amounts not available to be used within one year	
Restricted by donors for use in future periods	174,979
Restricted by donors in perpetuity	53,935
Collateral under lending agreements	271,430
Amounts unavailable to management without board's approval	
Board designated endowment	21,739,813
Less endowment fund appropriations for the following year	(800,000)
Board designated for strategic capital initiatives	14,105,454
	<hr/>
Total financial assets available to meet cash needs for general expenditures within one year	<u>\$ 23,478,823</u>



**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note D - Fair Value Measurements**

The ASC establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to the unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The levels of the fair value hierarchy under the FASB ASC are described below:

- Level 1: Quoted prices in identical markets for identical assets and liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data, such as quoted prices for similar assets or liabilities or model-derived valuation.
- Level 3: Unobservable inputs that are not corroborated by market data. These inputs reflect an organization's own assumptions about the assumptions market participants would use in pricing the asset or liability.

Following is a description of the valuation methodologies for assets and liabilities measured at fair value. There have been no changes in methodologies used at December 31, 2019.

- *Cash Equivalents* - Valued at cost which approximates market value.
- *Certificates of Deposit* - Valued by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.
- *Equity Funds* - Valued at the closing price reported on the active market on which the individual securities are traded.
- *Corporate Bonds* - Valued at the closing price reported on the active market on which the individual securities are traded.
- *Funds Held in Trust by Others* - The underlying assets of the funds are valued at the closing price reported on the active market on which the individual securities are traded. The funds are valued at the net asset value of the underlying assets.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Goodwill believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, Goodwill's assets at fair value as of December 31, 2019:

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Cash equivalents	\$ 8,112,261	\$ -	\$ 8,112,261
Certificates of deposit	4,026,944	320,849	4,347,793
Equity funds	20,608,949	-	20,608,949
Fixed income - corporate bonds	-	10,078,510	10,078,510
Funds held in trust by others	-	185,351	185,351
	<u>\$ 32,748,154</u>	<u>\$ 10,584,710</u>	<u>\$ 43,332,864</u>

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note E - Property and Equipment**

Property and equipment consist of the following at December 31, 2019:

Land and improvements	\$ 24,709,059
Buildings and improvements	63,292,150
Furniture and equipment	17,790,899
Construction in progress	<u>9,375,316</u>
	115,167,424
Less accumulated depreciation	<u>35,734,240</u>
	<u>\$ 79,433,184</u>

**Note F - Endowment Funds**

Goodwill's endowment funds consist of a donor-imposed restricted scholarship fund and funds designated by the Board of Directors to function as endowments. The Finance Committee has been charged by the Board of Directors to manage the endowment assets. As required by GAAP, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Commonwealth of Kentucky has enacted the Uniform Prudent Management of Institutional Funds Act (UPMIFA), the provisions of which apply to endowment funds existing on or established after enactment. Goodwill is required to act prudently when making decisions to spend or accumulate donor restricted endowment assets and in doing so to consider a number of factors including the duration and preservation of its donor restricted endowment funds.

At December 31, 2019, endowment net assets consist of the following:

	<u>Without donor restrictions</u>	<u>With donor restrictions</u>
Board designated	\$ 21,739,813	\$ -
Donor restricted - purpose restrictions	-	27,165
Donor restricted in perpetuity	<u>-</u>	<u>53,935</u>
	<u>\$ 21,739,813</u>	<u>\$ 81,100</u>

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note F - Endowment Funds (Continued)**

Changes in endowment net assets for the year ended December 31, 2019 are as follows:

	<u>Without donor restrictions</u>	<u>With donor restrictions</u>	<u>Total</u>
Endowment net assets, beginning of the year	\$ 18,757,579	\$ 68,440	\$ 18,826,019
Investment return, net	3,790,625	12,660	3,803,285
Appropriations for expenditures	<u>(808,391)</u>	<u>-</u>	<u>(808,391)</u>
Endowment net assets, end of year	<u>\$ 21,739,813</u>	<u>\$ 81,100</u>	<u>\$ 21,820,913</u>

Goodwill has adopted investment and spending policies for its endowment assets that are intended to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets.

The Board of Directors has the responsibility for development of the investment objectives and guidelines, the selection of the investment managers ("Managers"), and the regular monitoring of the Managers' performance to help assure the effectiveness of the objectives and to initiate modification or changes, as needed. The endowment assets are invested in a manner that is intended to provide annual real investment returns (growth and income) sufficient to meet Goodwill's needs. Goodwill expects its endowment funds, over time, to provide a total return, net of fees, that meets or exceeds the return on a composite of unmanaged market indices. Thus, the funds should benefit from active management. Actual returns in any given year may vary from this amount.

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 has established and monitors a diversified asset allocation.

**Note G - Line of Credit Agreement**

Goodwill has an available line of credit of \$1,000,000 with PNC Bank, National Association that bears interest at a rate equal to LIBOR plus 1.75%. As of December 31, 2019, there was no outstanding balance on this line of credit. This line of credit is subject to annual renewal and is currently scheduled to expire September 30, 2020.

**Note H - Deferred Compensation Agreement**

Goodwill had a Supplemental Retirement Plan Agreement with the President and CEO of Goodwill. Under the agreement, the participant became entitled to the lump sum retention benefit upon the participant remaining employed with Goodwill to the cliff vesting date of September 30, 2019 or upon certain other events as slated in the plan agreement. The benefit amount accumulated in the retention account had interest credited at a 4% compounded annual rate each October 1.

During the year ended December 31, 2019, the deferred compensation liability was paid in full.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note I - Unemployment Insurance Tax Liability**

In January 2007, Goodwill withdrew from the Commonwealth of Kentucky State Unemployment Insurance Pool for unemployment insurance tax purposes in order to reduce annual unemployment costs. At this time, Goodwill converted to a "reimbursing employer status" wherein Goodwill directly reimburses the state for benefit unemployment claims paid to former employees. Since 2017 Goodwill has contracted with Thomas & Company to handle unemployment insurance claims. As of December 31, 2019, the estimated unemployment claims payable was \$68,694 and is included in accrued expenses on the consolidated statement of financial position.

In addition, a long-term unemployment insurance reserve has been established to cover potential future claims that could result from higher than normal annual claim levels in an unforeseen, yet possible set of events. The reserve amount included in other non-current liabilities is \$552,552 as of December 31, 2019.

**Note J - Bonds Payable**

Bond Costs

Bond costs are amortized using the effective interest method over the terms of the bonds. Accumulated amortization is \$471,311 at December 31, 2019. Amortization expense for the year ended December 31, 2019 was \$27,395. Amortization expense is expected to be approximately \$27,000 for each of the years ended December 31, 2020 through 2024.

Bonds Payable

Goodwill has a bond agreement to borrow up to \$36,000,000 under a financing arrangement with PNC Bank and the City of Lyndon, Kentucky. Under this arrangement, the City of Lyndon issued \$35,265,000 in bonds titled City of Lyndon, Kentucky Industrial Revenue Bond, Series 2013 Goodwill Industries of Kentucky, Inc. Project ("Series 2013 bonds").

The Series 2013 bonds are not general obligations of the City of Lyndon Kentucky but are secured only from the collections on the bonds from Goodwill.

The Series 2013 bonds are due in 240 equal payments of principal and interest beginning on February 1, 2014 with the final payment due on January 1, 2034. Interest (2.27% as of December 31, 2019) is calculated at the Non-Bank Qualified Tax-Exempt Rate, which is a variable rate equal to the sum of 79% of the daily LIBOR rate plus 88 basis points.

PNC has the right to tender the bonds to Goodwill for payment of the Tender Price on any of the successive Optional Purchase Dates (February 1, 2019, 2024, or 2029). PNC is deemed to have exercised its right to tender the bonds to Goodwill on the next occurring successive Optional Purchase Date unless PNC provides written notice of its recession of such option at least six months prior to such Optional Purchase Date. In the event that the bonds are tendered, Goodwill will use best efforts to promptly remarket the bonds at par. During 2019, PNC rescinded its right to tender the bonds.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note J - Bonds Payable (Continued)**

PNC has first priority lien on all owned real property in the event of default. In addition, Goodwill has made a Gross Revenue Pledge and agreed to a Liquidity Covenant designed to ensure secure annual principal and interest payments. As such, Goodwill is required to maintain various covenants, including a debt service ratio of at least 1.5 to 1.0 and a liquidity ratio of at least 2.0 to 1.0. Goodwill was in compliance with all covenants as of and for the year ended December 31, 2019.

Future principal maturities of bonds payable are as follows:

<u>Year ending December 31,</u>	
2020	\$ 1,763,250
2021	1,763,250
2022	1,763,250
2023	1,763,250
2024	1,763,250
Thereafter	<u>16,016,187</u>
	24,832,437
Deferred bond costs	<u>(305,637)</u>
	<u>\$ 24,526,800</u>

**Note K - Net Assets with Donor Restrictions**

Goodwill's net assets with donor restrictions are restricted for the following purposes at December 31, 2019:

Subject to expenditure for specified purpose	
LifeLaunch	\$ 68,174
Data collaboration	28,423
Lily Banerjee scholarship fund	27,165
Soft skills classrooms	20,000
Digital career accelerator	15,819
Other various purposes	<u>15,398</u>
Total subject to expenditure for specified purpose	174,979
Endowments subject to the foundation's spending policy and appropriation	
Investment in perpetuity (original amount of \$53,935) to support Lily Banerjee scholarships	<u>53,935</u>
Total net assets with donor restrictions	<u>\$ 228,914</u>

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note L - Operating Leases**

Goodwill leases property throughout Kentucky for a number of its donated goods centers and other operating locations. Total rent expense for these operating leases for the year ended December 31, 2019 was approximately \$2,249,000. Future minimum annual lease commitments with initial terms of more than one year are as follows:

2020	\$ 1,773,255
2021	1,418,901
2022	1,139,586
2023	782,579
2024	319,676
Thereafter	<u>285,568</u>
Total	<u>\$ 5,719,565</u>

**Note M - Retirement Plan**

Goodwill maintains a 403(b) defined contribution pension plan covering substantially all employees who have completed six months of service and have attained the age of eighteen. Participants can elect to contribute any percentage of their salary to the plan up to the maximum allowed by the law. Goodwill matches 100% of the first 5% of employee contributions under a safe harbor plan. Participants are immediately vested in their contribution and Goodwill's contribution. Goodwill's contributions expensed under this plan for the year ended December 31, 2019 were \$764,979.

**Note N - Self-funded Health Insurance Plan**

Goodwill has a self-funded insurance plan for the purpose of providing health insurance coverage for all eligible employees. Goodwill pays a third-party administrator a monthly administrative fee based on the number of participants. Additionally, Goodwill has purchased stop-loss insurance to cover any claims in excess of its annual per person and aggregate deductibles. Goodwill is liable for all claims up to \$125,000 per covered person, with limited exceptions, with a projected maximum aggregate loss limit of \$3,378,263 per covered year, which can fluctuate based on the final number of participants. Goodwill maintains a provision for the estimated cost to settle outstanding claims and incurred but not reported claims, which is included in payroll and benefits expenses. This provision could be affected if future occurrences and claims differ from current estimates. Goodwill has a provision for outstanding claims of \$194,503 at December 31, 2019, which is included in accrued expenses.

**Note O - Commitments**

As of December 31, 2019, Goodwill has entered into three contracts to buy land in Crestwood and Paducah, Kentucky. The total commitment under these contracts is \$2,035,000. As of December 31, 2019, the total amount paid or incurred under these contracts is \$70,000.

**Goodwill Industries of Kentucky, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements (Continued)**  
**Year Ended December 31, 2019**

**Note P - Subsequent Events**

Subsequent events for Goodwill have been considered through the date of the Independent Auditor's Report which represents the date the financial statements were available to be issued.

In March 2020, the World Health Organization declared the global novel coronavirus disease 2019 ("COVID-19") outbreak a pandemic. Further, the United States Centers for Disease Control and Prevention confirmed the spread of the disease throughout the United States. As of the date the financial statements were available to be issued, Goodwill's operations have been adversely impacted by the COVID-19 outbreak. Goodwill's operations are expected to continue to experience this adverse impact as a result of COVID-19. Based on current circumstances, management believes it has the financial strength and liquidity to sustain operations for at least one year beyond the date the financial statements are available to be issued. However, the ultimate impact is not known at this point as the scale and severity of the outbreak, and resulting economic impact, is still largely unknown.

**GOODWILL INDUSTRIES OF KENTUCKY, INC.****General Information**

<b>Organization Number</b>	0020149
<b>Name</b>	GOODWILL INDUSTRIES OF KENTUCKY, INC.
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	KCO - Kentucky Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	KY
<b>File Date</b>	11/2/1923
<b>Organization Date</b>	11/2/1923
<b>Last Annual Report</b>	5/26/2020
<b>Principal Office</b>	1325 SOUTH FOURTH STREET LOUISVILLE, KY 40208
<b>Registered Agent</b>	AMY LUTTRELL 1325 SOUTH FOURTH STREET LOUISVILLE, KY 40208

**Current Officers**

<b>Chairman</b>	<u>CHARLES J. KANE</u>
<b>Vice Chairman</b>	<u>JASON C. GRONECK</u>
<b>Secretary</b>	<u>DOUGLAS EDWARDS</u>
<b>Treasurer</b>	<u>WILLIAM D. STOUT</u>
<b>Director</b>	<u>AMY K. LUTTRELL</u>
<b>Director</b>	<u>DANIEL HALL</u>
<b>Director</b>	<u>CHARLES F. LAMBERT</u>
<b>Director</b>	<u>DEBRA M. MURPHY</u>
<b>Director</b>	<u>DWIGHT JOHNSON</u>
<b>Director</b>	<u>AJAY GUPTA</u>
<b>Director</b>	<u>CONNIE HARVEY</u>
<b>Director</b>	<u>HUGH HAYDON</u>
<b>Director</b>	<u>EMILY LAWRENCE</u>
<b>Director</b>	<u>GREG GERARD</u>

**Individuals / Entities listed at time of formation**

<b>Director</b>	<u>LEON SEIDMAN</u>
<b>Director</b>	<u>ROBT P BONNIE</u>
<b>Director</b>	<u>MRS J BURNAM TAYLOR</u>
<b>Director</b>	<u>FRED MCCONNELL</u>
<b>Director</b>	<u>PAUL M KENDALL</u>
<b>Director</b>	<u>ROLAND R BLAHNIK</u>
<b>Director</b>	<u>JOHN WADE</u>
<b>Director</b>	<u>KIM BURSE</u>
<b>Director</b>	<u>DAVID COBB</u>
<b>Director</b>	<u>BRYANT HAYDEN</u>
<b>Director</b>	<u>IVORY ROLLINS</u>
<b>Incorporator</b>	<u>GEO T SETTLE</u>
<b>Incorporator</b>	<u>C J WOODS</u>
<b>Incorporator</b>	<u>LEE LEWIS</u>



**Incorporator**ROLAND R BLAHNIK**Images available online**

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

<a href="#">Annual Report</a>	5/26/2020	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	4/19/2019	1 page	<a href="#">PDF</a>	
<a href="#">Name Renewal</a>	8/9/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/9/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/9/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/9/2018	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	4/10/2018	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	4/21/2017	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	11/17/2016	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/2/2016	1 page	<a href="#">PDF</a>	
<a href="#">Registered Agent name/address change</a>	2/4/2016 6:08:04 PM	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	7/21/2015	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/23/2015	1 page	<a href="#">PDF</a>	
<a href="#">Articles of Merger</a>	6/1/2015	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	6/1/2015	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amended and Restated Articles</a>	3/27/2015	5 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Registered Agent name/address change</a>	11/21/2014	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Registered Agent name/address change</a>	9/19/2014	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Registered Agent name/address change</a>	9/19/2014	5 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	4/9/2014	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amended Assumed Name</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amended Assumed Name</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amended Assumed Name</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Amended Assumed Name</a>	8/30/2013	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/4/2013	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/29/2012	7 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	4/7/2011	6 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	6/24/2010	2 pages	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Registered Agent name/address change</a>	6/22/2010	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Principal Office Address Change</a>	6/22/2010	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Annual Report</a>	4/3/2009	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Name Renewal</a>	9/2/2008	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
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<a href="#">Annual Report</a>	2/24/2006	1 page	<a href="#">PDF</a>	
<a href="#">Annual Report</a>	7/15/2005	1 page	<a href="#">PDF</a>	
<a href="#">Certificate of Assumed Name</a>	1/14/2004	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	1/14/2004	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	12/8/2003	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
<a href="#">Certificate of Assumed Name</a>	12/8/2003	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>

<u>Annual Report</u>	6/4/2002	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/1/2001	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/1/1999	3 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/26/1998	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1997	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1996	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1995	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/25/1994	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/31/1993	1 page	<u>tiff</u>	<u>PDF</u>
<u>Certificate of Assumed Name</u>	7/23/1992	1 page	<u>tiff</u>	<u>PDF</u>
<u>Certificate of Assumed Name</u>	7/23/1992	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Restated Articles</u>	7/20/1992	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1992	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1991	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	10/1/1990	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	9/1/1990	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Sixty Day Notice</u>	9/1/1990	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1989	6 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1988	1 page	<u>tiff</u>	<u>PDF</u>
<u>Amendment</u>	2/19/1946	7 pages	<u>tiff</u>	<u>PDF</u>
<u>Amendment</u>	2/5/1934	5 pages	<u>tiff</u>	<u>PDF</u>
<u>Amendment</u>	6/11/1930	7 pages	<u>tiff</u>	<u>PDF</u>
<u>Amendment</u>	6/22/1926	6 pages	<u>tiff</u>	<u>PDF</u>
<u>Articles of Incorporation</u>	11/2/1923	7 pages	<u>tiff</u>	<u>PDF</u>
<u>Articles of Incorporation</u>	11/2/1923	6 pages	<u>tiff</u>	<u>PDF</u>

### Assumed Names

<u>CARS TO WORK</u>	Active
<u>GOODWILL CARS TO WORK</u>	Inactive
<u>GOODWILL</u>	Active
<u>GOODWILL INDUSTRIES OF KENTUCKY</u>	Active
<u>GWIK</u>	Active
<u>GTS STAFFING</u>	Inactive
<u>GOODWILL INDUSTRIES OF KENTUCKY</u>	Inactive
<u>GOODWILL</u>	Inactive
<u>GOODWILL INDUSTRIES OF KY</u>	Active

### Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	5/26/2020 5:00:26 PM	5/26/2020 5:00:26 PM	
Annual report	4/19/2019 4:46:12 PM	4/19/2019 4:46:12 PM	
Annual report	4/10/2018 11:46:17 AM	4/10/2018 11:46:17 AM	
Annual report	4/21/2017 4:48:32 PM	4/21/2017 4:48:32 PM	
Annual report	6/2/2016 3:14:52 PM	6/2/2016 3:14:52 PM	
Registered agent address change	2/4/2016 6:08:04 PM	2/4/2016 6:08:04 PM	
Added assumed name	7/21/2015 1:23:44 PM	7/21/2015	<u>GOODWILL CARS TO WORK</u>
Annual report	6/23/2015 6:56:17 PM	6/23/2015 6:56:17 PM	
Added assumed name	6/1/2015 12:41:17 PM	6/1/2015	<u>GTS STAFFING</u>
Survivor	6/1/2015	6/1/2015	<u>GOODWILL OF</u>

12:38:40 PM

KENTUCKY CARS  
TO WORK, INC.

Amendment - Amended and restated articles / CLP	3/27/2015 3:16:29 PM	3/27/2015	
Registered agent address change	11/21/2014 10:08:46 AM	11/21/2014	
Restated articles	9/19/2014 10:03:14 AM	9/19/2014	
Registered agent address change	9/19/2014 10:02:19 AM	9/19/2014	
Annual report	4/9/2014 2:23:25 PM	4/9/2014	
Annual report	6/4/2013 2:16:15 PM	6/4/2013	
Annual report	6/29/2012 1:01:43 PM	6/29/2012	
Annual report	4/7/2011 10:53:18 AM	4/7/2011	
Annual report	6/24/2010 10:17:49 AM	6/24/2010	
Principal office change	6/22/2010 8:42:25 AM	6/22/2010	
Registered agent address change	6/22/2010 8:38:20 AM	6/22/2010	
Annual report	4/3/2009 2:16:27 PM	4/3/2009	
Annual report	4/8/2008 3:56:17 PM	4/8/2008	
Annual report	3/19/2007 12:05:30 PM	3/19/2007	
Annual report	2/24/2006 9:03:20 AM	2/24/2006	
Annual report	7/15/2005 7/15/2005	7/15/2005	
Annual report	6/29/2004 11:26:24 AM	6/29/2004	
Added assumed name	1/14/2004 10:34:34 AM	1/14/2004	<u>GWIK</u>
Added assumed name	1/14/2004 10:33:32 AM	1/14/2004	<u>GOODWILL INDUSTRIES OF KENTUCKY</u>
Added assumed name	12/8/2003 11:23:16 AM	12/8/2003	<u>GOODWILL</u>
Added assumed name	12/8/2003 11:19:39 AM	12/8/2003	<u>GOODWILL INDUSTRIES OF KY</u>
Annual report	8/20/2003	8/20/2003	
Amendment previous name	7/20/1992	7/20/1992	<u>GOODWILL INDUSTRIES OF KENTUCKY</u>

**Microfilmed Images**

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Annual Report	12/31/2004 2:12:09 PM	1 page
Annual Report	9/28/2004	1 page
Annual Report	6/4/2002	1 page
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Annual Report	10/9/2000	5 pages
Annual Report	6/1/1999	3 pages
Annual Report	6/26/1998	1 page
Annual Report	7/1/1997	4 pages
Annual Report	7/1/1996	4 pages
Annual Report	7/1/1995	4 pages
Annual Report	3/25/1994	1 page
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Certificate of Assumed Name	7/23/1992	1 page
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Annual Report	7/1/1988	1 page
Statement of Change	9/27/1984	2 pages
Statement of Change	6/13/1980	2 pages
Statement of Change	4/4/1977	2 pages
Amendment	9/1/1964	4 pages
Statement of Change	2/19/1948	2 pages
Amendment	2/19/1946	5 pages
Annual Report	7/1/1941	42 pages
Amendment	2/5/1934	5 pages
Amendment	6/11/1930	7 pages
Amendment	6/22/1926	6 pages
Articles of Incorporation	11/2/1923	6 pages