

Our Mission

- Honor our obligation to be a committed corporate citizen
- Better the communities where the Company has significant presence
- Support worthwhile youth, health, human services, and cultural programs on a select basis
- Serve as a catalyst for our employees to become involved in and provide leadership to their communities
- Utilize our construction expertise whenever possible so as to:
 - -Foster a positive image of the construction industy
- -Attract good people to our business
- Communicate to employees, and the public when appropriate, charitable activities undertaken



Our Philosophy

Swinerton Incorporated believes that, as a company and as a corporate family, we have the duty to participate in the betterment of our communities.

We think that our commitments to "Integrity" and "Excellence In Our People"—major components of our Mission Statement—include the responsibility to help those in need and encourage and support our employees to do likewise. This is not simply altruism on our part, but also an investment in the world around us. While our resources are limited and there are more worthwhile causes than we can possibly support, we know we must do what we can, intelligently and efficiently. The Swinerton Foundation was created with these concepts in mind.

In order to best utilize and allocate our resources, all charitable giving (except for those monies reserved at the affiliate/division level) will be centralized or guided through The Swinerton Foundation.

The Swinerton Foundation will designate, from time to time, certain tax-exempt, non-profit organizations that will receive financial support.



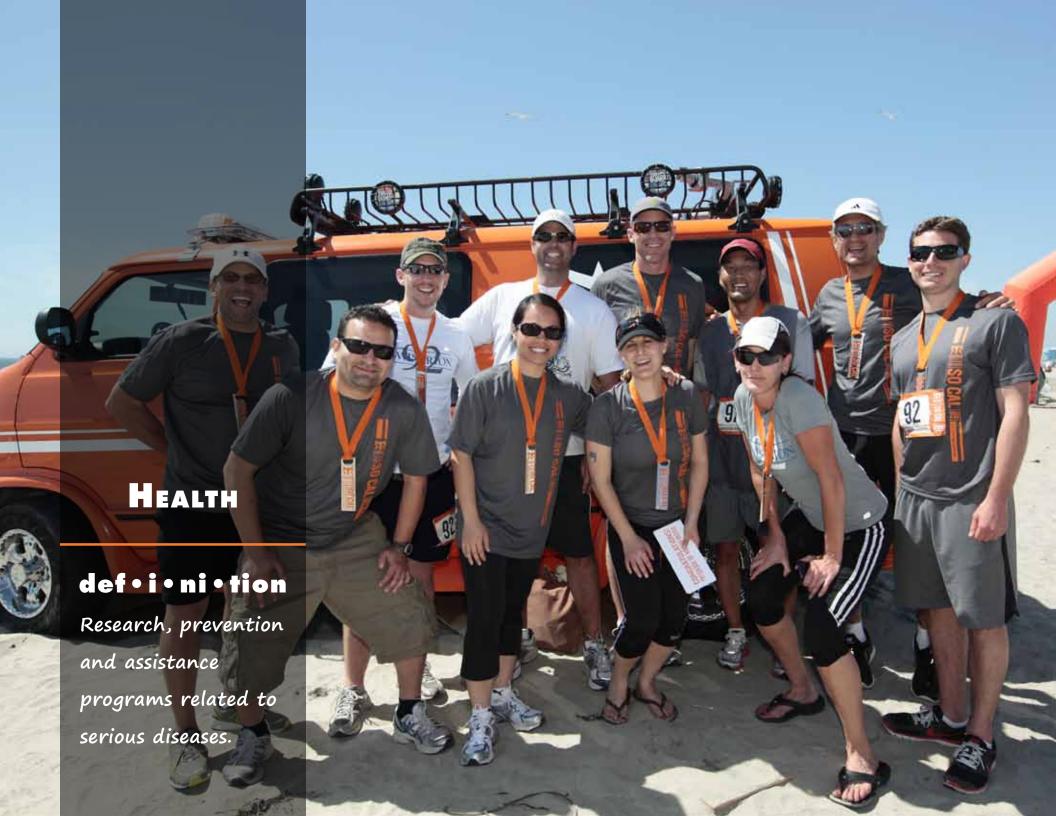
The Foundation adopted a Philosophy, which includes the recognition that we have a responsibility to help those in need and to support our employees to do the same. We believe this philosophy mirrors the attitude of our employees and properly reflects the "soul" of our Company.

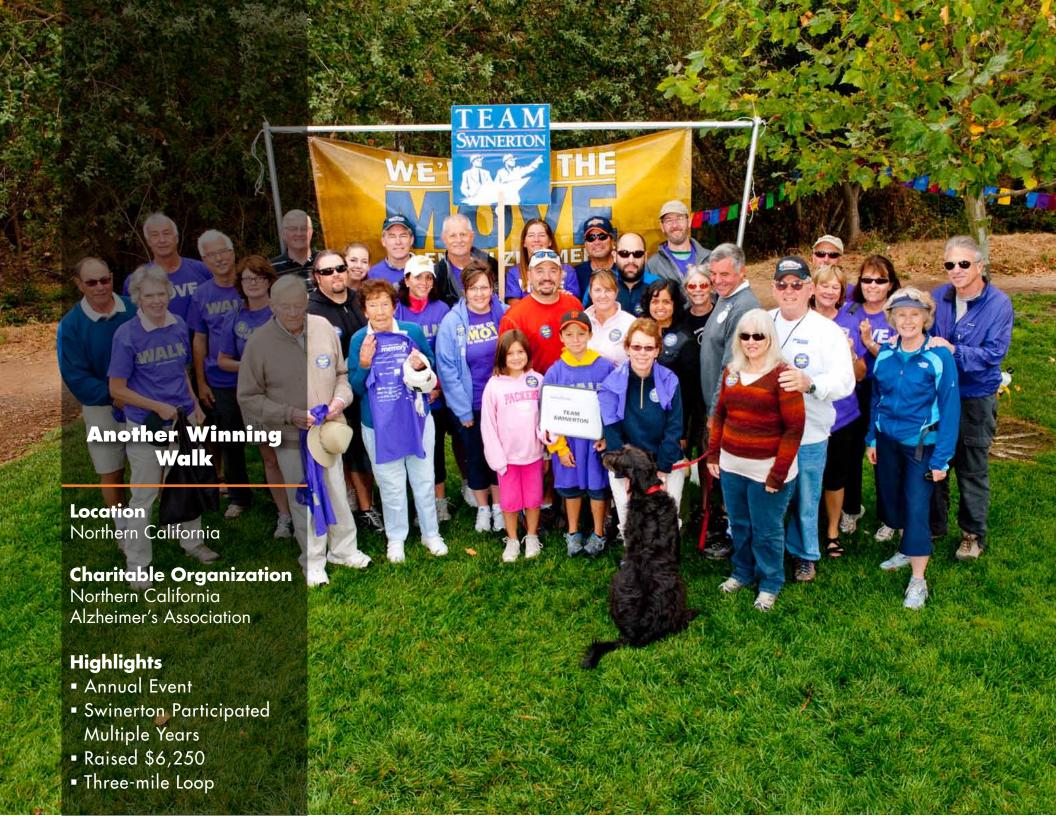


- We celebrated the ninth full year of operations
- Funding came primarily from Swinerton companies and operations
- Our total funding was \$364,441 from the Swinerton Family of Companies and various fundraising events
- The Foundation made gifts totaling \$271,175
- Our plan to spend the majority of funds we receive, but also hold back a certain amount and over time build an endowment, continued. As of December 2011, our current endowment fund is valued at \$648,331, invested conservatively in a portfolio of CDs and equity funds
- While the Foundation donates the majority of the funds received, a certain amount goes into the endowment to allow The Foundation to continue to support its initiatives even in lean times.

Silicon Valley













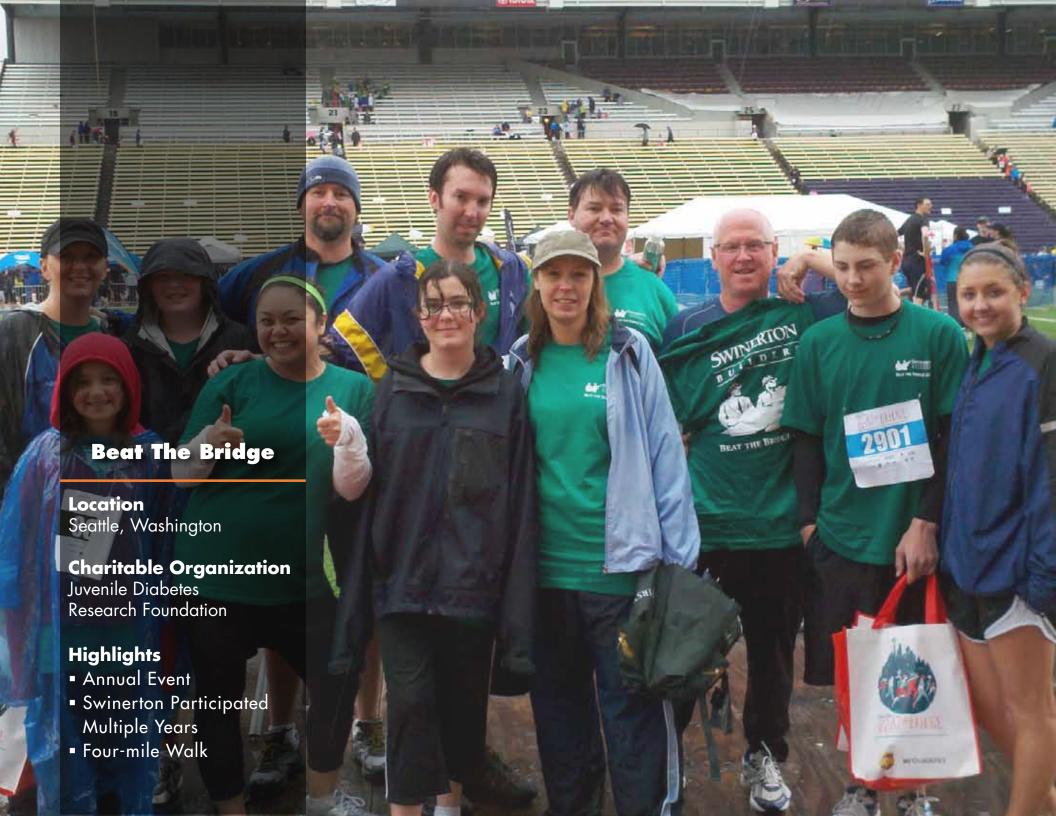
Striding For A Cure

LocationSan Antonio, Texas

Charitable Organization
Susan G. Komen
Race for the Cure

Highlights

- First Year Participating in Texas
- "Swinerton Cares" Campaign Inaugural Event



COMMUNITY

def•i•ni•tion Construction-related programs where Swinerton volunteers can use construction expertise and equipment for public benefit, host recreation and development activities, and promote positive Community Relations by communicating the company's contributive efforts





Rebuilding Together 2011 Building Day

Location

Northern California

Charitable Organization Rebuilding Together East Bay

Highlights

- Annual Event
- Two Projects Completed
- Bay Area Outreach Clubhouse Renovation
- Fix-it Projects For 91-year-old Woman



































FOUNDATION HEROES

def•i•ni•tion

Individuals who have devoted significant time and energy to local non-profit organizations, thereby impacting the communities around them.



BRUCE Winship

"What is wonderful about this program is that you can become involved individually, as a family, as a community, or in the case of The Swinerton Foundation, as a company."



Bruce Winship San Francisco, Wreaths Across America

San Francisco is home to the oldest national cemetery located at the Presidio. With over 30,000 veteran's markers, the cemetery dates back to the Civil War. Every year, Bruce Winship visits this cemetery with his family to lay wreaths on the graves of those who have fallen through an organization called Wreaths Across America.

Wreaths Across America started as a grassroots program in 1992 to remember the fallen veterans by placing evergreen wreaths on the graves at the National Cemetery in Arlington, Virginia. Since then, the program has grown to include cemeteries across the nation to remember the past and to honor current servicemen. It teaches participants of the sacrifices that so many have made to secure our freedom; it is both a sobering and reflective opportunity for everyone to pay tribute.

Although Bruce is not a veteran himself, many of his friends and family were or are currently serving in the Armed Forces, including his daughter who is a cadet in the Civil Air Patrol. It has therefore become a tradition for his family to support this organization by laying wreaths as an acknowledgement of their gratitude. His friends who have participated in the ceremony have described it as a life-changing event, bringing into focus the ultimate sacrifices that the soldiers paid.

The Swinerton Foundation has supported Wreaths Across America which allowed for over 100 wreaths to be placed on the grave markers and Bruce is hoping the support he has received will continue. He has extended an open invitation to members of the Swinerton family to participate in the ceremony which will be held in December.

The Foundation would like to extend a huge thank you to Bruce and his family for taking the time to remember.

GRETCHEN BAKER

"It is not lost on any of us who are close to Gwen how lucky and blessed we are to still have her in our lives."



Gretchen Baker Concord, National Brain Tumor Society

2008 was a very difficult year for Gretchen Baker's family. It was the year her beloved sister Gwen found out that she had a tumor on her brain. Instead of calling each of the family members to inform them of her diagnosis, she wrote to them in an email:

Hey family – Well, I've spent the past month having some strange medical symptoms which included tingly fingertips, back pain, sight loss in my left eye, and things going black several times a day when I stand up. So today, expecting to go in and hear I have MS, instead I was told I have a very large tumor on my brain which is putting pressure on my eyes, causing the sight loss. But before you get too worried, there are some good news factors. One is that it is benign and also, that is on the outside of my brain. This means that even though I do have to have surgery to remove it, it should be a fairly simple process and they don't even have to touch my brain matter..."

Gwen's emergency surgery was scheduled on the Monday after the email was sent – it was Thanksgiving week. Unfortunately, the surgery did not go without complications; it was discovered that Gwen suffered a stroke during surgery. So although she has fully recovered from her tumor and has been in remission for over two years, she has never regained her short-term memory. Even though the road has been tough, Gwen remains a positive spirit with a remarkable sense of humor. In an email written one year and five months following the surgery, Gwen says:

Just a funny story for you...today I went to the NY Headache Clinic to pick up some records from when I had been there several years ago. And in my file it says "Uses one pillow, snores, and has tonsils." I thought that is such a hilarious tagline.

For Gretchen, it's this strength that Gwen demonstrates that inspires her; it's why Gretchen considers her the biggest hero in her life. In 2011, Gwen put together a team for the Inaugural National Brain Tumor Walk in New York City's Governors Island and Gretchen participated. The Swinerton Foundation has historically supported the National Brain Tumor Foundation and is excited that Gretchen will be volunteering for the SF Walk this year. While Gretchen's story has a happy ending, many families are not as lucky. That is why Gretchen's participation in this fundraiser that raises money for an under-funded research endeavor is such an important one that should be both commended and continuously supported.

HENRY MEIER

"Each year brings
different experiences
along with a deep
satisfaction of knowing
you are helping and
mentoring others."



Henry Meier Sacramento, CSU Sacramento

In the construction business, it helps to have a solid foundation because without one, the whole structure could fall apart. Swinerton employees like Henry Meier realize this and have dedicated numerous hours to ensure that the future generations of the construction industry are given a proper foundation – in education.

Henry Meier has served on the board of the Sacramento Construction Management Education Foundation (SCMEF) for the past eight years. He was also just nominated as President of the Reno Committee, is the head coach for Sac State's Design-Build Team, and has served as Vice-President of Sac State's Construction Management Alumni Association. In his roles, Henry has organized teams to compete in the Associated Schools of Construction (ASC) Student Competition and has seen the teams have remarkable success. In fact, for the past five years seven teams have been sent to compete in various categories and in 2008, the Design-Build team was recognized at the AGC's Convention in Las Vegas for winning the ASC National Competition. Among other successes, Henry has witnessed two of his former Design-Build students team up with other leading innovators in the industry to start a company that is developing a product which allows viewing of drawings and posted changes quickly via the iPad; their ultimate goal being to develop a paperless blueprint application – something that could revolutionize the industry.

"Each year brings different experiences along with a deep satisfaction of knowing you are helping and mentoring others," Henry says. And each year, Henry dedicates more than 150 hours to doing just that. For him, Sac State is a mechanism to give back to the local community, the industry, and the college. It is an opportunity to influence and strengthen the future of construction; not only does it teach youth concepts and functional applications but it allows volunteers like himself to keep abreast of new technologies that may help him in his role at Swinerton.

The Swinerton Foundation has been donating to Sac State for more than five years and would like to recognize Henry for all of his dedication, hard work, and continued support in such a great educational program.

SABRINA RUTLEDGE

"The patient began the conversation with an apology for her appearance (hair unruly and not brushed, with no makeup). Her MS had progressed to a point where she was unable to raise her arms past her head. Since that day, I have never complained about a bad hair day or my appearance; I am grateful for the health I have."



Sabrina Rutledge San Antonio, Multiple Sclerosis Foundation

Multiple Sclerosis (MS) holds no prejudice towards its victims; it doesn't care if you're male, female, black, white, Hispanic, rich, or poor. Its symptoms range from severe fatigue and muscle weakness to loss of vision and extreme sensitivity to heat, and the list goes on and on. Patients with MS are forced to live a life that prevents them from doing the basic things like climbing stairs, participating in sports, playing with their children, or even brushing their hair. Sabrina Rutledge found this out first-hand when she became friends with Dr. Suzanne K. Gazda, a specialist in Multiple Sclerosis who travels the world in an effort to combat the disease and find a cure.

Sabrina has been involved with the Multiple Sclerosis Foundation for three years, spending time with patients and their families, raising funds for the MS Center of South Texas, and helping educate the care providers on disease management. She has met many patients who have graced her with their strength and humbled her with their needs. Sabrina recalls one impacting experience while visiting a female patient...

Sabrina asked the patient to make a list of five necessities and five luxuries, but the woman didn't write anything down. Instead, she said, "Well, I really don't need anything. I'm pretty blessed with friends and family. My children have mostly what they need..." Sabrina interrupted, "Isn't there just one thing you want just for you?" The woman softly responded, turning red and feeling embarrassed, "I could use a bra. I only have one and all of my disability income goes for my living expenses and children, so I could really use a bra. Just a cheap one, like from Wal-Mart." Sabrina's heart dropped as she heard this. That evening, Sabrina went to Wal-Mart and bought the patient six new bras.

Healthcare changes and tightened pharmaceutical laws have caused the Multiple Sclerosis Foundation to struggle. The MS Center of South Texas especially is in need of donations and volunteers so that they can continue to provide patients with the utmost in education, disease management assistance, dignified and personal care to improve quality of life, and the support the patients and families need to keep them strong. The Swinerton Foundation recognizes the dire need to support organizations that support members of the community who struggle with diseases like MS and thanks Sabrina for all of her hard work, dedication, and passion for helping those in need.



"I wanted to reach out to single-parent and low-income families that have young, deserving, and dedicated musicians that desire to be a part of a life-changing organization that is otherwise reserved for the affluent youth."

VIC

VIC



Robert Lowery Los Angeles, Mystikal Youth Arts Organization

When Robert Lowery was a boy, he would spend every Labor Day weekend watching the Drum Corps International (DCI) Championships on PBS, dreaming that one day he would be in a drum and bugle corps, competing all over the United States. Unfortunately, Robert grew up in a low-income family and was not able to afford to join such a corps. But the passion for the performing arts never escaped him and in November of 2003, Robert founded the Mystikal Youth Arts Organization.

The Mystikal Youth Arts Organization was designed to provide an extracurricular activity for youth that have a passion to further their musical talents, specifically for youth who come from a low-income family that do not have the financial means to support such an aspiration. The organization is a self-run non-profit that is not affiliated with a school and does not receive any state or federal funding. It's with the support of other non-profit organizations and the dedication of the volunteers who act as chaperones and who supply meals, transportation, and countless hours (Robert himself volunteers approximately 340 hours per year) that allows the organization to flourish.

The drum and bugle corps is not your everyday marching band. For instance, the drum corps does not have any woodwind instruments, is limited to 150 performing members, and is made up of three primary sections: brass, percussion, and color guard. For those in the performing arts world, the drum and bugle corps is considered the "World's Best Marching Band." And the corps that is supported by Robert's organization has many achievements under its belt, including: performing in multiple events in the community such as July 4th celebrations; participating in the City of Norwalk's 50th Anniversary Parade; competing in the Drum Corps International's Summer Music Games, winning numerous gold, silver, and bronze medals; and making it to the semi-final round of the Drum Corps International World Championships in 2007.

In 2011, The Swinerton Foundation had the opportunity to donate to the Mystikal Youth Arts Organization and was excited to do so. The Foundation understands the importance of youth art programs and the Board holds an enormous amount of gratitude to individuals like Robert who go above and beyond for the local community.

GAYLE M. COOPER

On February 17th, 2012, The Swinerton Foundation bid farewell to Gayle M. Cooper as she closed her chapter with Swinerton and started a new one in her life as a retiree. Gayle worked with The Swinerton Foundation from its inception until her retirement in 2012, performing recordkeeping, responding to requests and solicitations, and communicating on behalf of The Foundation. We thank Gayle for her years of loyal service and wish her the best of luck. She will be truly missed.



Gayle M. Cooper Bidding Farewell To A Hero

Resolution The Swinerton Foundation Board of Directors In Honor of Gayle M. Cooper

WHEREAS, Gayle Cooper grew up in Southern California; and

WHEREAS, Gayle attended Occidental College where she received an undergraduate degree in music and speech; and WHEREAS, Gayle's pastimes include spending time with her family, friends, traveling, and singing; and

WHEREAS, Gayle began her career with Swinerton in 1998 with SMC, transferred to the legal department in 2000, and has been an integral part of The Swinerton Foundation since 2002, performing record-keeping, responding to requests and solicitations, communicating on behalf of The Foundation – an all-knowing force to be reckoned with; and WHEREAS, Gayle's talents stretch beyond the office and into the world of fine arts, where she has excelled as a singer

for years, even performing the national anthem at many major league baseball games and teaching music in public schools; and

WHEREAS, Gayle was elected to The Swinerton Foundation's Board of Directors in 2005, attempted to resign her position and retire in 2009, attempted to do so again in 2010, and thinks it will finally happen now; and WHEREAS, Gayle has devoted significant time and energy to supporting The Swinerton Foundation and its goals to impact the community that serves us and in turn has impacted the community herself; and

WHEREAS, Gayle has exhibited passion, integrity, dedication, organization, hard work, and the ability to always find "the documentation" throughout her entire tenure with the company and has seen it transform and blossom into what it is today; and

WHEREAS, without Gayle, the Swinerton veterans will be lost, the Swinerton newbies will be lost, and we will all miss her greatly; and

NOW, THEREFORE, with deep appreciation, respect, and fondness, The Swinerton Foundation thanks Gayle M. Cooper for her years of service and contributions to the success of our organization and expresses its perpetual gratitude and esteem.

Organizations That Received Monetary Contributions in 2011

ACE Mentoring AGC of California Education Foundation Alzheimer's Association American Cancer Society — Relay for Life American Diabetes Association American Red Cross Architectural Foundation of San Francisco Arthritis Foundation — Hawaii Walk Asian Neighborhood Development Big Brothers Big Sisters of San Diego County Black Contractors Association — Youth Build Program Boys & Girls Clubs of San Francisco Bridge Housing CA Community Connection Corporation Chabot Space & Science Center — Techbridge Child and Family Service City of Hope — SF Regional Development Group Colorado Coalition for the Homeless Community Service Programs Cypress Mandela Training Center **Doctors Without Borders**

Family Tree Frances Kitchen Project Friends of the Urban Forest Getty Owl Foundation Great Aloha Run Greater LA African American Chamber of Commerce Habitat for Humanity Halleck Creek Ranch Hawaiian Human Society Helen Woodward Animal Center Hugh O'Brian Youth Leadership Foundation Inner City Struggle Institute for Maximum Human Potential lota Alpha Sigma Junior Achievement of San Diego Juvenile Diabetes Research Foundation Larkin Street Youth Service Leap Leukemia Lymphoma Society MacCanDo Tenderloin Youth Track Club Marin Women's Hall of Fame

Organizations That Received Monetary Contributions in 2011

Martin Luther King, Jr., Memorial Foundation Mercy Corps Mercy Housing Mission Hiring Hall Morgan's Wonderland Mystikal Youth Arts Organization National Association of Minority Contractors North Valley Caring Services Novato Youth Center Ohlhoff Recovery Programs
Packard Foundation for Children's Health Poudre Valley Health System Foundation PUENTE Learning Center Playa Vista Jobs Rebuilding Together, Denver Rebuilding Together, Seattle Rebuilding Together, Silicon Valley Red Clay Jazz Festival Sacramento Habitat for Humanity San Antonio Livestock Exposition San Bernadino National Forest Association

San Francisco Bach Choir San Francisco Deputy Sheriff's Foundation San Francisco Housing Action Coalition San Francisco Symphony SFMOMA Sierra Forever Families Special Olympics **SPUR** Susan G. Komen Race for the Cure Team Donate Life The Relay — Organs 'R' Us The San Antonio Livestock Exposition, Inc. The Scottish Rite Learning Center of South Texas Tenderloin Neighborhood Development Corporation The Guardsmen Tradeswomen Inc. Trust for Public Land **Urban Solution** University of Arizona — Beavers Charitable Trust

Wu Yee's Children's Services

Zimmer Children's Museum

NO

