THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC.

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEARS ENDED DECEMBER 31, 2015 AND 2014

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PENAN & SCOTT, P.C.

Certified Public Accountants and Financial Consultants —

INDEPENDENT AUDITOR'S REPORT

Board of Directors The Minority Corporate Counsel Association, Inc. Washington, DC

We have audited the accompanying financial statements of The Minority Corporate Counsel Association, Inc., which comprise the statements of financial position as of December 31, 2015 and 2014, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Minority Corporate Counsel Association, Inc. as of December 31, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of functional expenses on page 15-18 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Pena : Sweet, P.C.

Rockville, Maryland April 11, 2016

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2015 AND 2014

ASSETS

	2015	2014
Current Assets		
Cash and cash equivalents	\$ 372,120	\$ 447,970
Cash and cash equivalents - scholarship fund	133,576	139,069
Accounts receivable, net	353,651	320,581
Investments	3,235,755	3,482,095
Prepaid expenses	126,028	89,884
Accrued interest receivable	15,652	17,673
Total current assets	4,236,782	4,497,272
Property and Equipment, net	18,552	18,857
TOTAL ASSETS	\$ 4,255,334	\$ 4,516,129
LIABILITIES AND NET A	SSETS	
Current Liabilities		
Accounts payable	\$ 47,706	\$ -
Accrued expenses	49,260	166,159
Line of credit	200,000	200,000
Deferred revenue	20,000	
Total current liabilities	316,966	366,159
Net Assets, unrestricted	3,938,368	4,149,970
TOTAL LIABILITIES AND NET ASSETS	\$ 4,255,334	\$ 4,516,129

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
Revenues		
Conferences	\$ 282,240	\$ 457,000
Memberships	1,162,249	994,850
Programs and dinner	1,136,477	1,100,772
Contributions and donations	56,539	134,351
Publication income	21,479	74,420
Golf tournament sales	367,830	322,347
Job bank	49,256	39,284
Vault diversity survey	28,336	52,034
Other	14,061	7,873
Investment income	26,711	210,275
Total unrestricted revenues	3,145,178	3,393,206
Net Assets Released From Restrictions -		
expiration of purpose	143,006	165,033
Total unrestricted revenues and other support	3,288,184	3,558,239
Expenses		
Program services:		
Research, education and website	1,064,049	1,233,807
Publications	253,540	348,843
Dinners and special events	1,580,104	1,507,492
Supporting services:		
Management and general	524,710	328,833
Fundraising	77,383	79,728
Total expenses	3,499,786	3,498,703
Change in Unrestricted Net Assets	(211,602)	59,536

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
Changes in Temporarily Restricted Assets Contribution Expiration of purpose restrictions	143,000 (143,000)	165,000 (165,000)
Change in Temporarily Restricted Net Assets		
Change in Net Assets	(211,602)	59,536
Net Assets - beginning of year	4,149,970	4,090,434
Net Assets - end of year	\$ 3,938,368	\$ 4,149,970

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
Cash Flows From Operating Activities		
Change in net assets	\$ (211,602)	\$ 59,536
Adjustments to reconcile changes in net assets		•
to net cash used by operating activities:		
Depreciation	6,774	6,774
Realized gain	(108,430)	(192,497)
Unrealized gain on investment	184,077	97,648
(Increase) decrease in:		
Accounts receivable	(33,070)	(81,851)
Prepaid expenses	(36,144)	64,955
Increase (decrease) in:		
Accounts payable	47,706	(20,407)
Accrued expenses	(116,899)	(3,420)
Deferred revenue	22,021	(36,687)
Net cash used by operating activities	(245,567)	(105,949)
Cash Flows From Investing Activities		
Purchase of fixed assest	(7,717)	(1,830)
Purchase of investments	(895,840)	(961,501)
Sale of investments	1,067,781	
Net cash provided by investing activities	164,224	153,759
Cash Flows Provided by Financing Activities		
Borrowing on line of credit		50,000
Net Increase (Decrease) in Cash and Cash Equivalents	(81,343)	97,810
Cash and Cash Equivalents - beginning of year	587,039	489,229
Cash and Cash Equivalents - end of year	\$ 505,696	\$ 587,039
Supplemental Disclosure of Additional Cash Flow Information Cash paid for: Interest supplemental Disclosure of Additional Cash Flow Information	¢ 0111	\$ 4.500
Interest expense	\$ 8,111	\$ 4,522

The accompanying notes are an integral part of these statements.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The Minority Corporate Counsel Association, Inc. (the "Association") was formed as a not-for-profit, New York Corporation in November 1996 and began operations in 1997. The purpose is to advocate for the expanded hiring, retention, and promotion of minority attorneys in corporate law departments and the law firms that serve them. The Association furthers its mission through the collection and dissemination of information about diversity in the legal profession.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. Net assets, revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Association and changes therein are classified and reported as follows:

- ❖ *Unrestricted Net Assets* Net assets that are not subject to donor-imposed stipulations.
- * Temporarily Restricted Net Assets Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Association and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net asset released from restrictions.
- ❖ Permanently Restricted Net Assets Net assets subject to donor-imposed stipulations that may be maintained permanently by the Association. There were no permanently restricted net assets during the years ended December 31, 2015 and 2014.

Contributions

All contributions are available for unrestricted use unless specifically restricted by the donor. Amounts received that are restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes.

Cash and Cash Equivalents

For purposes of the cash flow statement, cash and cash equivalents include investments in highly liquid debt instruments with a maturity of three months or less.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents were comprised of the following at year end:

	 2015	 2014
Cash and cash equivalents Cash and cash equivalents – scholarship fund	\$ 372,120 133,576	\$ 447,970 139,069
	\$ 505,696	\$ 587,039

Investments

Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Investment income and gains restricted by a donor are reported as increases in unrestricted net assets if the restrictions are met (either by passage of time or by use) in the reporting period in which the income and gains are recognized.

Accounts Receivable

Accounts receivable consist of program fees that have been invoiced to participants. The Association uses the allowance method to account for uncollectible accounts receivable. Accounts receivable are presented net of allowance for doubtful accounts of \$10,000 at December 31, 2015 and 2014, respectively. The provision is based on historical collections on receivables.

Property, Equipment and Depreciation

Property and equipment is stated at cost or at estimated fair market value at the time of contribution to the Association. Depreciation is being computed using the straight-line method over the applicable estimated useful lives.

Income Taxes

The Association is a non-profit association that is exempt from federal income taxes under Section 501(c) (3) of the Internal Revenue Code. However, income from certain activities, not directly related to the Association's tax-exempt purpose, is subject to taxation as unrelated business income. The Association is exempt from the payment of sales tax in the states of New York, Florida, Texas and the District of Columbia.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Functional Expenses

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

Fundraising Costs

Fundraising costs are incurred by the Association in generating funds through contributions and donations in support of its tax exempt purpose. These costs are expensed as incurred. Fundraising costs totaled \$77,383 and \$79,728, for the years ended December 31, 2015 and 2014, respectively.

Subsequent Events

Management has reviewed subsequent events through April 11, 2016, the date the financial statements were available to be issued.

NOTE B – INVESTMENTS

Investments stated at fair value, at December 31, 2015 and 2014 include the following:

	 2015	2014
Investments		
Corporate fixed income	\$ 1,084,242	\$ 1,822,202
Stocks	1,820,029	221,216
Mutual funds	117,620	122,209
Exchange traded and closed-end funds	 213,864	 1,316,468
Total investments	\$ 3,235,755	\$ 3,482,095

NOTE B – INVESTMENTS (CONTINUED)

The following schedule summarizes investment returns and their classification in the statement of activities for the years ended December 31:

Income	•	2015	***************************************	2014
Interest income Realized gain Unrealized gain	\$	102,358 108,430 (184,077)	\$	115,426 192,497 (97,648)
	\$	26,711	\$	210,275

NOTE C- FAIR VALUE MEASUREMENTS

The Association invests in marketable securities from companies located throughout the United States and internationally. Fair values for investments are determined by reference to quoted market prices and other relevant information generated by market transactions. Fair value of assets measured on a recurring basis at December 31, 2015, are as follows:

	F	Fair Value	Marke	Prices in Active ets for Identical ets (Level 1)
Corporate fixed income Stocks Mutual Funds Exchange traded & closed-end funds	\$	1,084,242 1,820,029 117,620 213,864	\$	1,084,242 1,820,029 117,620 213,864
Total	\$	3,235,755	\$	3,235,755

Fair value of assets measured on a recurring basis at December 31, 2014, are as follows:

	I	Fair Value_	Mar	ed Prices in Active kets for Identical ssets (Level 1)
Corporate fixed income Stocks Mutual Funds Exchange traded & Closed ends funds	\$	1,822,202 221,216 122,209 1,316,468	\$	1,822,202 221,216 122,209 1,316,468
Total	\$	3,482,095	<u>\$</u>	3,482,095

NOTE D - PREPAID EXPENSES

Prepaid expenses consisted of the following items at December 31:

	2015		 2014
Convention, dinner, and tournament expenses	\$	126,028	\$ 89,884

NOTE E - FURNITURE, FIXTURES AND EQUIPMENT

Furniture, fixtures and equipment consisted of the following at December 31, 2015 and 2014:

	2015	2014
Equipment Furniture and fixtures Website and software	\$ 94,890 10,132 109,304	\$ 92,972 5,666 107,972
Total furniture, fixtures and equipment	214,326	206,610
Less: accumulated depreciation and amortization	(195,774)	(187,753)
	\$ 18,552	<u>\$ 18,857</u>

NOTE F – LINE OF CREDIT

The Association has a line of credit with a commercial lender, with a maximum borrowing amount of \$200,000 bearing interest at 4.0% at December 31, 2015. This is a demand note; the balance is due upon demand by the bank and interest is payable at a rate equal to .75% above the highest US Prime Rate in the Money Rates Section of the *Wall Street Journal* on the effective date. The outstanding balance on the line of credit at December 31, 2015 and 2014 was \$200,000 for each year.

NOTE G - DEFERRED REVENUE

Deferred revenue arises from program fees collected in advance. Deferred revenues as of December 31, 2015 was \$20,000. There were no deferred revenues at December 31, 2014.

NOTE H - IN-KIND CONTRIBUTION

During the years ended December 31, 2015 and 2014, the Association's office space and administrative services were donated to the Association by the law firm Morgan, Lewis & Bockius, LLP in Washington, DC. The fair market value of the space donated and administrative services were recognized as income and an equivalent value of expenses were also recognized. The income and expense for the years ended December 31, 2015 and 2014 were \$47,039 and \$49,351, respectively.

NOTE I - RETIREMENT PLAN

During 2002 the Association instituted a defined contribution retirement plan, which is available to all employees who are employed for six months or more. The Association matches dollar for dollar up to the first 3% and then the match is 50% per dollar contributed subject to an overall cap on the company match of 4%. Employees are 100% vested in all contributions made by them or the Association at the time of the contribution. For the years ended December 31, 2015 and 2014 the contribution to employees' 401(k) plan was \$34,550 and \$34,256, respectively.

NOTE J – REVENUE

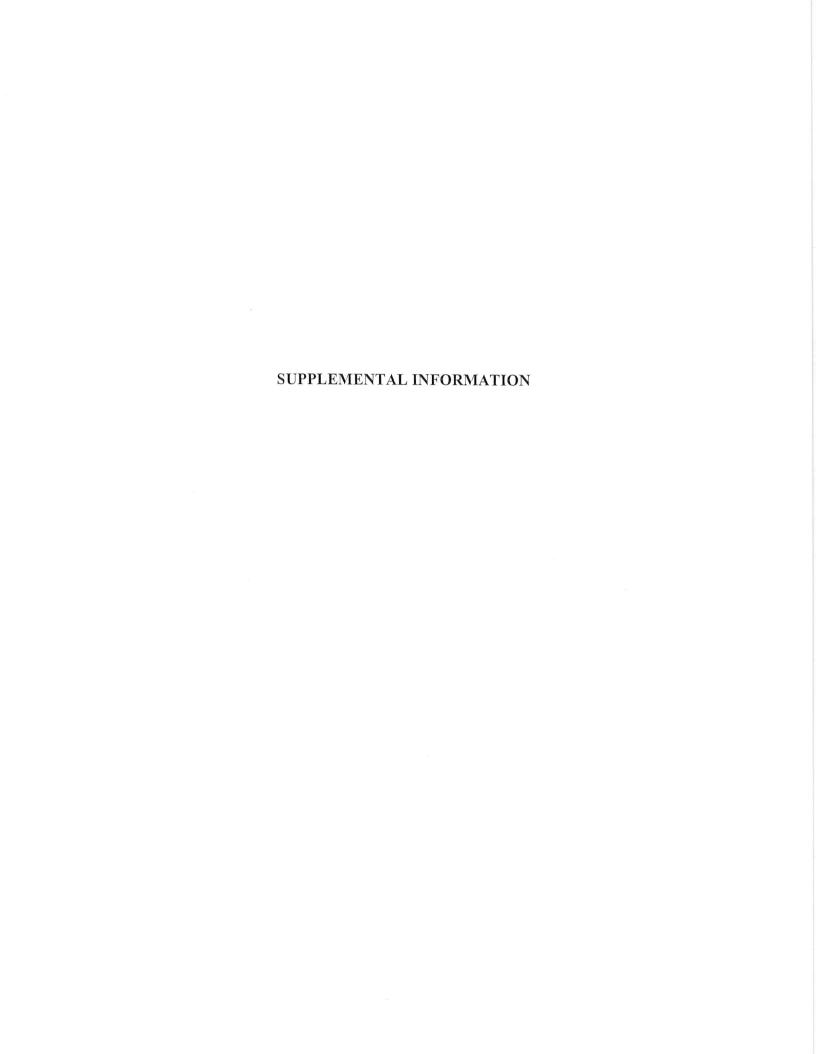
A portion of the dinner and golf revenue includes contributions from donors. The following shows a detail for the period ended December 31, 2015 and 2014:

	Cor	<u>itributions</u>	<u>P</u> 1	ogram	 Total
2015: Dinner revenue Golf revenue	\$	659,244 155,956	\$	477,233 211,874	\$ 1,136,477 367,830
2014: Dinner revenue Golf revenue	\$	678,856 55,337	\$	421,916 267,010	\$ 1,100,772 322,347

NOTE K - CONCENTRATION OF CREDIT RISK

The Association maintains its cash in bank deposit accounts at a financial institution. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. The balances, at times, may exceed federally insured limits. As of December 31, 2015 and 2014, there were no uninsured balances.

The Association has cash investments that are insured by the Securities Investor Protection Corporation (SIPC) up to \$250,000. The Association had \$10,821 of uninsured cash investments at December 31, 2015.



THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2015

			Program Services	rvices					Suppo	Supporting Services	vices	
	Rea	Research, Education and	-		Dinne	Dinners and	Mana	Management				
	M	Website	Publications	ons	Specia	Special Events	and (and General	Fund	Fundraising		Total
Administrative support	8	25,625	↔	322	↔	25,625	↔	26,935	↔	3,232	↔	81,739
Auditing		1		1		ı		16,118		1		16,118
Bank service charges		16,612		209		16,612		6,269		2,090		41,792
Board meeting expenses		1,797		23		1,797		829		226		4,521
Credit card processing fee		9,145		115		9,145		3,451		1,150		23,006
Depreciation expense		ı		1		1		8,021		1		8,021
Donation and contributions		ī		1		ī		2,991		ı		2,991
Dues and subscriptions		ī		ı		ī		7,671		ı		7,671
Equipment computer repairs		971		12		971		366		122		2,442
Event planner		1		ı		58,000		•		1		58,000
Fall conference		ı		1		139,350		ı		Ī		139,350
Fan		4,198		ſ		1		1		1		4,198
Fringe benefits (401(k) match & metro)		18,362		702		18,362		7,017		2,339		46,782
Golf tournament expense		1		1		248,358		1		1		248,358
Health insurance		23,455		968		23,455		8,964		2,988		59,758
Insurance		Ī		ı		•		17,227		ı		17,227
Interest		ı		ı		Ī		8,111		1		8,111
Legal		ī		1		1		26,031		1		26,031
License and fees		ī		1		Ī		165		1		165
Magazines and publications		ī	23	233,394		Ī		ī		ı		233,394
Membership acquisition		2,626		33		2,626		991		330		909'9
Networking and gala expense		í		I		477,233		1		1		477,233
On-line services		8,266		104		8,266		3,119		1,040		20,795
Payroll service fees		3,138		120		3,130		1,199		400		7,987

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2015

		Program Services			Supporting Services	ces
	Research, Education and		Dinners and	Management	Fundroising	Total
	Website	rublications	Special Events	and General	r unui aismg	Y OF CELL
Postage and delivery services	4,497	57	4,497	1,697	999	11,314
Printing and duplications	787	10	787	297	66	1,980
Professional services	,	1	r	136,717	ı	136,717
Rent	,	•	1	47,039	1	47,039
Public relations and media	48,250	1	48,250	1	1	96,500
Research	11,899	•	1	1	1	11,899
Salaries and taxes	442,116	16,896	442,116	173,050	56,320	1,130,498
Scholarship expenses	160,000	1	ı	1	•	160,000
Spring conference	188,448	t	1	ı	1	188,448
Staff meetings	T	ı	1	1,142	1	1,142
Supplies	2,551	32	2,551	963	321	6,418
Telephone	5,429	89	5,429	2,049	683	13,658
Travel and entertainment	43,544	547	43,544	16,432	5,477	109,544
Website costs	42,333	ı	1	1	1	42,333
Total expenses	\$ 1,064,049	\$ 253,540	\$ 1,580,104	\$ 524,710	\$ 77,383	\$ 3,499,786

PENAN & SCOTT, P.C.

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2014

			Prog	Program Services				Supporting Services	g Servic	ses	
	Rese	Research,			Din	Dinners and	Mar	Management			
	We	Website		Publications	Speci	Special Events	and	and General	Fund	Fundraising	Total
Administrative support	€5	19.394	8	244	↔	19,394	↔	7,319	↔	2,440	\$ 48,791
Auditing)		,	1		1	4	17,024		ī	17,024
Bad debt		1		1		4,500		ı		ı	4,500
Bank service charges		16,200		204		16,198		6,113		2,038	40,753
Board meeting expenses		1,804		23		1,802		681		227	4,537
Credit card processing fee		9,400		118		9,400		3,547		1,182	23,647
Depreciation expense		1		•		ī		6,774		I	6,774
Donation and contributions		1		,		1		1,910		1	1,910
Dues and subscriptions		I		,		ī		6,823		1	6,823
Equipment computer repairs		715		6		714		270		06	1,798
Event planner		56,795		1		56,795		í		1	113,590
Fall conference		1		•		104,251		1		ı	104,251
FAN expenses		27,527		1		1		ı		1	27,527
Fringe benefits (401(k) match & metro)		20,442		199		20,442		999		2,222	44,439
Golf tournament expense		1		1		269,427		1		ı	269,427
Health insurance		27,584		1,054		27,584		10,541		3,514	70,277
Insurance		1		1		1		9,259		ı	9,259
Interest		1		,		ī		4,522		ī	4,522
License and fees		1		!				4,430		ī	4,430
Magazines and publications		1		328,312		ı		1		ī	328,312
Membership acquisition		1,436		18		1,436		503		181	3,574
Miscellaneous		1,405		18		1,405		518		177	3,523
Networking and gala expenses		ı		1		422,207		I		1	422,207
On-line services		7,160		06		7,160		2,702		901	18,013
Payroll/401K Service Fees		7,758		296		7,758		2,967		886	19,767
Postage and delivery services		4,568		57		4,568		1,398		901	11,492

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2014

			Program Services		Supporting Services	g Services	
	R. F. Gr	Research,		Dinners and	Management		
		Website	Publications	Special Events	and General	Fundraising	Total
Printing and duplications		817	10	817	307	103	2,054
Professional services		3,505	44	3,505	1,485	441	8,980
Public relations and media		30,750	•	30,750	ı	1	61,500
Rent		1	1		49,351	1	49,351
Salaries and taxes		445,574	17,028	445,574	170,283	56,761	1,135,220
Scholarship expense		277,000		I	ľ	ı	277,000
Spring conference		191,209	ı	ı	1	1	191,209
Staff meetings		1	1	t	1	1,045	1,045
Supplies		5,740	72	5,740	2,167	722	14,441
Telephone		2,868	36	2,868	1,082	361	7,215
Travel and entertainment		43,197	543	43,197	16,191	5,434	108,562
Website costs		30,959	1	1	1		30,959
Total expenses	↔	1,233,807	\$ 348,843	\$ 1,507,492	\$ 328,833	\$ 79,728	\$ 3,498,703