THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC.

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEARS ENDED DECEMBER 31, 2017 AND 2016

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PENAN & SCOTT, P.C.

CERTIFIED PUBLIC ACCOUNTANTS AND 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, 2017 and 2016, 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, 2017 and 2016, 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 16-19 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: Scott, P.C.

Rockville, Maryland August 14, 2018

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2017 AND 2016

ASSETS

	2017	2016
Current Assets		
Cash and cash equivalents	\$ 294,459	\$ 694,639
Cash and cash equivalents - scholarship fund	120,612	70,593
Accounts receivable, net	378,623	96,302
Investments	3,683,205	3,586,757
Prepaid expenses	135,346	179,384
Total current assets	4,612,245	4,627,675
Property and Equipment, net	94,357	32,033
TOTAL ACCOUNT		
TOTAL ASSETS	\$ 4,706,602	\$ 4,659,708
LIABILITIES AND NET ASSE	ETS	
Current Liabilities		
Accounts payable	\$ 97,160	\$ 181,090
Accrued expenses	103,512	94,692
Line of credit	200,000	200,000
Deferred revenue	25,000	191,900
Total current liabilities	425,672	667 602
	423,072	667,682
Net Assets, unrestricted	4,280,930	3,992,026
TOTAL LIABILITIES AND NET ASSETS	\$ 4,706,602	\$ 4,659,708

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2017 AND 2016

	2017	2016
Revenues		
Conferences	\$ 337,730	\$ 219,542
Memberships	1,311,450	1,039,350
Programs and dinner	1,454,894	1,258,655
Contributions and donations	387,235	37,018
Golf income	227,174	317,910
Publication income	3,535	26,184
Job bank	56,919	53,281
Vault diversity survey	43,513	13,500
Academy	-	10,375
Investment income	567,557	198,675
Total unrestricted revenues	4,390,007	3,174,490
Net Assets Released From Restrictions -		
expiration of purpose	88,060	98,516
Total unrestricted revenues and other support	4,478,067	3,273,006
Expenses		
Program services:		
Research, education and website	1,219,190	1,108,471
Publications	76,522	164,151
Dinners and special events	1,895,167	1,450,656
Supporting services:	1,000,107	1,450,050
Management and general	915,376	426,718
Fundraising	82,908	69,352
Total expenses	4,189,163	3,219,348
Change in Unrestricted Net Assets	288,904	53,658

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF ACTIVITIES - CONTINUED YEARS ENDED DECEMBER 31, 2017 AND 2016

	2017	2016
Changes in Temporarily Restricted Assets Contribution Expiration of purpose restrictions	88,060 (88,060)	98,516 (98,516)
Change in Temporarily Restricted Net Assets		<u>-</u>
Change in Net Assets	288,904	53,658
Net Assets - beginning of year	3,992,026	3,938,368
Net Assets - end of year	\$ 4,280,930	\$ 3,992,026

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2017 AND 2016

	2017	2016
Cash Flows From Operating Activities		
Change in net assets	\$ 288,904	\$ 53,658
Adjustments to reconcile changes in net assets	,,	\$ 23,020
to net cash provided (used) by operating activities:		
Depreciation	32,086	8,319
Realized (gain) loss on investments	(177,774)	331,302
Unrealized (gain) on investments	(292,076)	(440,390)
(Increase) decrease in:		(1.0,500)
Accounts receivable	(282,321)	257,349
Accrued interest	-	15,652
Prepaid expenses	44,038	(53,356)
Increase (decrease) in:	on 150 ≠ 30 ats 500	(,)
Accounts payable	(83,930)	133,384
Accrued expenses	8,820	45,432
Deferred revenue	(166,900)	171,900
Net cash provided (used) by operating activities	(629,153)	523,250
Cash Flows From Investing Activities		
Purchase of fixed assets	(94,410)	(21,799)
Purchase of investments	(1,525,408)	(4,115,625)
Proceeds on sale of investments	1,898,810	3,873,710
Net cash provided (used) by investing activities	278,992	(263,714)
Net Increase (Decrease) in Cash and Cash Equivalents	(350,161)	259,536
Cash and Cash Equivalents - beginning of year	765,232	505,696
Cash and Cash Equivalents - end of year	\$ 415,071	\$ 765,232
Supplemental Disclosure of Additional Cash Flow Information Cash paid for:		
Interest expense	\$ 9,506	\$ 8,556

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, 2017 and 2016.

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 (Continued)

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

		2017	 2016
Cash and cash equivalents Cash and cash equivalents - Scholarship fund	\$	294,459 120,612	\$ 694,639 70,593
	\$	415,071	\$ 765,232

<u>Investments</u>

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, 2017 and 2016, 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. Individual purchases over \$1,000 and improvements which prolong the useful life of an asset are capitalized. The cost of maintenance and repairs is expensed as incurred.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Promises to Give

Contributions are recognized when the donor makes a promise to give to the Association that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increase in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted nets assets are reclassified to unrestricted net assets. The Association uses the allowance method to determine uncollectible promises receivable. The allowance is based on prior years' experience and management's analysis of specific promises made.

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.

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.

<u>Functional Expenses</u>

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 \$82,908 and \$69,352, for the years ended December 31, 2017 and 2016, respectively.

NOTE B - INVESTMENTS

Investments stated at fair value, at December 31, 2017 and 2016 include the following:

	 2017	 2016
Corporate fixed income Stocks Alternatives	\$ 429,559 2,614,734 638,912	\$ 528,795 2,496,575 561,387
Total Investments	\$ 3,683,205	\$ 3,586,757

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

	 2017	 2016
Interest income Realized gain (loss) Unrealized gain	\$ 97,707 177,774 292,076	\$ 89,587 (331,302) 440,390
	\$ 567,557	\$ 198,675

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.

NOTE C-FAIR VALUE MEASUREMENTS (CONTINUED)

Fair value of assets measured on a recurring basis at December 31, 2017, are as follows

		Quoted Prices
		in Active
		Markets for
		Identical Assets
	Fair Value	(Level 1)
Corporate fixed income	\$ 429,559	\$ 429,559
Stocks	2,614,734	2,614,734
Alternatives	638,912	638,912
Total	\$ 3,683,205	\$ 3,683,205

Fair value of assets measured on a recurring basis at December 31, 2016, are as follows:

	_Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Corporate fixed income Stocks Mutual Funds	\$ 528,795 2,496,575 561,387	\$ 528,795 2,496,575 561,387
Total	\$ 3,586,757	\$ 3,586,757

NOTE D - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2017 and 2016:

		2017		2016	
Equipment Furniture and fixtures Website and software	\$	46,963 30,656 95,083	\$	115,358 10,132 110,636	
Total property and equipment		172,702		236,126	
Less: accumulated depreciation and amortization	•	(78,345)	-	(204,093)	
	\$	94,357	\$	32,033	

NOTE E – PREPAID EXPENSES

Prepaid expenses consisted of the following at December 31:

	2017		2016	
Conference, dinner, and tournament expenses	\$	135,346	\$	179,384

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, 2017. 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, 2017 and 2016 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, 2017 and 2016 were \$25,000 and \$191,900, respectively.

NOTE H - IN-KIND CONTRIBUTION

During the years ended December 31, 2017 and 2016, 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, 2017 and 2016 were \$332,235 and \$37,018, 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, 2017 and 2016 the contribution to employees' 401(k) plan was \$15,561 and \$21,903, respectively.

NOTE J - REVENUE

A portion of the dinner, golf and conference revenues includes contributions from donors. The following shows detail for the period ended December 31, 2017 and 2016:

	Contributions	Programs	Total
2017 Dinner revenue Golf revenue Conferences G-TEC Pathways	\$ 1,259,394	\$ 195,500	\$ 1,454,894
	138,738	88,436	227,174
	41,492	75,433	116,925
	96,346	124,459	220,805
2016 Dinner revenue Golf revenue	\$ 860,656	\$ 397,999	\$ 1,258,655
	83,598	234,312	317,910

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. The Association had no uninsured cash at December 31, 2017.

The Association has cash investments that are insured by the Securities Investor Protection Corporation (SIPC) up to \$250,000. At December 31, 2017, the cash investments exceeded the SIPC limit by \$95,126.

NOTE L - SUBSEQUENT EVENTS

Management has reviewed subsequent events through August 14, 2018, the date the financial statements were available to be issued.



THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2017

		Program Services			Supporting Services	ces	
	Research,		i	,			
	Education and Website	Publications	Dinners and Special Events	Management and General	Fundraising	Total	
							1
Accounting	- - -		. ←	\$ 82,748	. ⇔	\$ 82,748	8
Administrative support	29,588	372	29,589	11,165	3,722	74,436	98
Auditing	ľ	1		16,153	ı	16,153	33
Bank service charges	27,006	340	27,005	10,191	3,397	62,939	69
Board meeting expenses	4,398	55	4,398	1,660	553	11,064	4
Credit card processing fee	7,623	96	7,623	2,877	656	19,178	8
Depreciation expense	Ē	ı	I	32,086	ť	32,086	9
Donation and contributions	Ĭ	1	1	12,837	i.	12,837	7
Dues and subscriptions	ı	i.		5,996	ı	2,996	90
Equipment computer repairs	12,785	161	12,784	4,825	1,608	32,163	3
Fringe benefits	9,823	375	9,824	3,754	1,251	25,027	7
Pathway Conference	1	•	367,850	1	1	367,850	0
Golf tournament expense	ı	ı	217,645	Ι	ı	217,645	.5
Health insurance	18,599	711	18,599	7,107	2,369	47,385	5
Insurance	1	1	ı	23,824	ı	23,824	4
Interest		I	1	9,506	ı	905'6	9
License and fees		1	1	2,383	п	2,38	3
LMJ Scholarships	260,000		ī	ī	ı	260,000	0
Membership acquisition	813	10	813	308	102	2,046	9
Networking and gala expense		ī	657,134	ï	E	657,134	4
Other program expense				1,665		1,665	5
On-line services	11,815	149	11,815	4,458	1,486	29,723	3

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2017

		Program Services			Supporting Services	es
	Research,					
	Education and		Dinners and	Management		i
	Website	Publications	Special Events	and General	Fundraising	Total
Penalties & Fees	ï	1	1	1,250	ı	1,250
Postage and delivery services	4,257	54	4,257	1,607	535	10,710
Payroll/401k Services Fees	3,685	141	3,685	1,409	469	6,389
Printing and duplications	3,858	49	3,858	1,456	485	9,706
Professional services - Communication	on 46,364	1,772	46,364	17,719	5,906	118,125
Professional services - legal	4,994	63	4,994	1,883	628	12,562
Professional services- Recruiting	Ē	1		91,352	ī	91,352
Rent	1		1	332,235	Ê	332,235
Public relations and media	20,243	774	20,243	7,736	2,579	51,575
Publications	1	55,017	1		ī	55,017
Research	20,144	ī	ī	í	,	20,144
Salaries and taxes	419,842	16,045	419,842	160,449	53,483	1,069,661
Scholarship Administration Expense	966'L	r	ī	ī	ı	2,996
GTEC Conference	257,118	t	ï	ř	ī	257,118
Staff Meetings & Entertainment	ī	Ē	í	15,580	ć	15,580
Supplies	4,591	58	4,591	1,732	577	11,549
Telephone	4,754	09	4,754	1,794	865	11,960
Travel and entertainment - CEO	ı	ī	1	39,028	1	39,028
Travel and entertainment - Staff	17,500	220	17,500	6,603	2,201	44,024
Vault Project Expense	1,556		1	1	ı	1,556
Website costs	19,838	ſ	I	1	1	19,838
Total expenses	\$ 1,219,190	\$ 76,522	\$ 1,895,167	\$ 915,376	\$ 82,908 \$	4,189,163

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2016

			Program Services	Services		Supportin	Supporting Services		
	Resc	Research,				,			
	Educa	Website	Publ	Publications	Dinners and Special Events	Management and General	Fundraising		Total
Academy	64	1 405	¥		9	6	6	6	1 405
Accounting	÷	1,0)	I I	9	18 406	1 1	9	1,403
Administrative support		26,329		331	26,329	17.936	3.312		74.237
Auditing		1		ľ		16,914			16,914
Bank service charges		20,410		257	20,410	7,702	2,567		51,346
Bad debts		ī		1	4,750	Î	1		4,750
Board meeting expenses		866		13	866	377	126		2,512
Credit card processing fee		4,552		57	4,552	1,718	573		11,452
Depreciation expense				1)	8,319	I		8,319
Donation and contributions		ı		1	I	6,853	Ĭ		6,853
Dues and subscriptions		1		ſ	r.	9,877	Ĺ		9,877
Equipment computer repairs		10,606		133	10,606	4,002	1,334		26,681
Event planner		ı		í	50,000	ı	Ī		50,000
Fringe benefits		13,231		909	13,231	5,056	1,685		33,709
Pathway Conference		1		1	144,590	ľ	1		144,590
Golf tournament expense		ļ		ī	259,508	1	i		259,508
Health insurance		20,287		855	20,287	7,757	2,600		51,786
Interest		1		ı	ĩ	8,556	ı		8,556
License and fees		ì		1	1	5,049	1		5,049
LMJ Scholarships		235,500		1	•	ī	Ţ		235,500
Membership acquisition		208		3	208	79	26		524
Networking and gala expense		1		ı	397,999	I	1		397,999
On-line services		13,029		164	13,029	4,916	1,639		32,777

THE MINORITY CORPORATE COUNSEL ASSOCIATION, INC. SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2016

		Program Services		Supportin	Supporting Services	
•	Research, Education and Website	Publications	Dinners and Special Events	Management and General	Fundraising	Total
Postage and delivery services	4,516	57	4,516	1,704	268	11,361
Payroll/401k Services Fees	2,962	113	2,962	1,132	377	7,546
Printing and duplications	1,203	15	1,203	454	151	3,026
Professional services	90009	· ·	Ţ	Ĺ	E	9000,9
Professional services - legal	5,692	72	5,692	2,148	716	14,320
Professional services - CEO Search	1	1	ı	13,757	1	13,757
Professional Services - CEO Coaching		Ľ	1	25,750	ć	25,750
Rent	,	1	1	37,018	1	37,018
Public relations and media	48,159	1	48,159	ı	1	96,318
Publications	i	145,971	i	1	ľ	145,971
Research	16,799	ı	T	1	1	16,799
Salaries and taxes	401,763	15,354	401,763	153,540	51,180	1,023,600
GTEC Conference	232,732	ť	Ĺ	T	τ	232,732
Supplies	3,411	43	3,411	1,287	429	8,581
Telephone	3,396	43	3,396	1,281	427	8,543
Travel and entertainment - CEO	1	ī	ī	46,346	1	46,346
Website costs	22,226	1	1	1	1	22,226
Total expenses	\$ 1,108,471	\$ 164,151	\$ 1,450,656	\$ 426,718	\$ 69,352	\$ 3,219,348