New England Legal Foundation

Financial Statements December 31, 2019

(With Comparative Totals for the Year ended December 31, 2018)

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of New England Legal Foundation:

We have audited the accompanying financial statements of New England Legal Foundation (a nonprofit organization), which comprise the statement of financial position as of December 31, 2019, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

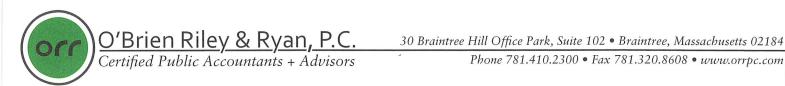
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and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

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from 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 New England Legal Foundation as of December 31, 2019, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the New England Legal Foundation's 2018 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated August 5, 2019. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

OBrian Roly; Ryan BC

Braintree, Massachusetts

October 30, 2020

New England Legal Foundation Statement of Financial Position December 31, 2019

(With Comparative Totals as of December 31, 2018)

ASSETS	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	\$ 213,871	\$ 280,653
Contributions receivable	45,217	73,899
Interest receivable	2,998	3,182
Investments	781,010	669,572
Prepaid expenses	13,731	14,277
Property and equipment-net	1,357	17,868
TOTAL ASSETS	\$ 1,058,184	\$ 1,059,451
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 35,850	\$ 44,667
NET ASSETS		
Without donor restrictions	1,022,334	1,014,784
TOTAL NET ASSETS	1,022,334	1,014,784
TOTAL LIABILITIES AND NET ASSETS	\$ 1,058,184	\$ 1,059,451

New England Legal Foundation Statement of Activities and Changes in Net Assets For the Year Ended December 31, 2019

(With Comparative Totals for the Year Ended December 31, 2018)

		<u>2019</u>	<u>2018</u>	
CHANGES IN NET ASSETS WITHOUT DONOR RESTRICTION	S:			
Revenues and other support:				
Contributions	\$	306,553	\$	366,658
Gala		409,500		330,500
Interest and dividend income		24,727		23,005
Net investment gain (loss)		101,739		(66,490)
Total revenues and other support without donor restrictions		842,519		653,673
Net assets released from restrictions:				
Expiration of time restrictions				15,000
Total net assets released from restrictions				15,000
Total revenues and other support without donor restrictions		842,519		668,673
Expenses:				
Litigation programs		332,248		388,336
Fundraising		362,192		309,145
Organizational support		140,529		140,716
Total expenses		834,969		838,197
Increase (decrease) in net assets without donor restrictions		7,550		(169,524)
CHANGES IN NET ASSETS WITH DONOR RESTRICTIONS:				
Net assets released from restrictions				(15,000)
Decrease in net assets with donor restrictions				(15,000)
INCREASE (DECREASE) IN NET ASSETS		7,550		(184,524)
NET ASSETS-Beginning of year		1,014,784		1,199,308
NET ASSETS-End of year	\$	1,022,334	\$	1,014,784

New England Legal Foundation Statement of Functional Expenses For the Year Ended December 31, 2019 (With Comparative Totals for the Year Ended December 31, 2018)

	Litigation	Fund	Organizational	2019	2018
	Programs	Raising	Support	Support Total	
Expenses					
Salaries and wages	\$ 224,065	\$ 174,689	\$ 98,751	\$ 497,505	\$ 505,363
Employee benefits	16,825	13,117	7,415	37,357	35,111
Payroll taxes	16,245	12,665	7,160	36,070	35,684
Gala expense	-	134,588	-	134,588	124,064
Donated services	8,136	4,066	992	13,194	14,543
Professional fees	-	-	12,745	12,745	13,100
Office expenses	24,881	3,982	2,252	31,115	30,753
Contracted personnel	4,529	2,728	2,192	9,449	8,515
Meetings/conferences and					
travel/entertainment	2,300	399	-	2,699	1,775
Condo fees	6,280	4,896	2,768	13,944	13,284
Utilities	5,535	4,316	2,440	12,291	12,693
Insurance	8,279	949	537	9,765	9,920
Dues and subscriptions	7,736	-	-	7,736	8,830
Depreciation	7,437	5,797	3,277	16,511	24,562
Total Expenses	\$ 332,248	\$ 362,192	\$ 140,529	\$ 834,969	\$ 838,197

New England Legal Foundation Statement of Cash Flows

For the Year Ended December 31, 2019

(With Comparative Totals for the Year Ended December 31, 2018)

	<u>2019</u>	<u>)</u>	2	<u> 2018</u>
CASH FLOWS FROM OPERATING ACTIVITIES:				
Increase (decrease) in net assets	\$ 7	,550	\$ (184,524)
Adjustments to reconcile increase (decrease) in net assets to net				
cash used by operating activities:				
Depreciation	16	,511		24,562
Net investment (gain)/loss	(101	,739)		66,490
Change in assets and liabilities:				
Contributions receivable	28	,682		(19,721)
Interest receivable		184		1,248
Prepaid expenses		546		(304)
Accounts payable and accrued expenses	(8	,817)		(3,459)
Net cash used by operating activities	(57	,083)	(115,708)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Proceeds from sale of investments	62	,250	,	213,048
Purchases of investments	(71	,949)	(/	232,231)
Net cash used by investing activities	(9	,699)		(19,183)
DECREASE IN CASH AND CASH EQUIVALENTS	(66	,782)	(134,891)
CASH AND CASH EQUIVALENTS-Beginning of year	280	,653	4	415,544
CASH AND CASH EQUIVALENTS-End of year	\$ 213	,871	\$ 2	280,653
NON-CASH OPERATING AND INVESTING ACTIVITIES In-kind contributions and expenses	\$ 13	<u>,194</u>	\$	14,543

1. DESCRIPTION OF THE ORGANIZATION

New England Legal Foundation (the Foundation) was organized on December 3, 1976, and commenced operations on January 27, 1977. The Foundation's mission is to protect the economic rights of persons and to use the legal system to advance free enterprise principles and regional economic development. Management believes that it is the only not-for-profit law firm in New England concentrating primarily on economic and property rights. The Foundation works to help create significant precedents at all levels of state and federal courts and agencies, either on behalf of a party or as a friend of the court. The Foundation also undertakes projects to improve judicial and administrative systems in New England when it can make a positive contribution to the economic well being of the region.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation – The accompanying financial statements have been presented in conformity with accounting principles generally accepted in the United States of America (GAAP) in accordance with not-for-profit entities. The financial statements include certain prior-year summarized comparative information in total but not by functional expense class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended December 31, 2018, from which the summarized information was derived. GAAP requires the Foundation to report 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 Foundation's management and 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 the Foundation 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 statements of activities.

Use of Estimates – The preparation of 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 of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents – Cash and cash equivalents include cash and money market accounts in financial institutions. All cash and cash equivalents are recorded at cost, which approximates market value. During the year the Foundation maintains balances in excess of FDIC insured limits at certain financial institutions which management believes are financially sound. The money market accounts at December 31, 2019 and 2018 totaled approximately \$66,000 and \$50,000, respectively.

Investments – Investments are reported at cost, if purchased, or at fair value, if donated. Thereafter, investments are reported at their fair values in the statements of financial position, and changes in fair value are reported as investment return in the statements of activities.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in interest and dividend income. Net investment gain or loss is reported in the statement of activities and consists of realized and unrealized capital gains and losses, less external and direct internal investment expenses.

Property and Equipment – Property and equipment are recorded at cost or, if received by gift or donation, at fair market value at the date of the gift. Depreciation is provided over the estimated useful life of each class of depreciable assets and is computed on the straight-line-method. Significant renewals and betterments are capitalized; the cost of normal repairs and maintenance is expensed as incurred. Depreciation expense was \$16,511 and \$24,562 for the years ended December 31, 2019 and 2018, respectively.

Impairment of Long-Lived Assets – Long-lived assets to be held and used are reviewed for impairment whenever circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Contributions – Contributions received are recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. Contributions that are restricted by the donor are reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the contribution is recognized. All other donor restricted contributions are reported as an increase in net assets with donor restrictions, depending on the nature of restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions.

When individuals or entities acquire tickets (Customers) to the gala or other events, revenue is recognized in the amount that reflects the consideration the Foundation expects to be entitled to in exchange for goods or services.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Sponsored support is considered contribution revenue in accordance with ASU 2018-08, *Contributions Received and Contributions Made*, which is recognized when any donor-imposed conditions (if any) have been met. There were no significant conditional contributions or advance payments from sponsored support at December 31, 2019 and 2018.

Contributed property and equipment are recorded at fair value at the date of donation. Contributions with donor-imposed stipulations regarding how long the contributed assets must be used are recorded as net assets with donor restrictions; otherwise, the contributions are recorded as net assets without donor restrictions.

In-kind contributions –Such amounts, which are based upon information provided by third-party service providers, are recorded at their estimated fair value determined on the date of contribution and are reported as contributions in-kind and supporting services on the accompanying statements of activities and statements of functional expenses.

Every now and then volunteers may contribute their time in furtherance of the Foundation's mission. These services are not reflected in the accompanying statements of activities because they do not meet the necessary criteria for recognition under GAAP.

Recent Accounting Guidance – In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASC 606) which outlines a single comprehensive revenue model for entities to use in accounting for revenue. The Foundation adopted ASC 606 as of January 1, 2019 using the modified retrospective transition method. The guidance did not have a significant impact on the Foundation's financial statements.

In June 2018, the FASB issued ASU 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made. The new guidance clarifies the definition of an exchange transaction and the criteria for evaluation whether contributions are unconditional or conditional. Effective January 1, 2019, the Foundation adopted ASU 2018-08 simultaneously with adoption of the new revenue standard, using the modified retrospective transition method. The guidance did not have a significant impact on the Foundation's financial statements.

Contributions Receivable – Contributions receivable are stated at the amount management expects to collect. Management considers all remaining contributions receivable to be fully collectible; accordingly, there is no allowance for doubtful accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Functional Expenses – The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include salaries and wages, employee benefits, payroll taxes, donated services, office expenses, contracted personnel, meetings and conferences, condo fees, utilities, insurance, and depreciation, which are allocated on the basis of estimates of time and effort.

Tax Status – The Foundation is a not-for-profit organization that is exempt from income taxes under section 501(c)(3) of the Internal Revenue Code (the Code), and is classified by the Internal Revenue Service as other than a private foundation. The Foundation is annually required to file a Return of Organization Exempt from Income Tax (Form 990) with the IRS. In addition, the entities are subject to income tax on net income that is derived from business activities that are unrelated to their exempt purposes. Management has determined that the Foundation is not subject to unrelated business income tax and is not required to file an Exempt Organization Business Income Tax Return (Form 990-T) with the IRS. The Foundation has also determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements

Subsequent Events – Management has evaluated subsequent events through October 30, 2020, the date the financial statements were available to be issued.

3. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

	2019	2018
Cash and cash equivalents	\$ 213,871	\$ 280,653
Contributions receivable	45,217	73,899
Interest receivable	2,998	3,182
Investments	781,010	 669,572
Financial assets available to meet cash needs for		
general expenditure within one year	\$ 1,043,096	\$ 1,027,306

As part of the organization's liquidity management plan, it invests cash in excess of daily requirements in short-term investments and money market funds.

4. INVESTMENTS

Investments are stated at fair value and consisted of the following at December 31:

	2019				2018			
	Cost Fair Value			Cost	<u>Fa</u>	air Value		
Exchange Traded Funds	\$	337,845	\$	547,053	\$	322,208	\$	431,807
Corporate Bonds		241,408		233,957		256,619		237,765
Total investments	\$	579,253	\$	781,010	\$	578,827	\$	669,572

5. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. Fair value should be based on the assumptions market participants would use when pricing an asset. GAAP establishes a fair value hierarchy that prioritizes investments based on those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets (observable inputs) and the lowest priority to an entity's assumptions (unobservable inputs). The Foundation groups assets at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 Unadjusted quoted market prices for identical assets or liabilities in active markets as of the measurement date.
- Level 2 Other observable inputs either directly or indirectly, including:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in non-active markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of the observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

Exchange Traded Fund (ETF): ETF's are investment companies that trade like stocks. Shares of ETF's may trade at prices above or below the value of their underlying portfolios. The price of an ETF is derived from and based upon the securities held by the ETF. The level of risk involved in the purchase or sale of an ETF is similar to the risk involved in the purchase or sale of a traditional common stock, except that the pricing mechanism for an ETF is based on a basket of securities. Thus, the risk of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile than the underlying securities. ETF's are subject to management fees and other fees that may increase their costs versus the costs of owning the underlying securities directly.

Corporate Bonds: Are valued using proprietary methodology that is designed to reflect current market conditions, receiving quotes from as many sources as possible including trades and listed markets, or are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

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, although the Foundation 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, the Foundation's investments measured at fair value on a recurring basis as of December 31, 2019 and 2018:

Investments at Fair Value as of December 31, 2019:

	Level 1]	Level 2	Total
Exchange Traded Funds	\$ 547,053	\$	-	\$ 547,053
Corporate Bonds	-		233,957	 233,957
Total investments at fair value	\$ 547,053	\$	233,957	\$ 781,010

Investments at Fair Value as of December 31, 2018:

	;	Level 1	;	Level 2	Total
Exchange Traded Funds	\$	431,807	\$	-	\$ 431,807
Corporate Bonds		_		237,765	 237,765
Total investments at fair value	\$	431,807	\$	237,765	\$ 669,572

5. FAIR VALUE MEASUREMENTS (CONTINUED)

Transfers Between Levels – The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based calculation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets. For the years ended December 31, 2019 and 2018 there are no significant transfers in or out of levels 1, 2, or 3.

The Foundation did not have any investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the years ended December 31, 2019 and 2018.

6. PROPERTY AND EQUIPMENT

Following is a summary of the Foundation's property and equipment at December 31:

	Estimated Life	2019	<u>2018</u>
Condominium Condominium improvements Equipment	30 years 10 years 5-10 years	\$ 691,322 9,519 37,963	\$ 691,322 9,519 37,963
		738,804	738,804
Less: Accumulated depreciation Total		(737,447) \$ 1,357	(720,936) \$ 17,868

7. NET ASSETS WITH DONOR RESTRICTIONS

There were no net assets with donor restrictions for the years ended December 31, 2019 and 2018.

Net assets released from net assets with donor restrictions are as follows:

	2	<u> 2019</u>	<u>2018</u>
Expiration of time restrictions	\$	-	\$ 15,000

8. ALLOCATION OF JOINT COSTS

During 2019 and 2018, the Foundation conducted activities that included requests for contributions, as well as litigation and organizational support. Those activities include direct mail campaigns, special events and direct solicitation. During 2019 and 2018 the costs of conducting those activities include a total of approximately \$644,000 and \$655,000, respectively, of joint costs, which are not specifically attributable to particular components of the activities (joint costs). These joint costs were allocated as follows:

	<u>2019</u>	<u>2018</u>
Fundraising	\$ 225,000	\$ 184,000
Litigation programs	291,000	343,000
Organizational support	128,000	128,000
Total	\$ 644,000	\$ 655,000

9. IN-KIND DONATIONS

During 2019 and 2018, services in the amount of \$13,194 and \$14,543, respectively, were donated to the Foundation. Services were for certain professional skills including financial statement review (\$5,000 for 2019 and 2018), printing (\$2,311 and \$1,500 for 2019 and 2018, respectively), legal services (zero and \$3,851 for 2019 and 2018, respectively) and legal internships (\$5,883 and \$4,192 for 2019 and 2018, respectively). The estimated fair market value of these services has been recorded in the accompanying financial statements as contribution revenue and corresponding expenses.

10. RISKS AND UNCERTAINTIES

The Foundation invests in various investment securities which may be exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statement of financial position and the statement of activities and changes in net assets.

The Foundation's condominium is part of a condominium association which has established a reserve fund. To the extent such reserve funds are not adequate to fund required improvements the Foundation may be subject to special assessments from the condominium association. The condominium association is planning to replace the building's elevator in the first quarter of 2021 and, as of the date of these financial statements, is finalizing the replacement of the building's cooling tower. In the first quarter of 2021 the condominium association will request a special assessment to cover these improvements, which may be paid in a lump sum or over a 10-year period. The amount of the assessment will be determined when the final cost of the projects is known.

11. SUBSEQUENT EVENTS

The World Health Organization declared the COVID-19 outbreak a public health emergency on January 30, 2020. As of October 30, 2020, the date the financial statements were available to be issued, management was not able to estimate the long-term future impact of the COVID-19 outbreak. However, the outbreak could have a material impact on the Foundation's financial position and cashflows.