



Resource Center Dallas and Affiliates

**Consolidated Financial Statements with Supplementary Schedule and
Compliance Reports
September 30, 2016 and 2015**

Resource Center Dallas and Affiliates

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Independent Auditors' Report

Board of Directors
Resource Center Dallas and Affiliates

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Resource Center Dallas and Affiliates (nonprofit organizations), which comprise the consolidated statements of financial position as of September 30, 2016 and 2015, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The financial statements of the Resource Center Dallas Foundation and Resource Center Title Holding Corporation were not audited in accordance with *Government Auditing Standards*.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Resource Center Dallas and Affiliates as of September 30, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Other Matters

Supplementary Schedule

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal and state awards, as required by Title 2 U.S. *Code of Federal Regulation (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for the purpose of additional analysis and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, such information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 8, 2017, on our consideration of Resource Center Dallas' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Resource Center Dallas' internal control over financial reporting and compliance.

Sutton Frost Cary

A Limited Liability Partnership

Arlington, Texas
March 8, 2017

Resource Center Dallas and Affiliate
Consolidated Statements of Financial Position
September 30, 2016 and 2015

	2016	2015
Assets		
Cash and cash equivalents	\$ 170,292	\$ 177,046
Investments	231,857	225,198
Grants receivable	946,952	531,155
Other receivables	46,769	-
Inventory	1,809	3,249
Prepaid expenses	-	959
Assets restricted for long-term purposes:		
Cash	1,200,343	3,637,707
Unconditional promises to give, net	479,024	675,679
Note receivable - new market tax credit	4,475,250	-
Deposits	9,288	9,288
Property and equipment, net	8,502,879	4,075,113
Endowment investments	1,931,427	1,654,289
Total assets	\$ 17,995,890	\$ 10,989,683
Liabilities and Net Assets		
Liabilities:		
Accounts payable	\$ 493,412	\$ 554,993
Accrued expenses	139,550	112,504
Line of credit	697,000	177,000
Note payable - new market tax credit	6,370,000	-
Long-term debt	-	1,128,465
Total liabilities	7,699,962	1,972,962
Net assets:		
Unrestricted:		
Undesignated	7,639,421	3,421,430
Board designated for the capital campaign	100,000	100,000
Total unrestricted net assets	7,739,421	3,521,430
Temporarily restricted	742,091	3,862,721
Permanently restricted	1,814,416	1,632,570
Total net assets	10,295,928	9,016,721
Total liabilities and net assets	\$ 17,995,890	\$ 10,989,683

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate
Consolidated Statement of Activities
Year Ended September 30, 2016

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and support:				
Contributions	\$ 1,170,901	\$ 1,528,529	\$ -	\$ 2,699,430
Government grants	3,279,527	-	-	3,279,527
Fees for services	202,576	-	-	202,576
Event ticket sales	85,365	-	-	85,365
Investment income	50,586	95,292	181,846	327,724
340B Program	647,991	-	-	647,991
Other	85,007	-	-	85,007
Net assets released from restrictions	4,635,511	(4,635,511)	-	-
Total revenue and support	10,157,464	(3,011,690)	181,846	7,327,620
Expenses:				
Program:				
Community center	1,799,170	-	-	1,799,170
Client services	1,621,320	-	-	1,621,320
Clinic services	1,129,642	-	-	1,129,642
Total program expense	4,550,132	-	-	4,550,132
Supporting services:				
Administrative	533,843	-	-	533,843
Capital campaign	204,614	-	-	204,614
Fundraising	650,884	-	-	650,884
Total supporting services	1,389,341	-	-	1,389,341
Total expenses	5,939,473	-	-	5,939,473
Bad debt loss	-	108,940	-	108,940
Total expenses and losses	5,939,473	108,940	-	6,048,413
Change in net assets	4,217,991	(3,120,630)	181,846	1,279,207
Net assets at beginning of year	3,521,430	3,862,721	1,632,570	9,016,721
Net assets at end of year	<u>\$ 7,739,421</u>	<u>\$ 742,091</u>	<u>\$ 1,814,416</u>	<u>\$ 10,295,928</u>

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate
Consolidated Statement of Activities
Year Ended September 30, 2015

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and support:				
Contributions	\$ 1,499,659	\$ 1,281,982	\$ -	\$ 2,781,641
Government grants	3,503,800	-	-	3,503,800
Fees for services	182,631	-	-	182,631
Event ticket sales	85,536	-	-	85,536
Investment income (loss)	(5,626)	34,952	(41,774)	(12,448)
Other	95,736	-	-	95,736
Net assets released from restrictions	610,765	(610,765)	-	-
Total revenue and support	5,972,501	706,169	(41,774)	6,636,896
Expenses:				
Program:				
Community center	1,533,205	-	-	1,533,205
Client services	1,586,452	-	-	1,586,452
Clinic services	1,120,708	-	-	1,120,708
Total program expense	4,240,365	-	-	4,240,365
Supporting services:				
Administrative	414,864	-	-	414,864
Capital campaign	213,588	-	-	213,588
Fundraising	586,702	-	-	586,702
Total supporting services	1,215,154	-	-	1,215,154
Total expenses	5,455,519	-	-	5,455,519
Change in net assets	516,982	706,169	(41,774)	1,181,377
Net assets at beginning of year	3,004,448	3,156,552	1,674,344	7,835,344
Net assets at end of year	\$ 3,521,430	\$ 3,862,721	\$ 1,632,570	\$ 9,016,721

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate
Consolidated Statement of Functional Expenses
Year Ended September 30, 2016

	Community Center	Client Services	Clinic Services	Total Program	Administrative	Capital Campaign	Fundraising	Total
Accounting/audit	\$ 5,228	\$ 3,855	\$ 4,438	\$ 13,521	\$ 3,463	\$ 1,000	\$ 2,326	\$ 20,310
Advertising/information services	48,483	508	628	49,619	800	-	5,005	55,424
Association dues	307	-	-	307	5,424	-	760	6,491
Auto repair/maintenance/gasoline	-	849	677	1,526	-	-	-	1,526
Bank service charges	-	-	-	-	21,992	1,965	-	23,957
Books	-	-	61	61	-	-	-	61
Building maintenance	31,203	19,931	23,960	75,094	4,508	4,766	7,430	91,798
Client payments	-	542,297	-	542,297	-	-	-	542,297
Condoms/lube/bleach Kits	677	-	-	677	-	-	-	677
Contract labor	65,124	41,734	49,184	156,042	16,312	45,489	88,365	306,208
Copying/printing	2,115	507	705	3,327	1,152	6,375	17,868	28,722
Corporate insurance	28,172	19,107	25,864	73,143	4,514	5,882	4,469	88,008
Credit card service charges	-	-	4,419	4,419	133	25,315	11,939	41,806
Depreciation	52,495	54,114	40,600	147,209	-	-	-	147,209
Donor prospecting	16	-	-	16	464	250	65	795
Drugs	342,179	-	-	342,179	-	-	-	342,179
Employee insurance benefits	84,669	65,371	82,788	232,828	28,312	3,579	35,234	299,953
Employee recruiting	575	90	-	665	2,835	-	312	3,812
Employee training/conferences	3,005	2,000	2,105	7,110	2,740	-	4,333	14,183
Equipment rentals	19,437	14,738	14,299	48,474	-	1,464	27,370	77,308
Event entry purchase	1,374	-	-	1,374	1,150	-	866	3,390
Food	41,259	248,152	250	289,661	4,406	1,373	5,556	300,996
Gaming prize fees	-	-	-	-	-	-	1,375	1,375
Interest and penalties	-	-	-	-	26,235	-	-	26,235
Lab work	82	55	88,199	88,336	6	-	27	88,369
Linen service	13	4,563	-	4,576	-	-	-	4,576
Medical supplies	16,377	-	29,037	45,414	-	-	-	45,414
Miscellaneous	-	-	-	-	2,811	4,973	-	7,784
Participation incentives	500	-	-	500	189	-	-	689
Payroll taxes	62,389	43,423	46,396	152,208	26,781	5,791	26,547	211,327
Property taxes	11	8	9	28	3	-	5	36
Permits/licenses	5,920	12,033	10,840	28,793	4,285	850	7,363	41,291
Postage	2,889	1,706	2,025	6,620	1,546	2,818	8,872	19,856
Rent	117,111	12,194	76,649	205,954	317	177	10,454	216,902
Salaries	754,743	488,267	579,478	1,822,488	349,442	76,895	319,872	2,568,697
Subscriptions	920	-	51	971	7	-	1,113	2,091
Supplies	48,860	8,561	7,003	64,424	14,539	15,652	40,947	135,562
Travel/mileage	8,350	2,599	-	10,949	2,058	-	2,144	15,151
Utilities	30,781	19,007	21,551	71,339	4,224	-	10,889	86,452
Vending machine expense	127	-	-	127	-	-	-	127
Voice/data communications	23,779	15,651	18,426	57,856	3,195	-	9,378	70,429
	<u>\$ 1,799,170</u>	<u>\$ 1,621,320</u>	<u>\$ 1,129,642</u>	<u>\$ 4,550,132</u>	<u>\$ 533,843</u>	<u>\$ 204,614</u>	<u>\$ 650,884</u>	<u>\$ 5,939,473</u>

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate
Consolidated Statement of Functional Expenses
Year Ended September 30, 2015

	Community Center	Client Services	Clinic Services	Total Program	Administrative	Capital Campaign	Fundraising	Total
Accounting/audit	\$ 5,513	\$ 6,028	\$ 3,846	\$ 15,387	\$ 1,674	\$ 1,851	\$ 588	\$ 19,500
Advertising/information services	58,946	-	-	58,946	25	5,383	8,214	72,568
Association dues	250	-	-	250	5,600	-	1,495	7,345
Auto repair/maintenance/gasoline	-	1,074	-	1,074	-	-	-	1,074
Bank service charges	-	-	-	-	16,545	1,997	2,444	20,986
Books	-	-	60	60	610	-	-	670
Building maintenance	19,502	10,477	15,179	45,158	-	-	2,863	48,021
Client payments	-	610,983	-	610,983	-	-	-	610,983
Condoms/lube/bleach kits	1,661	-	-	1,661	-	-	-	1,661
Contract labor	91,955	21,123	24,073	137,151	93,265	85,071	40,584	356,071
Copying/printing	1,355	514	294	2,163	1,677	1,745	25,340	30,925
Corporate insurance	5,533	12,033	9,849	27,415	4,357	1,492	5,972	39,236
Credit card service charges	28	2	3,254	3,284	-	19,046	10,201	32,531
Depreciation	26,281	16,296	35,921	78,498	-	-	-	78,498
Donor prospecting	-	-	-	-	45	3,000	609	3,654
Drugs	1,314	-	-	1,314	-	-	-	1,314
Employee insurance benefits	72,904	67,152	66,533	206,589	24,667	1,519	28,468	261,243
Employee recruiting	563	1,381	-	1,944	891	-	1,060	3,895
Employee training/conferences	1,532	602	2,946	5,080	2,197	-	4,877	12,154
Equipment rentals	22,341	10,911	12,182	45,434	872	2,227	26,546	75,079
Event entry purchase	8,285	-	-	8,285	550	-	408	9,243
Food	46,905	316,724	-	363,629	2,364	453	5,665	372,111
Gaming prize fee	625	-	-	625	-	-	750	1,375
Interest and penalties	-	-	-	-	7,262	24,000	-	31,262
Lab work	1,742	-	92,499	94,241	-	-	-	94,241
Linen services	27	4,169	-	4,196	-	-	76	4,272
Medical supplies	58,185	-	40,367	98,552	-	-	-	98,552
Participation incentives	625	-	-	625	-	-	-	625
Payroll taxes	63,243	33,126	49,490	145,859	16,943	2,126	26,303	191,231
Permits/licenses	3,457	15,496	2,466	21,419	2,579	1,550	5,047	30,595
Postage	3,184	1,784	2,755	7,723	229	1,100	4,969	14,021
Property taxes	374	207	325	906	-	15,951	-	16,857
Rent	134,070	28,283	85,521	247,874	64	-	36,600	284,538
Salaries	766,832	389,996	623,435	1,780,263	221,640	44,515	325,762	2,372,180
Subscriptions	639	-	-	639	120	-	199	958
Supplies	77,386	9,466	14,910	101,762	4,574	-	7,740	114,076
Travel/mileage	12,272	3,327	-	15,599	2,603	-	328	18,530
Utilities	25,160	17,133	22,084	64,377	1,239	562	8,501	74,679
Voice/data communications	20,516	8,165	12,719	41,400	2,272	-	5,093	48,765
	<u>\$ 1,533,205</u>	<u>\$ 1,586,452</u>	<u>\$ 1,120,708</u>	<u>\$ 4,240,365</u>	<u>\$ 414,864</u>	<u>\$ 213,588</u>	<u>\$ 586,702</u>	<u>\$ 5,455,519</u>

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate
Consolidated Statements of Cash Flows
Years Ended September 30, 2016 and 2015

	2016	2015
Cash flows from operating activities:		
Increase in net assets	\$ 1,279,207	\$ 1,181,377
Adjustments to reconcile increase in net assets to net cash used by operating activities:		
Depreciation	147,209	78,498
Provision for bad debt loss	108,940	(40,772)
Unrealized (gain) loss on investments	(240,708)	69,303
Change in discount on unconditional promises to give	(8,171)	2,743
Contributions restricted for capital campaign	(1,528,529)	(1,281,982)
Changes in operating assets and liabilities:		
Grants receivable	(415,797)	(177,447)
Other receivables	(46,769)	43,189
Inventory	1,440	1,183
Prepaid expenses	959	(959)
Deposits	-	(3,700)
Accounts payable	(61,581)	(68,504)
Accrued expenses	27,046	9,660
Net cash used by operating activities	(736,754)	(187,411)
Cash flows from investing activities:		
Purchases of property and equipment	(4,574,975)	(591,695)
Issuance of note receivable	(4,475,250)	-
Change in cash restricted for long-term purposes	2,437,364	(2,117,344)
Purchases of investments	(54,707)	(764,647)
Proceeds from sales of investments	11,618	799,668
Net cash used by investing activities	(6,655,950)	(2,674,018)
Cash flows from financing activities:		
Collections of contributions restricted for capital campaign	1,624,415	2,204,320
Proceeds from long-term debt	7,757,256	857,162
Payments on long-term debt	(2,515,721)	(40,455)
Draws on line of credit	890,000	812,000
Payments on line of credit	(370,000)	(1,105,000)
Net cash provided by financing activities	7,385,950	2,728,027
Decrease in cash and cash equivalents	(6,754)	(133,402)
Cash and cash equivalents at beginning of year	177,046	310,448
Cash and cash equivalents at end of year	\$ 170,292	\$ 177,046
Supplemental cash flow information - cash paid during the year for interest	\$ 79,165	\$ 31,262
Supplemental schedule of noncash investing and financing activities:		
Accrued purchases of construction in progress	\$ -	\$ 293,031
Refinancing of long-term debt	\$ -	\$ 271,303

See notes to consolidated financial statements.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

1. Organization

Resource Center Dallas (RCD) is a Texas nonprofit corporation founded in 1983 with a mission to empower the lesbian, gay, bisexual, and transgender (LGBT) communities and all people affected by HIV through improving health and wellness, strengthening family and communities and providing transformative education and advocacy.

Resource Center Dallas Foundation (Foundation) is a Texas nonprofit corporation formed on July 20, 2011. The purpose of the Foundation is to conduct and maintain a capital campaign for the construction and maintenance of a new facility to be built by RCD. The board of directors of RCD appoints the board of directors of the Foundation.

Resource Center Title Holding Corporation (Holding Corporation) is a Texas nonprofit corporation formed on June 7, 2016. The purpose of the Holding Corporation is to work with RCD to obtain New Market Tax Credit (NMTC) financing and hold title to this property. The board of directors of RCD elects the board of directors of the Holding Corporation.

RCD, the Foundation and the Holding Corporation are collectively referred to herein as the Center.

The Center is supported primarily by government and private grants and contributions from the general public.

2. Summary of Significant Accounting Policies

Consolidated Financial Statements

The consolidated financial statements include the accounts and transactions of RCD, the Foundation and the Holding Corporation. All significant inter-organizational accounts and transactions have been eliminated in consolidation.

Basis of Accounting

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP).

Financial Statement Presentation

Net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

Unrestricted net assets - Net assets not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor stipulations that will be met by actions of the Center and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that will never lapse thus requiring the funds to be maintained permanently by the Center. Generally, the donors of these assets permit the Center to use all or part of the income earned on related investments for general or specific purpose.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets.

Financial Instruments and Credit and Market Risk Concentrations

Financial instruments which are potentially subject to concentrations of credit risk consist principally of cash and cash equivalents, investments, unconditional promises to give and grants receivable. The Center places cash and cash equivalents, which at times may exceed the federally insured limits, with high credit quality financial institutions to minimize risk. The Center has not experienced losses on such assets. At September 30, 2016, the Center had uninsured balances totaling \$725,282.

The Center's investments are subject to various risks, such as interest rate, credit and overall market volatility risks. Further, because of the significance of investments to the Center's financial position and the level of risk inherent in most investments, it is reasonably possible that changes in the values of the investments could occur in the near term and such changes could materially affect the amounts reported in the consolidated financial statements. Management is of the opinion that the diversification of its invested assets among the various asset classes should mitigate the impact of changes.

Unconditional promises to give are unsecured and are due from various donors. Grants receivable are unsecured and are due from government agencies under cost reimbursement grants. The Center continually evaluates the collectability of unconditional promises to give and grants receivable and maintains allowances as necessary.

The Center received approximately 44% and 55% of its total support for the years ended September 30, 2016 and 2015, respectively, from U.S. Department of Health and Human

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

Services grants passed through to the Center from the Texas Department of State Health Services or Dallas County Health and Human Services.

At September 30, 2016, balances due from three donors totaled 33% of total unconditional promises to give. At September 30, 2015, balances due from three donors totaled 34% of total unconditional promises to give.

Cash and Cash Equivalents

The Center considers highly liquid investments available for current use with original maturities of three months or less to be cash equivalents. The Center classifies cash and money market accounts held by external investment managers as investments as these funds are not readily available for operations.

Restricted Cash

Cash restricted for long-term purposes represents donor-restricted contributions for the capital campaign and cash held in separate accounts to be used for construction and debt service as required by NMTC agreements.

Investments

Investment income and capital appreciation/depreciation earned on investments is reported in unrestricted net assets unless otherwise restricted by the donor or applicable law. All investments are carried at fair value with the related gains and losses included in the consolidated statements of activities.

Note Receivable

The note receivable – NMTC is collateralized by the membership interests related to the NMTC transaction (see Notes 5 and 8) and is stated at the principal amount. The Center has one class of financing receivables from a highly credible institution. Management assesses the credit quality of the NMTC note based on indicators such as collateralization and collection experience. As of September 30, 2016 no allowance has been established.

Unconditional Promises to Give and Grants Receivable

Unconditional promises to give are recorded at the estimated fair value when made and grants receivable are recorded based on the reimbursable amount incurred or at the invoiced amount. The collectability of the Center's receivables is reviewed on an ongoing basis, using an assessment of the current status of individual accounts and current economic conditions.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

Property and Equipment

Property and equipment are stated at cost or, if acquired by gift, at the fair market value at the date of gift. The Center capitalizes expenditures for property and equipment with useful lives in excess of one year. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Center reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets, which range from five to forty years.

Impairment of Long-Lived Assets

The Organization regularly evaluates its long-lived assets for indicators of possible impairment. Should impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset's fair value. No impairment losses were recognized for the years ended September 30, 2016 and 2015.

Revenue Recognition

Contributions are generally recorded only upon receipt, unless evidence of an unconditional promise to give has been received. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of the amounts expected to be collected. Conditional promises to give are not included as support until such time as the conditions are substantially met. Contributions are recognized as temporarily or permanently restricted if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statements of activities as net assets released from restrictions. Contributions of materials are recorded at their estimated fair value.

Government grants are recognized as contract terms are fulfilled. Cost reimbursement grants are recognized as support when the allowable costs are incurred. Fees for contract services are recognized as revenue when the contracted services are performed

The Center's costs incurred under its government grants are subject to audit by government agencies. Management believes that disallowance of costs, if any, would not be material to the financial position or changes in net assets of the Center.

The Center receives a substantial amount of services donated by individuals interested in the Center's programs. Volunteers have contributed their time to the Center in the areas of the Food Pantry, Nelson-Tebedo Clinic, telephone hot-line, office, clerical support and fundraising.

Donated services are recognized as contributions if the services create or enhance nonfinancial assets or require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Center. It is estimated that volunteers have contributed 41,102

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

and 50,606 hours of time for the years ended September 30, 2016 and 2015, respectively. No donated services were utilized that met the criteria to be recorded as revenue in the Center's consolidated financial statements.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Functional Allocation of Expenses

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

Income Taxes

RCD and the Foundation are nonprofit publicly supported organizations, as defined in Section 501(c)(3) of the Internal Revenue Service Code (IRC) that are exempt from federal income taxes under Section 509(a) of the IRC. The Holding Corporation is exempt from federal income taxes under IRC Section 501(c)(2). The Center did not conduct any unrelated business activities that would be subject to federal income taxes and had no uncertain tax positions. Therefore, no tax provision or liability has been reported in the accompanying consolidated financial statements.

GAAP requires the evaluation of tax positions taken in the course of preparing the Center's tax returns and recognition of a tax liability (or asset) if the Center has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service (IRS). Management has analyzed the tax positions taken by the Center, and has concluded that as of September 30, 2016 or 2015, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. Each entity's Federal Return of Organization Exempt from Income Tax is subject to examination by the IRS for three years from the date of filing.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

3. Fair Value of Financial Instruments

Under the Fair Value Measurements and Disclosures topic of the Codification, ASC 820, disclosures are required about how fair value is determined for assets and liabilities and a hierarchy for which these assets and liabilities must be grouped is established, based on significant levels of inputs as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices available in active markets;
- Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable
- Level 3 - Inputs to the valuation methodology are unobservable inputs in which little or no market data exists, therefore requiring an entity to make its own assumptions.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies for assets and liabilities measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

Money market funds and cash equivalents: Valued using \$1 for the net asset value (NAV).

Common stock and exchange traded funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the NAV of shares held by the Center at year end. The NAV is a quoted price in an active market.

The investments held by the Center are measured using Level 1 inputs.

Resource Center Dallas and Affiliate
Notes to Consolidated Financial Statements

The following table presents the financial instruments carried at fair value as of September 30:

	<u>2016</u>	<u>2015</u>
Money market funds and cash equivalents	\$ 100,705	\$ 100,450
Common stock:		
Basic industry	60,222	-
Capital goods	126,048	98,488
Consumer goods	181,756	216,509
Consumer services	161,669	129,062
Financial	137,401	76,461
Healthcare	120,022	129,684
Technology	132,802	110,425
Utilities	351,503	297,447
Energy	172,920	146,007
Real estate	45,355	48,206
Other	2,036	1,814
Exchange traded funds -		
Bond	-	16,510
Mutual funds:		
Income funds	163,046	169,595
Bond	177,979	127,063
Index funds	229,820	211,766
	<u>\$ 2,163,284</u>	<u>\$ 1,879,487</u>

Investment income consists of the following for the year ended September 30, 2016:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Interest and dividend income	\$ 16,287	\$ 70,729	\$ -	\$ 87,016
Unrealized gain on investments	34,299	24,563	181,846	240,708
	<u>\$ 50,586</u>	<u>\$ 95,292</u>	<u>\$ 181,846</u>	<u>\$ 327,724</u>

Investment income (loss) consists of the following for the year ended September 30, 2015:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Interest and dividend income	\$ 4,181	\$ 52,674	\$ -	\$ 56,855
Unrealized loss on investments	(9,807)	(17,722)	(41,774)	(69,303)
	<u>\$ (5,626)</u>	<u>\$ 34,952</u>	<u>\$ (41,774)</u>	<u>\$ (12,448)</u>

Resource Center Dallas and Affiliate
Notes to Consolidated Financial Statements

4. Unconditional Promises to Give

Unconditional promises to give at September 30, 2016 and 2015 were as follows:

	<u>2016</u>	<u>2015</u>
Amounts due in:		
Less than one year	\$ 403,750	\$ 447,507
One to five years	<u>131,444</u>	<u>272,513</u>
Subtotal	535,194	720,020
Less allowance for doubtful pledges	(45,637)	(25,637)
Less discount to present value	<u>(10,533)</u>	<u>(18,704)</u>
Unconditional promises to give, net	<u>\$ 479,024</u>	<u>\$ 675,679</u>

Unconditional promises to give beyond September 30, 2016 are valued using a discount rate of 2.0%.

5. Note Receivable - NMTC

The note receivable – NMTC is due from Chase NMTC Resource Center Investment Fund, LLC (an unrelated party) with interest at 1% per annum until December 10, 2024; at which point interest and principal payments of \$227,628 will be due annually until maturity on December 1, 2045. The note is collateralized by a security interest in the membership interests of the community development entity, DDF Juliet, LLC.

The loan and regulatory agreement restricts the use of the funds to the Holding Corporation who qualifies as a qualified active low-income community business for the term of the note. The balance due to the Center at September 30, 2016 is \$4,475,250 (see Note 8).

The interest income on the note receivable – NMTC is approximately \$44,750 per year.

Resource Center Dallas and Affiliate
Notes to Consolidated Financial Statements

6. Property and Equipment

Property and equipment consists of the following at September 30:

	2016	2015
Land	\$ 2,399,391	\$ 2,399,391
Building and improvements	6,916,709	1,423,959
Furniture and equipment	747,841	725,593
Vehicles	20,711	20,711
Capitalized interest	72,031	-
Construction in progress	-	1,012,053
	10,156,683	5,581,707
Less accumulated depreciation	(1,653,804)	(1,506,594)
Property and equipment, net	\$ 8,502,879	\$ 4,075,113

7. Line of Credit

The Center has a line of credit with a bank allowing the Center to borrow up to \$700,000. The line of credit bears interest at the *Wall Street Journal* prime rate (3.5% at September 30, 2016) and matures on June 8, 2017. The line of credit is secured by equipment, inventory and receivables. The balance outstanding on the line at September 30, 2016 and 2015 totaled \$697,000 and \$177,000, respectively.

8. Long-Term Debt

Construction Loan

In May 2015, the Center entered into a credit facility agreement with a bank for up to \$4,000,000 to finance the construction of a new building, renovate the Reagan Street property and refinance existing debt on the property. The agreement requires monthly payments of interest only through the construction completion date in May 2016, at which time the outstanding balance is due on demand or if no demand is made then in monthly principal and interest payments through May 2036. The construction loan bears interest at 4.25% and is secured by a deed of trust. The balance outstanding on the construction loan at September 30, 2015 totaled \$1,128,465. During the year ended September 30, 2016, the Center made additional draws on the construction loan in the amount of \$1,387,256. The construction loan was paid off in July 2016.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

New Market Tax Credit Financing

On July 7, 2016, RCD entered into a NMTC financing transaction to partially fund the construction of a new community center and renovate an existing facility. As part of the transaction, RCD made a loan of \$4,475,250 to Chase NMTC Resource Center Investment Fund, LLC (Investment Fund). The loan is due December 1, 2045 and carries an annual interest rate of 1% (see Note 5).

RCD entered into a short term bridge loan in order to fund its loan to the Investment Fund. The bridge loan was with JPMorgan Chase Bank, N.A. for \$4,475,250 at an annual rate of 8.5%. The bridge loan was due on July 8, 2016 and was to be repaid as the proceeds from the loan from DDF Juliet, LLC were received by RCD. On July 8, 2016, proceeds from the DDF Juliet, LLC loan were received and the loan was retired.

In conjunction with RCD's loan, Chase Community Equity, LLC (NMTC Investor), a Delaware corporation, contributed \$2,154,750 to the Investment Fund. The NMTC Investor will receive tax credits in return for its investment in the Investment Fund. The Investment Fund used the collective proceeds from RCD and the NMTC Investor to fund a Community Development Entity (CDE), DDF Juliet, LLC.

The Holding Corporation entered into a \$6,370,000 loan agreement with DDF Juliet, LLC. The loan consists of two tranches, Loan A in the amount of \$4,475,250 and Loan B in the amount of \$1,894,750, both of which have an interest rate of 1.256% per annum. Interest payments are due and payable annually, in arrears, beginning December 1, 2016. Commencing on December 1, 2024, annual payments of principal and interest in the amount of \$279,651 are due in arrears until maturity. The loan matures on December 1, 2050. The loan is secured by a deed of trust, security agreement, assignment of rents and leases and financing statement on the Cedar Springs and Reagan properties.

The NMTCs were allocated in this transaction pursuant to Section 45D of the IRC. After the seven-year NMTC compliance period expires, it is anticipated that the NMTC Investor will exercise its put option to sell its ownership interest in the Investment Fund to RCD for \$1,000. If the NMTC Investor does not exercise that put option then the put and call agreement allows RCD to exercise a call option to purchase the interest in the Investment Fund at an appraised fair value. Immediately after the exit transactions are completed, RCD will be the holder of the Investment Fund's note payable and, as such the loan will be eliminated in the consolidated financial statements. It is anticipated that the loans will be discharged.

Resource Center Dallas and Affiliate
Notes to Consolidated Financial Statements

Principal amounts due for the loans for the next five years ended September 30 and thereafter are as follows:

2017	\$	-
2018		-
2019		-
2021		-
2022		-
Thereafter		<u>6,370,000</u>
	<u>\$</u>	<u>6,370,000</u>

9. Temporarily Restricted Net Assets

Temporarily restricted net assets consist of amounts restricted by donors for the following purposes at September 30:

	<u>2016</u>	<u>2015</u>
Capital campaign	\$ 625,080	\$ 3,841,002
Endowment earnings	<u>117,011</u>	<u>21,719</u>
	<u>\$ 742,091</u>	<u>\$ 3,862,721</u>

10. Permanently Restricted Net Assets

At September 30, 2016 and 2015, permanently restricted net assets consist of endowment funds to be held indefinitely, the income from which is expendable to support program services.

11. Leases

The Center leases facilities and equipment to conduct its programs under non-cancelable operating lease agreements expiring through 2018. The following is a schedule of future minimum lease payments under these lease agreements for the years ending September 30:

2017	\$	131,337
2018		38,415

Rent expense related to facilities and equipment under non-cancelable operating lease agreements was approximately \$295,000 and \$260,000 for the years ended September 30, 2016 and 2015, respectively.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

12. In-kind Contributions

The Center receives various in-kind donations of supplies, food and advertising that are provided to clients in its programs or used in operations. The estimated fair market value of these items are reflected in the accompanying consolidated statements of activities as contributions and expense in the amounts of \$184,987 and \$183,161 for the years ended September 30, 2016 and 2015, respectively.

13. 340B Program

In October 2015 the Center was approved as a covered entity in the 340B program, which is administered by the U.S. Department of Health and Human Services Health Resources and Services Administration (HRSA). As a covered entity, as defined in section 340B of the public health service act, the Center is authorized to purchase certain outpatient drugs at reduced prices. The Center provides this service through service agreements with pharmacies. As of September 30, 2016, the Center has contracts with three pharmacies: Walgreens, AVITA, and American Specialty Pharmacy. The Center purchases the drugs and the contracted pharmacies order and dispense the drugs to the Center's eligible clients. The pharmacy bills the insurance company for the prescription, receives payment from the insurance company, and retains a management fee. The remaining payment is submitted to the Center by the pharmacy. Under the 340B program the Center is required to expend the excess funds to provide more services and better the organization as a whole. For the year ended September 30, 2016, revenue generated under the 340B program totaled \$647,991.

14. Retirement Plan

The Center adopted a tax-deferred plan under Section 403(b) of the IRC effective September 1, 1994. The plan provides that employees who work at least 30 hours per week for 90 days after hire are eligible to participate. Contributions to the plan are funded entirely by participants.

15. Endowment Funds

The Center's endowment consists of two donor-restricted funds established for program purposes. As required by GAAP, net assets associated with endowment funds, including funds designated by the board of directors, are classified and reported based on the existence or absence of donor-imposed restrictions.

On April 15, 1996, the Center established The John Thomas Permanent Endowment Fund for the Foundation of Human Understanding (Fund). Distributions from the Fund generally shall not exceed annual earnings; however, the finance committee may make distributions in excess of annual earnings, but only upon the approval of the board of directors. The balance in the Fund as of September 30, 2016 and 2015 is \$182,468.

Resource Center Dallas and Affiliate

Notes to Consolidated Financial Statements

On April 23, 2006, the Center received an endowment to establish the Clair and Bill MODEL Program Services Endowment Fund (MODEL Fund). The investment income may be used to pay for the Center's program services. The balance in the MODEL Fund as of September 30, 2016 and 2015 is \$1,631,948 and \$1,450,102, respectively.

Interpretation of Relevant Law

The board of directors of the Center has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Center classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Center in a manner consistent with the standard of prudence prescribed by UPMIFA.

In accordance with the UPMIFA, the Center considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration of preservation of the fund
2. The purposes of the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the Center
7. The Center's investment policies

Endowment Investment and Spending Policies

The Center has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the principal of the endowment assets. The Center has a spending policy of appropriating for distribution each year an amount deemed prudent to carry out the charitable purposes of the Center. Distributions consist of net investment income and may, under certain conditions, include a portion of the cumulative realized and unrealized gains.

To achieve that objective, the Center has adopted an investment policy that attempts to maximize total return consistent with an acceptable level of risk. Endowment assets are

Resource Center Dallas and Affiliate
Notes to Consolidated Financial Statements

invested in a well-diversified asset mix, which may include money market fund shares, commercial paper, certificates of deposit, fixed income securities, equity-based securities and mutual funds. The Center expects its endowment funds, over time, to yield annual results of 4% plus inflation. Actual results in any given year may vary from this amount.

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Center to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported as decreases in unrestricted net assets. There were no deficiencies in donor-restricted endowment funds as of September 30, 2016 and 2015.

Changes in the endowment funds by net asset classification for the years ended September 30, 2016 and 2015 are as follows:

	2016		
	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 21,719	\$ 1,632,570	\$ 1,654,289
Dividend and interest income	70,729	-	70,729
Net realized and unrealized gain	24,563	181,846	206,409
Endowment net assets, end of year	\$ 117,011	\$ 1,814,416	\$ 1,931,427

	2015		
	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 76,196	\$ 1,674,344	\$ 1,750,540
Dividend and interest income	52,674	-	52,674
Net realized and unrealized gain (loss)	(17,722)	(41,774)	(59,496)
Appropriation of assets for expenditure	(89,429)	-	(89,429)
Endowment net assets, end of year	\$ 21,719	\$ 1,632,570	\$ 1,654,289

16. Subsequent Events

Management has evaluated subsequent through March 8, 2017 the date which the consolidated financial statements were available to be issued, and concluded that no additional adjustments or disclosures are required.

Resource Center Dallas
Schedule of Expenditures of Federal and State Awards
Year Ended September 30, 2016

<u>Federal or State Grantor/Pass-through Grantor/Program Title</u>	<u>CFDA #</u>	<u>Expenditures</u>
U.S. Department of Health and Human Services:		
Texas Department of State Health Services via Dallas County Health and Human Services:		
HIV Emergency Relief Projects Grant, Ryan White Title I and Part A Formula Funding	93.914	\$ 2,050,118
HIV Care Formula Grants, Ryan White Title II and Part B Formula Funding	93.917	164,480
Texas Department of State Health Services:		
HIV Prevention Activities Health Department Based, HERR/PCPE and HIV Planning Prevention	93.940	<u>917,404</u>
Total expenditures of federal awards		<u>3,132,002</u>
Texas Department of State Health Services via Dallas County Health and Human Services -		
HIV Health and Social Services Grant	N/A	<u>147,524</u>
Total expenditures of state awards		<u>147,524</u>
Total expenditures of federal and state awards		<u>\$ 3,279,526</u>

See notes to schedule of expenditures of federal and state awards.

Resource Center Dallas
Notes to Schedule of Expenditures of Federal and State Awards
Year Ended September 30, 2016

1. Basis of Presentation

The accompanying schedule of expenditures of federal and state awards (Schedule) includes the federal and state grant activity of Resource Center Dallas. The information in this Schedule is presented in accordance with the requirements of Title 2 *U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Resource Center Dallas, it is not intended to and does not present the financial position, changes in net assets, or cash flows of Resource Center Dallas.

2. Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or limited as to reimbursement. The Center has not elected to use the 10 percent de minimus indirect cost rate as allowed under the Uniform Guidance.

Report of Independent Auditors on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Board of Directors
Resource Center Dallas

We have audited the consolidated financial statements of Resource Center Dallas and Affiliates, which comprise the consolidated statement of financial position as of September 30, 2016, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated March 8, 2017. We conducted our audit in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. The financial statements of Resource Center Dallas Foundation and Resource Center Title Holding Corporation were not audited in accordance with *Government Auditing Standards* and, accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with Resource Center Dallas Foundation or Resource Center Title Holding Corporation.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Resource Center Dallas' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Resource Center Dallas' internal control. Accordingly, we do not express an opinion on the effectiveness of Resource Center Dallas' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during

our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Resource Center Dallas' consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of the consolidated financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Resource Center Dallas' internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



A Limited Liability Partnership

Arlington, Texas
March 8, 2017

Report of Independent Auditors on Compliance for Each Major Federal Program and on Internal Control over Compliance Required by the Uniform Guidance

Board of Directors
Resource Center Dallas

Report on Compliance for Each Major Federal Program

We have audited Resource Center Dallas' compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on Resource Center Dallas' major federal program for the year ended September 30, 2016. Resource Center Dallas' major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of the Resource Center Dallas' major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with U.S. generally accepted auditing standards; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Resource Center Dallas' compliance.

Opinion on Major Federal Program

In our opinion, Resource Center Dallas complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended September 30, 2016.

Report on Internal Control over Compliance

Management of Resource Center Dallas is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Resource Center Dallas' internal control over compliance with the types of requirements that could have a direct and material effect on its major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for its major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Resource Center Dallas' internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



A Limited Liability Partnership

Arlington, Texas
March 8, 2017

Resource Center Dallas
Schedule of Findings and Questioned Costs
Year Ended September 30, 2016

Section I – Summary of Auditors’ Results

Consolidated Financial Statements

Type of auditors’ report issued: Unmodified

Internal control over financial reporting:

- Material weaknesses identified? _yes _no
- Significant deficiencies identified? _yes _none reported

Noncompliance material to consolidated financial statements noted? _yes _no

Federal Awards

Internal control over major programs:

- Material weaknesses identified? _yes _no
- Significant deficiencies identified? _yes _none reported

Type of auditors’ report issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? _yes _no

Identification of major federal programs:

<u>CFDA Number</u>	<u>Name of Federal Program</u>
93.914	HIV Emergency Relief Projects Grant

Dollar threshold used to distinguish between type A and type B programs: \$750,000

Auditee qualified as low-risk auditee? _yes _no

Section II – Consolidated Financial Statement Findings

None

Section III – Federal Award Findings and Questioned Costs

None

**Resource Center Dallas
Summary Schedule of Prior Audit Findings
Year Ended September 30, 2016**

None