AUDITED FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION

Years Ended December 31, 2016 and 2015

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INDEPENDENT AUDITOR'S REPORT

To the Boards of Directors of Hudson Link for Higher Education in Prison, Inc.

We have audited the accompanying financial statements of Hudson Link for Higher Education in Prison, Inc. (the "Organization"), which comprise the statement of financial position as of December 31, 2016, and the related statements of activities, 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.

Auditor's 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 Hudson Link for Higher Education in Prison, Inc. as of December 31, 2016, 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.

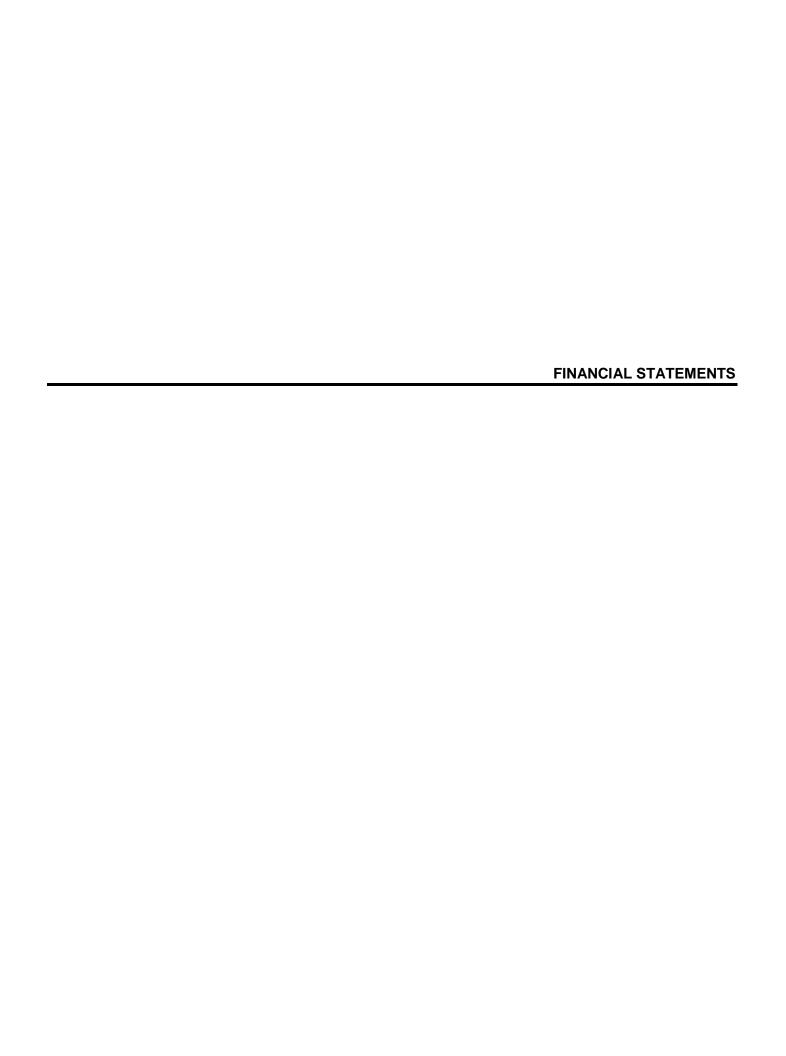
Prior Period Financial Statements

The financial statements of Hudson Link for Higher Education in Prison, Inc. as of December 31, 2015, were audited by other auditors whose report dated August 24, 2016, expressed an unmodified opinion on those statements.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of functional expenses are presented for purposes of additional analysis and are 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 supplementary information has been subjected to the auditing procedures applied in the audits 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 for the year ended December 31, 2016 is fairly stated in all material respects in relation to the financial statements as a whole.

New York, NY June 9, 2017



HUDSON LINK FOR HIGHER EDUCATION IN PRISON, INC. STATEMENTS OF FINANCIAL POSITION

	December 31,					
	2016			2015		
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents Investments	\$	140,455 8,057	\$	859,367		
Pledge receivable		59,220		41,866		
Prepaid expenses		13,555		11,172		
Total current assets		221,287		912,405		
PROPERTY AND EQUIPMENT, NET		757,101		63,466		
OTHER LONG TERM ASSETS		40,429		35,810		
	<u>\$</u>	1,018,817	\$	1,011,681		
LIABILITIES AND NET ASSETS						
CURRENT LIABILITIES						
Accounts payable and accrued expense	\$	39,778	\$	48,728		
Loan payable		85,000				
Total current liabilities		124,778		48,728		
NET ASSETS						
Unrestricted net assets		778,533		388,385		
Temporarily restricted net assets		115,506		574,568		
Total net assets		894,039		962,953		
	\$	1,018,817	\$	1,011,681		

HUDSON LINK FOR HIGHER EDUCATION IN PRISON, INC. STATEMENT OF ACTIVITIES

	Years Ended December 31,					
	2016			2015		
UNRESTRICTED NET ASSETS						
Support and revenue						
Donated educational services	\$	4,181,339	\$	3,226,726		
Grants and contributions		466,834		386,541		
Special fundraising events		283,859		277,026		
Donated alumni transitional		38,771		34,323		
Miscellaneous revenue		7,430		6,317		
Program fees/student registrations		5,740		1,903		
Donated professional services		3,500		3,500		
Investment and interest income		3,360		5,627		
		4,990,833		3,941,963		
Net assets released from restrictions:						
Satisfaction of program restrictions		992,533		419,864		
Total support and revenue		5,983,366		4,361,827		
EXPENSES						
Program services						
Education		4,995,969		3,802,319		
Alumni transition		189,690		212,877		
Supporting services						
Management and administrative		154,184		99,725		
Fundraising		253,375		231,659		
Total expenses		5,593,218		4,346,580		
Increase in unrestricted net assets		390,148		15,247		
TEMPORARILY RESTRICTED NET ASSETS Support and revenue						
Grants and contributions		533,471		965,210		
		533,471		965,210		
Net assets released from restrictions:						
Restrictions satisfied by payments		(992,533)		(419,864)		
Decrease in temporarily restricted net assets		(459,062)		545,346		
CHANGE IN NET ASSETS		(68,914)		560,593		
NET ASSETS, Beginning		962,953		402,360		
NET ASSETS, Ending	\$	894,039	\$	962,953		

HUDSON LINK FOR HIGHER EDUCATION IN PRISON, INC. STATEMENTS OF CASH FLOWS

	Years Ended December 31,					
		2016		2015		
OPERATING ACTIVITIES						
Change in net assets	\$	(68,914)	\$	560,593		
Adjustments to reconcile change in net assets to						
net cash used in operating activities:						
Depreciation and amortization		39,845		24,683		
Unrealized gain on investments		(542)		-		
Changes in:						
Pledge receviable		(17,354)		6,506		
Prepaid expenses		(2,383)		976		
Other long term assets		(12,619)		(5,004)		
Accounts payable and accrued expenses		(8,950)		(100,727)		
Net cash used in operating activities		(70,917)		487,027		
INVESTING ACTIVITIES						
Purchases of fixed assets		(725,480)		(2,994)		
Purchases of investments		(7,51 <u>5</u>)		_		
Net cash used in investing activities		(732,995)		(2,994)		
FINANCING ACTIVITIES						
Proceeds from loan payable		100,000		_		
Repayments of loan		(15,000)		-		
Net cash provided by financing activities		85,000				
NET DECREASE IN CASH AND CASH EQUIVALENTS		(718,912)		484,033		
CASH AND CASH EQUIVALENTS, Beginning		859,367		375,334		
CASH AND CASH EQUIVALENTS, Ending	\$	140,455	\$	859,367		

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 1 — ORGANIZATION

Hudson Link for Higher Education in Prison, Inc. (the "Organization") located in Ossining, New York, was formed in 2000 as a not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code to provide college education, life skills, and re-entry support to incarcerated men and women to help them make a positive impact on their own lives, their families and communities, resulting in lower rates of recidivism, incarceration, and poverty.

In 2016, the Organization offered credit and non-credit classes to enrolled individuals at Sing Sing Correctional facility, Fishkill Correctional facility, Sullivan Correctional facility, Taconic Correctional facility, Greene Correctional facility, and Shawangunk Correctional facility. A total of 113 credit classes and 7 non-credit classes were offered.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Organization's significant accounting policies is as follows:

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 are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

<u>Unrestricted Net Assets</u> – Net assets that are not subject to donor-imposed stipulations.

<u>Temporarily Restricted Net Assets</u> – Net assets that are subject to donor-imposed stipulations that may or will be met, either by actions of the Organization 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 assets released from restrictions.

Cash and Cash Equivalents

The Organization considers all highly liquid investments with a maturity of three months or less when acquired to be cash equivalents. Cash and cash equivalents are maintained in Federal Deposit Insurance Corporation ("FDIC") insured accounts at credit qualified financial institutions. At times, such amounts may exceed the FDIC insurance limits. At December 31, 2016, the uninsured balance totals approximately \$8,000.

Fair Value of Financial Instruments

Fair Value Measurements and Disclosures provides the framework for measuring fair value and provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments (Continued)

The Organization measures certain financial assets and liabilities at fair value on a recurring basis in the consolidated financial statements. The hierarchy ranks the quality and reliability of inputs, or assumptions, used in the determination of fair value and requires financial assets and liabilities carried at fair value to be classified and disclosed in one of the following three categories:

- Level 1 Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset or liability's anticipated life.
- Level 3 Inputs are unobservable and cannot be corroborated by observable market data. Inputs generally reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the inputs of the model.

The availability of observable inputs can vary and is affected by a wide variety of factors. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly the degree of judgment exercised by the Organization in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes the level in the fair value measurement in its entirety is based on the lowest level input that is significant to the fair value measurement in its entirety.

Investments

Investments are reported at fair value and are classified at level 1. The investment balance amounted to \$8,057 and \$0 at December 31, 2016 and 2015, respectively, and is reflected in cash and cash equivalents in the accompanying statement of financial position. Investment income, which consists of interest and dividend income earned, realized and unrealized gains or losses on those investments, is included in the statements of activities.

Pledge Receivable

Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restriction expires in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily restricted net assets, depending on the restriction. When a restriction expires, temporarily restricted assets are reclassified to unrestricted net assets. Pledge receivables are expected to be collected during the next fiscal year and are recorded at net present value. The Organization did not receive any permanently restricted net assets during the years ended December 31, 2016 and 2015.

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation. Maintenance and repairs of a routine nature are charged to expense while those that extend the life of existing properties are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets.

Donations of property and equipment are recorded as support at their estimated fair value when received. Such donations are recorded as unrestricted unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are recorded as temporarily restricted support.

Intangible Assets

Intangible assets consist of website development costs. The Organization's policy is to review intangible assets with finite lives for possible impairment whenever events and circumstances indicate that the carrying value may not be recoverable. If forecasted undiscounted cash flows to be generated by the asset are not expected to be adequate to recover the asset's carrying value, an impairment charge is recorded for the excess of the asset's carrying value over its estimated fair value. Fair values are determined based on discounted cash flows, quoted market values or external appraisals as applicable.

Intangible assets were amortized over their estimated useful lives of 56 months. Amortization expense amounted to \$8,000 and \$6,000 for the years ended December 31, 2016 and 2015, respectively. The intangible asset cost of \$30,000 at December 31, 2015 was fully amortized and written off at December 31, 2016.

Contributions In-Kind

The Organization receives significant support for its operations in the form of contributed professional services, educational credits, furniture and equipment, and professional clothing for released individuals entering the work force. The accounting treatment for these contributions is as follows:

Donated Professional Services and Other

The Organization relies on the donated services from a variety of unpaid volunteers assisting the programs in order to carry out its mission. At times, the Organization receives the donated time and expertise of certain professionals the Organization would typically be required to pay in order to carry out certain specialized programs, events, and general operations. When the criteria for recognition has been met, the value of these professional services is recognized in the statement of activities.

In addition to professional services, the Organization occasionally receives equipment, computers, printers, furniture, and professional clothing for use in its programs and offices. When the criteria for recognition has been met, the value of these items received is recognized in the statement of activities.

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions In-Kind (Continued)

Donated Educational Services

The Organization partners with several educational institutions to carry out its programs. Some of these educational institutions provide their classes to the Organization at a discounted per credit rate or at no cost. The Organization recognizes the value of these contributions when received.

Concentrations

The Organization relies heavily on donations and grants to fund its programs. In 2016 and 2015, a large portion of its monetary support was from ten major donors, which accounted for approximately 64% and 56% of its total monetary support for the years ended December 31, 2016 and 2015, respectively.

The Organization, in partnership with accredited institutions of higher learning, offers pre-college classes and for-credit college courses to incarcerated men and women at local prisons. If the accredited institutions terminated their involvement, the Organization would be forced to seek other educational institutions to provide these courses. In addition, the Organization has been able to continue their programs with the support of the administration of the prisons. If the support and cooperation by the prisons discontinued, the programs would be jeopardized. For the year ended December 31, 2016, three institutions account for 84% of the Company's donated educational services. For the year ended December 31, 2015, two institutions accounted for 83% of the Company's donated educational services.

Income Taxes

The Organization is a corporation organized under the Not-For-Profit Corporations laws as described in Section 501(c)(3) of the Internal Revenue Code (IRC).

Expense Allocation

The costs of providing various programs and other activities 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.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles 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. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to prior year financial statements to conform to the current year presentation.

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

For purposes of preparing this financial statement the Organization considered events through June 9, 2017, the date these consolidated financial statements are available for issuance.

NOTE 3 — PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	December 31,					
			2015			
Building	\$	714,014	\$	-		
Computers and equipment		65,010		83,052		
Furnitures and fixtures		59,274		56,738		
Software		14,690		14,334		
		852,988		154,124		
Less: accumulated depreciation		95,887		90,658		
	\$	757,101	\$	63,466		

On April 29, 2016, the Company purchased a building at 23 State Street, Ossining, New York. The total building cost of \$721,926 at December 31, 2016 includes the total purchase price of \$690,000 and additional closing and construction costs.

Depreciation expense for the years ended December 31, 2016 and 2015 was \$31,980 and \$18,682, respectively.

NOTE 4 — LOAN PAYABLE

On April 22, 2016, the Organization entered into a loan agreement. Per the terms of the note, the Organization received \$100,000 to be used to finance a portion of the purchase price of the Organization's building and for relocation expenses incurred by the Organization. The note matures on May 31, 2017 and bears interest at a rate equal to the nominal interest rate set by the Internal Revenue Service as the "imputed interest rate", which was 0.74% at December 31, 2016. The loan may be prepaid without any prepayment premium, and, at the lender's option, in monthly or quarterly installments as or otherwise directed by the lender. As of December 31, 2016, the outstanding balance on the loan was \$85,000 and has been included in loan payable in the accompanying statement of financial position. As of December 31, 2016, accrued interest on the loan was \$1,578 and has been included in accounts payable and accrued expenses in the accompanying balance sheet. Subsequently, on June 1, 2017, the maturity date was extended to May 31, 2018.

NOTES TO FINANCIAL STATEMENTS

December 31, 2016

NOTE 5 — NET ASSETS

Restrictions on net assets consists of the following at:

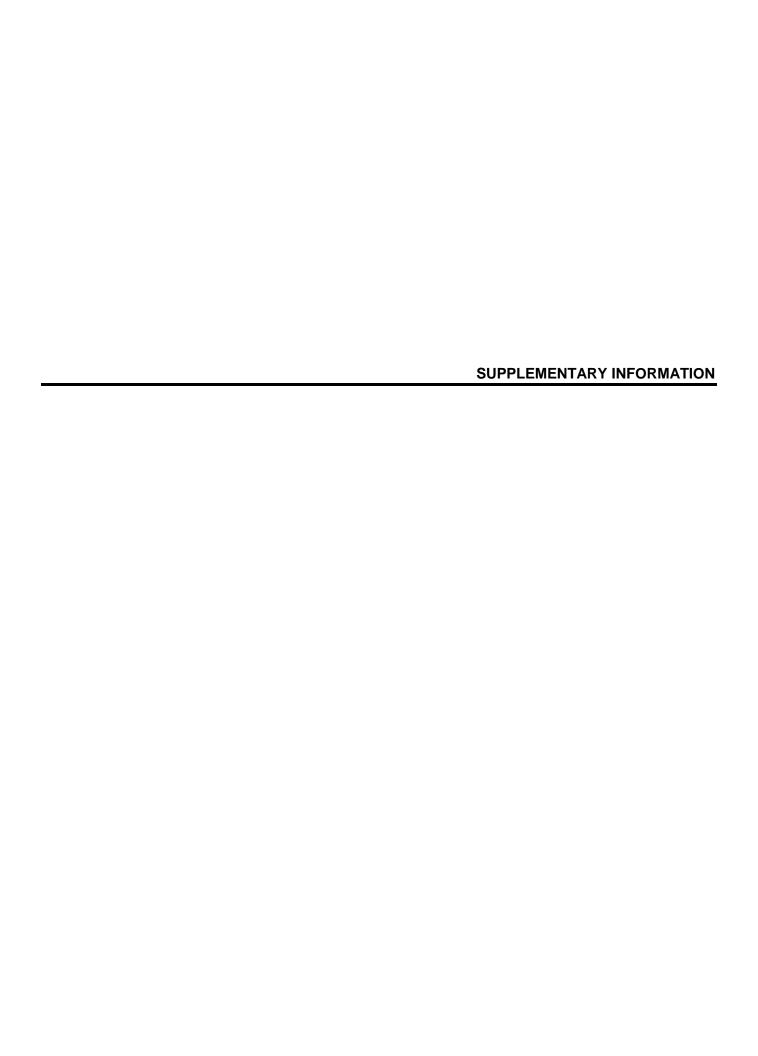
		December 31,					
		2016		2015			
Donor restricted for:							
Education	\$	115,506	\$	527,892			
Management and administrative	·			46,676			
	\$	115,506	\$	574,568			

NOTE 6 — LEASE COMMITMENTS

The Organization leases an office space pursuant to a lease agreement, most recently renewed for a term of two years effective July 1, 2015 and expiring June 30, 2017. The lease agreement requires base rent and utility charges totaling \$3,470 per month for the term of the lease. Future minimum rental payments are \$20,820 and are payable in the year ending December 31, 2017. Rent expense under the operating lease was \$38,170 and \$41,640 for the years ended December 31, 2016 and 2015, respectively.

NOTE 7 — EMPLOYEE BENEFIT PLAN

The Organization has an employee benefit plan that covers substantially all employees that meet certain eligibility requirements. The Organization's contributions are discretionary, and were \$4,274 and \$3,964 for the years ended December 31, 2016 and 2015, respectively. At both December 31, 2016 and 2015, the Organization had accrued contributions of \$1,295, which are reflected in accounts payable and accrued expenses on the accompanying statement of financial position.



SCHEDULE OF FUNCTIONAL EXPENSES

Year Ended December 31, 2016

	Program Services Alumni Education Transition		Supporting Services							
					Mgmt and Administrative		Fundraising			Total
Salaries	\$	313,899	\$	75,550	\$ 34,0	038	\$	111,608	\$	535,095
Faculty		244,364		-		-		-		244,364
Travel, conferences, and professional development		74,175		9,866	13,0	014		8,142		105,197
Supplies and miscellaneous		19,045		18,454	32,	727		17,088		87,314
Repairs and maintenance		38,774		8,025	16,	101		7,867		70,767
Event facility expenses		-		-		-		56,170		56,170
Payroll taxes		31,400		7,195	2,8	893		10,408		51,896
Employee benefits		27,217		5,156	5,4	411		13,474		51,258
Depreciation and amortization		691		7,940	29,	549		1,665		39,845
Rent		13,905		14,032	6,9	901		3,332		38,170
Textbooks and reference materials		22,081		-		-		-		22,081
Meetings and hospitality		6,782		1,203	3,9	915		3,717		15,617
Alumni activities expenses		521		12,548		-		-		13,069
Information technology		5,682		631	1,0	010		3,998		11,321
Printing and reproduction		581		334	(615		6,845		8,375
Insurance		1,831		1,848	•	606		439		6,724
Banking, credit card, and payroll processing fees		-		-	2,8	823		3,413		6,236
Student graduation		5,925		-		-		-		5,925
Program testing and administrative fees		4,495		-		-		-		4,495
Telephone and internet		2,596		653		497		538		4,284
Postage and delivery		666		103		506		1,171		2,446
Interest expense			_		1,	578		_		1,578
Total expenses prior to in-kind expenses contributed		814,630	_	163,538	154,	184		249,875		1,382,227
In-kind educational services		4,181,339		-		-		-		4,181,339
In-kind alumni transitional		-		26,152		-		-		26,152
In-kind professional services								3,500		3,500
Total in-kind expenses contributed		4,181,339		26,152				3,500		4,210,991
	\$	4,995,969	\$	189,690	\$ 154,	184	\$	253,375	\$	5,593,218

SCHEDULE OF FUNCTIONAL EXPENSES

Year Ended December 31, 2015

	Program Services Alumni Education Transition		Supporting Services							
					Mgmt and Administrative		Fundraising			Total
Salaries	\$	267,618	\$	62,344	\$	26,201	\$	89,612	\$	445,775
Faculty		158,989		40,000		-		-		198,989
Event facility expenses		-		-		-		61,831		61,831
Supplies and miscellaneous		10,232		11,941		19,377		16,918		58,468
Employee benefits		16,194		2,262		15,730		10,776		44,962
Payroll taxes		26,523		6,179		2,597		8,880		44,179
Rent		13,321		17,156		7,530		3,635		41,642
Travel, conferences, and professional development		14,865		10,979		1,762		6,014		33,620
Depreciation and amortization		6,176		12,551		3,220		2,736		24,683
Textbooks and reference materials		23,536		475		-		15		24,026
Professional fees		3,836		-		15,500		600		19,936
Repairs and maintenance		11,460		2,914		-		5,050		19,424
Meetings and hospitality		4,425		2,654		1,955		2,787		11,821
Printing and reproduction		177		80		224		9,773		10,254
Information technology		4,091		1,413		1,681		2,600		9,785
Alumni activities expenses		-		6,847		-		-		6,847
Telephone and internet		3,107		1,273		-		1,368		5,748
Insurance		2,995		1,533		532		577		5,637
Banking, credit card, and payroll processing fees		-		96		2,525		2,922		5,543
Student graduation		4,403		556		-		-		4,959
Program testing and administrative fees		2,897		1,795		-		-		4,692
Postage and delivery		748		509		891		2,065		4,213
Total expenses prior to in-kind expenses contributed		575,593		183,557		99,725		228,159		1,087,034
In-kind educational services		3,226,726		-		-		-		3,226,726
In-kind alumni transitional		-		29,320		-		-		29,320
In-kind professional services						<u>-</u>		3,500		3,500
Total in-kind expenses contributed		3,226,726		29,320				3,500		3,259,546
	\$	3,802,319	\$	212,877	\$	99,725	\$	231,659	\$	4,346,580