

**Minnesota Dairy Research
and Promotion Council**

*Financial Statements, Supplementary Information,
and Independent Auditor's Report*

December 31, 2013 and 2012

Minnesota Dairy Research and Promotion Council

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December 31, 2013 and 2012

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WILKERSON GUTHMANN
CPAs and Business Consultants

Independent Auditor's Report

To the Council Members of Minnesota
Dairy Research and Promotion Council
Roseville, Minnesota

Report on the Financial Statements

We have audited the accompanying financial statements of Minnesota Dairy Research and Promotion Council which comprise the statements of assets, liabilities and fund balance – modified cash basis as of December 31, 2013 and 2012, and the related statements of revenues, expenses and fund balance – modified cash basis and cash flows – modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 financial statements are free from material misstatement.

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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 assets, liabilities and fund balance of Minnesota Dairy Research and Promotion Council as of December 31, 2013 and 2012, and its revenues and expenses and changes in fund balance and its cash flows for the years then ended, in accordance with the basis of accounting as described in Note 2.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements were prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued a report dated February 7, 2014, on our consideration of the Minnesota Dairy Research and Promotion Council's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts 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 the 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 Minnesota Dairy Research and Promotion Council's internal control over financial reporting and compliance.

Wilkeson, Luettmann & Johnson, P.C.

St. Paul, Minnesota
February 7, 2014

Minnesota Dairy Research and Promotion Council

Statements of Assets, Liabilities and Fund Balance - Modified Cash Basis

<i>December 31,</i>	2013	2012
ASSETS		
Current		
Cash		
Checking	\$ 182,534	\$ 184,049
Insured Savings Account	137,465	375,465
Flexicash	601	580
Total Cash	320,600	560,094
Investments	1,346,000	1,022,000
Interest Receivable	1,576	2,489
Total Current Assets	1,668,176	1,584,583
Other		
Investment in Midwest Dairy Association	1,137,933	1,137,933
Total Assets	\$ 2,806,109	\$ 2,722,516
LIABILITIES AND FUND BALANCE		
Current Liabilities		
Accounts Payable	\$ 4,000	\$
Fund Balance		
Fund Balance	2,802,109	2,722,516
Total Liabilities and Fund Balance	\$ 2,806,109	\$ 2,722,516

Minnesota Dairy Research and Promotion Council

Statements of Revenues, Expenses and Fund Balance - Modified Cash Basis

<i>For the Years Ended December 31,</i>	2013	2012
Revenue		
Dairy Checkoff Assessments	\$ 9,051,698	\$ 8,918,244
Interest	3,908	4,440
Miscellaneous	25	25
Total Revenue	9,055,631	8,922,709
Expenses		
Program Expense		
Contract Program Support - Midwest Dairy Association	8,925,600	8,876,300
Administration and Council Members' Expenses		
Administration	50,266	49,297
Council Members' Expenses	172	17
Total Administration and Council Members' Expenses	50,438	49,314
Total Expenses	8,976,038	8,925,614
Excess of Revenue over Expenses (Expenses over Revenue)	79,593	(2,905)
Fund Balance, Beginning of Year	2,722,516	2,725,421
Fund Balance, End of Year	\$ 2,802,109	\$ 2,722,516

Minnesota Dairy Research and Promotion Council

Statements of Cash Flows - Modified Cash Basis

<i>For the Years Ended December 31,</i>	2013	2012
Cash Flows from Operating Activities		
Excess of Revenue Over Expenses (Expenses Over Revenue)	\$ 79,593	\$ (2,905)
Adjustments to Reconcile Excess of Revenue Over Expenses (Expenses Over Revenue) to Net Cash Provided by Operating Activities:		
Decrease in Accounts Receivable - Midwest Dairy Association		311,000
(Increase) Decrease in Interest Receivable	913	(1,073)
Increase in Accounts Payable	4,000	
Net Cash Provided by Operating Activities	84,506	307,022
Cash Flows from Investing Activities		
Purchases of Investments	(1,521,000)	(1,022,000)
Sales of Investments	1,197,000	640,000
Net Cash (Used In) Investing Activities	(324,000)	(382,000)
Net (Decrease) in Cash	(239,494)	(74,978)
Cash, Beginning of Year	560,094	635,072
Cash, End of Year	\$ 320,600	\$ 560,094

Minnesota Dairy Research and Promotion Council

Notes to Financial Statements

December 31, 2013 and 2012

1. Organization

The Minnesota Dairy Research and Promotion Council (Council) was established in accordance with state law and is governed by Minnesota Statutes {2013}, Sections 17.51-17.69. The Council works together with the Minnesota Department of Agriculture to promote Minnesota agriculture. Under the Commodities Promotion Act the Council has organized research and promotion programs. Funding is generated through dairy checkoffs as described in Note 3.

Authority to operate is given to the Council by the Minnesota Dairy Research and Promotion Order, authorized under the Minnesota Agricultural Commodities Promotion Act, Minnesota Statutes {1969}, adopted April 1, 1975, revised under Minnesota Statutes {1982}, effective November 1, 1982, revised in October, 2004. The order may be terminated by the Council after consultation with the Commissioner of Agriculture or upon the Council's petition and a subsequent referendum.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared on a modified cash basis of accounting which is a comprehensive basis of accounting other than accounting principles generally accepted in the United State of America. The Council has elected to record certain revenues when received rather than when earned. Expenses are recognized when incurred.

Cash and Cash Equivalents

The checking account at December 31, 2013 is a non-interest bearing account. All other cash and investment accounts are interest-bearing accounts at short-term interest rates. These accounts are insured up to \$250,000 by the FDIC or collateralized by U.S. Treasury securities. The Council invests its cash in excess of its current operating needs in marketable certificates of deposit and insured savings accounts.

Investments

Investments owned by the Council at December 31, 2013 and 2012, consisted of marketable certificates of deposit. The Council intends to hold all certificates of deposit to maturity. All certificates are scheduled to mature within a 12-month period and are reported at cost, which approximates fair value.

Minnesota Dairy Research and Promotion Council

Notes to Financial Statements

December 31, 2013 and 2012

2. Summary of Significant Accounting Policies (Continued)

Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the statements of revenues, expenses and fund balance – modified cash basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Income Taxes

As a quasi-governmental entity the Internal Revenue Service has determined that the Council is exempt from the filing requirements of tax-exempt organizations.

Subsequent Events

Management has evaluated subsequent events through February 7, 2014, the date which the financial statements were available to be released.

3. Producer Assessments

The National Dairy Promotion Board was established in 1984 in accordance with federal law. Pursuant to federal laws and regulations governing the Board, dairy producers must remit fifteen cents (15¢) per hundredweight of milk produced for commercial use to the Board to support its promotional and research programs. However, producers may deduct up to ten cents (10¢) per hundredweight for funds forwarded to a qualifying state organization.

Producer assessments are generated by the collection of an assessment on milk shipped by Minnesota dairy producers. The maximum credit permitted to qualifying state organizations under the federal dairy promotion and research order is ten cents (10¢) per hundredweight.

The assessments are collected by first purchasers and remitted to the Council monthly. Since the purchases are made on a daily basis, there are always amounts owed to the Council at the end of any given month, however producer assessments are recorded as revenue when received.

Minnesota Dairy Research and Promotion Council

Notes to Financial Statements

December 31, 2013 and 2012

3. Producer Assessments (Continued)

Assessments collected are refundable under state law, within six months of the date of purchase, to the farmer (producer) upon the producer's written request to the Minnesota Department of Agriculture. Participation in the National Dairy Promotion Program is mandatory. Accordingly, any refund requested by a producer from a participating state organization must be forwarded to the National Dairy Promotion Board.

4. Investments

The investments at December 31, 2013, were certificates of deposit as follows:

GE Capital Bank, Salt Lake City, UT 0.30%, purchased 7/12/13, matures 1/13/14	\$ 249,000
Discover Bank, Greenwood, DE, 0.30%, purchased 4/24/13, matures 4/24/14	249,000
Plains Capital Bank, Dallas, TX 0.35%, purchased 9/6/13, matures 9/5/14	249,000
Pacific City, Los Angeles, CA 0.30%, purchased 12/26/13, matures 12/26/14	249,000
City Bank, Sioux Falls, SD 0.25%, purchased 12/13/13, matures 6/13/14	175,000
Fifth Third Bank, Cincinnati, OH 0.30%, purchased 2/20/13, matures 2/20/14	74,000
Beal Bank USA, Las Vegas, NV, 0.25%, purchased 2/21/13, matures 2/19/14	74,000
Synovus Bank, Columbus, GA, 0.25%, purchased 3/27/13, matures 3/27/14	27,000
Total	<u>\$ 1,346,000</u>

Minnesota Dairy Research and Promotion Council

Notes to Financial Statements

December 31, 2013 and 2012

5. Investment in Midwest Dairy Association (formerly American Dairy Association/Dairy Council of the Upper Midwest, Inc.)

Under the terms of a Dairy Research and Promotion Agreement, the Council provided capital of \$1,137,933 in the form of cash and other assets to American Dairy Association/Dairy Council of the Upper Midwest, Inc. (ADA/DC) on July 1, 1993. This investment, along with the investments made by the North Dakota Dairy Promotion Commission and American Dairy Association of South Dakota, totaled \$1,500,000. These investments enabled ADA/DC to commence operations, and provided working capital for the activities of coordinating and implementing dairy promotion, research and education programs on behalf of dairy producers in Minnesota, North Dakota and South Dakota.

Capital provided by the Council consisted of the following:

Cash and Other Current Assets - Contributed to the Council by the Dairy Council of Minnesota	\$ 112,909
Furniture, Equipment and Automobiles - Contributed to the Council by the Dairy Council of Minnesota (At Net Book Value)	108,354
Furniture, Equipment and Automobiles - Purchased from American Dairy Association of Minnesota (At Net Book Value)	181,267
Transfer of Certificates of Deposit and Accrued Interest	692,295
Cash	43,108
Total	<u>\$ 1,137,933</u>

On January 1, 2000, ADA/DC combined with Midland Dairy Association. ADA/DC was the surviving entity, and it was renamed Midwest Dairy Association (Midwest).

In the event the Dairy Research and Promotion Agreement between the Council and Midwest is terminated, the Council may receive a refund of its contributed capital. Upon termination, Midwest has the right to determine the appropriate disposition of the Council's capital contribution. However, until the capital is refunded in full, and as long as Midwest exists, the Council's contribution shall be reflected as contributed capital on Midwest's financial records.

At December 31, 2013, Midwest had net assets of \$5,622,759 which included the \$1,500,000 of initial contributed capital by the members of Midwest.

Minnesota Dairy Research and Promotion Council

Notes to Financial Statements

December 31, 2013 and 2012

6. Related Party Transactions

The Council contracted with Midwest, which is related to it through common management, to implement and administer programs intended to contribute to the betterment of Minnesota's dairy farmers and the state's dairy industry. Such programs include, but are not limited to: innovation, strategic initiatives, Fuel Up to Play 60, nutrition affairs, dairy image, industry relations, producer communications, and dairy product and economic research. Under the terms of the contracts, Midwest also provides the Council with administrative, financial, and reporting services. Payments under these contracts totaled \$8,950,000 and \$8,900,000 for the years ended December 31, 2013 and 2012, respectively, which amounted to approximately 44% of the total revenues of Midwest for both years. The Council is dependent on Midwest to provide program and administrative services to the Council.

The Council had \$4,000 of payables due to Midwest at December 31, 2013.

**Independent Auditor's Report on
Supplementary Information**

To the Council Members
of Minnesota Dairy Research and Promotion Council
Roseville, Minnesota

We have audited the financial statements of the Minnesota Dairy Research and Promotion Council as of and for the years ended December 31, 2013 and 2012, and our report thereon dated February 7, 2014, which expressed an unmodified opinion on those financial statements, appears on pages 1 and 2. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The roster of Council Members and Schedule of Administrative and Council Member's Expenses is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information, except for page 12 on which we express no opinion, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Wilkinson, Luthmann & Johnson, Ltd.

St. Paul, Minnesota
February 7, 2014

Minnesota Dairy Research and Promotion Council

Council Members

December 31, 2013

Council Members

District 1	Dan Grunhovd
District 2	Peter Ripka
District 3	Kristine Spadgenske
District 4	Ken Herbranson
District 5	Debi Clasemann, Secretary
District 6	Ron Rinkel
District 7	Suzanne Vold
District 8	Corrine Lieser
District 9	John Merdan
District 10	Kathleen Skiba, Chair
District 11	Tom Walsh
District 12	Charles Krause, Vice Chair
District 13	Paul Stuewe
District 14	Paul Fritsche
District 15	Barb Liebenstein
District 16	Keith Knutson, Executive Committee Member-At-Large
District 17	Jim Dose
District 18	David Schwartz
District 19	Judy Hoffman
District 20	Christine Sukalski, Treasurer
District 21	Connie Meyer
District 22	Carolyn Freese

Chief Executive Officer

Michael Kruger, Midwest Dairy Association

Minnesota Dairy Research and Promotion Council

Schedule of Administration and Council Members' Expenses

<i>For the Years Ended December 31,</i>	2013	2012
Administration		
Midwest Dairy Association Contract	\$ 24,400	\$ 23,700
Minnesota Department of Agriculture	15,160	15,160
Audit Fees - Financial Statements	5,890	5,775
Audit Fees - Compliance	4,460	4,350
Bank Fees and Office Supplies	356	312
Total Administration	<u>50,266</u>	<u>49,297</u>
Council Members' Expenses		
Election and Miscellaneous Expenses	172	17
Total Administration and Council Members' Expenses	\$ 50,438	\$ 49,314



WILKERSON GUTHMANN
CPAs and Business Consultants

**Independent Auditor's Report 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**

To the Council Members
of Minnesota Dairy Research and Promotion Council

and

Dave Frederickson, Commissioner
Minnesota Department of Agriculture

We have audited, in accordance with auditing standards generally accepted in the United States of America 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 Minnesota Dairy Research and Promotion Council, which comprise the statements of assets, liabilities and fund balance – modified cash basis as of December 31, 2013, and the related statements of revenues, expenses and fund balance – modified cash basis and cash flows – modified cash basis, for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated February 7, 2014. As discussed in Note 2, the financial statements were prepared on a modified cash basis of accounting which is a comprehensive basis of accounting other than generally accepted accounting principles.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered Minnesota Dairy Research and Promotion Council's 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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Minnesota Dairy Research and Promotion Council's internal control. Accordingly, we do not express an opinion on the effectiveness of the Council's internal control.

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Internal Control Over Financial Reporting (Continued)

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 misstatements on a timely basis. A material weakness is a deficiency, or 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 over financial reporting 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 Minnesota Dairy Research and Promotion Council's financial statements are free of material misstatement, we performed tests of its compliance with Minnesota Department of Agriculture regulations, noncompliance with which could have a material effect on the determination of 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 the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering Minnesota Dairy Research and Promotion Council's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Wilkinson, Guthmann & Johnson, Ltd.

St. Paul, Minnesota
February 7, 2014