Notice of the Annual Meeting of Stockholders

To be held: Friday, July 17, 2020

Dear Shareholders,

You are cordially invited to the 2020 Annual Meeting of Shareholders ("Annual Meeting") of Willamette Valley Vineyards, Inc., which will be held via online live webcast on Friday, July 17, 2020, beginning at 1:00 p.m. Pacific Time. We have chosen to hold a virtual, rather than an in-person, meeting considering public health concerns associated with the ongoing coronavirus (COVID-19) situation.

The government-mandated "escheatment" process could adversely affect your shares. If we, or the Transfer Agent, OTR, cannot locate you, they are required to transfer your shares to the state government as "unclaimed" property. Voting your shares or updating your contact information will assure your continued control of your shares. For registered shareholders, you can update your information by emailing us at: stock.offering@wvv.com. Beneficial owners should contact their brokerage firm with updates to their contact information.

The Annual Meeting can be accessed by visiting www.virtualshareholdermeeting.com/WVVI2020, where you will be able to participate in the meeting live and vote online. In order to be able to enter the Annual Meeting, you will need your control number, which is included on your proxy ballot if you are a shareholder of record on May 22, 2020, or included with the form and voting instructions you received from your broker if you hold your shares in "street name." The Annual Meeting will be held for the following purposes:

1. To consider and vote upon a proposal to elect two members to our Board of Directors with terms ending at the annual meeting in 2023;
2. To ratify the appointment by the Board of Directors of Moss Adams LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2020;
3. To conduct a non-binding advisory vote on the Company's executive compensation;
4. To conduct a non-binding advisory vote on the frequency of future advisory votes on the Company's executive compensation; and
5. To transact such other business as may properly come before the meeting or any postponements or adjournments of the meeting.

The foregoing items of business are more fully described in the proxy statement (the "Proxy Statement") that accompanies this Notice.

Our Board of Directors fixed **May 22, 2020** as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments of the meeting, and only shareholders of record at the close of business on that date are entitled to this notice and to vote at the Annual Meeting. A list of shareholders entitled to vote at the Annual Meeting will be available at our offices for ten days prior to the meeting.

We hope that you will use this opportunity to take an active part in our affairs by voting on the business to come before the Annual Meeting, either by executing and returning the enclosed proxy ballot or by casting your vote using the internet. An electronic version of the Proxy Statement and our Annual Report to Shareholders for the year ended December 31, 2019 is available at this web address: wvv.com/annualmeeting. Please action your Proxy using one of the methods outlined in the Proxy Statement – internet, regular mail, or telephone. If you receive more than one proxy card because you own shares registered in different names or addresses, each proxy card should be voted and returned.

BY ORDER OF THE BOARD OF DIRECTORS

Jim Bernau
President and Chairperson of the
Board of Directors

Turner, Oregon
June 2, 2020

CONTENTS

PROXY STATEMENT
for the
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 17, 2020

1. INTRODUCTION

1.1 General

This proxy statement (the "Proxy Statement") and the accompanying proxy ballot are being furnished to the shareholders of Willamette Valley Vineyards, Inc., an Oregon corporation (the "Company"), as part of the solicitation of proxies by the Company's Board of Directors (the "Board" or the "Board of Directors") from shareholders of record of outstanding shares of the Company's common stock, no par value (the "Common Stock") on May 22, 2020, for use in voting at the Company's Annual Meeting of Shareholders which will be conducted via online live audio webcast on July 17, 2020 at 1:00 PM (Pacific Time), and any adjournments or postponements thereof (the "Annual Meeting"). There will not be a physical meeting location. The Annual Meeting can be accessed by visiting www.virtualshareholdermeeting.com/WVVI2020, where you will be able to participate in the meeting live and vote online. In order to be able to enter the Annual Meeting, you will need your meeting password, which is included on your proxy ballot if you are a shareholder of record as of May 22, 2020 or included with the form and voting instructions you received from your broker if you hold your shares of Common Stock in "street name." Please note that you will not be able to attend the Annual Meeting in person. We have chosen to hold a virtual, rather than an in-person, meeting in light of public health concerns associated with the ongoing coronavirus (COVID-19) situation. References to "we", "our", "us", or the "Company" in this Proxy Statement mean Willamette Valley Vineyards, Inc.

Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be Held on July 17, 2020

Pursuant to rules of the Securities and Exchange Commission (the "SEC"), we have elected to provide internet access to our Proxy Statement and our Annual Report to Shareholders for the year ended December 31, 2019 (the "Annual Report") rather than distributing hardcopies of the meeting materials. Consequently, most shareholders will not receive paper copies of our proxy materials. We will instead send to these shareholders an Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting (the "Notice of Internet Availability"), with instructions for accessing the proxy materials, including our Proxy Statement and Annual Report. This reduces postage, printing expense and paper waste and is part of our efforts to eliminate unnecessary expenses and conserve the environment. This Proxy Statement along with our Annual Report are available at wvv.com by clicking on the "Investor Relations" tab or wvv.com/annualmeeting. In accordance with SEC rules, our proxy materials posted on our website under the "Investor Relations" tab do not contain any cookies or other tracking features.

At the Annual Meeting, shareholders will be asked to consider and vote upon the following:

(i) To elect two members of the Board of Directors with terms ending at the annual meeting in 2023;
(ii) To ratify the appointment by the Board of Directors of Moss Adams LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2020;
(iii) To conduct a non-binding advisory vote on the Company's executive compensation;
(iv) To conduct a non-binding advisory vote on the frequency of future advisory votes on the Company's executive compensation; and
(v) To transact such other business as may properly come before the meeting or any adjournments thereof.

The Notice of Internet Availability, which contains information as to how shareholders can access this Proxy Statement, the Annual Report and a proxy ballot, is first being mailed to the Company's shareholders on or about June 2, 2020.

1.2 Solicitation, Voting and Revocability of Proxies

The Board of Directors has fixed the close of business on May 22, 2020 as the record date for the determination of the shareholders entitled to notice of and to vote at the Annual Meeting. Accordingly, only holders of record of Common Stock at the close of business on such date will be entitled to vote at the Annual Meeting, with each such share entitling its owner to one vote on all matters properly presented at the Annual Meeting. On the record date, there were 2,193 registered holders holding 4,964,529 shares of Common Stock. The presence in person or by proxy, of a majority of the total number of outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting.

Shareholders can vote on matters that properly come before the Annual Meeting in one of three ways:

Voting online at the Annual Meeting

There will not be a physical meeting location. You will be able to vote online at the Annual Meeting by visiting www.virtualshareholdermeeting.com/WVVI2020. You will need your meeting password, which is included on your proxy card if you are a shareholder of record as of May 22, 2020 or included with the form and voting instructions you received from your broker if you hold your shares of Common Stock in "street name."

Voting by mail:

Shareholders may vote by marking, signing and dating the proxy card and mailing it in the enclosed, prepaid and addressed envelope or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, prior to the Annual Meeting.

Voting on the Internet before the Annual Meeting.

Shareholders may vote their shares of Common Stock by going to www.proxyvote.com and following the instructions for electronic delivery up until 11:59pm Eastern Time on July 16, 2020. Shareholders should have their proxy card in hand when accessing the website.

Voting by Telephone.

Shareholders may vote by calling the toll-free number listed on the proxy card from any touch-tone telephone and following the instructions. Shareholders should have your proxy card in hand when calling.

Shareholders, who own their shares through a brokerage account or in other nominee form, should follow the instructions received from the record holder to see which voting methods are available.

Each enclosed proxy gives discretionary authority to the persons named therein with respect to any amendments or modifications of the Company proposals and any other matters that may be properly proposed at the Annual Meeting. The shares represented by all valid unrevoked proxies returned in time to be voted at the Annual Meeting will be voted in accordance with the instructions marked therein. EXECUTED BUT UNMARKED PROXIES WILL BE VOTED FOR THE ELECTION OF THE DIRECTORS NAMED IN THE PROXY STATEMENT AND FOR THE EACH OF THE OTHER PROPOSALS AT THE ANNUAL MEETING IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD WHICH ARE DESCRIBED IN THIS PROXY STATEMENT. If any other matter(s) properly comes before the Annual Meeting, the proxies solicited hereby will be exercised in accordance with the reasonable judgment of the proxy holders named therein. If the meeting is adjourned or postponed, your shares will be voted by the proxy holders on the new meeting date as well, unless you have revoked your proxy instructions before that date. Under Oregon law, shareholders are not entitled to dissenters' rights with respect to any of the proposals set forth in this Proxy Statement.

A shareholder may revoke a proxy at any time prior to its exercise by filing a written notice of revocation with, or by delivering a duly executed proxy bearing a later date to: Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, or by attending the Annual Meeting and voting over the internet. Attending the Annual Meeting in and of itself will not revoke previously given proxies. In order to be effective, all revocations and later-filed proxies must be delivered to the Company at the address listed above not later than 5:00 p.m. local time, on Thursday, July 16, 2020. A shareholder who attends the Annual Meeting need not revoke a previously executed proxy and vote online unless the shareholder wishes to do so. All valid, unrevoked proxies will be voted at the Annual Meeting.

A proxy marked as abstaining will be treated as present for the purpose of determining whether there is a quorum for the Annual Meeting but will not be counted as voting on any matter as to which abstinence is indicated. If a quorum exists, directors are elected by a plurality of the votes cast by the shares entitled to vote, while action on a matter other than the election of directors is approved if the votes cast by the shares entitled to vote favoring the action exceed the votes cast opposing the action. Consequently, assuming the presence of a quorum, abstentions will not affect the results of the matters to be affected at the Annual Meeting.

A Broker "non-vote," which occurs when a broker or other nominee holder, such as a bank, submits a proxy representing shares that another person actually owns, and that person has not given voting instructions on a non-routine matter or matters to the broker or other nominee holder, will be treated as present for purposes of determining whether there is a quorum for the Annual Meeting. Pursuant to applicable regulations, if a shareholder does not give voting instructions to his/her broker, such broker will not be permitted to vote the shareholder's shares of Common Stock with respect to any of the Proposals described in this Proxy Statement, except for Proposal 2. We expect that banks and brokers will be allowed to exercise discretionary authority for beneficial owners who have not provided voting instructions with respect to the vote to ratify the Company's selected independent registered public accounting firm in Proposal 2.

The Company will pay the cost of its proxy solicitation. In addition to the use of the mails, proxies may be solicited personally, by telephone or by email by directors, officers and employees of the Company, who will not be specially compensated for such activities. Your cooperation in promptly completing and returning the enclosed proxy to vote your shares of Common Stock will help to avoid additional expense.

1.3 Directors and Executive Officers

The following table sets forth the names of each of our executive officers**,** each of the members of the Board of Directors, and each such person's position with the Company and age. Our bylaws permit our Board of Directors to establish by resolution the authorized number of directors, which shall be between two and eleven directors. The Board is currently comprised of seven members. Two current directors, James Bernau and Sean Cary, are nominees for election at the Annual Meeting.

Name	Position(s) with the Company	Age	Group Number	Term Ends
James W. Bernau (3)	Chairperson of the Board, CEO President and Director	66	I	2020
Craig Smith (2)(3)(4)	Secretary and Director	73	II	2021
John Ferry	Chief Financial Officer	54	NA	NA
James L. Ellis (3)	Director	75	III	2022
Sean M. Cary (2)	Director	46	I	2020
Christopher L. Sarles (1)(4)	Director	55	I	2020
Stan G. Turel (1)(2)(3)(4)	Director	71	II	2021
Leslie Copland (1)	Director	64	III	2022

(1) Member of the Compensation Committee
(2) Member of the Audit Committee
(3) Member of the Executive Committee
(4) Member of the Capital Development Committee

All directors hold office until the end of their term's respective annual meeting of shareholders or until their successors have been elected and qualified. Executive officers are appointed by the Board of Directors and serve at the pleasure of the Board. The Board is divided into three groups (I, II, and III). Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected.

There are no family relationships among any of our current directors or executive officers. Set forth below is additional information as to each director and executive officer of the Company.

James W. Bernau – Mr. Bernau has been President and Chief Executive Officer of the Company and Chairperson of the Board of Directors of the Company since its inception in May 1988. Mr. Bernau, an Oregon winegrower, originally established Willamette Valley Vineyards as a sole proprietorship in 1983, and he co-founded the Company in 1988 with Salem grape grower, Donald Voorhies. From 1981 to September 1989, Mr. Bernau was Director of the Oregon Chapter of the National Federation of Independent Businesses ("NFIB"), an association of 15,000 independent businesses in Oregon. Mr. Bernau has served as the President of the Oregon Winegrowers Association and the Treasurer of the association's Political Action Committee (PAC) and Chair of the Promotions Committee of the Oregon Wine Advisory Board, the State of Oregon's agency dedicated to the development of the industry. In March 2005, Mr. Bernau received the industry's Founder's Award for his service. Mr. Bernau's qualifications to serve on the Company's Board of Directors include his more than 30 years of leadership of the Company and his industry experience and contacts.

Craig Smith, MBA, JD – Mr. Smith has served as a director since October 2007 and as Secretary since 2009. For over 20 years Mr. Smith served as the Vice President/Chief Financial Officer of Chemeketa Community College in Salem, Oregon. He was an Adjunct Professor at the Atkinson Graduate School of Management at Willamette University, as well as Managing Partner of Faler, Grove, Mueller & Smith, a large local CPA firm. He has served on many State of Oregon commissions and as the Board Chairperson for many of the local non-profit and educational institutions including the Salem Keizer School Board, Chemeketa Community College Board of Education, Oregon State Fair Council, State Fair Dismissal Appeals Board, Mid-Willamette Valley Council of Governments, Oregon School Boards Association and the United Way. Mr. Smith is a member of the Oregon State Bar and a retired Certified Public Accountant. Mr. Smith's qualifications to serve on the Company's Board of Directors include his financial and accounting experience.

John Ferry - Mr. Ferry has served as Chief Financial Officer since September 2019, has previously served as President of Contact Industries, a wood products based OEM supplier from November 2014 until July 2019. He has also served as CFO of Lifeport Inc. a division of Sikorsky Aircraft from April 2012 to November 2014. Further, he has served in senior financial leadership positions in various Aerospace related industries dating back to 1996. Mr. Ferry has earned an Executive MBA from Bath University, in England, and a MA Hon's degree in Accounts/Economics from Dundee University in Scotland.

James L. Ellis – Mr. Ellis has served as a director since July 1991. Mr. Ellis retired from full time duties with the Company in July of 2009. He currently serves as the Company's ombudsman and works part-time on selected projects. Mr. Ellis previously served as the Company's Director of Human Resources from 1993 to 2009. He was the Company's Secretary from 1997 to 2009, and Vice President /Corporate from 1998 to 2009. From 1990 to 1992, Mr. Ellis was a partner in Kenneth L. Fisher, Ph.D. & Associates, a management-consulting firm. From 1980 to 1990, Mr. Ellis was Vice President and General Manager of R.A. Kevane & Associates, a Pacific Northwest personnel-consulting firm. From 1962 to 1979, Mr. Ellis was a member of and administrator for the Christian Brothers of California, owner of Mont La Salle Vineyards and producer of Christian Brothers wines and brandy. Mr. Ellis' qualifications to serve on the Company's Board of Directors include his prior experience as a member of the Company's senior management, as well as more than 40 years of business experience.

Sean M. Cary – Mr. Cary has served as a director since July 2007. Mr. Cary is the Chief Financial Officer of Pacific Excavation, Inc., a Eugene, Oregon based heavy and civil engineering contractor. Previously, Mr. Cary served as the CFO of CBT Nuggets, LLC, the Corporate Controller of National Warranty Corporation, the CFO of Cascade Structural Laminators and prior to that as Controller of Willamette Valley Vineyards. Mr. Cary served in the U.S. Air Force as a Financial Officer. Mr. Cary holds a Master of Business Administration degree from the University of Oregon and a Bachelor of Science Degree in Management from the U.S. Air Force Academy. Mr. Cary's qualifications to serve on the Company's Board of Directors include his financial and accounting expertise.

Stan G. Turel – Mr. Turel has served as a director since November 1994. Mr. Turel is President of Turel Enterprises, a real estate management company managing his own properties in Oregon, Washington and Idaho and is president of Columbia Pacific Tax in Bend, Oregon. Prior to his current activities, Mr. Turel was the Principal and CEO of Columbia Turel, (formerly Columbia Bookkeeping, Inc.) a position which he held from 1974 to 2001. Prior to the sale of the company to Fiducial, one of Europe's largest accounting firms, Columbia had approximately 26,000 annual tax clients including approximately 4,000 small business clients. Additionally, Mr. Turel successfully operated as majority owner of two cable TV companies during the 80's and 90's which were eventually sold to several public corporations. Mr. Turel is a pilot, author, was a former delegate to the White House Conference on Small Business and held positions on several state and local Government committees. Mr. Turel's qualifications to serve on the Company's Board of Directors include his more than 20 years of accounting and business management experience.

Leslie Copland - Ms. Copland has served as a director since September 2019. Ms. Copland owns Leslie Copland Leadership and previously worked as Vice President Learning and Development for WE Communications. She holds a Master's degree in Applied Behavioral Science from the Leadership Institute of Seattle and a B.A, in Art History with minor in Psychology from George Washington University. Ms. Copland's qualifications to serve on the Company's Board of Directors include her extensive business experience and expertise in organizational development and executive coaching.

1.4 Board and Committee Meeting Attendance

The Board of Directors met four times during 2019. Each director attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings of each committee on which each director served.

1.5 Annual Meeting Attendance

Although we do not have a formal policy regarding attendance by members of the Board of Directors at our annual meeting of shareholders, directors are encouraged to attend the annual meetings. All of our then current directors attended the Company's 2019 annual meeting of shareholders.

1.6 Independence

The Board of Directors has determined that each of our directors other than Mr. Bernau and Mr. Ellis is "independent" within the meaning of the applicable rules and regulations of the SEC and the director independence standards of The NASDAQ Stock Market, Inc. ("NASDAQ"), as currently in effect. Furthermore, the Board of Directors has determined that each of the members of the Compensation and Audit Committees of the Board of Directors is "independent" under the applicable rules and regulations of the SEC and the director independence standards of NASDAQ, as currently in effect. The Board of Directors does not have a separate standing Nominating Committee. Consistent with NASDAQ rules, only independent directors participate in meetings where the Board of Directors functions as the Company's nominating committee. The independent directors held two meetings in 2019.

1.7 Committees of the Board of Directors

Compensation Committee

The Board of Directors has appointed a Compensation Committee (the "Compensation Committee), which reviews executive compensation and makes recommendations to the full Board regarding changes in compensation. Executive officers do not play a role in determining executive compensation. The Compensation Committee does not delegate any of its duties, and it may use consultants in determining executive compensation. The Compensation Committee met one time in person in 2019. In accordance with its Charter, the Compensation Committee reviewed the current compensation for the CEO and it approved the 2019 performance bonus of $233,488 (see section "Executive Compensation"). The Compensation committee did not engage the services of a compensation consultant in 2019. The members of the Compensation Committee are Leslie Copland, Christopher Sarles and Stan Turel. All members of the Compensation Committee are independent under the applicable rules and regulations of the SEC and the director independence standards applicable to compensation committee members of NASDAQ listed companies, as currently in effect. A copy of the Compensation Committee's charter can be found on the Company's website, www.wvv.com.

Audit Committee

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The members of the Audit Committee are Sean Cary, Chair, Craig Smith, and Stan G. Turel. All members of the Audit Committee are independent as defined under the applicable rules and regulations of the SEC and the director independence standards of NASDAQ, as currently in effect. The Audit Committee oversees our financial reporting process on behalf of the Board of Directors and reports to the Board of Directors the results of these activities, including the systems of internal controls that management and the Board of Directors have established, our audit and compliance process and financial reporting. The Audit Committee, among other duties, engages the independent public accountants retained as the registered public accounting firm, preapproves all audit and non-audit services provided by the independent public accountants, reviews with the independent public accountants the plans and results of the audit engagement, considers the compatibility of any non-audit services provided by the independent public accountants with the independence of such auditors and reviews the independence of the independent public accountants. Mr. Smith is designated by the Board of Directors as the "audit committee financial expert" under SEC rules. The Audit Committee conducted four meetings in the year ended December 31, 2019 and each meeting was attended by all of the committee members with the exception of one meeting where one member was absent, A copy of the Audit Committee charter can be found at our website, www.wvv.com.

Audit Committee Financial Expert

Craig Smith serves as the Audit Committee's "financial expert" as defined in applicable SEC rules. Mr. Smith is independent as defined under the applicable rules and regulations of the SEC and the director independence standards established by NASDAQ, as currently in effect.

Capital Development Committee

The Board of Directors has appointed a Capital Development Committee to review potential capital projects or purchases and make recommendations to the full Board of Directors. Additionally, the committee evaluates growth needs of the Company and makes recommendation to management. The Capital Development Committee did not meet in 2019. The members of the committee are Craig Smith, Chair, Stan Turel, and Christopher Sarles.

Nominating Committee Functions

The Board of Directors performs the function of a nominating committee for selecting nominees for election as directors. Given its size, the Board believes that performing this function is a pragmatic and realistic approach. Consistent with NASDAQ rules, the independent members of the Board of Directors select and recommend to the full Board of Directors for approval nominees for director positions. The Board then determines whether to approve of such nominations and present them to the Company's shareholders for election to the Board of Directors. In seeking nominees, the Board looks for qualified candidates that will meet the oversight and financial expertise needs of the Company. The Board also looks for nominees who will meet the independent qualifications necessary to meet current standards of independence. While not maintaining a specific policy on Board diversity requirements, the Board believes that diversity is an important factor in determining the composition of the Board and, therefore, seeks a variety of occupational and personal backgrounds on the Board in order to obtain a range of viewpoints and perspectives and to enhance the diversity of the Board. The Board, functioning as nominating committee, annually evaluates the Board's composition. This evaluation enables the Board to update the skills and experience they seek in the Board as a whole, and in individual directors, as the Company's needs evolve and change over time and to assess the effectiveness of efforts at pursuing diversity.

Nominations of candidates by shareholders of the Company to be considered by the Board for membership on the Board of Directors may be submitted if such nominations are made pursuant to timely notice in writing to the Company's Secretary. For more information, please see the information provided under the heading "Shareholder Proposals and Nominations" below. The current nominees were selected by the independent members of the Board of Directors, which nominees were ratified by the entire Board of Directors. The Company does not currently have a charter or formal policy with respect to the consideration of director candidates recommended by shareholders. The reason for not having such a formal policy is that the Board believes the current approach has functioned well and therefore no formal policy has been deemed necessary by the Board.

Executive Committee

In 1997 the Board appointed an Executive Committee, its members are: James Bernau, James Ellis, Craig Smith and Stan Turel. The Executive Committee met once in 2019.

1.8 Leadership Structure of Board of Directors

Currently, the Company's President and Chief Executive Officer, Mr. Bernau, also serves as its Chairperson of the Board. The Board believes the interests of all shareholders are best served at the present time through a leadership model with the same person holding the positions of President, Chief Executive Officer and Chairperson of the Board.

Mr. Bernau possesses an in-depth knowledge of the Company, its operations, and the array of challenges to be faced, gained through over 35 years of successful experience in the industry. The Board believes that these experiences and other insights put Mr. Bernau in the best position to provide broad leadership for the Board as it considers strategy and as it exercises its fiduciary responsibilities to its shareholders.

Further, the Board has demonstrated its commitment and ability to provide independent oversight of management. All directors other than Mr. Bernau and Mr. Ellis have been determined by the Board to be independent, and all the members of each of the Compensation and Audit Committees are independent. Since each independent director may call meetings of the independent directors and may request agenda topics to be added or dealt with in more detail at meetings of the full Board, or an appropriate Board committee, the Board does not believe it necessary to have a lead independent director.

1.9 Role of Board of Directors in Risk Oversight

The entire Board and each of its standing committees are involved in overseeing risk associated with the Company. The Board monitors the Company's governance by regular review with management and outside advisors. The Board and the Audit Committees monitor the Company's liquidity risk, regulatory risk, operational risk and enterprise risk by regular reviews with management and external auditors and other advisors. In its periodic meetings with the independent accountants, the Audit Committee discusses the scope and plan for the audit and includes management in its review of accounting and financial controls, assessment of business risks and legal and ethical compliance programs. As part of its responsibilities as set forth in its charter, the Compensation Committee reviews the Company's executive compensation program and the associated incentives to determine whether they present a significant risk to the Company. Based on this review, the Compensation Committee concluded that the Company's compensation policies and procedures are not reasonably likely to have a material adverse effect on the Company.

1.10 Director Compensation

The following table sets forth information concerning compensation of the Company's directors other than Mr. Bernau for the fiscal year ended December 31, 2019:

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
James L. Ellis	$ 12,400	-	-	-	-	$ 408	$ 12,808
Sean M. Cary	4,300	-	-	-	-	-	4,300
Christopher L. Sarles	2,850	-	-	-	-	-	2,850
Craig Smith	3,950	-	-	-	-	-	3,950
Stan G. Turel	3,950	-	-	-	-	-	3,950
Heather Westing*	2,800	-	-	-	-	-	2,800
Leslie Copland**	600	-	-	-	-	-	600

* Resigned from the Board of Directors on November 4, 2019

** Joined the Board of Directors on September 7, 2019

Fees earned or paid in cash for James L. Ellis includes a monthly stipend for ongoing consultation services as well as serving as administrator of any potential employee complaint that might rise to the Board level. All Other Compensation for Mr. Ellis represents employer paid 401(k) matching contributions.

The members of the Board received cash compensation for their service on the Board in 2019 and were reimbursed for out-of-pocket and travel expenses incurred in attending Board meetings.

In January 2009 the Board, upon recommendation of the Compensation Committee, adopted the WVV Board Member Compensation Plan which provides directors with the following compensation for service on the Board: a $1,000 yearly stipend, $500 per Board meeting attended in person, $250 per Board meeting via teleconference, $200 per committee meeting in person and $100 per committee meeting via teleconference. The plan also includes set per diem for expenses associated with meeting attendance, as well as a yearly wine allowance. Under the terms of the plan, any Board member may elect not to receive any or all of the compensation components. The Board also reserved the right to suspend this plan at any time on the basis of prevailing economic conditions and their impact on the company:

1.11 Communications to the Board of Directors

The Board of Directors welcomes and encourages shareholders to share their thoughts regarding the Company. Towards that end, the Board of Directors has adopted a policy whereby all communications should first be directed to the Company's Secretary at Willamette Valley Vineyards, Inc., 8800 Enchanted Way SE, turner, OR 97392. The Secretary will then distribute a copy of the communication to the Chairman of the Board, the Chairperson of the Audit Committee and the Company's outside counsel. Based on the input and decision of these persons, along with the entire Board of Directors if it is deemed necessary, the Company will respond to the communication. Shareholders should not communicate directly with any other individual officer or director unless requested to do so.

1.12 Code of Ethics

The Company has adopted a code of ethics applicable to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, which is a "code of ethics" as defined by applicable rules of the SEC. A copy of the Company's Code of Business Conduct and Ethics is posted on the Company's web site, www.wvv.com. Amendments to the Company's Code of Business Conduct and Ethics or any grant of a waiver from a provision of the Company's Code of Business Conduct and Ethics requiring disclosure under applicable SEC rules will be disclosed on the Company website at www.wvv.com. Any person may request a copy of the Company's Code of Business Conduct and Ethics, at no cost, by writing to the Company at the following address:

Willamette Valley Vineyards, Inc.
Attention: Corporate Secretary
8800 Enchanted Way SE
Turner, OR 97392

2. EXECUTIVE COMPENSATION

2.1 Summary Compensation Table

The following table sets forth certain information concerning compensation paid or accrued by the Company, to or on behalf of the Company's principal executive officer, James W. Bernau and Chief Financial Officers Richard F. Goward Jr. and John Ferry for the fiscal years ended December 31, 2019 and December 31, 2018. No other executive officer of the Company received total compensation in 2019 in excess of $100,000, and thus disclosure is not required for any other person.

Summary compensation information is as follows:

Summary Compensation Table

Name, Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-equity Incentive Plan Compensation	Nonqualified Deferred Comp. Earnings	All Other Comp.*	Total
Bernau, James W.,									
President, Chief Executive	2019	$ 273,039	$ 233,488	$ -	$ -	$ -	$ -	$ 107,679	$ 614,206
President, Chief Executive	2018	$ 265,441	$ 265,441	$ -	$ -	$ -	$ -	$ 48,675	$ 579,557
Goward, Richard F. Jr **									
Chief Financial Officer	2019	$ 128,073	$ 14,500	$ -	$ -	$ -	$ -	$ 6,824	$ 149,397
Chief Financial Officer	2018	$ 128,944	$ 15,315	$ -	$ -	$ -	$ -	$ 6,320	$ 150,579
John Ferry ***									
Chief Financial Officer	2019	$ 35,000	$ -	$ -	$ -	$ -	$ -	$ 495	$ 35,495

*All other compensation includes Company payments for medical insurance, value of lodging, Board of Director stipends, life insurance payments and Company 401(k) matching contributions.
**Retired as CFO September 16, 2019
***Appointed as CFO September 16, 2019

There were no outstanding equity awards at the fiscal year ended December 31, 2019.

2.2 Compensation Philosophy

The compensation of our named executive officers has been designed to implement compensation principles that are intended to align management's interests with our shareholder's interests in order to support long-term value creation. In establishing the compensation structure of our named executive officers, the Compensation Committee determined that the use of a performance-based incentive should provide additional motivation for our named executive officers to achieve both short-term and long-term business and growth goals for the Company. Additionally, the use of a consumer price index inflation factor on base salary ensures our named executive officer's will not lose buying power, on core compensation, while pursuing these goals.

2.3 Bernau Employment Agreement

The Company and Mr. Bernau are parties to an employment agreement dated August 3, 1988 as amended on February 20, 1997, January of 1998, November 2010, and November 8, 2012. Under the terms of the agreement as amended, Mr. Bernau is entitled to an annual salary of $235,000 commencing in 2012 with annual increases tied to increases in the consumer price index. Mr. Bernau's annual bonus is calculated as a percentage of the Company's annual net income before taxes in the following manner: 5% on the first $1.75 million of pre-tax income, and 7.5% on the pre-tax net income over $1.75 million, not to exceed his annual base salary in the year in which the calculation is made. Additionally, Mr. Bernau participates in the employer sponsored 401(k) plan. Pursuant to the terms of the employment agreement, the Company is to provide Mr. Bernau with housing on the Company's property. Mr. Bernau resides in the estate house, free of rent, which is also used to accommodate overnight stays for Company guests. Mr. Bernau resides in the residence for the convenience of the Company and must continue to reside there for the duration of his employment in order to provide additional security and lock-up services for late evening events at the Winery and Vineyard. The employment agreement provides that Mr. Bernau's employment may be terminated only for cause, which is defined as non-performance of his duties or conviction of a crime.

2.4 Ferry Employment Agreement

The Company and Mr. Ferry are parties to an employment agreement dated September 11, 2019. Under the agreement Mr. Ferry is paid an annual salary of $140,000 that is reviewed annually. Mr. Ferry is also eligible to receive an annual performance-based incentive payment up to $15,000.

2.5 Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to beneficial ownership of the Company's Common Stock as of March 11, 2020, by (i) each person who beneficially owns more than 5% of the Company's Common Stock, (ii) each Director of the Company, (iii) each of the Company's named executive officers, and (iv) all directors and executive officers as a group. Except as indicated in the footnotes to this table, each person has sole voting and investment power with respect to all shares attributable to such person.

Information concerning persons who beneficially own more than 5% of the Company's common stock who are not otherwise affiliated with the Company is based solely upon statements made in filings with the SEC or other information we believe to be reliable.

Unless otherwise noted, the address of each beneficial owner listed in the table is 8800 Enchanted Way SE Turner, OR 97392.

	Number of Shares Outstanding Stock		Percent of Shares Beneficially Owned (1)
James W. Bernau, President/CEO, Chair of the Board	418,526		8.4%
John Ferry, CFO	-		**
James L. Ellis, Director	19,865		**
Christopher L. Sarles, Director	-		**
Sean M. Cary, Director	5,200		**
Stan G. Turel, Director	15,192		**
Craig Smith, Director	1,500		**
Leslie Copland, Director	-		**
Christopher Riccardi 100 Tall Pine Ln., Apt 2102, Naples, FL 34105	385,485	(2)	7.8%
Carl D. Thoma 300 N. LaSalle St, Suite 4350. Chicago, IL 60654	336,189	(3)	6.8%
All Directors and Executive Officers as a group (8 persons)	460,283		9.3%

** Less than one percent

(1) The percentage of outstanding shares of common stock is calculated out of a total of 4,964,529 shares of common stock outstanding as of May 22, 2020. Shares owned do not include ownership of preferred stock shares.

(2) Based on a Form 4 filed by Mr. Riccardi with the SEC on December 29, 2015

(3) Based on a Schedule 13G/A filed by Mr. Thoma with the SEC on February 8, 2017. Beneficial ownership includes 139,429 shares held by the Carl D. Thoma Roth IRA, TD Ameritrade Clearing Custodian for the benefit of Mr. Thoma.

2.6 Transactions with Related Persons

The Company did not participate in any transactions with related persons for the year ended December 31, 2019 that had a direct or indirect material interest in an amount exceeding $120,000 and there are no currently proposed transactions with related persons that exceed $120,000.

All proposed transactions between the Company and its officers, directors, and principal shareholders are required be approved by a disinterested majority of the members of the Board and will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties.

The Board has determined that each of our directors, except Mr. Bernau and Mr. Ellis is "independent" within the meaning of the applicable rules and regulations of the SEC and the director independence standards of NASDAQ, as currently in effect. Furthermore, the Board has determined that, with the exception of the Executive Committee, each of the members of each of the committees of the Board is "independent" under the applicable rules and regulations of the SEC and the director independence standards of NASDAQ, as currently in effect.

2.7 Delinquent Section 16 Reports

Section 16(a) of the Exchange Act requires the Company's officers, directors and persons who own more than 10% of a registered class of the Company's equity securities to file certain reports with the SEC regarding ownership of, and transactions in, the Company's securities. These officers, directors and stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) reports that are filed with the SEC. Based solely on a review of copies of such forms received by the Company and written representations received by the Company from certain reporting persons, the Company believes that for the year ended December 31, 2019 all Section 16(a) reports required to be filed by the Company's executive officers, directors and 10% stockholders were filed on a timely basis with the exception of one Form 3 filing for Leslie Copland, which was filed late.

2.8 Audit Committee Report

The general purpose of the Audit Committee is to assist the Board of Directors in the exercise of its fiduciary responsibility of providing oversight of the Company's financial statements and the financial reporting processes, internal accounting and financial controls, the annual independent audit of the Company's financial statements, and other aspects of the financial management of the Company. The Audit Committee is appointed by the Board of Directors. All committee members are financially literate.

Specific Audit Committee Actions Related to Review of the Company's Audited Financial Statements: In discharging its duties, the Audit Committee, among other actions, has (i) reviewed and discussed the audited financial statements to be included in the company's Annual Report on Form 10-K for the twelve months ended December 31, 2019 with management, (ii) discussed with the Company's independent auditors the matters required to be discussed by SAS 61, as amended (AICPA, Professional Standards, Vol. 1, AU380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, related to such financial statements, (iii) received the written disclosures and the letter from the Company's independent accountants required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence, and (iv) based on such reviews and discussions, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in the company's Annual Report on Form 10-K for the twelve months ended December 31, 2019.

AUDIT COMMITTEE

Sean Cary, Chairperson, Stan Turel, Craig Smith

2.9 Fees of Independent Registered Public Accounting Firm

Fees for professional services provided by our independent registered public accounting firm in each of the last two fiscal years, in each of the following categories are:

	Years Ended December 31, 2019	Years Ended December 31, 2018
Audit fees (1)	$ 183,282	$ 167,000
Tax fees (2)	65,769	71,500
	$ 249,051	$ 238,500

(1) Audit fees represent fees for services rendered for the audit of the Company's annual financial statements and review of the Company's quarterly financial statements.
(2) Tax fees represent fees for services rendered for tax compliance, tax advice and tax planning

The Company did not incur any other audit related fees in either 2019 or 2018.

Pre-approval policies and procedures – It is the policy of the Company not to enter into any agreement for Moss Adams LLP to provide any non-audit services to the Company unless (a) the agreement is approved in advance by the Audit Committee or (b) (i) the aggregate amount of all such non-audit services constitutes no more than 5% of the total amount the Company pays to Moss Adams LLP during the fiscal year in which such services are rendered, (ii) such services were not recognized by the Company as constituting non-audit services at the time of the engagement of the non-audit services and (iii) such services are promptly brought to the attention of the Audit Committee and prior to the completion of the audit were approved by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee. The Audit Committee will not approve any agreement in advance for non-audit services unless (1) the procedures and policies are detailed in advance as to such services, (2) the Audit Committee is informed of such services prior to commencement and (3) such policies and procedures do not constitute delegation of the Audit Committee's responsibilities to management under the Exchange Act.

3. ELECTION OF DIRECTORS (PROPOSAL NO. 1)

At the Annual Meeting two directors are up for election to the Board of Directors, each for a term of three years. In November 2015 the Board of Directors amended the Company's Bylaws to include, among other things, dividing board membership into three groups with staggered terms. Therefore, all nominees have been divided into groups. The Board of Directors recommends that shareholders vote for the election as directors the persons named below as nominees to serve on the Board of Directors for the term specified below:

Nominees:	Group Number	Term Begins Following Annual Meeting:	Term Ends at Annual Meeting:
James W. Bernau	I	2020	2023
Sean M. Cary	I	2020	2023

The Board of Directors believes that the nominees will serve if elected as directors. There is no cumulative voting for election of directors. Directors are elected by a plurality of votes; therefore, the two persons receiving the most votes, even if less than a majority of the votes cast, will be elected directors. Abstentions or failure to vote will have no effect on the election of directors, assuming the existence of a quorum. The Board of Directors unanimously recommends a vote **FOR** this proposal.

4. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS (PROPOSAL NO. 2)

The Audit Committee has appointed Moss Adams LLP ("Moss Adams") as independent auditors for the 2020 fiscal year. Moss Adams will audit the Company's consolidated financial statements for the 2020 fiscal year and perform other services. While shareholder ratification is not required by the Company's by-laws or otherwise, the Board of Directors is submitting the selection of Moss Adams to the shareholders for ratification as a good corporate governance practice. If the shareholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain Moss Adams. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent public accountant or auditor at any time during the year if it determines that such a change would be in the best interest of the Company and its shareholders.

The proposal will be approved if, assuming the existence of a quorum, more shares of the Company's Common Stock cast on the proposal vote in favor of approval than vote against the proposal. Abstentions are counted for purposes of determining whether a quorum exists at the Annual Meeting but will not be counted and will have no effect on the determination of the outcome of the proposal. The proxies will be voted for or against the proposal, or as an abstention, in accordance with the instructions specified on the proxy form. If no instructions are given, proxies will be voted for approval of the ratification of Moss Adams LLP.

A representative of Moss Adams LLP is expected to attend the Annual Meeting at their own expense and will be given an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The Board of Directors unanimously recommends a vote **FOR** this proposal. Assuming the existence of a quorum, the appointment of Moss Adams LLP will be ratified if approved by the holders of a majority of the shares present in person or by proxy.

5. ADVISORY (NON-BINDING) APPROVAL ON COMPANY'S EXECUTIVE COMPENSATION (PROPOSAL NO. 3)

The Board of Directors is asking the shareholders to provide advisory approval of the compensation of our named executive officers as we have described it in the "Executive Compensation" section of this proxy statement. While this vote is advisory, and not binding on our Company, it will provide information to our Board and Compensation Committee regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of fiscal 2020 and beyond.

The Board asks that shareholders indicate their support for our executive compensation policies and practices as described in this Proxy Statement by voting "FOR" the following resolution:

"*Resolved, that the shareholders approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the compensation tables and the related narrative disclosure in this Proxy Statement.*"

The proposal will be approved if, assuming the existence of a quorum, at least a majority of the shares of the Company's Common Stock cast on the proposal vote in favor of approval. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the Annual Meeting but will not be counted and will have no effect on the determination of the outcome of the proposal. The proxies will be voted for or against the proposal, or as an abstention, in accordance with the instructions specified on the proxy form. If no instructions are given, proxies will be voted for approval of the proposal. The Board of Directors unanimously recommends a vote **FOR** this proposal.

6. ADVISORY (NON-BINDING) APPROVAL ON THE FREQUENCY OF ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION (PROPOSAL NO. 4)

In addition to the advisory approval of our executive compensation, the Board of Directors is also asking for a non-binding determination as to the frequency with which our shareholders would have an opportunity to provide an advisory approval of our executive compensation program. The Board is providing shareholders the option of selecting a frequency of one, two or three years, or abstaining. For the reasons described below, we recommend our shareholders select a frequency of three years, or a triennial vote.

Our executive compensation program is designed to support long-term value creation, and a triennial vote will allow shareholders to better judge our executive compensation program in relation to our long-term performance. As discussed under Proposal 3, one of our core principles is to ensure that management's interests are aligned with our shareholder's interests and our Chief Executive Officer's compensation program provides substantial incentive, above base salary, to encourage meeting this goal. Because we are taking a long-term approach with executive compensation, a triennial vote would allow us to evaluate our performance under this program using a similar time-frame.

A triennial vote will also provide us with the time to thoughtfully respond to shareholder's sentiments and implement any necessary changes. We strive to design and implement an executive compensation program that is consistent with the Board's goal of long term growth of the Company and increased shareholder value. We therefore believe that a triennial vote is an appropriate frequency to provide our Compensation Committee sufficient time to make, implement and evaluate any adjustments to our executive compensation program.

This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the Board. Shareholders are not voting to approve or disapprove the Board's recommendation. Although non-binding, the Board will carefully review the voting results. Notwithstanding the Board's recommendation and the outcome of the shareholder vote, the Board may in the future decide to conduct advisory votes on a more frequent basis and may vary its practice based on factors such as discussions with shareholders and the adoptions of material changes to compensation programs.

Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the Annual Meeting but will not be counted and will have no effect on the determination of the outcome of the proposal. The proxies will be voted for a one, two or three year advisory vote frequency, or as an abstention, in accordance with the instructions specified on the proxy form. If no instructions are given, proxies will be voted to advise a triennial voting frequency. The Board of Directors unanimously recommends a vote **FOR CONDUCTING THIS VOTE EVERY THREE YEARS**.

7. SHAREHOLDER PROPOSALS AND NOMINATIONS OF DIRECTORS

7.1 Shareholder Proposals for Inclusion in Next Year's Proxy Statement

To be considered for inclusion in the proxy statement relating to next year's annual meeting, a shareholder proposal must be received at our principal executive offices no later than February 2, 2021. Such proposals also will need to comply with SEC regulations under Rule 14a-8 regarding the inclusion of shareholder proposals in Company-sponsored proxy materials. Proposals should be addressed to the Company Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392. If the date of the next annual meeting is changed by more than 30 days from the anniversary of this year's annual meeting, then, to be considered for inclusion in the proxy statement relating to next year's annual meeting, notice of a shareholder proposal will need to be received by the Company in a reasonable amount of time before the Company begins to print and send its proxy materials.

7.2 Other Shareholder Proposals

If a shareholder wishes to present a shareholder proposal at our next annual meeting that is not intended to be included in the proxy statement pursuant to Rule 14a-8 of the Exchange Act, the shareholder should give notice to our Company Secretary of such proposal. Such notice should be addressed to the Company Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392. According to the Company's bylaws, in order to be timely, such notice must be in writing and received by the Company Secretary, not less than 90 days nor more than 120 days prior to the first anniversary of the date on which the Company first mailed its proxy materials for the 2020 Annual Meeting (no earlier than February 2, 2021, and no later than the close of business on March 4, 2021). However, if the date of the annual meeting is advanced by more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, then notice by the shareholder to be timely must be delivered to the Company's Secretary not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 15th day following the day on which public announcement of the date of such meeting is first made. Therefore, in the event a shareholder does not notify the Company of an intent to present a shareholder proposal at the Company's 2021 Annual Meeting within the timeframe outlined above, the Company's management will have the right to exercise their discretionary authority to vote proxies received for such meeting with respect to any such proposal.

7.3 Shareholder Director Nominations

The independent members of the Board of Directors select and recommend to the Board of Directors for approval nominees for director and committee member positions. The Board then considers the recommendation of these directors and decides which nominees to present to the Company's shareholders for election to the Board of Directors.

Shareholders who wish to submit a proposed nominee for election to the Board of Directors of the Company for consideration by the Board should send written notice to the Chairman of the Board of Directors, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392 no later than March 4, 2021. Such notification should set forth the name and address of such nominee or nominees and a description of all arrangements or understandings between the shareholder and each nominee or any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder, as well as all information relating to the proposed nominee as is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act. Additionally, such notice must include the proposed nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; the name and address of such shareholder or beneficial owner on whose behalf the nomination is being made; the number of shares of the Company owned beneficially and of record by such shareholder or beneficial owner; and a representation that such shareholder intends to vote such stock at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice. The Board will consider shareholder nominees on the same terms as nominees selected by the Board.

8. RESULTS OF THE ANNUAL MEETING

The Company intends to announce preliminary voting results at the Annual Meeting and will publish final results within four business days of the Annual Meeting in a Current Report on Form 8-K, which the Company will file with the SEC.

9. HOUSEHOLDING

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as "householding," potentially means extra convenience for shareholders and cost savings for companies. The Company has implemented householding rules with respect to our shareholders of record. Additionally, a number of brokers with account holders who are shareholders may be "householding" the Company's proxy materials. If a shareholder receives a householding notification from his, her or its broker, a single proxy statement will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from an affected shareholder. Once a shareholder has received notice from his/her broker that they will be "householding" communications to such shareholders address, "householding" will continue until you are notified otherwise.

Shareholders who currently receive multiple copies of the Notice of Internet Availability at their address and would like to request "householding" of their communications should contact their broker. In addition, if any shareholder that receives a "householding" notification wishes to receive a separate Notice of Internet Availability at his, her or its address, such shareholder should also contact his, her or its broker directly. Shareholders who wish to receive multiple copies may also contact the Company c/o Company Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392, Telephone Number: (503) 588-9463. The Company undertakes to provide all such additional copies of the proxy materials upon request.

Shareholders of record sharing an address can request delivery of a single copy of annual reports to security holders, proxy statements, and notices of internet availability of proxy materials by contacting the Company at: c/o Company Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392.

10. COST OF SOLICITATION

The cost of soliciting proxies will be borne by the Company. In addition to use of the mails, proxies may be solicited personally or by telephone by directors, officers and employees of the Company, who will not be specially compensated for such activities.

11. ADDITIONAL INFORMATION

A copy of the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2019 accompanies this Proxy Statement. The Company is required to file an Annual Report on Form 10-K with the SEC. Shareholders may obtain, free of charge, a copy of the Form 10-K on the website maintained by the SEC at www.sec.gov or by writing to The Company Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392, or they may access a copy through links provided on the Company's web site: www.wvv.com. The information on the Company's website is not part of this Proxy Statement.

By Order of the Board of Directors
James W. Bernau
Chairperson of the Board
June 2, 2020

ANNUAL REPORT TO SHAREHOLDERS

DESCRIPTION OF BUSINESS

Introduction – Willamette Valley Vineyards, Inc. ("the Company" or "WVV") was formed in May 1988 to produce and sell premium, super premium and ultra-premium varietals. The Company was originally established as a sole proprietorship by Oregon winegrower Jim Bernau in 1983. The Company is headquartered in Turner, Oregon, which is just south of the state capitol of Salem, Oregon. The Company's wines are made from grapes grown in vineyards owned, leased or contracted by the Company, and from grapes purchased from other nearby vineyards. The grapes are harvested, fermented and made into wine at the Company's Turner winery (the "Estate Winery" or "Winery") and the wines are sold principally under the Company's Willamette Valley Vineyards label, but also under the Griffin Creek, Tualatin Estate, Pambrun, Maison Bleue, Natoma, Metis and Elton labels. The Company also owns the Tualatin Estate Vineyards and Winery, located near Forest Grove, Oregon (the "Tualatin Winery").

Segments - The Company has identified two operating segments, direct sales and distributor sales, based upon their different distribution channels, margins and selling strategies. Direct sales include retail sales in our tasting room and remote sites, wine club sales, online sales, on-site events, kitchen and catering sales and other sales made directly to the consumer without the use of an intermediary. Distributor sales include all sales through a third party where prices are given at a wholesale rate.

Products – Under its Willamette Valley Vineyards label, the Company produces and sells the following types of wine in 750 ml bottles: Pinot Noir, the brand's flagship and its largest selling varietal in 2019, $24 to $100 per bottle; Chardonnay, $25 to $45 per bottle; Pinot Gris, $17 per bottle; Pinot Blanc, $24 per bottle; Rose, $18 to $24 per bottle; Methode Champenoise Brut, $55 per bottle; and Riesling, $14 per bottle (all bottle prices included herein are the suggested retail prices). The Company's mission for this brand is to become the premier producer of Pinot Noir from the Pacific Northwest.
Under its Tualatin Estate Vineyards label, the Company currently produces and sells the following type of wine in 750 ml bottles: Semi-Sparkling Muscat, $20 per bottle.

Under its Griffin Creek label, the Company produces and sells the following types of wine in 750 ml bottles: Syrah, the brand's flagship, $48 per bottle; Merlot, $45 per bottle; Cabernet Sauvignon, $48 per bottle; Grenache, $48 per bottle; Cabernet Franc, $48 per bottle; Tempranillo, $48 per bottle; Malbec, $48 per bottle; The Griffin (a Bordeaux style blend), $65 per bottle; and Viognier, $32 per bottle. This brand's mission is to be the highest quality producer of Bordeaux and Rhone varietals in Southern Oregon.

Under its Elton label, the Company produces and sells the following types of wine in 750 ml bottles: Pinot Noir, $75 per bottle and Chardonnay, $75 per bottle.

Under its Pambrun label, the Company produces and sells the following types of wine in 750 ml bottles: Chrysologue, $65 per bottle; Merlot, $65 per bottle; and Cabernet Sauvignon, $70 per bottle.

Under its Maison Bleue label, the Company produces and sells the following types of wine in 750 ml bottles: Frontiere Syrah, $75 per bottle; Graviére Syrah, $65 per bottle; Voyageur Syrah, $50 per bottle; Bourgeois Grenache, $50 per bottle; and Voltigeur Viognier, $40 per bottle.

Under its Made in Oregon Cellars label, the Company produces and sells the following type of wine in 750 ml bottles: Oregon Blossom (off-dry rosé), $14 per bottle.

The Company holds U.S. federal and/or Oregon state trademark registrations for the trademarks material to the business, including but not limited to, the WILLAMETTE VALLEY VINEYARDS, BIO-CASK, DAEDALUS CELLARS, OREGON'S LANDMARK WINERY, TUALATIN, GRIFFIN CREEK, GRIFFIN, ELTON, WILLAMETTE, WVV, SIP.SAVE, WHOLE CLUSTER, MADE IN OREGON CELLARS, OREGON BLOSSOM, INGRAM ESTATE, IT'S WILLAMETTE, DAMMIT, FULLER, METIS, O'BRIEN and NATOMA marks. Additionally, the Company has allowed use on PAMBRUN, PIERRE PAMBRUN and PINOT BLACK.

Market overview – The United States wine industry has seen a rapid increase in the number of wineries that are being established throughout the country. From 2009 to 2020, U.S. wineries grew in number from 6,357 to 10,742, according to Statistica, and are one of the fastest growing segments in agriculture. U.S. wineries increased production in 2017, the most recent year such data is available, by 7.5% compared to 2016 according to The Wine Institute.

The United States is the largest wine market in the world in terms of revenues and volume representing 15% of world consumption in 2017, the last year in which data is available. Total U.S. wine shipments reached 409 million cases in 2019 with total US wine sales, domestic and import, revenue of $72 billion, up nearly 4% from the previous year according to Wine Analytics Report. U.S. wine sales have grown for 25 consecutive years and there were 644,647 locations in the United States that sold wine in 2017, the last year in which such data is available, an increase of more than 100,000 locations over the past 10 years according to Nielsen.

According to the Wine Marketing Council, U.S. consumers continue to enjoy wine with 240 million Americans, approximately 40% of the adult population, drinking wine in 2018. Of U.S. wine consumers in 2018, 56% were female and 44% male with 33% of consumers drinking wine more than once per week according to the Wine Marketing Council. Domestic wine accounted for 66.9% of U.S. sales in 2018 according to Wines & Vines Analytics Report. The five most popular wines in 2018 were chardonnay, cabernet sauvignon, red blends, pinot gris and pinot noir, according to Nielsen.

In 2018, off-premise sales accounted for roughly 81% of the U.S. market with an average bottle price of $10 according to Nielsen. Direct to consumer (DTC) sales continue to be a fast growing channel in the U.S. market, but still a small percentage of overall volume representing less than 2% of the U.S. volume in 2018, such sales increased by 12% in 2018 from 2017 according to Wines & Vines Analytics.

In a 2018 American Wine Consumer Preference Survey, by Sonoma State University and the Wine Business Institute, American wine consumers from all 50 states were sampled regarding their wine consumption. Of those sampled, 50% reported they consume wine daily or several times per week making them "High Frequency Wine Drinkers" with 17% reporting that they drink wine once per week and the remaining 33% drinking wine less frequently. Respondents demonstrated a preference for red wine, with 69% listing it as one of their favorites, 67% listing white wine as one of their favorites and 40% listing Rose. Price and brand topped the list of decision-making reasons when purchasing wine for home consumption at 80% and 69% respectively. Of those surveyed 32% listed the most common purchase price being $11 to $15 however 46% indicated that they had paid $50 to $99 a bottle for a special occasion.

Rob McMillan, EVP and founder of Silicon Valley Bank's Wine Division, one of the wine industry's most authoritative experts on the wine industry in his State of The Wine Industry Report 2020, explains that the wine consumers who fueled the growth of super premium wines, Baby Boomers, are moving into retirement, declining in numbers and per capita consumption. While younger generations represent a substantial opportunity for wine producers, winemakers must make dramatic adjustments in their strategies to reach and appeal to these younger consumer groups with different values or face declining sales and profits.

The Company's Board of Directors and Management believe the winery's focus on integrity in wine making, small scale, storied estate vineyards, environmental stewardship, support for community needs and participatory wine experiences are reflective of the values of a number of prospective, developing wine enthusiasts.

The Oregon wine industry – Oregon is a relatively new wine-producing region in comparison to California and France. In 1966, there were only two commercial wineries licensed in Oregon. According to the Oregon Vineyard and Winery Report produced by University of Oregon's Institute for Policy Research and Engagement (UOIPRE) in 2018, the most recent year such data is available, the overall number of wineries increased from 769 to 793 with the biggest increases coming from the Willamette Valley, which added 28. Planted acres of wine grape vineyards increased by nearly 2,000 acres from 33,996 to 35,972, an increase of 5.8%, 33,283 acres of which were harvested. Oregon wine grapes produced a 2018 crop with a total value of $209 million, an increase of 8.7% from 2017 according to UOIPRE. Pinot Noir leads all varieties accounting for 57% of planted acreage and 59% of production. According to UOIPRE, Oregon case sales in 2018 were 4.1 million, up from 3.6 million in 2017, a 15.1% increase. UOIPRE reported case sales in dollars for 2018 to be approximately $607 million, a 10.3% increase from 2017.

Because of climate, soil and other growing conditions, we believe the Willamette Valley in western Oregon is ideally suited to growing superior quality Pinot Noir, Chardonnay, Pinot Gris and Riesling wine grapes. Some of Oregon's Pinot Noir, Pinot Gris and Chardonnay wines have developed outstanding reputations, winning numerous national and international awards. Though Oregon contributed only 1% of domestic wine production, it accounted for 21% of domestic wines that garnered a score of 90 points or higher by Wine Spectator in 2015.

Oregon does have certain disadvantages as a wine-producing region. Oregon's wines are lesser known to consumers worldwide and the total wine production of Oregon wineries is small relative to California and French competitors. Greater worldwide label recognition and larger production levels give Oregon's competitors certain financial, marketing, distribution and unit cost advantages.

Furthermore, Oregon's Willamette Valley has an unpredictable rainfall pattern in early autumn. If significantly above-average rains occur just prior to the autumn grape harvest, the quality of harvested grapes is often materially diminished, thereby affecting that year's wine quality.

Finally, phylloxera, an aphid-like insect that feeds on the roots of grapevines, has been found in several commercial vineyards in Oregon. Contrary to the California experience, most Oregon phylloxera infestations have expanded very slowly and done only minimal damage. Nevertheless, phylloxera does constitute a significant risk to Oregon vineyards. Prior to the discovery of phylloxera in Oregon, all vine plantings in the Company's Estate Vineyard, in Turner, Oregon, were with non-resistant rootstock. In 1997, the Company purchased Tualatin Vineyards at the Tualatin Winery, which has phylloxera at its site. All current plantings are with, and all future planting will be with, phylloxera-resistant rootstock at that location. The Company takes commercially reasonable precautions in an effort to prevent the spread of phylloxera to its Turner site.

As a result of these factors, subject to the risks and uncertainties identified in this Annual Report, the Company believes that long-term prospects for growth in the Oregon wine industry are excellent. The Company believes that over the next several years the Oregon wine industry will grow at a faster rate than the overall domestic wine industry, and that much of this growth will favor producers of premium, super premium and ultra-premium wines such as the Company's Estate, Elton, Pambrun, Maison Bleue and Griffin Creek brands.

2018 Oregon harvest – The Oregon Vineyard and Winery Census Report states that 2018 saw increases in sales for Oregon wine alongside increased vineyard production. Pinot Noir continued to lead statewide production representing 57% of planted acreage and 59% of production in 2018. The overall number of wineries increased from 769 in 2017 to 793 in 2018 with total tons crushed in Oregon increasing 3.3% from 77,170 tons in 2017 to 79,685 in 2018.

2019 Oregon harvest – There is no official data available on the 2019 Oregon harvest as of the date of this report.

Company Strategy

The Company, one of the largest wine producers in Oregon by volume, believes its success is dependent upon its ability to: (1) grow and purchase high quality vinifera wine grapes; (2) vinify the grapes into premium, super premium and ultra-premium wine; (3) achieve significant brand recognition for its wines, first in Oregon and then nationally and internationally; (4) effectively distribute and sell its products nationally; and (5) continue to build on its base of direct to consumer sales. The Company's goal is to continue to build on a reputation for producing some of Oregon's finest, most sought-after wines.

Based upon several highly regarded surveys of the U.S. wine industry, the Company believes that successful wineries exhibit the following four key attributes: (i) focus on production of high-quality premium, super premium and ultra-premium varietal wines; (ii) achieve brand positioning that supports high bottle prices for its high quality wines; (iii) build brand recognition by emphasizing restaurant sales; and (iv) develop strong marketing advantages (such as a highly visible winery location, successful support of distribution, and life-long customer service programs).

To successfully execute this strategy, the Company has assembled a team of accomplished winemaking professionals and has constructed and equipped the Estate Winery into a 12,784 square foot state-of-the-art winery that includes a 12,500 square foot outdoor production area for the harvesting, pressing and fermentation of wine grapes.

The Company's marketing and selling strategy is to sell its premium, super premium and ultra-premium corkfinished-wine through a combination of direct sales at the Estate Winery, the McMinnville Tasting Room in McMinnville, Oregon, the Tualatin Estate Tasting Room in Forest Grove, Oregon, the Maison Bleue Tasting Room in Walla Walla, Washington, the Tasting Room in Folsom, California and sales through independent distributors and wine brokers who market the Company's wine in specific targeted areas.

The Company believes the location of the Estate Winery next to Interstate 5, Oregon's major north-south freeway, significantly increases direct sales opportunities to consumers. The Company believes this location provides high visibility for the Winery to passing motorists, thus enhancing recognition of the Company's products in retail outlets and restaurants. We also believe the Company's remodeled Hospitality Center, at the Estate Winery, has further increased the Company's direct sales and enhanced public recognition of its wines.

To remain competitive in the premium, super premium and ultra-premium market, the Company has embarked on a brand expansion project and is in the process of developing a brand and future winery in the Walla Walla AVA under the names Pambrun, Maison Bleue and Metis. This future winery is expected to produce small vintages of Cabernet Sauvignon and other Bordeaux-varietals, under the Pambrun brand, and Syrah and other Rhone-varietals, under the Maison Bleue brand, to compete in the ultra-premium wine market. The Company has released wines under the Pambrun label beginning with the 2015 vintage year and Maison Bleue label beginning with the 2016 vintage. Additionally, the Company has developed a single vineyard brand near Hopewell, Oregon adjacent to the current site of Elton Vineyards to produce wine under the Elton label. This brand produces primarily Pinot Noir and Chardonnay, also for sale in the ultra-premium space. The Company has released wines under the Elton label beginning with the 2015 vintage year. In December 2016 the Company purchased approximately 40 acres in the Dundee, Oregon area, purchased another 17 acres in January 2017 and through a lot line adjustment added 3 acres to the property. The Company is in the process of constructing a new winery and tasting room, called Bernau Estate, focused on sparkling wines and Biodynamic farming practices at the vineyard. In 2020 the Company is opening a microwinery featuring wine tasting and a custom blending experience under the name Willamette Wineworks, in historic Folsom, California, and sell wine under the brand name Natoma as well as its other brands.

Vineyards

The Company owns and leases approximately 914 acres of land, of which 705 acres are currently planted as vineyards or is suitable for future vineyard planting. The vineyards the Company owns and leases are all certified sustainable by LIVE (Low Input Viticulture and Enology) and Salmon Safe. At full production, the Company anticipates these vineyards would enable the Company to grow approximately 71% of the grapes needed to meet the winery's current production capacity, of 524,000 gallons (220,000 cases), at its Estate Winery.

The following table summarizes the Company's acreage:

	ACRES					TONS	
Vineyard Name	Total	Producing	Pre-Production	Plantable	Non-Plantable	Harvest 2019	Harvest 2018
Owned Vineyards							
WVV Estate	107	67	1	-	39	285	313
Tualatin Estate Vineyard	107	58	2	-	47	199	209
Ingram Vineyard	86	63	-	-	23	162	72
Pambrun Vineyard	87	20	-	30	37	28	21
Loeza Vineyard	62	-	35	23	4	-	-
Louisa Vineyard	53	-	-	25	28	-	-
Rocks Vineyard	37	-	15	19	3	-	-
Bernau Estate	20	15	-	-	5	36	71
Dayton Vineyard	40	-	-	39	1	-	-
Sub-Total	599	223	53	136	187	710	686
Leased Vineyards							
Peter Michael Vineyard	79	66	3	-	10	350	341
Meadowview Vineyard	49	49	-	-	-	236	263
Elton Vineyard	59	54	-	2	3	215	211
Ingram Vineyard	110	50	43	17	-	61	-
Bernau Estate	18	-	5	4	9	-	-
Sub-Total	315	219	51	23	22	862	815
Contracted Vineyards*							
Various	262	262	-	-	-	1,046	1,063
Total	1,176	704	104	159	209	2,618	2,564

* Contracted acreage is estimated

WVV Estate –Established in 1983, the Company's Estate Vineyard (the "Estate Vineyard") is located at the Winery location south of Salem, near Turner, Oregon. The Estate Vineyard uses an elaborate trellis design known as the Geneva Double Curtain. The Company has incurred the additional expense of constructing this trellis because it doubles the number of canes upon which grape clusters grow and spreads these canes for additional solar exposure and air circulation. Research and practical applications of this trellis design indicate that it should improve grape quality through smaller clusters and berries over traditional designs.

Tualatin Estate Vineyard – Established in 1973 at the Tualatin Winery location near Forest Grove, Oregon, the Company's Tualatin Estate Vineyards is one of the oldest vineyards in Oregon. It was purchased by the Company in 1997. A series of sale-leaseback transactions split the property into two additional vineyards, and the Company continues to lease and manage the Peter Michael Vineyard and Meadowview Vineyard, located adjacent to the Tualatin Vineyard.

Ingram Estate and Elton Vineyard – In 2008, the Company purchased 86 acres near Hopewell, Oregon, for vineyard plantings. Adjacent to the purchased land is an additional 110 leased acres, also for vineyard development. The Company believes the site is ideally situated to grow premium Pinot Noir. The Ingram site is also adjacent to Elton Vineyards, where the Company leases 54 acres of established vineyards.

Pambrun Vineyards – In 2015, the Company purchased 42 acres in the Walla Walla AVA near the town of Milton-Freewater, Oregon. Additionally, the Company purchased an additional 45 adjoining acres in 2017. The Company believes this site is ideal to grow Cabernet Sauvignon and other Bordeaux-varietals. Wines produced from this vineyard are sold under the Pambrun label.

Loeza Vineyard – The Company purchased 62 acres near Gaston, Oregon in 2014, for vineyard plantings, and believes the site is ideally situated to grow premium Pinot Gris and Pinot Noir. The site is close to Tualatin Vineyards which allows the Company to leverage existing crews for vineyard development and operations.

Louisa Vineyard – The Company purchased 53 acres in the Ribbon Ridge sub-AVA in 2016 for vineyard plantings and believes the site is suitable for growing ultra-premium Pinot Noir.

Maison Bleue Vineyard – The Company purchased approximately 37 acres in the new Rocks District of Milton-Freewater appellation near Milton-Freewater, Oregon in 2016. The Company planted 10 acres in 2019. Grapes from this vineyard will go to the Maison Bleue label.

Bernau Estate – The Company purchased approximately 17 acres in Dundee, Oregon in January 2017 comprised of 15 acres of producing Pinot Noir. Additionally, the Company added 3 acres through a lot line adjustment to add to the parcel. The Company leases 18 adjoining acres. The Company planted 3 acres in 2019.

Dayton Vineyard – The Company purchased 40 acres in Dayton, Oregon in December 2016

Salem Hills Vineyard – The Company purchased 69 acres south of Salem, Oregon in 2019.

Grape Vines - Beginning in 1997, the Company embarked on a major effort to improve the quality of its flagship varietal by planting new Pinot Noir clones that originated directly from the cool climate growing region of Burgundy rather than the previous source, Napa, California, where winemakers believe the variety adapted to the warmer climate over the many years it was grown there.

These new French clones are called "Dijon clones" after the University of Dijon in Burgundy, which assisted in their selection and shipment to a U.S. government authorized quarantine site, and then two years later to Oregon winegrowers. The most desirable of these new Pinot Noir clones are numbered 113, 114, 115, 667, 777 and 943. In addition to certain flavor advantages, these clones ripen up to two weeks earlier, allowing growers to pick before heavy autumn rains. Heavy rains can dilute concentrated fruit flavors and promote bunch rot and spoilage. These Pinot Noir clones were planted at the Tualatin Vineyards with phylloxera-resistant rootstock and the 667 and 777 clones have been grafted onto seven acres of self-rooted, non-phylloxera-resistant vines at the Company's Estate Vineyard.

New clones of Chardonnay preceded Pinot Noir into Oregon and were planted at the Company's Estate Vineyard on phylloxera-resistant rootstock.

In 2019, the Company's producing acres in the Estate Vineyard yielded approximately 285 tons of grapes and 199 tons at Tualatin Estate. Leased Vineyards produced an aggregate of 862 tons of grapes in 2019. Ingram Estate produced 162 tons of grapes in 2019. Bernau Estate produced 36 tons of grapes in 2019. Pambrun Vineyard produced 28 tons of grapes in 2019.

The Company fulfills its remaining grape needs by purchasing grapes from other nearby vineyards at competitive prices. In 2019, the Company purchased an additional 1,046 tons of grapes from other growers. The Company cannot grow enough grapes to meet anticipated production needs, and therefore contracts grape purchases to make up the difference. Contracted grape purchases are considered an important component of the Company's long-term growth and risk-management plan. The Company believes high quality grapes will be available for purchase in sufficient quantity to meet the Company's requirements. Additionally, the Company will continue to evaluate opportunities to plant more acres and purchase properties for future vineyards.

Management believes that the grapes grown on the Company's vineyards establish a foundation of quality through the Company's farming practices, upon which the quality of the Company's wines is built. Wine produced from grapes grown in the Company's own vineyards may be labeled as "Estate Bottled" wines. These wines traditionally sell at a premium over non-estate bottled wines.

Viticultural conditions – Oregon's Willamette Valley is recognized as a premier location for growing certain varieties of high-quality wine grapes, particularly Pinot Noir, Pinot Gris, Chardonnay and Riesling. The Company believes that the Estate Vineyard's growing conditions, including its soil, elevation, slope, rainfall, evening marine breezes and solar orientation are among the most ideal conditions in the United States for growing certain varieties of high-quality wine grapes. The Estate Vineyard's grape growing conditions compare favorably to those found in some of the famous Viticultural regions of France. Western Oregon's latitude (42^{o}–46^{o} North) and relationship to the eastern edge of a major ocean is very similar to certain centuries-old wine grape growing regions of France.

The Estate Vineyard's soil type is Jory/Nekia, a dark, reddish-brown, silky clay loam over basalt bedrock, noted for being well drained, acidic, of adequate depth, retentive of appropriate levels of moisture and particularly suited to growing high quality wine grapes.

The Estate Vineyard's elevation ranges from 533 feet to 800 feet above sea level with slopes from 2% to 30% (predominately 12-20%). The Estate Vineyard's slope is oriented to the south, southwest and west. Average annual precipitation at the Estate Vineyard is 41.3 inches; average annual air temperature is 52 to 54 degrees Fahrenheit, and the length of each year's frost-free season averages from 190 to 210 days. These conditions compare favorably with conditions found throughout the Willamette Valley viticultural region and other domestic and foreign viticultural regions, which produce high quality wine grapes.

In the Willamette Valley, permanent vineyard irrigation generally is not required. The average annual rainfall provides sufficient moisture to avoid the need to irrigate the Estate Vineyard. However, if the need should arise, the Company's Estate property contains one water well which can sustain sufficient volume to meet the needs of the Winery and to provide auxiliary water to the Estate Vineyard for new plantings and unusual drought conditions. At the Tualatin Vineyard, the Company has water rights to a year-round spring that feeds an irrigation pond. Additionally, the Company has water rights at the Pambrun and Rocks Vineyards.

Susceptibility of vineyards to disease – The Tualatin Estate Vineyard and the adjacent leased vineyards are known to be infested with phylloxera, an aphid-like insect, which can destroy vines.

It is not possible to estimate any range of loss that may be incurred due to the phylloxera infestation of the Company's vineyards. The phylloxera at Tualatin Vineyard is believed to have been introduced on the roots of the vines first planted on the property in the southern most section Gewurztraminer in 1971 that the Company partially removed in 2004. The remaining vines, and all others infested, remain productive at low crop levels. The Company is in the process of gradually replacing infested areas with new, phylloxera-resistant vines.

Winery

Wine production facility – The Company's Winery and production facilities are capable of efficiently producing up to 220,000 cases (524,000 gallons) of wine per year, depending on the type of wine produced. In 2019, the Winery produced approximately 172,869 cases (411,100 gallons) from its 2017 and 2018 harvest.

The Winery is 12,784 square feet in size and contains areas for processing, fermenting, aging and bottling wine, as well as an underground wine cellar, and administrative offices. There is a 12,500 square foot outside production area for harvesting, pressing and fermenting wine grapes, and a 4,500 square foot insulated storage facility with a capacity of approximately 30,000 cases of wine. The Company also has a 23,000 square foot storage building to store its inventory of bottled product with a capacity of approximately 135,000 cases of wine. The production area is equipped with a settling tank and sprinkler system for disposing of wastewater from the production process in compliance with environmental regulations.

In addition to the production capacity discussed above, the Tualatin Winery has 20,000 square feet of production capacity. This adds approximately 28,000 cases (66,000 gallons) of wine production capacity to the Company. The capacity at the Tualatin Winery is available to the Company to meet any anticipated future production needs.

Hospitality facility – The Company has a renovated tasting and hospitality facility of 35,642 square feet (the "Hospitality Center") at the Estate Winery. The main floor of the Hospitality Center includes retail sales space with the Estate Tasting Room, Club Room for Wine Club Members and Owners, dining area and mezzanine, which altogether are designed to accommodate approximately 300 persons for tastings, wine and food pairing meals, public and private events and meetings. An iconic observation tower and tiered decks around the Hospitality Center enable visitors to enjoy the view of the Willamette Valley and the Company's Estate Vineyard. The tiered decks funnel into an outdoor courtyard that hosts many seasonal gatherings. To the south side of the tiered decks the Company has two hospitality suites for overnight accommodations. The Hospitality Center sits above the underground barrel cellar and tunnel that connects with the Winery. The facility includes a basement cellar, tunnel and barrel room of 11,090 square feet to store up to 1,800 barrels of wine for aging in the proper environment.

Just outside the Hospitality Center, the Company has a landscaped park setting consisting of terraced lawns for outdoor events. The area between the Winery and Hospitality Center form a 20,000 square foot quadrangle. As designed, a removable fabric top can cover the quadrangle, making it an all-weather outdoor facility to promote the sale of the Company's wines through festivals and social events. Above the Company's working Winery is the Pinot Room and Founders' Room, which can accommodate 40 persons and 111 persons, respectively, for public and private events.

The Company believes the Hospitality Center and surrounding areas make the Winery an attractive recreational and social destination for tourists and residents, thereby enhancing the Company's ability to sell its wines.

Mortgages on properties – The Company's winery facilities at the Estate Winery are subject to two mortgages with an aggregate principal balance of $6,411,086 at December 31, 2019. The two outstanding loans require monthly principal and interest payments of $62,067 for the life of the loans, at annual fixed interest rates of 4.75% and 5.21%, and with maturity dates of 2028 and 2032.

Wine production – The Company operates on the principle that winemaking is a natural but highly technical process requiring the attention and dedication of the winemaking staff. The Company's Winery is equipped with current technical innovations and uses modern laboratory equipment and computers to monitor the progress of each wine through all stages of the winemaking process.

The Company's recent annual grape harvest and wine production is as follows:

Harvest Year	Tons of Grapes Grown	Tons of Grapes Purchased	Total Tons of Grapes Harvested	Gallons of Bulk Purchases	Production Year	Cases Produced
2005	1,107	25	1,132	-	2005	72,297
2006	1,454	34	1,488	-	2006	81,081
2007	850	896	1,746	-	2007	115,466
2008	551	874	1,425	57,736	2008	121,027
2009	1,033	1,100	2,133	74,954	2009	132,072
2010	674	371	1,045	4,276	2010	110,224
2011	718	609	1,327	9,620	2011	81,357
2012	658	670	1,328	7,910	2012	91,181
2013	755	1,020	1,775	6,257	2013	95,638
2014	1,211	970	2,181	520	2014	108,958
2015	1,266	1,012	2,278	-	2015	120,794
2016	921	1,052	1,973	47,780	2016	141,416
2017	1,631	1,622	3,253	15,900	2017	151,332
2018	1,501	1,063	2,564	800	2018	164,590
2019	1,572	1,046	2,618	-	2019	172,869

Cases produced per ton harvested often vary between years mainly due to the timing of when the cases are produced.

Sales and Distribution

Marketing strategy – The Company markets and sells its wines through a combination of direct sales at the Winery, directly through mailing lists, and through distributors and wine brokers. As the Company has increased production volumes and achieved greater brand recognition, sales to out of state markets have increased, both in terms of absolute dollars and as a percentage of total Company sales.

The Company uses a variety of marketing channels to generate interest in its wines. The Company has a highly functional website and maintains social media sites. The Company controls a database of customers for email and direct promotions. The Company continues to submit its wines to competitions and state, regional and national media for editorials and ratings.

Direct sales – The Company's Estate Winery is located on a visible hill adjacent to Oregon's major north-south freeway (Interstate 5), approximately 2 miles south of the state's second-largest metropolitan area (Salem), and 50 miles in either direction from the state's first and third-largest metropolitan areas (Portland and Eugene). We believe the unique location along Interstate 5 has resulted in generally greater amount of wines sold at the Estate Winery as compared to the Oregon industry standard. Direct sales from the Winery are a vital and growing sales channel and an effective means of product promotion. The Estate Winery Tasting Room is open daily and offers wine tasting and education by trained personnel. The Company offers a complimentary daily tour along with by-appointment private tours offering a behind-the-scenes look at the production process of the wines. The Company has one of the largest wine club memberships in Oregon and features a Members-only Club Room at the Estate Winery.

In 2014, the Company launched daily food pairings to accompany its wines. Led by the Winery Chef, the menu highlights Pacific Northwest inspired dishes paired with the Company's wines. The culinary offering has now expanded to include "Pairings Wine Dinners," community-style wine dinners hosted regularly throughout each month. In 2019, the Company added a new experience offered throughout the week called Small Bites Pairings that features four wines paired with four small bites to educate guests on food and wine pairing.

The Winery has developed a Winery Ambassador program, which connects its "Ambassadors" with customers throughout the United States and offers personalized wine recommendations and easy ordering by phone or email.

The Company also operates four additional tasting rooms; one in historic downtown McMinnville, in the heart of Oregon Wine Country, one at its Tualatin Vineyard (located 30 minutes west of Portland) one in downtown Walla Walla, Washington, and in 2020 opened one in Folsom, California.

The Company holds six major festivals at the Winery each year. In addition, open houses are held at the Winery during major holiday weekends such as Memorial Day and Thanksgiving. Numerous private events, charitable and political events are also held at the Winery.

Direct sales produce a higher profit margin because the Company can sell its wine directly to consumers at retail prices rather than to distributors at free-on-board or "FOB" prices. Sales made directly to consumers at retail prices result in an increased profit margin equal to the difference between retail prices and distributor prices. For 2019 and 2018, direct sales contributed approximately 38.2% and 39.5% of the Company's net sales, respectively.

Distributors and wine brokers – The Company uses both independent distributors and wine brokers primarily to market the Company's wines in specific targeted areas. Only those distributors and wine brokers who have demonstrated knowledge of and a proven ability to market premium, super premium, and ultra-premium wines are utilized. The Company's products are distributed in 49 states and the District of Columbia, and there are 3 non-domestic (export) customers. For 2019 and 2018, sales to distributors and wine brokers contributed approximately 61.8% and 60.5% of the Company's revenue from operations, respectively.

Tourists – Oregon wineries are a popular tourist destination with many bed & breakfasts, motels and fine dining restaurants available. The Willamette Valley, Oregon's leading wine region has approximately 69% of the state's wineries and vineyards, is home to approximately 564 wineries and was selected by Wine Enthusiast Magazine as its 2016 Wine Region of the Year. An additional advantage for Willamette Valley wine tourism is the proximity of the wineries to Portland (Oregon's largest city and most popular destination). From Portland, tourists can visit the Willamette Valley winery of their choice in anywhere from a 45 minute to a two-hour drive.

The Company believes its convenient location, adjacent to Interstate 5, enables the Winery to attract a significant number of visitors. The Winery is approximately a 45-minute drive from Portland and less than one mile from The Enchanted Forest, an amusement park which operates from April through September each year.

Dependence on Major Customers

Historically, the Company's revenue has been derived from thousands of customers annually. In 2019, sales to one distributor represented approximately 14.1% of total Company revenue. In 2018, sales to one distributor represented approximately 21.0% of total Company revenue.

Competition

The wine industry is highly competitive. In a broad sense, wines may be considered to compete with all alcoholic and nonalcoholic beverages. Within the wine industry, the Company believes that its principal competitors include wineries in Oregon, California and Washington, which, like the Company, produce premium, super premium, and ultra-premium wines. Wine production in the United States is dominated by large California wineries that have significantly greater financial, production, distribution and marketing resources than the Company. Currently, no Oregon winery dominates the Oregon wine market. Several Oregon wineries, however, are older and better established and have greater label recognition than that of the Company.

The Company believes that the principal competitive factors in the premium, super premium, and ultra-premium segment of the wine industry are product quality, price, label recognition, and product supply. The Company believes it competes favorably with respect to each of these factors. The Company has primarily received "Excellent" to "Recommended" reviews in tastings of its wines and believes its prices are competitive with other Oregon wineries. Larger scale production is necessary to satisfy retailers' and restaurants' demand and the Company believes that additional production capacity will be needed to meet estimated future demand. Furthermore, the Company believes that its estimated aggregate production capacity of 590,000 gallons (248,000 cases) per year at its Estate Vineyards and Tualatin Vineyard locations give it significant competitive advantages over most Oregon wineries in areas such as marketing, distribution arrangements, grape purchasing, and access to financing. The current production level of most Oregon wineries is generally much smaller than the estimated production capacity level of the Company's Wineries. With respect to label recognition, the Company believes that its unique structure as a publicly owned company will give it a significant advantage in gaining market share in Oregon, as well as penetrating other wine markets.

Governmental Regulation of the Wine Industry

The production and sale of wine is subject to extensive regulation by the U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau and the Oregon Liquor Control Commission. The Company is licensed by and meets the bonding requirements of each of these governmental agencies. Sale of the Company's wine is subject to federal alcohol tax, payable at the time wine is removed from the bonded area of the Winery for shipment to customers or for sale in its tasting room.

In December 2017, the federal government passed comprehensive tax legislation which included the Craft Beverage Modernization and Tax Reform Act. This legislation modified federal alcohol tax rates by expanding the lower $1.07 per gallon tax rate to wines up to 16.0% alcohol content with wines containing higher alcohol levels being taxed at $1.57 per gallon. Additionally, the legislation provides for a $1 credit per gallon for the first 30,000 gallons produced; $0.90 for the next 100,000 gallons; and then $0.535 for up to 750,000 gallons. These modifications were effective January 2018 and for two years and have since been extended for 2020.

The Company also pays the state of Oregon an excise tax of $0.67 per gallon for wines with alcohol content at or below 14.0% and $0.77 per gallon for wines with alcohol content above 14.0% on all wine sold in Oregon. In addition, most states in which the Company's wines are sold impose varying excise taxes on the sale of alcoholic beverages. As an agricultural processor, the Company is also regulated by the Oregon Department of Agriculture and, as a producer of wastewater, by the Oregon Department of Environmental Quality. The Company has secured all necessary permits to operate its business.

Prompted by growing government budget shortfalls and public reaction against alcohol abuse, government entities often consider legislation that could potentially affect the taxation of alcoholic beverages. Excise tax rates being considered are often substantial. The ultimate effects of such legislation, if passed, cannot be assessed accurately. Any increase in the taxes imposed on table wines can be expected to have a potentially adverse impact on overall sales of such products. However, the impact may not be proportionate to that experienced by producers of other alcoholic beverages and may not be the same in every state.

Costs and Effects of Compliance with Local, State and Federal Environmental Laws

The Company management is strongly focused on environmental stewardship and maintains a variety of policies and processes designed to protect the environment, the public and consumers of its wine. Although much of the Company's expenses for protecting the environment are voluntary, the Company is regulated by various local, state and federal agencies regarding environmental laws. However, these regulatory costs and processes are effectively integrated into the Company's regular operations and consequently do not generally cause significant alternative processes or costs.

Employees

As of December 31, 2019, the Company had approximately 132 full-time employees and 74 part-time or seasonal employees. In addition, the Company hires additional employees for seasonal work as required. The Company's employees are not represented by any collective bargaining unit. The Company believes it maintains positive relations with its employees.

Additional Information

The Company files Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and proxy statements with the Securities and Exchange Commission ("SEC"). The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC at www.sec.gov. You may learn more about the Company by visiting the Company's website at www.wvv.com. All of the reports we file with the SEC are available from this website. All websites referred to herein are inactive textual references only, meaning that the information contained in such websites is not incorporated by reference herein.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

The Company's common stock is traded on the NASDAQ Capital Market under the symbol "WVVI."

Holders

As of December 31, 2019, the Company had approximately 2,200 common stock shareholders of record. As some of our shares of common stock are held in "street name" by brokers on behalf of shareholders, we are unable to estimate the total number of beneficial holders of our common stock represented by these record holders.

Dividends

The Company has paid dividends on the Preferred Stock. The Company has not paid any dividends on its Common Stock, and the Company does not anticipate paying any dividends in the foreseeable future. The Company intends to use its earnings to expand its vineyards, winemaking and customer service facilities.

Equity Compensation Plans

The Company had no equity compensation plan pursuant to which equity awards could be granted and no outstanding options or other equity awards as of December 31, 2019.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

None.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company's financial statements and related notes. Some statements and information contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations are not historical facts but are forward-looking statements. For a discussion of these forward-looking statements, and of important factors that could cause results to differ materially from the forward-looking statements contained in this report, see Item 1 of Part I, "Business – Forward-Looking Statements."

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses Willamette Valley Vineyards' financial statements, which have been prepared in accordance with generally accepted accounting principles. As such, management is required to make certain estimates, judgments and assumptions that are believed to be reasonable based upon the information available. On an on-going basis, management evaluates its estimates and judgments, including those related to product returns, bad debts, inventories, leases, investments, income taxes, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

In February 2016, the FASB issued Accounting Standards Update 2016-02 (ASU 2016-02), Leases (Topic 842). ASU 2016-02 requires lessees to recognize a right-of-use (ROU) asset and lease liability in the balance sheet for all leases, including operating leases, with terms of more than twelve months. Recognition, measurement and presentation of expenses and cash flows from a lease by a lessee have not significantly changed from previous guidance. The amendments also require qualitative disclosures along with specific quantitative disclosures. We adopted this guidance using the cumulative-effect adjustment method on January 1, 2019, meaning we did not restate prior periods.

Revenue - The Company's principal sources of revenue are derived from direct sales and sales through distributors of wine. Distributor sales are recognized from wine sales at the time of shipment and passage of title. The Company's payment arrangements with wholesalers provide primarily 30-day terms and, to a limited extent, 45-day, 60-day or longer terms for some international wholesalers. Direct sales from items sold through the Company's retail locations are recognized at the time of sale.

The Company pays depletion allowances to the Company's distributors based on their sales to their customers. The Company sets these allowances on a monthly basis and the Company's distributors bill them back on a monthly basis. All depletion expenses associated with a given month are recognized in that month as a reduction of revenues. The Company also reimburses for samples used by distributors up to 1.5% of product sold to the distributors. Sample expenses are recognized at the time the Company is billed by the distributor as a selling, general and administrative expense.

Amounts paid by customers to the Company for shipping and handling expenses are included in the net revenue. Expenses incurred for outbound shipping and handling charges are included in selling, general and administrative expense.

Inventory - The Company values inventories at the lower of actual cost to produce the inventory or net realizable value. The Company regularly reviews inventory quantities on hand and adjusts its production requirements for the next twelve months based on estimated forecasts of product demand. A significant decrease in demand could result in an increase in the amount of excess inventory quantities on hand. In the future, if the Company's inventory cost is determined to be greater than the net realizable value of the inventory upon sale, the Company would be required to recognize such excess costs in its cost of goods sold at the time of such determination. Therefore, although the Company makes every effort to ensure the accuracy of its forecasts of future product demand, any significant unanticipated changes in demand could have a significant impact on the ultimate selling price and cases sold and, therefore, the carrying value of the Company's inventory and its reported operating results.

Additionally, the Company regularly evaluates inventory for obsolescence and marketability and if it determines that the inventory is obsolete, or no longer suitable for use or marketable, the cost of that inventory is recognized in its cost of sales at the time of such determination.

Vineyard Development - The Company capitalizes internal vineyard development costs prior to the vineyard land becoming fully productive. These costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. Amortization of such costs as annual crop costs is done on a straight-line basis for the estimated economic useful life of the vineyard, which is estimated to be 30 years. The Company regularly evaluates the recoverability of capitalized costs. Amortization of vineyard development costs are included in capitalized crop costs that in turn are included in inventory costs and ultimately become a component of cost of goods sold.

Income Taxes – The Company accounts for income taxes using the asset and liability approach. This requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and the tax basis of assets and liabilities at the applicable tax rates. The Company evaluates deferred tax assets, and records a valuation allowance against those assets, if available evidence suggests that some of those assets will not be realized.

The effect of uncertain tax positions would be recorded in the financial statements only after determining a more likely than not probability that the uncertain tax positions would withstand an examination by tax authorities based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. As facts and circumstances change, management reassesses these probabilities and would record any changes in the financial statements as appropriate.

Overview

The Company generates revenue from the sales of wine to wholesalers and direct to consumers. The Company is experiencing increased levels of competition in traditional wholesale to retail grocery distribution from large California based wineries that are acquiring, producing and marketing Oregon branded wines. Direct to consumer sales primarily include sales through the Company’s tasting rooms and wine club. Direct to consumer sales provide a higher gross profit to the Company due to prices received being closer to retail than those prices paid by wholesalers. The Company continues to emphasize growth in direct to consumer sales through use of the Hospitality Center and growth in wine club membership. The Company had 7,565 wine club memberships for the year ended December 31, 2019, a net increase of 56 when compared to 2018. Additionally, the Company’s preferred stock sales since August 2015 have resulted in approximately 5,738 preferred stockholders many of which the Company believes are wine enthusiasts. When considering joint ownership, we believe these new shareholders represent approximately 9,000 potential customers of the Company. The Company also has approximately 2,200 common shareholders which we believe represent an estimated 3,450 potential customers when considering joint ownership. Additionally, the Company has made significant investment in developing alternative wine brands, products, direct sales methods and venues.

Periodically, the Company will sell grapes or bulk wine, which primarily consists of inventory that does not meet Company standards or is in excess to production targets. However, this activity is not a significant part of the Company’s activities.

The Company sold approximately 156,791 and 146,300 cases of produced wine during the years ended December 31, 2019 and 2018, respectively, an increase of 10,491 cases, or 7.2% in the current year over the prior year. The increase in case sales was primarily the result of increased shipments to distributors in 2019 when compared to 2018.

Cost of Sales includes grape costs, whether purchased or grown at Company vineyards, crush costs, winemaking and processing costs, bottling, packaging, warehousing and shipping and handling costs associated with purchased production materials. For grapes grown at Company vineyards, costs include farming expenditures and amortization of vineyard development costs. The Company expects cost of sales to decrease, as a percentage of net sales, over the next several years, as higher yield vintages are released.

At December 31, 2019, wine inventory included approximately 115,011 cases of bottled wine and 445,482 gallons of bulk wine in various stages of the aging process. Case wine is expected to be sold over the next 12 to 24 months and generally before the release date of the next vintage. The Winery bottled approximately 172,869 cases during the year ended December 31, 2019.

Results of Operations

2019 compared to 2018

Net income was $2,553,984 and $2,858,580, for the years ended December 31, 2019 and 2018, respectively, a decrease of $304,596, or 10.7%, for the year ended December 31, 2019 over the prior year period. The primary reason for this decrease was higher gross profit being more than offset by higher operating expenses for the year ended December 31, 2019, compared to the previous year.

Net income applicable to common shareholders was $1,484,838 and $1,839,665, for the years ended December 31, 2019 and 2018, respectively, a decrease of $354,827, or 19.3%, for the year ended December 31, 2019 over the prior year period. This decrease was primarily driven by lower net income.

The Company had net sales of $24,749,263 and $23,079,739 for the years December 31, 2019 and 2018, respectively, an increase of $1,669,524 or 7.2%, for the year ended December 31, 2019 over the prior year period. The reasons for this increase include increased sales in retail sales (6.4%), in-state sales (6.0%) and out-of-state sales (11.2%).

The following table sets forth certain information regarding the Company's revenue, excluding excise taxes, from the Winery's operations for the twelve months ended December 31, 2019 and 2018:

	Twelve months ended December 31,	
	2019	2018
Retail sales	$ 9,382,155	$ 8,818,483
In-state sales	5,215,251	4,918,276
Out-of-state sales	10,228,132	9,201,200
Bulk wine/miscellaneous sales	156,768	368,046
Total revenue	24,982,306	23,306,005
Less excise taxes	(233,043)	(226,266)
Sales, net	$ 24,749,263	$ 23,079,739

Retail sales revenues for the years ended December 31, 2019 and 2018 were $9,382,155 and $8,818,483, respectively, an increase of $563,672, or 6.4%, for the year ended December 31, 2019 over the prior year period. This increase was primarily driven by growth in most major retail categories.

Bulk Wine/miscellaneous sales revenues for the years ended December 31, 2019 and 2018 were $156,768 and $368,046, respectively, a decrease of $211,278 in 2019 compared to 2018. This decrease was primarily the result of a better balance of grapes produced to requirements, which resulted in fewer grapes being in excess of product targets in 2019 compared to the previous year.

In-state sales revenues for the years ended December 31, 2019 and 2018 were $5,215,251 and $4,918,276, respectively, an increase of $296,975, or 6.0%, for the year ended December 31, 2019 over the prior year period. Management believes this increase is primarily due to increased visibility of our products in the Oregon market as well as enhanced sales efforts in 2019.

Out-of-state sales revenues for the years ended December 31, 2019 and 2018 were $10,228,132 and

$9,201,200, respectively, an increase of $1,026,932, or 11.2%. Management believes this increase is related to increased sales and promotion efforts in 2019.

The Company pays alcohol excise taxes to both the OLCC and to the TTB. These taxes are based on product sales volumes. The Company is liable for the taxes upon the removal of product from the Company's warehouse on a per gallon basis. The Company also pays taxes on the grape harvest on a per ton basis to the OLCC for the Oregon Wine Board. The Company's excise taxes for the years ended December 31, 2019 and 2018 were $233,043 and $226,266, a decrease of $6,777, or 3.0%, for the year ended December 31, 2019 over the prior year period. This increase was due primarily to increased wine sales revenues in 2019.

Cost of Sales was $9,454,681 and $8,298,240 for the years ended December 31, 2019 and 2018, respectively, an increase of $1,156,441, or 13.9%, for the year ended December 31, 2019, over the prior year period. The increase in cost of sales can be attributed mainly to higher case sales volume and higher product costs, as a result of selling vintages from higher cost years.

Gross profit was $15,294,582 and $14,781,499 for the years ended December 31, 2019 and 2018, respectively, an increase of $513,083, or 3.5%, for the year ended December 31, 2019 over the prior year period. This increase was generally driven by an increase in sales revenues partially offset by a higher cost of sales.

The gross margin percentage was 61.8% and 64.0% for the years ended December 31, 2019 and 2018, respectively, a decrease of 2.2%, for the year ended December 31, 2019 over the prior year period. This decrease in the gross profit percentage was primarily the result of an overall decrease in per case margins mostly due to the release of wines from vintages produced from higher product costs.

Selling, general and administrative expenses were $11,567,058 and $10,598,784 for the years ended December 31, 2019 and 2018, respectively, an increase of $968,274, or 9.1%, for the year ended December 31, 2019 over the prior year period. This increase was mainly the result of both increased staffing and other selling expenses and increased general and administrative costs associated with efforts to increase sales and accommodate and develop retail growth and new operations.

Income from operations was $3,727,524 and $4,182,715 for the years ended December 31, 2019 and 2018, respectively, a decrease of $455,191, or 10.9%, for the year ended December 31, 3019 compared to the prior year period. The primary reason for this decrease was increased gross profit being more than offset by increased selling and administrative expense.

Interest income was $48,066 and $26,591 for the years ended December 31, 2019 and 2018, respectively, an increase of $21,475. The increase was primarily due to higher interest rates on deposits in 2019 compared to the previous year. Interest expense was $440,999 and $457,689 for the years ended December 31, 2019 and 2018, respectively, a decrease of $16,690, or 3.6%, for the year ended December 31, 2019 over the prior year period. The decrease in interest expense was mainly due to the decrease in loan balances in 2019 compared to the previous year.

Other income, net, was $128,433 and $187,969 for the years ended December 31, 2019 and 2018, respectively, a decrease of $59,536, or 31.7%, for the year ended December 31, 2019 over the prior year period. The decrease in other income in 2019 compared to 2018 was primarily the result of a decrease in revenue recognized from the amortization of a distribution agreement due to that agreement completing the amortization period during 2018.

Provision for income taxes was $952,123 and $1,081,006 for the years ended December 31, 2019 and 2018, respectively, a decrease of $128,883, or 11.9%, for the year ended December 31, 2019 over the prior year period. This decrease in income taxes in 2019 compared to 2018 were primarily the result of lower income from operations in 2019.

Income per common share after preferred dividends was $0.30 and $0.37 for the years ended December 31, 2019 and 2018, respectively, a decrease of $0.07, or 18.9%, for the year ended December 31, 2019 over the prior year period. The primary reason for this decrease is a decrease in net income in 2019 compared to 2018.

The Company had cash balances of $7,050,176, at December 31, 2019, and $9,737,467 at December 31, 2018. The Company had no outstanding line of credit balance at December 31, 2019 or 2018.

EBITDA

In 2019, the Company's earnings before interest, taxes, depreciation and amortization ("EBITDA") decreased 6.5% to $5,668,420 from $6,063,147 in 2019, primarily as a result of a decrease in net income.

EBITDA does not reflect the impact of a number of items that affect our net income, including financing costs. EBITDA is not a measure of financial performance under the accounting principles generally accepted in the United States of America, referred to as "GAAP", and should not be considered as an alternative to net income or income from operations as a measure of performance, nor as an alternative to net cash from operating activities as a measure of liquidity. We use EBITDA as a benchmark measurement of our own operating results and as a benchmark relative to our competitors. We consider it to be a meaningful supplement to operating income as a performance measure primarily because depreciation and amortization expense are not actual cash costs, and depreciation expense varies widely from company to company in a manner that we consider largely independent of the underlying cost efficiency of our operating facilities.

EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our GAAP results as reported. Because of these limitations, EBITDA should only be considered as a supplemental performance measure and should not be considered as a measure of liquidity or cash available to us to invest in the growth of our business. See the Statement of Cash Flows set out in our consolidated financial statements included herein.

The following table provides a reconciliation of net income (the most comparable GAAP measure) to EBITDA for the periods indicated:

	Year Ended December 31,			
	2019		2018	
Net Income	$	2,510,901	$	2,858,580
Depreciation and amortization expense		1,812,463		1,692,463
Interest Expense		440,999		457,689
Interest Income		(48,066)		(26,591)
Income tax expense		952,123		1,081,006
EBITDA	$	5,668,420	$	6,063,147

Sales

Wine case sales for the years ended December 31, 2019 and 2018 and ending inventory amounts for the year ended December 31, 2019, are shown on the following table, as well as planned production quantities for the year ending December 31, 2020:

Varietal/Product	Cases Sold 2019	Cases Sold 2018	Cases On-Hand December 31, 2019	Planned Bottling Production (Cases) 2020
Pinot Noir/Estate	14,696	13,100	4,119	31,789
Pinot Noir/Barrel Select	12,713	13,100	5,542	12,500
Pinot Noir/Founders Reserve	3,934	4,900	6,676	5,500
Pinot Noir/Special Designates	5,217	4,800	12,709	6,418
Pinot Noir/Whole Cluster	43,359	38,100	16,948	45,000
Pinot Gris	28,810	27,000	17,943	27,667
Riesling	19,172	21,000	14,252	25,500
Chardonnay	4,244	2,700	8,300	4,450
Table Wine	16,320	16,000	8,693	23,014
Other	8,326	5,600	19,828	7,987
Total	156,791	146,300	115,011	189,825

Approximately 51% of the Company's case sales during 2019 were of the Company's flagship varietal, Pinot Noir. Case sales of Pinot Gris and Riesling follow with approximately 18% and 12% of case sales each, respectively. The Company sold approximately 156,791 and 146,300 cases of Company-produced wine during the years ended December 31, 2019 and 2018, respectively. This represents an increase of approximately 10,491 cases, or 7.2% in 2019 compared to 2018. This increase in case sales in 2019 compared to 2018 was primarily the result of increased shipments through distributors.

The Company has three primary sales channels: direct-to-consumer sales, in-state sales to distributors, and out-of-state sales to distributors. These three sales channels represent 38.2%, 20.9% and 40.9%, of net sales for the year ended December 31, 2019, respectively. This compares to 39.4%, 21.1% and 39.5% of net sales for the year ended December 31, 2018, respectively. Miscellaneous and grape sales are included in direct-to-consumer sales.

The Company's direct-to-consumer sales and national sales to distributors offer comparable products to customers and utilize similar processes and share resources for production, selling and distribution. Direct-to-consumer sales generate a higher gross profit margin than national sales to distributors due to differentiated pricing between these segments.

Wine Inventory

The Company had approximately 115,011 cases of bottled wine on-hand at the end of 2019. Management believes sufficient bulk wine inventory is on-hand to bottle approximately 189,825 cases of wine in 2020 and that sufficient stock is on hand to meet current demand levels until the 2020 vintage becomes available.

Production Capacity

Current production volumes are within the current production capacity constraints of the Winery when including storage capacity at the Tualatin Winery and utilization of temporary storage when appropriate. In 2019, approximately 172,869 cases were produced, and Management anticipates bottling approximately 189,825 cases in 2020. The Winery has capacity to store and process about 220,000 cases of wine per year at the Estate Winery but can expand that capacity by utilizing storage at the Tualatin Winery as well as temporary storage. Management continues to invest in new production technologies intended to increase the efficiency and quality of wine production. During 2019, the Company did not choose to utilize the wine production facilities at the Tualatin Winery but did utilize it for wine storage. The Tualatin Winery has capacity to produce approximately 28,000 cases of wine. The facility is maintained in good condition and is occasionally used by other local wineries. Management intends to fully utilize the production capacity at the Estate Winery before expanding into the Tualatin Winery.

Grape Supply

For the 2019 and 2018 vintages, the Company grew approximately 60% and 59% of all grapes harvested, respectively. The remaining grapes harvested were purchased from other growers. In 2019 and 2018, 37% and 34% of grapes harvested were purchased under short-term contracts, and 3% and 7% of grapes harvested were purchased under long-term contracts, respectively. The Company considers short-term contracts to be for single vintage years and long-term contracts to cover multiple vintage years.

Grapes are typically harvested and received in October of the vintage year. Upon receipt, the grapes are weighed, and a quality analysis is performed to ensure the grapes meet the standards set forth in the purchase contract. Based on the quantity of qualifying grapes received, the full amount payable to the grower is recorded to the grapes payable liability account. Approximately 50% of the grapes payable amount is due in November of the vintage year. The remaining amount is due in March of the following year. The grapes are processed into wine, which is typically bottled and available for sale between five months and two years from date of harvest.

The Company received $222,419 and $191,189 worth of grapes from long-term contracts during the years ended December 31, 2019 and 2018, respectively. The Company received $1,426,867 and $1,621,287 worth of grapes from short-term contracts during the years ended December 31, 2019 and 2018, respectively. Total grapes payable was $792,595 and $1,019,129 as of December 31, 2019 and 2018, respectively. Grapes payable includes $112,650 and $96,910 of grapes payable from long-term contracts as of December 31, 2019 and 2018, respectively.

The Company plans to address long-term grape supply needs by developing new vineyards on properties currently owned or secured by lease. The Company has approximately 104 acres of vineyards that have been planted but are in the pre-productive stage. We anticipate that these vineyards will begin producing grapes within the next one to three years. The Company has approximately 159 acres of land that is suitable for future vineyard development. Management currently has plans to plant approximately 10 acres in 2020, which we anticipate will begin producing grapes in 2024. Additionally, the Company intends to seek out opportunities to acquire land for future grape plantings in order to continue to increase available quantities, maintain control over farming practices, more effectively manage grape costs and mitigate uncertainty associated with long-term contracts.

Wine Quality

Continued awareness of the Willamette Valley Vineyards brand and the quality of its wines was enhanced by national and regional media coverage throughout 2019.

Wine Enthusiast awarded the Company’s 2016 Fuller Pinot Noir with 92 points, 2017 Bernau Block Pinot Noir with 91 points, 2018 Whole Cluster Pinot Noir 2016 with 91 points and Editors' Choice, 2017 Estate Pinot Noir with 90 points, 2016 Méthode Champenoise Brut with 90 points, 2018 Estate Rosé of Pinot Noir with 90 points, 2017 Elton Pinot Noir with 90 points, 2018 Riesling with 90 points and was named a “Best Buy,” and the 2018 Pinot Gris with 90 points.

Wine Enthusiast reviewed the Company’s Griffin Creek wines from the Rogue Valley AVA and awarded the Griffin Creek Merlot with 91 points and the 2016 Griffin Creek Syrah with 90 points.
Wine Enthusiast reviewed the Company’s Elton wines from the Eola-Amity Hills AVA and awarded the 2017 Elton Chardonnay with 92 points, the 2017 Elton Self-Rooted Pinot Noir with 91 points and the 2017 Elton Florine Pinot Noir with 90 points.

Wine Enthusiast reviewed the Company’s Maison Bleue wines from the Walla Walla AVA and awarded the 2017 Frontière Syrah with 92 points and Editors' Choice, the 2017 Voyageur Syrah with 92 points and Editors' Choice, the 2017 Bourgeois Grenache with 90 points and the inaugural release of the 2017 Métis Red Blend with 90 points.

The Company’s 2017 Estate Pinot Noir received a 90-point score from *Wine Spectator* and was included in an article titled "9 Oregon Pinot Noirs at 90+ Points.”

Wine Enthusiast awarded the Company's 2016 Pambrun Cabernet Sauvignon, sourced from high-elevation hillside plantings in Walla Walla's SeVein, with 90 points.

Wine Advocate awarded the Company's 2016 Pambrun Cabernet Sauvignon with 91 points, the 2016 Pambrun Merlot with 90 points and the 2016 Pambrun Chrysologue with 90 points.

Wine & Spirits awarded the Company's 2017 Whole Cluster Rosé of Pinot with 90 points, was named a "Best Buy" and one of the Year's Best Rosés. They named the Company's 2016 Méthode Champenoise Brut as one of the "Year's Best Summer Sparklers" and it received a score of 90 points. *Wine & Spirits* also reviewed the Company's Chardonnays and awarded the 2016 Tualatin Estate Chardonnay with 92 points and one of the "Year's Best Chardonnays," the 2017 Estate Chardonnay with 91 points and a "Best Buy," the 2016 Bernau Block Chardonnay with 90 points and named the 2016 Dijon Clone Chardonnay a "Best Buy."

The Company's 2017 Maison Bleue Graviere Syrah was awarded 92 points and named among the Year's Best US Syrahs & Red Blends by *Wine & Spirits*.

The Company's 2016 Méthode Champenoise Brut won Double Gold and was named Best Sparkling in the Northwest by *Sip Northwest Magazine* and the Company's 2016 Père Ami won a gold medal in *Sip Northwest Magazine's* Best of the Northwest Wine Competition.

The Company's 2015 Méthode Champenoise Brut won Double Gold in the Six Nations Wine Challenge.

The Company's 2018 Pinot Gris won Best in Show - White at the Portland Wine & Seafood Festival.

Josh Raynolds from *Vinous* awarded the Company's 2016 Elton Self-Rooted Pinot Noir with 94 points, the 2016 Elton Florine Pinot Noir with 93 points, the 2016 the O'Brien Pinot Noir with 93 points, the 2016 Hannah Pinot Noir with 91 points and 2016 Estate Pinot Noir with 90 points.

James Suckling awarded the Company's 2017 Estate Chardonnay with 91 points. It was also awarded 91 points and received a Gold medal from SavorNW.

Wine Enthusiast selected Oregon Solidarity as the winner of the Wine Star Award for Innovator of the Year. The Company's Oregon Solidarity wines is a collaboration with King Estate Winery, Silvan Ridge Winery and The Eyrie Vineyards to support growers in the Rogue Valley whose contracts were abruptly cancelled.

The Company's Founder/CEO, Jim Bernau, was named a 2019 Top Wine Industry Leader and was featured on the cover of *Wine Business Monthly* with an article describing his contributions to the growing Oregon wine industry, describing him as a "champion of Oregon wine."

The company was selected as a finalist in the 2019 *Sunset Magazine* Travel Awards. The awards honor excellence and innovation in the tourism industry across the 13 Western states, British Columbia and Alberta.

Northwest Meetings + Events named the Company "Best Winery with Event Space" and featured an image of the Estate on the cover of the magazine.

Seasonality

The Company has historically experienced and expects to continue to experience seasonal fluctuations in its revenue and net income. Typically, first quarter sales are the lowest of any given year, and sales volumes increase progressively through the fourth quarter mostly because of consumer buying habits.

Liquidity and Capital Resources

At December 31, 2019, the Company had a working capital balance of $21.4 million and a current ratio of 4.98:1. The Company had cash balances of $7,050,176, at December 31, 2019.

Total cash provided from operating activities for the year ended December 31, 2019 was $4,291,446, which resulted primarily from cash provided by net income combined with increased non-cash operating expenses, such as depreciation and reduced accounts receivable, being partially offset by cash used in connection with increased inventory and decreased grapes payable.

Total cash used in investing activities for the year ended December 31, 2019 was $5,318,648, which was primarily due to cash used to acquire property and equipment and to develop vineyards on the Company's properties.

Total cash used in financing activities for the year ended December 31, 2019 was $1,660,089, which primarily resulted from repayment of debt and payment of a preferred stock dividend.

In 2019, the Company's Board of Directors approved the construction of a new tasting room at the Bernau Estate Vineyard, expected to be mostly completed during the 2020 fiscal year. The total construction costs for the Bernau Estate Tasting Room is expected to be approximately $13.1 million, of which we expect will be funded through a combination of cash on hand as well as debt and/or equity financing. Construction on the Bernau Estate Tasting Room began in July, 2019 and as of December 31, 2019, we had spent approximately $2.1 million on the project from our cash reserves.

In December of 2005 the Company entered into a revolving line of credit agreement with Umpqua Bank that allows borrowings of up to $2,000,000 against eligible accounts receivable and inventories. The revolving line bears interest at prime less 0.5%, is payable monthly, and is subject to annual renewal The line of credit agreement also includes various covenants, which among other things, requires the Company to maintain minimum amounts of tangible net worth, debt-to-equity, and debt service coverage, and limits the level of acquisitions of property and equipment. At December 31, 2019, the Company had no outstanding borrowings under its $2,000,000 line of credit, and was in compliance with the line of credit's financial covenants. The current line of credit loan agreement with Umpqua Bank is due to expire in July 2021.

As of December 31, 2019, the Company had a long-term debt balance of $6,411,086 owed to NW Farm Credit Services. The debt with NW Farm Credit Services was used to finance the Hospitality Center and subsequent remodels, invest in winery equipment to increase the Company's winemaking capacity, complete the storage facility, and acquire new vineyard land for future development. Additionally, the Company had a long-term debt balance of $12,431 owed to Toyota Credit Corporation for the purchase of a vehicle.

As of December 31, 2019, the Company had a installment note payable of $1,468,479, due in quarterly payments of $42,534 through February 2032, associated with the purchase of property in the Dundee Hills AVA.

The Company believes that cash flow from operations and funds available under its existing credit facilities and preferred stock program will be sufficient to meet the Company's foreseeable short and long-term operating needs.

The Company's contractual obligations as of December 31, 2019 including long-term debt, note payable, grape payables and commitments for future payments under non-cancelable lease arrangements are summarized below:

	Payments Due by Period				
	Total	Less than 1 Year	1 – 3 Years	3 – 5 Years	After 5 Years
Long-term debt	$ 6,423,517	$ 438,378	$ 922,460	$ 1,019,768	$ 4,042,911
Notes payable	1,468,473	83,892	183,543	206,760	994,278
Grape payables	792,595	792,595	-	-	-
Operating leases	4,898,958	203,482	407,980	399,104	3,888,392
Total contractual obligations	$ 13,583,543	$1,518,347	$1,513,983	$ 1,625,632	$ 8,925,581

Inflation

The Company's management does not believe inflation has had a material impact on the Company's revenues or income during 2019 or 2018.

Off Balance Sheet Arrangements

At December 31, 2019 and 2018, the Company had no off-balance sheet arrangements.

Risk Factors

The following disclosures should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations of this Annual Report on Form 10-K. These disclosures are intended to discuss certain material risks of the Company's business as they appear to Management at this time. However, this list is not exhaustive. Other risks may, and likely will, arise from time to time.

Agricultural risks could adversely affect the Company

Winemaking and grape growing are subject to a variety of agricultural risks. Various diseases, pests, fungi, viruses, including Grapevine Red Blotch Disease (GRBV), drought, frost and certain other weather conditions can affect the quantity of grapes available to the Company, decreasing the supply of the Company's products and negatively impacting profitability. In particular, certain of the Company's vines are not resistant to phylloxera; accordingly, those vines are particularly at risk to the effects from an infestation of phylloxera. Phylloxera is a pest that attacks the rootstocks of wine grape plants. Vineyards in the United States, including some in Oregon and some owned by us, have been infested in recent years with phylloxera. In particular, Tualatin Estate Vineyards have phylloxera. There can be no assurance that the Company's existing vineyards, or the rootstocks the Company is now using in its planting programs, will not become susceptible to current or new strains of phylloxera or that the phylloxera present at the Tualatin Vineyards will not spread to our other vineyards. Pierce's Disease is a vine bacterial disease. It kills grapevines and there is no known cure. Small insects called Sharpshooters spread this disease. A new strain of the Sharpshooter was discovered in Southern California and is believed to be migrating north. The Company is actively supporting the efforts of the agricultural industry to control this pest and is making every reasonable effort to prevent an infestation in its own vineyards. The Company cannot, however, guarantee that it will succeed in preventing contamination in its vineyards. Additionally, any future government restrictions created in connection with government attempts to combat phylloxera, GRBV or other pests or viruses may increase vineyard costs and/or reduce production.

Our operations are susceptible to changing weather patterns and other environmental factors

Over the past several years, changing weather patterns and climatic conditions have added to the unpredictability and frequency of natural disasters, such as hail storms, wildfires and wind, snow and ice storms. Any such extreme weather condition could negatively impact the harvest of grapes at our vineyards and/or the other vineyards that supply us with grapes for our wine. In particular, Oregon's Willamette Valley has an unpredictable rainfall pattern particularly in early autumn. If significantly above-average rains occur just prior to the autumn grape harvest, the quality of harvested grapes is often materially diminished, thereby affecting that year's wine quality.

Additionally, long-term changes in weather patterns could adversely affect the Company, especially if such changes impacted the amount or quality of grapes harvested. We cannot anticipate changes in weather patterns/conditions, and we cannot predict their impact on our operations if they were to occur.

As weather patterns evolve, the Company's vineyards, and contracted vineyards, have become susceptible to potential smoke damage as a result of wildfires within the region. In extreme events, smoke can produce effects on grapes that make them unusable in the production of wine. The Company can not predict smoke events or their potential impact were they to occur.

We may not be able to economically insure certain risks

The Company maintains insurance policies to cover certain risks. However not all risks can be insured, or insured economically, and there may be gaps in coverage that could expose the Company to liability should an event occur. Additionally, we can not be certain that coverage levels are adequate or that all of our insurers will be financially viable if we make a claim.

Loss of key employees could harm the Company's reputation and business

The Company's success depends to some degree upon the continued service of a number of key employees. The loss of the services of one or more of these key employees, including James W. Bernau, our President and Chief Executive Officer, John Ferry, our Chief Financial Officer and Christine Clair, our Winery Director could harm the Company and its reputation and negatively impact its profitability, particularly if one or more of the Company's key employees resigns to join a competitor or to form a competing company.

The Company's ability to operate requires adequate funding

The Company's cash flow from operations historically has not been sufficient to provide all funds necessary for the Company's operations. The Company has entered into a line of credit agreement to provide such funds and entered into term loan arrangements, the proceeds of which were used to acquire the Tualatin Winery and the Tualatin Vineyards, construct and remodel the Hospitality Center and pay down the Company's revolving line of credit. There is no assurance that the Company will be able to comply with all conditions under its credit facilities in the future or that the amount available under its line of credit facility or capital raises will be adequate for the Company's future needs. Failure to comply with all conditions of the credit facilities, or to have sufficient funds for operations could adversely affect the Company's results of operations and shareholder value.

As of December 31, 2019, the Company's outstanding long-term debt was approximately $6.3 million but it did not have any outstanding borrowings under its $2.0 million line of credit. Additionally, the Company had notes payable to private parties of approximately $1.5 million as of December 31, 2019.

Costs of being a publicly-held company may put the Company at a competitive disadvantage

As a public company, the Company incurs substantial costs that are not incurred by its competitors that are privately-held. These compliance costs may result in the Company's wines being more expensive than those produced by its competitors and/or may reduce profitability compared to such competitors.

The Company faces significant competition which could adversely affect profitability

The wine industry is intensely competitive and highly fragmented. The Company's wines compete in several premium wine market segments with many other premium domestic and foreign wines, with imported wines coming from the Burgundy and Bordeaux regions of France, as well as Italy, Chile, Argentina, South Africa, New Zealand and Australia. The Company's wines also compete with popular priced generic wines and with other alcoholic and, to a lesser degree, non-alcoholic beverages, for shelf space in retail stores and for marketing focus by the Company's independent distributors, many of which carry extensive brand portfolios. A result of this intense competition has been and may continue to be upward pressure on the Company's selling and promotional expenses. In addition, the wine industry has experienced significant consolidation. Many of the Company's competitors have greater financial, technical, marketing and public relations resources than the Company does. In particular, wine production in the United States is dominated by large California wineries that have significantly greater resources than the Company. Additionally, greater worldwide label recognition and larger production levels give many of the Company's competitors certain unit cost advantages. Company sales may be harmed to the extent it is not able to compete successfully against such wine or alternative beverage producers' costs. There can be no assurance that in the future the Company will be able to successfully compete with its current competitors or that it will not face greater competition from other wineries and beverage manufacturers.

The Willamette Valley American Viticultural Area ("AVA") value may be eroded by out of state competition who use it inappropriately or as fanciful marketing.

Wine grape growing regions in the United States are divided into American Viticultural Areas (AVAs) by the Alcohol and Tobacco Tax and Trade Bureau ("TTB"), of the United States Department of the Treasury, based on distinguishable geographic features. The Oregon wine industry has historically embraced higher standards for wine production than those established by the federal government and other states. As a result, wines from Oregon AVA's, and specifically the Willamette Valley AVA, have achieved recognition for their quality against other wines in their class. As a result, these wines are often sold at a higher price point than wines not produced in Oregon. Because of this recognition, out of state competitors have used Oregon AVAs on bottles and packaging claiming its use as fanciful marketing. Such use, inappropriate or otherwise, could have a dilutive effect on the prestige of Oregon AVAs and ultimately the prices that can be charged for wines from Oregon AVAs as a result of reduced competitor quality and/or pricing.

The Company competes for shelf space in retail stores and for marketing focus by its independent distributors, most of whom carry extensive product portfolios

Nationwide, the Company sells its products primarily through independent distributors and brokers for resale to retail outlets, restaurants, hotels and private clubs across the United States and in some overseas markets. Sales to distributors are expected to continue to represent a substantial portion of the Company's net revenue in the future. A change in the relationship with any of the Company's significant distributors could harm the Company's business and reduce Company sales. The laws and regulations of several states prohibit changes of distributors, except under certain limited circumstances, making it difficult to terminate a distributor for poor performance without reasonable cause, as defined by applicable statutes. Any difficulty or inability to replace distributors, poor performance of the Company's major distributors or the Company's inability to collect accounts receivable from its major distributors could harm the Company's business. There can be no assurance that the distributors and retailers the Company uses will continue to purchase the Company's products or provide Company products with adequate levels of promotional support. Consolidation at the retail tier, among club and chain grocery stores in particular, can be expected to heighten competitive pressure to increase marketing and sales spending or constrain or reduce prices.

Loss of the "Willamette Valley Vineyards" and "Willamette" trademarks could adversely affect the Company's distinction within the AVA

The Company has long held the federal trademarks "Willamette Valley Vineyards" and "Willamette" as used in its wine brands. While it is lawful for wine producers meeting the federal and state requirements to list the American Viticultural Area "Willamette Valley" source of their wine grapes and wine on their labels, packaging and advertising materials, the Company has enforced its trademarks on any unauthorized use as a wine brand. These trademarks have been challenged and, should the Company lose this challenge or future challenges, the Company could lose a competitive advantage.

Fluctuations in quantity and quality of grape supply could adversely affect the Company

A shortage in the supply of quality grapes may result from a variety of factors that determine the quality and quantity of the Company's grape supply, including weather conditions, pruning methods, diseases and pests, the ability to buy grapes on long and short term contracts and the number of vines producing grapes. Any shortage in the Company's grape production could cause a reduction in the amount of wine the Company is able to produce, which could reduce sales and adversely impact the Company's results from operations. Factors that reduce the quantity of the Company's grapes may also reduce their quality, which in turn could reduce the quality or amount of wine the Company produces. Deterioration in the quality of the Company's wines could harm its brand name and could reduce sales and adversely impact the Company's results of operations.

Contamination of the Company's wines would harm the Company's business

The Company is subject to certain hazards and product liability risks, such as potential contamination, through tampering or otherwise, of ingredients or products. Contamination of any of the Company's wines could cause it to destroy its wine held in inventory and could cause the need for a product recall, which could significantly damage the Company's reputation for product quality. The Company maintains insurance against certain of these kinds of risks, and others, under various insurance policies. However, the insurance may not be adequate or may not continue to be available at a price or on terms that are satisfactory to the Company and this insurance may not be adequate to cover any resulting liability.

A reduction in consumer demand for premium wines could harm the Company's business

There have been periods in the past in which there were substantial declines in the overall per capita consumption of beverage alcohol products in the United States and other markets in which the Company participates. A limited or general decline in consumption in one or more of the Company's product categories could occur in the future due to a variety of factors, including: a general decline in economic conditions; increased concern about the health consequences of consuming alcoholic beverage products and about drinking and driving; a trend toward a healthier diet including lighter, lower calorie beverages such as diet soft drinks, juices and water products; the increased activity of anti-alcohol consumer groups; and increased federal, state or foreign excise and other taxes on beverage alcohol products. The competitive position of the Company's products could also be affected adversely by any failure to achieve consistent, reliable quality in the product or service levels to customers.

Changes in consumer spending could have a negative impact on the Company's financial condition and business results

Wine sales depend upon a number of factors related to the level of consumer spending, including the general state of the economy, federal and state income tax rates, deductibility of business entertainment expenses under federal and state tax laws, and consumer confidence in future economic conditions. Changes in consumer spending in these and other regions can affect both the quantity and the price of wines that customers are willing to purchase at restaurants or through retail outlets. Reduced consumer confidence and spending may result in reduced demand for the Company's products, limitations on the Company's ability to increase prices and increased levels of selling and promotional expenses. This, in turn, may have a considerable negative impact upon the Company's sales and profit margins.

Increased regulation and/or taxation could adversely affect the Company

The wine industry is subject to extensive regulation by the Federal Alcohol and Tobacco Tax and Trade Bureau ("TTB") and various foreign agencies, state liquor authorities, such as the Oregon Liquor Control Commission ("OLCC"), and local authorities. These regulations and laws dictate such matters as licensing requirements, trade and pricing practices, permitted distribution channels, permitted and required labeling, and advertising and relations with wholesalers and retailers. Any expansion of the Company's existing facilities or development of new vineyards or wineries may be limited by present and future zoning ordinances, environmental restrictions and other legal requirements. In addition, new regulations or requirements or increases in excise taxes, income taxes, property and sales taxes or international tariffs, could negatively affect the Company's financial condition or results of operations. Recently, many states have considered proposals to increase, and some of these states have increased, state alcohol excise taxes. Additionally, many states have revised, or are revising, statutes that broaden the definition of nexus to increase tax revenue from out of state businesses.

On December 22, 2017, the President signed into law the Tax Cuts and Jobs Act (Public Law 115-97), which made extensive changes to the Internal Revenue Code of 1986 (IRC), including income tax rates and provisions related to alcohol that are administered by TTB. Those changes became effective January 1, 2018 and were applicable to any wine removed or imported during calendar years 2018 and 2019. The impact of the changes on the Company was a reduction in the Federal excise taxes imposed on wines with an alcohol volume between 14-16%, which are now taxed at $1.07 per gallon compared to the prior tax rate in 2017 of $1.57. The tax law also allows for certain volume production credits that the Company may be eligible to take which further decreases the Company's excise tax liability. If the alcohol excise tax provisions contained in the Tax Cuts and Jobs Act are not continuously extended, the tax rates and credits will revert to where they were before the bill was signed into law thus increasing the Company's excise tax liability.

New or revised regulations, or increased licensing fees, requirements or taxes could have a material adverse effect on the Company's financial condition or results of operations. There can be no assurance that new or revised regulations, taxes or increased licensing fees and requirements will not have a material adverse effect on the Company's business and its results of operations and its cash flows.

The Company's common stock is thinly traded, and therefore not as liquid as other investments.

The trading volume of the Company's common stock on NASDAQ is consistently "thin," in that there is not a great deal of trading activity on a daily basis. Because the average active trading volume is thin, there is less opportunity for shareholders to sell their shares of the Company's common stock on the open market, resulting in the common stock being less liquid than common stock in other publicly traded companies.

The Company may face liabilities associated with the offer and sale of our preferred stock.

In August 2015, the Company commenced a public offering of our Series A Redeemable Preferred Stock pursuant to a registration statement filed with the SEC. The Company registered this transaction with the securities authorities of the States of Oregon and Washington and, in November 2015, achieved listing status on NASDAQ under the trading symbol WVVIP. The terms of our Series A Redeemable Preferred Stock are unusual for a company of our size, and we believe the structure of these securities and of the offering are not commonplace among issuers of any type. Federal and state securities laws impose significant liabilities on issuers of securities if the related offering documents contain material misstatements of fact, or if the documents omit to state facts necessary, in light of the circumstances as a whole, to prevent the documents from being misleading. These liabilities can include rescission liability to the purchasers of the securities, as well as potential enforcement liability that could give rise to civil money penalties. Securities litigation can be extraordinarily expensive and protracted, and if we are accused of misstatements or omissions in our offering documents, we may face economic harms and management distractions regardless of the ultimate outcome of any such litigation. Further, if we ultimately are adjudged to have actually made a material misstatement or omission, the Company may be liable for the repayment of the purchase price of the related securities, plus interest from the date of purchase. Any one or more of these events or circumstances would have a material adverse impact upon our business, financial condition or results of operations, and may make it more difficult or more expensive to undertake capital-raising efforts in the future.

The Company may be unable to pay accumulated dividends on its Series A Redeemable Preferred Stock.

The Company's Series A Redeemable Preferred Stock bears a cumulative 5.3% dividend based upon the original issue price, or $0.22 per share per annum. However, prior to the declaration and payment of dividends our board of directors must determine, among other things, that funds are available out of the surplus of the Company and that the payment would not render us insolvent or compromise our ability to pay our obligations as they come due in the ordinary course of business. Additionally, our existing credit facility limits, and future debt obligations in the future may limit, both our legal and our practical ability to declare and pay dividends. As a result, although the Series A Redeemable Preferred Stock will continue to earn a right to receive dividends, the Company's ability to pay dividends will depend, among other things, upon our ability to generate excess cash. However, although shares of our Series A Redeemable Preferred Stock will earn cumulative dividends, unpaid dividends will not, themselves, accumulate (as might compounding interest on a debt security, for example).

As the Company's sales revenues are dependent in part upon the purchases made by and continued goodwill with its holders of Preferred Stock, any failure to pay dividends timely could adversely effect the Company's sales. Additionally, as the Company focuses its issuance of Preferred Stock to wine enthusiasts likely to purchase the Company's wines, any failure by the Management to successfully target its stock sales could diminish the opportunity to maximize earnings and offset the administrative, regulatory and legal costs of this form of capital formation through Preferred Stockholder wine purchases.

The issuance of additional shares of our preferred stock or common stock in the future could adversely affect holders of common stock.

The market price of our common stock may be influenced by any preferred stock we may issue. Our board of directors is authorized to issue additional classes or series of preferred stock without any action on the part of our stockholders. This includes the power to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over common stock with respect to the liquidation, dissolution or winding up of the business and other terms. If we issue preferred stock in the future that has preference over our common stock with respect to liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of the common stock or the market price of the common stock could be adversely affected.

Failures or security breaches of our information technology systems could disrupt our operations and negatively impact our business.

We use information technologies to manage our operations and various business functions. We rely on various technologies to process, store and report on our business and to communicate electronically between our facilities, personnel, customers and suppliers as well as for administrative functions and many of such technology systems are independent on one another for their functionality. We also use information technologies to process financial information and results of operations for internal reporting purposes and to comply with regulatory, legal and tax requirements. We rely on third party providers for some of these information technologies and support. Our ability to effectively manage our business and coordinate the production, distribution and sale of our products is highly dependent on our technology systems. Despite our security design and controls and other operational safeguards, and those of our third party providers, our information technology systems may be vulnerable to a variety of interruptions, including during the process of upgrading or replacing hardware, software, databases or components thereof, natural disasters, terrorist attacks, telecommunications failures, computer viruses, cyber-attacks, hackers, unauthorized access attempts and other security issues or may be breached due to employee error, malfeasance or other disruptions. Any such interruption or breach could result in operational disruptions or the misappropriation of sensitive data that could subject us to civil and criminal penalties, litigation or have a negative impact on our reputation. There can be no assurance that such disruptions or misappropriations and the resulting repercussions will not negatively impact our cash flows and materially affect our results of operations or financial condition.

In addition, many of our information technology systems, such as those we use for administrative functions, including human resources, payroll, accounting and internal and external communications, as well as the information technology systems of our third-party business partners and service providers, whether cloud-based or hosted in proprietary servers, contain personal, financial or other information that is entrusted to us by our customers and personnel. Many of our information technology systems also contain proprietary and other confidential information related to our business, such as business plans and research and development initiatives. To the extent we or a third party were to experience a material breach of our or such third party's information technology systems that result in the unauthorized access, theft, use, destruction or other compromises of our customers' or personnel's data or confidential information stored in such systems, including through cyber-attacks or other external or internal methods could result in a violation of applicable privacy and other laws, and subject us to litigation and governmental investigations and proceedings, any of which could result in our exposure to material liability.

The provisions in our articles of incorporation, our by-laws and Oregon law could delay or deter tender offers or takeover attempts that may offer a premium for our common stock.

Certain provisions in our articles of incorporation, our by-laws and Oregon law could make it more difficult for a third party to acquire control of us, even if that transaction could be beneficial to stockholders. These impediments include, but are not limited to; the classification of our Board of Directors (the "Board") into three classes serving staggered three-year terms, which makes it more difficult to quickly replace Board members; the ability of our Board, subject to certain limitations under the rules of the NASDAQ Stock Market, to issue shares of preferred stock with rights as it deems appropriate without stockholder approval; a provision that special meetings of our Board may be called only by our chief executive officer or at the request of holders of not less than half of all outstanding shares of our common stock; a provision that any member of the Board, or the entire Board, may be removed from office only for cause; and a provision that our stockholders comply with advance-notice provisions to bring director nominations or other matters before meetings of our stockholders. The Board may implement other changes that further limit the potential for tender offers or takeover attempts.

The COVID-19 Impact

The COVID-19 pandemic and restrictions imposed by federal, state and local governments in response to the outbreak have disrupted and will continue to disrupt the Company's business. In the State of Oregon where the Company operates the Winery and most of the vineyards, individuals are being encouraged to practice social distancing, are restricted from gathering in groups and, in some areas, are mandated to stay home except for essential activities. In response to the COVID-19 pandemic and government restrictions, the Company closed all tasting rooms and launched curbside pick-ups, complimentary shipping specials with minimum purchase and a new wine delivery service for local residents. The Company expects the stay-at-home orders and the sudden increase in unemployment caused by the closure of businesses in response to the COVID-19 pandemic to adversely affect sales revenues, which adversely impacts liquidity, financial condition and results of operations. Even after stay-at-home orders are loosened or lifted, the impact of lost wages due to COVID-19 related unemployment may dampen consumer spending for some time in the future.

The Company's operations could be further disrupted if a significant number of employees are unable or unwilling to work, whether because of illness, quarantine, restrictions on travel or fear of contracting COVID-19, which could further materially adversely affect liquidity, financial position and results of operations. To support employees and protect the health and safety of employees and customers, the Company may offer enhanced health and welfare benefits, provide bonuses to employees, and purchase additional sanitation supplies and personal protective materials. These measures will increase operating costs and adversely affect liquidity.

The COVID-19 pandemic may also adversely affect the ability of grape suppliers to fulfill their obligations, which may negatively affect operations. If suppliers are unable to fulfill their obligation, the Company could face shortages of grapes, and operations and sales could be adversely impacted.

Unresolved Staff Comments

None.

Properties

Vineyards – The Company owns or leases 914 acres of land, of which 599 acres is owned and 315 acres leased. Of the 914 acres of land owned or leased, 440 acres are productive vineyards, 263 acres are pre-productive vineyards or are suitable for future vineyard plantings, and 211 acres are not suitable for vineyard planting or are used or reserved for winery or hospitality purposes. See Item 1 Business - Vineyards, of this Annual Report on Form 10-K for the locations of each of the Company's vineyards (both owned and leased) and other information pertaining to the production capacity, harvest totals and other important characteristics of each such vineyard.

Wine production facility – We believe the Company's Estate Winery and production facilities are capable of efficiently producing up to 220,000 cases (524,000 gallons) of wine per year, depending on the type of wine produced. In 2019, the Winery produced approximately 172,869 cases (411,800 gallons) from its 2017 and 2018 harvest. The Winery is 12,784 square feet in size and contains areas for processing, fermenting, aging and bottling wine, as well as an underground wine cellar, meeting rooms, and administrative offices. There is a 12,500 square foot outside production area for harvesting, pressing and fermenting wine grapes, and a 4,500 square foot insulated storage facility with a capacity of 30,000 cases of wine. The Company also has a 23,000 square foot storage building to store its inventory of bottled product. The production area is equipped with a settling tank and sprinkler system for disposing of wastewater from the production process in compliance with environmental regulations. The Hospitality Center located as the Company's Estate Winery is a large 35,642 square foot tasting and hospitality facility. The Hospitality Center sits above the underground barrel cellar and tunnel that connects with the Winery. The facility includes a basement cellar, tunnel and barrel room of 11,090 square feet used to store up to 1,800 barrels of wine for aging in the proper environment.

The Company owned Tualatin Estate Winery has 20,000 square feet of production capacity. This adds approximately 28,000 cases (66,000 gallons) of wine production capacity to the Company. The production capacity at the Tualatin Estate Winery is not currently used but is available to the Company to meet future production needs. The storage capacity at the Tualatin Estate Winery is periodically used to store excess bulk wine. Additionally, the Company operates a small retail store and tasting room at the Tualatin Estate Winery.

The Company carries Property and Liability insurance coverage in amounts deemed adequate by Management.

See additional discussion of vineyard and wine production facility under Item 1. Business.

Legal Proceedings

Although the Company from time to time may be involved with disputes, claims and litigation related to the conduct of its business, there are no material legal proceedings pending to which the Company is a party or to which any of its property is subject, and the Company's management does not know of any such action being contemplated.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Disclosure Controls and Procedures

We carried out an evaluation as of the end of the period covered by this Annual Report on Form 10-K, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-5(e) under the Exchange Act) pursuant to paragraph (b) of Rules 13a-15 and 15d-5 under the Exchange Act. Based on that review, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act (1) is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

It should be noted that any system of controls is based in part upon certain assumptions designed to obtain reasonable (and not absolute) assurance as to its effectiveness, and there can be no assurance that any design will succeed in achieving its stated goals.

Internal Control over Financial Reporting

Management's report on internal control over financial reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act and includes those policies and procedures that: (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements. All internal controls, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control – Integrated Framework (2013)*. Based on this assessment, management has concluded that, as of December 31, 2019, our internal control over financial reporting was effective.

Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company's fourth fiscal quarter that our certifying officers concluded materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Willamette Valley Vineyards, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheet*s* of Willamette Valley Vineyards, Inc. (the “Company”) as of December 31, 2019 and 2018, the related statements of income, shareholders’ equity, and cash flows for the years then ended. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As discussed in Note 1 to the financial statements, effective January 1, 2019, the Company changed its method of accounting for leases due to the adoption of Accounting Standards Codification (“ASC”) Topic No. 842.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit*s*. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Moss Adams LLP

Portland, Oregon
March 11, 2020

We have served as the Company’s auditor since 2004.

ASSETS

	December 31, 2019	December 31, 2018
CURRENT ASSETS		
Cash and cash equivalents	$ 7,050,176	$ 9,737,467
Accounts receivable, net (Note 2)	1,814,004	2,352,890
Inventories (Note 3)	17,075,080	16,247,109
Prepaid expenses and other current assets	202,981	219,800
Income tax receivable	623,568	77,063
Total current assets	26,765,809	28,634,329
Other assets	13,824	34,836
Vineyard development costs, net	7,624,646	7,028,920
Property and equipment, net (Note 4)	28,648,301	25,784,451
Operating lease right of use assets	4,862,907	-
TOTAL ASSETS	$ 67,915,487	$ 61,482,536

LIABILITIES AND SHAREHOLDERS' EQUITY

	December 31, 2019	December 31, 2018
CURRENT LIABILITIES		
Accounts payable	$ 859,215	$ 844,820
Accrued expenses	1,004,281	911,129
Current portion of note payable	1,468,473	1,685,181
Current portion of long-term debt	438,378	417,293
Current portion of lease liabilities	203,482	-
Unearned revenue	604,777	517,710
Grapes payable	792,595	1,019,129
Total current liabilities	5,371,201	5,395,262
Long-term debt, net of current portion and debt issuance costs	5,826,161	6,251,316
Lease liabilities, net of current portion	4,714,413	-
Deferred rent liability	-	50,480
Deferred gain	-	24,983
Deferred income taxes	2,958,606	2,200,227
Total liabilities	18,870,381	13,922,268
COMMITMENTS AND CONTINGENCIES (Note 12)		
SHAREHOLDERS' EQUITY		
Redeemable preferred stock, no par value, 10,000,000 shares authorized, 4,662,768 shares issued and outstanding, liquidation preference $19,350,487, at December 31, 2019 and December 31, 2018, respectively.	18,319,102	18,319,102
Common stock, no par value, 10,000,000 shares authorized, 4,964,529 shares issued and outstanding at December 31, 2019 and December 31, 2018, respectively.	8,512,489	8,512,489
Retained earnings	22,213,515	20,728,677
Less: Common stock held in treasury, at cost, 149,961 and 113,418 shares at December 31, 2015 and December 31, 2014, respectively	(1,378,303)	(897,587)
Total shareholders' equity	49,045,106	47,560,268
LIABILITIES AND SHAREHOLDERS' EQUITY	$ 67,915,487	$ 61,482,536

The accompanying notes are an integral part of the financial statements.

	Twelve months ended December 31,	
	2019	2018
SALES, NET	$ 24,749,263	$ 23,079,739
COST OF SALES	9,454,681	8,298,240
GROSS PROFIT	15,294,582	14,781,499
OPERATING EXPENSES:		
Sales and marketing	7,449,088	6,701,837
General and administrative	4,117,970	3,896,947
Total operating expenses	11,567,058	10,598,784
INCOME FROM OPERATIONS	3,727,524	4,182,715
OTHER INCOME (EXPENSE)		
Interest income	48,066	26,591
Interest expense	(440,999)	(457,689)
Other income, net	128,433	187,969
INCOME BEFORE INCOME TAXES	3,463,024	3,939,586
INCOME TAX PROVISION	(952,123)	(1,081,006)
NET INCOME	2,510,901	2,858,580
Preferred stock dividends	(1,026,063)	(1,018,915)
INCOME APPLICABLE TO COMMON SHAREHOLDERS	$ 1,484,838	$ 1,839,665
Basic income per common share after preferred dividends	$ 0.30	$ 0.37
Weighted average number of basic common shares outstanding	4,964,529	4,964,529

The accompanying notes are an integral part of the financial statements.

	Redeemable Preferred Stock		Common Stock		Retained	
	Shares	Dollars	Shares	Dollars	Earnings	Total
Balance at December 31, 2017	4,427,911	$ 17,339,508	4,964,529	$ 8,512,489	$ 18,889,012	$ 44,741,009
Issuance of preferred stock, net	234,857	979,594	-	-	-	$ 979,594
Preferred stock dividends declared	-	-	-	-	(1,018,915)	$ (1,018,915)
Net income	-	-	-	-	2,858,580	$ 2,858,580
Balance at December 31, 2018	4,662,768	18,319,102	4,964,529	8,512,489	20,728,677	47,560,268
Preferred stock dividends declared	-	-	-	-	(1,026,063)	(1,026,063)
Net income	-	-	-	-	2,510,901	2,510,901
Balance at December 31, 2019	4,662,768	$ 18,319,102	4,964,529	$ 8,512,489	$ 22,213,515	$ 49,045,106

The accompanying notes are an integral part of the financial statements.

	Year ended December 31, 2019	Year ended December 31, 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 2,510,901	$ 2,858,580
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	1,812,463	1,692,463
Loss on disposition of property & equipment	487	805
Non-cash lease expense	21,012	14,317
Non-cash loss from other assets	(31,543)	-
Loan fee amortization	13,248	13,248
Deferred rent liability	-	(31,544)
Deferred income taxes	758,379	613,000
Deferred gain	(24,983)	(32,094)
Change in operating assets and liabilities:		
Accounts receivable, net	538,886	(592,851)
Inventories	(827,971)	(1,453,515)
Prepaid expenses and other current assets	16,819	(111,698)
Income tax receivable	(546,505)	(77,063)
Income taxes payable	-	(125,297)
Unearned revenue	87,067	211,146
Deferred revenue-distribution agreement	-	(95,220)
Grapes payable	(226,534)	(436,440)
Accounts payable	96,568	(185,426)
Accrued expenses	93,152	39,702
Net cash from operating activities	4,291,446	2,302,113
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to vineyard development	(783,653)	(1,215,704)
Additions to property and equipment	(4,534,995)	(4,046,161)
Proceeds from sale of property and equipment	-	-
Net cash from investing activities	(5,318,648)	(5,261,865)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from investor deposits held as liability	-	(430,305)
Payment on installment note for property purchase	(216,708)	(212,138)
Payments on long-term debt	(417,318)	(397,274)
Issuance of preferred stock, net	-	979,594
Payment of preferred stock dividend	(1,026,063)	(1,018,915)
Net cash from financing activities	(1,660,089)	(1,079,038)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(2,687,291)	(4,038,790)
CASH AND CASH EQUIVALENTS, beginning of year	9,737,467	13,776,257
CASH AND CASH EQUIVALENTS, end of year	$ 7,050,176	$ 9,737,467
Supplemental disclosure of non-cash flow information:		
Purchases of property and equipment and vineyard development costs included in accounts payable	$ 54,371	$ 136,544
Right of use assets in exchange for operating lease obligations	$ 5,050,793	$ -
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest paid (net of capitalized interest)	$ 441,693	$ 454,902
Income tax paid	$ 740,250	$ 670,000

The accompanying notes are an integral part of the financial statements.

NOTE 1 – SUMMARY OF OPERATIONS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization and operations – Willamette Valley Vineyards, Inc. (the "Company") owns and operates vineyards and a winery located in the state of Oregon, and produces and distributes premium, super premium, and ultra-premium wines, primarily Pinot Noir, Pinot Gris, Chardonnay, and Riesling.

The Company has direct-to-consumer sales and national sales to distributors. These sales channels offer comparable products to customers and utilize similar processes and share resources for production, selling and distribution. Direct-to-consumer sales generate a higher gross profit margin than national sales to distributors due to differentiated pricing between these segments.

Basis of presentation – The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The Company bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances at the time. Actual results could differ from those estimates under different assumptions or conditions.

Financial instruments and concentrations of risk – The Company has the following financial instruments: cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, grapes payable and long-term debt.

Cash and cash equivalents are maintained at five financial institutions. Deposits held with these financial institutions may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with a financial institution of reputable credit and therefore bear minimal credit risk.

In 2019, sales to one distributor represented approximately 14.1% of total Company revenue. In 2018, sales to one distributor represented approximately 21.0% of total Company revenue.

Other comprehensive income – The nature of the Company's business and related transactions do not give rise to other comprehensive income.

Cash and cash equivalents – Cash and cash equivalents include money market funds.

Accounts receivable – The Company performs ongoing credit evaluations of its customers and does not require collateral. A reserve is maintained for potential credit losses. The allowance for doubtful accounts is based on an assessment of the collectability of customer accounts. The Company regularly reviews the allowance by considering factors such as historical experience, credit quality, the age of the accounts receivable balances, and current economic conditions that may affect a customer's ability to pay. The Company has credit risk associated with uncollateralized trade accounts receivable from all operations totaling $1,814,004 and $2,352,890 as of December 31, 2019 and 2018 exclusive of the allowance for doubtful accounts. The allowance for doubtful accounts is further discussed in Note 2.

Inventories – For Company produced wines, after a portion of the vineyard becomes commercially productive, the annual crop and production costs relating to such portion are recognized as work-in-process inventories. Such costs are accumulated with related direct and indirect harvest costs, wine processing and production costs, and are transferred to finished goods inventories when the wine is produced, bottled, and ready for sale.

The cost of finished goods is recognized as cost of sales when the wine product is sold. Inventories are stated at the lower of first-in, first-out ("FIFO") cost or net realizable value by variety.

In accordance with general practices in the wine industry, wine inventories are generally included in current assets in the accompanying balance sheets, although a portion of such inventories may be aged for more than one year (Note 3).

Vineyard development costs – Vineyard development costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. The costs are capitalized until the vineyard becomes commercially productive, at which time annual amortization is recognized using the straight-line method over the estimated economic useful life of the vineyard, which is estimated to be 30 years. Accumulated amortization of vineyard development costs aggregated $1,626,881 and $1,447,545 at December 31, 2019 and 2018, respectively.

Amortization of vineyard development costs are included in capitalized crop costs that in turn are included in inventory costs and ultimately become a component of cost of goods sold. For the years ending December 31, 2019 and 2018, approximately $169,542 and $159,863, respectively, was amortized into inventory costs.

Property and equipment – Property and equipment are stated at cost and are depreciated on the straight-line basis over their estimated useful lives. Land improvements are depreciated over 15 years. Winery buildings are depreciated over 30 years. Equipment is depreciated over 3 to 10 years, depending on the classification of the asset. Depreciation is discussed further in Note 4.

Expenditures for repairs and maintenance are charged to operating expense as incurred. Expenditures for additions and betterments are capitalized. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is included in operations.

Review of long-lived assets for impairment - The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Long-lived assets consist primarily of property and equipment. Circumstances that might cause the Company to evaluate its long-lived assets for impairment could include a significant decline in the prices the Company or the industry can charge for its products, which could be caused by general economic or other factors, changes in laws or regulations that make it difficult or more costly for the Company to distribute its products to its markets at prices which generate adequate returns, natural disasters, significant decrease in demand for the Company's products or significant increase in the costs to manufacture the Company's products.

Recoverability of assets is measured by a comparison of the carrying amount of an asset group to future net undiscounted cash flows expected to be generated by the asset group. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The Company groups its long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities (or asset group). This would typically be at the winery level. The Company did not recognize any impairment charges associated with long-lived assets during the years ended December 31, 2019 and 2018.

Distribution agreement receivable – Effective September 1, 2011, the Company entered into an agreement with Young's Market Company for distribution of Company-produced wines in Oregon and Washington. The terms of this contract include exclusive rights to distribute Willamette Valley Vineyard's wines in Oregon and Washington for seven years. In an effort to facilitate the transition, with as little disruption as possible, Young's Market Company agreed to compensate Willamette Valley Vineyards for ongoing Oregon sales and branding efforts. As a result, the Company was due to receive $250,000 per year starting on September 2011 for each of the next four years for a total of $1,000,000. As of December 31, 2018, the Company has no distribution agreement receivable with the final payment having been made in 2014. The total amount of $1,000,000 received by the Company related to this agreement is being recognized as revenue on a straight-line basis over the seven-year life of the agreement. For the year ended December 31, 2018 the Company has recognized revenue related to this agreement in the amount of $95,220, recorded to other income. As of December 31, 2018 this distribution agreement has been fully amortized.

Income taxes – Income taxes are recognized using enacted tax rates and are composed of taxes on financial accounting income that is adjusted for requirements of current tax law, and deferred taxes. Deferred taxes are estimated using the asset and liability approach whereby deferred income taxes are calculated for the expected future tax consequences of temporary differences between the book basis and tax basis of the Company's assets and liabilities.

The Company had no unrecognized tax benefits as of December 31, 2019 or 2018. The Company recognizes interest assessed by taxing authorities as a component of tax expense. The Company recognizes any penalties assessed by taxing authorities as a component of tax expense. Interest and penalties for the years ended December 31, 2019 and 2018 were not material.

The Company files U.S. federal income tax returns with the Internal Revenue Service ("IRS") as well as income tax returns in Oregon, California, South Carolina and Connecticut. The Company may be subject to examination by the IRS for tax years 2016 through 2019. Additionally, the Company may be subject to examinations by state taxing jurisdictions for tax years 2015 through 2019. The Company is not aware of any current examinations by the IRS or the state taxing authorities.

Revenue recognition – The Company recognizes revenue once its performance obligation to the customer is completed and control of the product or service is transferred to the customer. Revenue reflects the total amount the Company receives, or expects to receive, from the customer and includes shipping costs that are billed and included in the consideration. Excise taxes that are accrued and paid, as a result of transaction, are accounted for as an offset to sales in the net sales calculation. The Company's contractual obligations to customers generally have a single point of obligation and are short term in nature.

The cost of price promotions and rebates are treated as reductions of revenue. No products are sold on consignment. Credit sales are recorded as trade accounts receivable and no collateral is required. Revenue from items sold through the Company's retail locations is recognized at the time of sale. Net revenue reported herein is shown net of sales allowances and excise taxes. If the conditions for revenue recognition are not met, the Company defers the revenue until all conditions are met. As of December 31, 2019, and December 31, 2018, the Company has recorded deferred revenue in the amount of $125,713 and $224,848, respectively, which is included in unearned revenue on the balance sheet.

The Company has price incentive programs with its distributors to encourage product placement and depletions. When recording a sale to the customer, an incentive program liability is recorded to accrued liabilities and sales are reported net of incentive program expenses. Incentive program payments are made when completed incentive program payment requests are received from the customers. Incentive payments to a customer reduce the incentive program accrued liability. For the year ended December 31, 2019 and 2018, the Company recorded incentive program expenses of $1,044,528 and $970,462, respectively, as a reduction in sales on the Statement of Income. As of December 31, 2019, and 2018, the Company has recorded an incentive program liability in the amount of $64,952 and $41,015, respectively, which is included in accrued expenses on the balance sheet. Estimates are based on historical and projected experience for each type of program or customer and have historically been in line with actual costs incurred.

Distributor Sales Segment – Wholesale wine sales are through distributors and the Company recognizes revenue when the product is shipped, and title passes to the distributor. The Company's standard terms are 'FOB' shipping point, with no customer acceptance provisions. The cost of price promotions and rebates are treated as reductions of revenue. No products are sold on consignment. Credit sales are recorded as trade accounts receivable and no collateral is required.

The Company has price incentive programs with its distributors to encourage product placement and depletions. The Company estimates the depletion liability and accrues it as a reduction to revenue in the same period the revenue is recognized. Incentive program payments are made when completed incentive program payment requests are received from the customers. Incentive payments to a customer reduce the incentive program accrued liability and any differences between the accrued liability and the actual depletion incentive are recognized when the payment is made. For the years ended December 31, 2019 and 2018, the Company recorded incentive program expenses of $1,044,528 and $970,462, respectively, as a reduction in sales on the income statement. As of December 31, 2019, and 2018, the Company has recorded an incentive program liability in the amount of $64,952 and $41,015, respectively, which is included in accrued expenses on the balance sheet.

Direct Sales Segment – The Company sells wine directly to customers through its tasting rooms, web site and wine club. Additionally, the Company sells merchandise, food and hospitality related services through its tasting rooms.

Tasting room and web site sales are paid for and recognized as revenue at the point of sale. Hospitality sales, that are paid in advance of the event, are accrued as unearned revenue and are subsequently recognized as revenue in the period of the event. Wine club sales are made under an agreement with the customer which specifies the quantity and timing of the wine club shipment. Wine club charges are billed to the customer's credit card, at the time of shipment, and revenue is then recognized.

The Company periodically sells bulk wine or grapes that either do not meet the Company's quality standards or are in excess of production requirements. These sales are recognized when ownership transfers to the buyer which occurs at the point of shipment.

Cost of goods sold – Costs of goods sold include costs associated with grape growing, external grape costs, packaging materials, winemaking and production costs, vineyard and production administrative support and overhead costs, purchasing and receiving costs and warehousing costs.

Administrative support, purchasing, receiving and most other fixed overhead costs are expensed as selling, general and administrative expenses without regard to inventory units. Warehouse and winery production and facilities costs, are allocated to inventory units on a per gallon basis during the production of wine, prior to bottling the final product. No further costs are allocated to inventory units after bottling.

Selling, general and administrative expenses – Selling, general and administrative expenses consist primarily of non-manufacturing administrative and overhead costs, advertising and other marketing promotions. Advertising costs are expensed as incurred or the first time the advertising takes place. For the years ended December 31, 2019 and 2018, advertising costs incurred were approximately $146,906 and $147,286 respectively.

The Company provides an allowance to distributors for providing sample of products to potential customers. For the years ended December 31, 2019 and 2018, these costs, which are included in selling, general and administrative expenses, totaled approximately $151,553 and $101,638, respectively.

Shipping and handling costs – Amounts paid by customers to the Company for shipping and handling costs are included in the net revenue. Costs incurred for shipping and handling charges are included in selling, general and administrative expense. The Company's gross margins may not be comparable to other companies in the same industry as other companies may include shipping and handling costs as a cost of goods sold.

Excise taxes – The Company pays alcohol excise taxes based on product sales to both the Oregon Liquor Control Commission and to the U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau. The Company is liable for the taxes upon the removal of product from the Company's warehouse on a per gallon basis. The federal tax rate is affected by a small winery tax credit provision which declines based upon the number of gallons of wine production in a year rather than the quantity sold. The Company also pays taxes on the grape harvest on a per ton basis to the Oregon Liquor Control Commission for the Oregon Wine Advisory. For the years ended December 31, 2019 and 2018, excise taxes incurred were approximately $233,043 and $226,266 respectively.

Income per common share after preferred dividends – Income per share is computed based on the weighted-average number of common shares outstanding each year.

Recently issued accounting standards (adopted) –The new revenue standard was required to be applied retrospectively to each prior reporting period presented or prospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company adopted the standard in the first quarter of 2018 using the modified prospective method. The Company evaluated the effect of the standard and concluded it was not material to the Company's financial reporting. Additionally, the Company concluded that the application of the standard did not have a material effect that would require a retrospective adjustment.

Recently issued accounting standards (adopted) - In February 2016, the FASB issued Accounting Standards Update 2016-02 (ASU 2016-02), Leases (Topic 842). ASU 2016-02 requires lessees to recognize a right-of-use (ROU) asset and lease liability in the balance sheet for all leases, including operating leases, with terms of more than twelve months. Recognition, measurement and presentation of expenses and cash flows from a lease by a lessee have not significantly changed from previous guidance. The amendments also require qualitative disclosures along with specific quantitative disclosures. We adopted this guidance using the cumulative-effect adjustment method on January 1, 2019, meaning we did not restate prior periods. Current year financial information is presented under the guidance in Topic 842, while prior year information will continue to be presented under Topic 840. Adoption of the standard resulted in the recognition of an operating ROU asset of approximately $5.0 million, of which $4.8 million, or 96.0%, represent the lease of vineyard property. Vineyard lease costs are recognized either as part of capitalized vineyard development costs or inventory valuation depending on the productive or pre-productive nature of the vineyard. As such, adoption of the standard did not have a material impact on our Statement of Operations or Statement of Cash flows but did have a material impact on our Balance Sheet.

We determine if an arrangement is a lease at inception. On our balance sheet, our operating leases are included in Operating lease right-of-use assets, Current portion of lease liabilities and Lease liabilities, net of current portion. The Company does not currently have any finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. For leases that do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Significant judgment may be required when determining whether a contract contains a lease, the length of the lease term, the allocation of the consideration in a contract between lease and non-lease components, and the determination of the discount rate included in our leases. We review the underlying objective of each contract, the terms of the contract, and consider our current and future business conditions when making these judgments.

The accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our financial statements upon adoption.

NOTE 2 – ACCOUNTS RECEIVABLE, NET

The Company's accounts receivable balance is net of an allowance for doubtful accounts of $10,000 and $7,098 at December 31, 2019 and 2018, respectively. Changes in the allowance for doubtful accounts are as follows:

	Year ended December 31,	
	2019	2018
Balance at Beginning of Period	$ 7,098	$ 3,977
Charged to costs and expenses	2,902	4,618
Write-offs, net of recoveries	-	(1,497)
Balance at End of Period	$ 10,000	$ 7,098

NOTE 3 – INVENTORIES

	December 31, 2019	December 31, 2018
Winemaking and packaging materials	$ 704,736	$ 736,902
Work-in-process (costs relating to unprocessed and/or unbottled wine products)	8,313,313	8,527,814
Finished goods (bottled wine and related products)	8,057,031	6,982,393
Total inventories	$ 17,075,080	$ 16,247,109

NOTE 4 – PROPERTY AND EQUIPMENT

	December 31, 2019	December 31, 2018
Construction in progress	$ 4,193,467	$ 1,747,047
Land, improvements and other buildings	11,764,811	11,135,596
Winery buildings and hospitality center	16,319,704	15,993,490
Equipment	13,751,324	12,750,152
	46,029,306	41,626,285
Less accumulated depreciation	(17,381,005)	(15,841,834)
	$ 28,648,301	$ 25,784,451

Depreciation expense was $1,597,076 and $1,532,600 during the years ended December 31, 2019 and 2018, respectively.

NOTE 5 – LINE OF CREDIT FACILITY

In December of 2005 the Company entered into a revolving line of credit agreement with Umpqua Bank that allows borrowings of up to $2,000,000 against eligible accounts receivable and inventories as defined in the agreement. The revolving line bears interest at prime less 0.5%, is payable monthly, and is subject to annual renewal. In July of 2019, the Company renewed the credit agreement until July 31, 2021. At December 31, 2019 and 2018 there was no outstanding balance on this revolving line of credit.

The line of credit agreement includes various covenants, which among other things, requires the Company to maintain minimum amounts of tangible net worth, debt-to-equity, and debt service coverage as defined, and limits the level of acquisitions of property and equipment. As of December 31, 2019, the Company was in compliance with these financial covenants.

NOTE 6 – NOTES PAYABLE

In March of 2017 the Company purchased approximately 45 acres of farmland in the Walla Walla AVA under terms that included paying one third of the price upon closing, one third on March 15, 2018 and one third on March 15, 2019. As of December 31, 2019, the Company did not have a balance due on this note.

In February of 2017 the Company purchased property, including vineyard land, bare land and structures in the Dundee Hills AVA under terms that included a 15 year note payable with quarterly payments of $42,534 at 6%. The note may be called by the owner, up to the outstanding balance, with 180 days written notice. As of December 31, 2019, the Company had a balance of $1,468,473 due on this note.

NOTE 7 – LONG-TERM DEBT

	December 31, 2019	December 31, 2018
Northwest Farm Credit Services Loan #4	1,364,964	1,483,733
Northwest Farm Credit Services Loan #5	5,046,122	5,333,195
Toyota Credit Corporation	12,431	23,906
	6,423,517	6,840,834
Debt issuance costs	(158,978)	(172,225)
Current portion of long-term debt	(438,378)	(417,293)
	$ 5,826,161	$ 6,251,316

Long-term debt consists of:
The Company has two long term debt agreements with Farm Credit Services with an aggregate outstanding balance of $6,411,086 and $6,816,928 as of December 31, 2019 and 2018, respectively. The outstanding loans require monthly principal and interest payments of $62,067 for the life of the loans, at annual fixed interest rates of 4.75% and 5.21%, and with maturity dates of 2028 and 2032. The general purposes of these loans were to make capital improvements to the winery and vineyard facilities.

The loan agreements contain covenants, which require the Company to maintain certain financial ratios and balances. At December 31, 2019, the Company was in compliance with these covenants. In the event of future noncompliance with the Company's debt covenants, FCS would have the right to declare the Company in default, and at FCS' option without notice or demand, the unpaid principal balance of the loan, plus all accrued unpaid interest thereon and all other amounts due shall immediately become due and payable.

The Company has an outstanding loan with Toyota Credit Corporation maturing in February 2021, at zero interest, with an outstanding balance of $12,431 and $23,906 as of December 31, 2019 and 2018, respectively. The purpose of this loan was to purchase a vehicle.

Future minimum principal payments of long-term debt mature as follows for the years ending December 31:

2020	438,378
2021	450,040
2022	472,420
2023	496,970
2024	522,798
Thereafter	4,042,911
	$ 6,423,517

The weighted-average interest rates on the aforementioned borrowings for the fiscal years ended December 31, 2019 and 2018 was 5.09% and 5.09% respectively.

NOTE 8 – SHAREHOLDERS' EQUITY

The Company is authorized to issue 10,000,000 shares of its common stock. Each share of common stock is entitled to one vote. At its discretion, the Board of Directors may declare dividends on shares of common stock so long as the Company has paid or set aside funds for all cumulative dividends on its preferred stock. The Board does not anticipate paying dividends on its common stock in the foreseeable future.

The Company is authorized to issue 10,000,000 shares of preferred stock. Each share of the Company's currently issued preferred stock is non-voting. The Company's Series A Redeemable Preferred Stock includes an annual dividend of $0.22 per share and is payable annually. Additionally, the Series A Redeemable Preferred Stock contains a liquidation preference over the Company's common stock and is subject to optional redemption after June 1, 2021 at the sole discretion of the Company's Board of Directors. The liquidation preference is calculated at the original issue price of $4.15 per share plus all accrued but unpaid dividends. The optional redemption, if implemented, would be at the original issue price of $4.15 per share plus all accrued but unpaid dividends plus a redemption premium of 3% of the original issue price. In November 2019, the Company declared a dividend on its Series A Redeemable Preferred stock payable to shareholders of record at the close of business on December 6, 2019 and paid the dividend on December 31, 2019. The Company is current on its dividend obligations.

NOTE 9 – STOCK INCENTIVE PLAN

The Company had a stock incentive plan, originally created in 1992, most recently amended in 2001. No additional grants may be made under the plan. All stock options contained an exercise price that was equal to the fair market value of the Company's stock on the date the options were granted. There were no stock options outstanding or exercisable at December 31, 2019 and 2018.

No stock compensation expense was recognized for the years ended December 31, 2019 and 2018. As of December 31, 2019, there was no unrecognized compensation expense related to stock options.

NOTE 10 – INCOME TAXES

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act made broad and complex changes to the U.S. tax code, which included reducing the U.S. federal corporate tax rate from 34 percent to 21 percent in tax years beginning after December 31, 2017.

The provision for income taxes consists of:

	Year Ended December 31,	
	2019	2018
Current tax expense:		
Federal	$ 130,248	$ 292,951
State	63,496	175,055
	193,744	468,006
Deferred tax expense (benefit):		
Federal	591,493	478,106
State	166,886	134,894
	758,379	613,000
Total	$ 952,123	$ 1,081,006

The effective income tax rate differs from the federal statutory rate as follows:

	Year Ended December 31,	
	2019	2018
Federal statutory rate	21.00%	21.00%
State taxes, net of federal benefit	5.93%	5.93%
Permanent differences	0.47%	0.46%
Tax credits	0.00%	0.00%
Prior year adjustments	-0.01%	0.12%
Changes in tax rates and other	0.11%	-0.07%
	27.50%	27.44%

Permanent differences for the periods consist primarily of changes in tax treatment of meals and entertainment as well as political contributions. Changes in tax rate are described above.

Net deferred tax assets and (liabilities) at December 31 consist of:

	2019	2018
Deferred gain on sale-leaseback	$ -	$ 6,727
Other	61,319	48,263
Prepaids	(52,309)	(40,692)
Depreciation	(2,493,973)	(1,989,100)
Inventory	(473,643)	(225,425)
Net noncurrent deferred tax liability	(2,958,606)	(2,200,227)
Valuation allowance	-	-
Net deferred tax liability	$ (2,958,606)	$ (2,200,227)

NOTE 11 – RELATED PARTY TRANSACTIONS

The Company provides living accommodations in a residence on the Company's premises, at its convenience, for the Company's CEO. The CEO provides security and lock-up services and is required to live on premises as a condition of his employment. Over the years the Company has recorded annual expenses less than $12,000, exclusive of depreciation, related to the housing provided for its CEO.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Litigation – From time to time, in the normal course of business, the Company is a party to legal proceedings. Management believes that these matters will not have a material adverse effect on the Company's financial position, results of operations or cash flows, but, due to the nature of litigation, the ultimate outcome of any potential actions cannot presently be determined.

Operating leases – Vineyard - In December 1999, under a sale-leaseback agreement, the Company sold approximately 79 acres of the Tualatin Vineyards property with a net book value of approximately $1,000,000 for approximately $1,500,000 cash and entered into a 20-year operating lease agreement, with three five-year extension options, and contains an escalation provision of 2.5% per year. The Company extended the lease in January 2019 until January 2025. The gain of approximately $500,000 is being amortized over the life of the lease. This property is referred to as the Peter Michael Vineyard and includes approximately 66 acres of producing vineyards.

In December 2004, under a sale-leaseback agreement, the Company sold approximately 75 acres of the Tualatin Vineyards property with a net book value of approximately $551,000 for approximately $727,000 cash and entered into a 15-year operating lease agreement, with three five-year extension options, for the vineyard portion of the property. The first five year extension has been exercised. The lease contains a formula-based escalation provision with a maximum increase of 4% every three years. This property is referred to as the Meadowview Vineyard, and includes approximately 49 acres of producing vineyards.

The amortization of the deferred gain totals approximately $25,000 per year for the 1999 sale-leaseback agreement and $7,000 for the 2004 sale-leaseback agreement and is recorded as an offset to the related lease expense in selling, general and administrative expenses.

In February 2007, the Company entered into a lease agreement for 59 acres of vineyard land at Elton Vineyards. This lease is for a 10-year term with four five-year renewals at the Company's option. The lease contains an escalation provision tied to the CPI not to exceed 2% per annum. In 2017 the Company exercised its option to renew the lease until December 31, 2022.

In July 2008, the Company entered into a 34-year lease agreement with a property owner in the Eola Hills for approximately 110 acres adjacent to the existing Elton Vineyards site. These 110 acres are being developed into vineyards. Terms of this agreement contain rent increases, that rises as the vineyard is developed, and contains an escalation provision of CPI plus .5% per year capped at 4%. This property is referred to as part of Ingram Vineyard.

In March 2017, the Company entered into a 25-year lease for approximately 18 acres of agricultural land in Dundee, Oregon. These acres are being developed into vineyards. This lease contains an annual payment that remains constant throughout the term of the lease. This property is referred to as part of Bernau Estate Vineyard.

Operating Leases – Non-Vineyard - In September 2018, the Company renewed an existing lease for three years, with two one-year renewal options, for its McMinnville tasting room. The lease contains an escalation provision with a cap at 3% per year.

In January 2018, the Company assumed a lease, with four remaining years, for its Maison Bleue tasting room in Walla Walla, Washington. The lease contains fixed payments that increase over the term of the agreement.

Operating leases – Not yet commenced – The Company has entered into a contract to build and lease a retail wine facility in Folsom, California, referred to as Willamette Wineworks, and anticipates this lease commencing in the first quarter of 2020.

The following tables provide lease cost and other lease information for the twelve months ended December 31, 2019:

	Twelve Months Ended December 31, 2019
Lease Cost	
Operating Lease cost - Vineyards	$ 454,738
Operating Lease cost - Other	70,320
Short-term lease cost	21,600
Total Lease Cost	$ 546,658
Other information	
(Gains) and losses on sale and leaseback transactions, net	$ (24,983)
Cash paid for amounts included in the measurement of lease liabilities,	
Operating cash flows from operating leases - Vineyard	419,407
Operating cash flows from operating leases - Other	69,600
Weighted-average remaining lease term - operating leases	18.06
Weighted-average discount rate - operating leases	6.24%

As of December 31, 2019, maturities of lease liabilities were as follows:

2020	501,782
2021	495,521
2022	470,985
2023	452,562
2024	457,973
Thereafter	5,934,596
Total minimal lease payments	8,313,419
Less present value adjustment	(3,395,524)
Operating lease liabilities	4,917,895
Less current lease liabilities	(203,482)
Lease liabilities net of current portion	4,714,413

Grape Purchases - The Company has entered into a long-term grape purchase agreement with one of its Willamette Valley wine grape growers. This contract amended and extended three separate contracts and purchases fruit through the 2023 harvest year. With this agreement the Company purchases an annually agreed upon quantity of fruit, at pre-determined prices, within strict quality standards and crop loads. The Company cannot calculate the minimum or maximum payment as such a calculation is dependent in large part on unknowns such as the quantity of fruit needed by the Company and the availability of grapes produced that meet the strict quality standards in any given year. If no grapes are produced that meet the contractual quality levels, the grapes may be refused, and no payment would be due.

Bernau Estate - In 2019, the Board of Directors approved the construction of a new tasting room at the Bernau Estate, expected to be mostly completed during the 2020 fiscal year. The total construction costs for the Bernau Estate Tasting Room is expected to be approximately $13.1 million, of which we expect will be funded through a combination of cash on hand as well as debt and/or equity financing. Construction on the Bernau Estate Tasting Room began in July, 2019 and as of December 31, 2019, we had spent approximately $2.1 million on the project from our cash reserves.

NOTE 13 – EMPLOYEE BENEFIT PLAN

In February 2006, the Company instituted a 401(k) profit sharing plan (the "Plan") covering all eligible employees. Employees who participate may elect to make salary deferral contributions to the Plan up to 100% of the employees' eligible payroll subject to annual Internal Revenue Code maximum limitations. The Company may make a discretionary contribution to the entire qualified employee pool, in accordance with the Plan. For the years ended December 31, 2019 and 2018 there were $129,017 and $105,258 contributions made by the Company to the 401(k) plan, respectively.

NOTE 14 - SALE OF PREFERRED STOCK

In August 2015, the Company commenced a public offering of our Series A Redeemable Preferred Stock pursuant to a registration statement filed with the Securities and Exchange Commission. The preferred stock under this issue is non-voting and ranks senior in rights and preferences to the Company's common stock. Shareholders of this issue are entitled to receive dividends, when and as declared by the Company's Board of Directors, at a rate of $0.22 per share. Dividends accrued but not paid will be added to the liquidation preference of the stock until the dividend is declared and paid. At any time after June 1, 2021, the Company has the option, but not the obligation, to redeem all of the outstanding preferred stock in an amount equal to the original issue price of $4.15 per share plus accrued but unpaid dividends and a redemption premium equal to 3% of the original issue price of $4.15 per share. The Company registered this transaction with the securities authorities of the States of Oregon and Washington and subsequently obtained a listing on the NASDAQ under the trading symbol WVVIP. This issue had an aggregate initial offering price not to exceed $6,000,000 and was fully subscribed as of December 31, 2015.

On December 23, 2015 the Company filed a Registration Statement on Form S-3 with the SEC pertaining to the potential future issuance of one or more classes or series of debt, equity or derivative securities. On February 28, 2016 shareholders of the Series A Redeemable Preferred Stock approved an increase in shares designated as Series A Redeemable Preferred Stock, from 1,445,783 to 2,857,548 shares, and amended the certificate of designation for those shares to allow the Company's Board of Directors to make future increases.

On March 10, 2016 the Company filed with the SEC a Prospectus Supplement to the December 2015 Form S-3, pursuant to which the Company proposed to offer and sell, on a delayed or continuous basis, up to 970,588 additional shares of Series A Redeemable Preferred stock having proceeds not to exceed $4,125,000. This stock was established to be sold in four offering periods beginning with an offering price of $4.25 per share and concluding at $4.55 per share. The Company sold all preferred stock available under this offering.

On May 3, 2017, the Company filed with the SEC a Prospectus Supplement to the December 2015 Form S-3, pursuant to which the Company proposed to offer and sell, on a delayed or continuous basis, up to 2,298,851 additional shares of Series A Redeemable Preferred stock having proceeds not to exceed $10,000,000. This stock was established to be sold in four offering periods beginning with an offering price of $4.35 per share and concluding at $4.65 per share. The Company sold all preferred stock available under this offering.

On January 24, 2020 the Company filed a Registration Statement on Form S-3 with the SEC pertaining to the potential future issuance of one or more classes or series of debt, equity or derivative securities. The aggregate initial offering price is not to exceed $20,000,000.

NOTE 15 – SEGMENT REPORTING

The Company has identified two operating segments, Direct Sales and Distributor Sales, based upon their different distribution channels, margins and selling strategies. Direct Sales includes retail sales in the tasting room and remote sites, Wine Club sales, on-site events, kitchen and catering sales and other sales made directly to the consumer without the use of an intermediary. Distributor Sales include all sales through a third party where prices are given at a wholesale rate.

The two segments reflect how the Company's operations are evaluated by senior management and the structure of its internal financial reporting. The Company evaluates performance based on the gross profit of the respective business segments. Selling expenses that can be directly attributable to the segment, including depreciation of segment specific assets, are included however centralized selling expenses and general and administrative expenses are not allocated between operating segments. Therefore, net income information for the respective segments is not available. Discrete financial information related to segment assets, other than segment specific depreciation associated with selling, is not available and that information continues to be aggregated.

The following table outlines the sales, cost of sales, gross margin, directly attributable selling expenses, and contribution margin of the segments for the twelve-month periods ending December 31, 2018 and 2017. Sales figures are net of related excise taxes.

	Twelve Months Ended December 31,					
	Direct Sales		Distributor Sales		Total	
	2019	2018	2019	2018	2019	2018
Sales, net	$ 9,463,481	$ 9,115,074	$ 15,285,782	$ 13,964,665	$ 24,749,263	$ 23,079,739
Cost of Sales	2,521,094	2,430,148	6,933,587	5,868,092	9,454,681	8,298,240
Gross Margin	6,942,387	6,684,926	8,352,195	8,096,573	15,294,582	14,781,499
Selling Expenses	4,659,543	4,255,324	2,201,091	2,134,665	6,860,634	6,389,989
Contribution Margin	$ 2,282,844	$ 2,429,602	$ 6,151,104	$ 5,961,908	$ 8,433,948	$ 8,391,510
Percent of Sales, net	38.2%	39.5%	61.8%	60.5%	100.0%	100.0%

Direct sales include $156,768 and $368,046 of bulk wine and grape sales in the years ended December 31, 2019 and 2018, respectively.

Net direct-to-consumer sales, including bulk wine, miscellaneous sales, and grape sales, represented approximately 38.2% and 39.5% of total net revenue for 2019 and 2018, respectively.

Net sales through distributors represented approximately 61.8% and 60.5% of total net revenue for 2019 and 2018, respectively.

NOTE 16 – SUBSEQUENT EVENTS

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. The Company recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing the financial statements. The Company's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after the balance sheet date and before financial statements are issued. The Company has not identified any material subsequent events.

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