WILLAMETTE VALLEY
VINEYARDS

PROSPECTUS

Form 10-K

Form 10-Q

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Jim Bernau, Founder/Winegrower

WILLAMETTE VALLEY
VINEYARDS

PROSPECTUS

Prospectus Supplement to
Prospectus Dated January 24, 2020

Filed Pursuant to
Rule 424(b)(2)
Registration No. 333-236080

Willamette Valley Vineyards, Inc.

$9,300,000
Series A Redeemable Preferred Stock

This prospectus relates to the offer and sale of up to 1,917,525 shares of our Series A Redeemable Preferred Stock, to be issued during one or more offering periods described in this prospectus supplement. Sale prices of the shares to be issued in each period will increase incrementally to reflect what we believe is a reduction in investment risk that occurs with the passage of time. The minimum subscription in this offering is for 350 shares, and unless waived by the Company in its sole discretion, the maximum subscription is 2,300 shares. This offering is not subject to a minimum-proceeds closing condition, and the proceeds from sales of shares of our Series A Redeemable Preferred Stock will be made available to the Company upon our acceptance of each subscription for such shares in this offering. We may accept amounts less than those requested in your subscription, although we generally will not accept subscriptions for fewer than 350 shares. If we do accept less than a subscriber's full purchase commitment, we will make every effort to manage under-allotments on a basis we believe to be equitable and reasonable.

Prior to investing in this offering, potential subscribers will be required to complete a questionnaire that will contain questions concerning such potential subscriber's interest in becoming a member of our wine club as well as other questions relating to the potential subscriber's interest in participating in our other business programs and/or endeavors. Although the offering will not be limited to potential subscribers who currently are, or intend to become, a member of our wine club, or who indicate an intention to support our other business programs, because our board of directors has determined that it is in our best interests to sell the Series A Redeemable Preferred Stock in this offering to subscribers who will support our business efforts, we intend to give preference to prospective subscribers who are either current members of our wine club, or intend to become members of our wine club, and who have indicated to us their intention to participate in our other business programs.

This prospectus supplement sets forth the specific terms of this offering and describes the terms of the Series A Redeemable Preferred Stock. You should read this prospectus supplement and any future prospectus supplements carefully, including the information incorporated by reference herein and therein, before making your investment decision.

Since the aggregate value of our voting and nonvoting common equity held by non-affiliates as of the date hereof is $28,021,815, and no shares of our Series A Redeemable Preferred Stock have been offered pursuant to General Instruction 1.B.6 of Form S-3 during the prior 12 calendar month period ending on, and including the date of this prospectus supplement, the amount of securities to be sold pursuant to this prospectus supplement may not exceed $9,340,605 and, under this prospectus supplement, will not exceed $9,300,000.

Our Series A Redeemable Preferred Stock are listed on the Nasdaq Capital Market under the trading symbol “WVVIP”. However, as of the date of this prospectus supplement, trading of these shares has been extremely limited since we initially listed this series of preferred shares on November 2, 2015, and you should not presume that the listing of the shares of the Series A Redeemable Preferred Stock being offered in this offering on that exchange will provide a liquid market for such securities. You should be prepared to withstand the risks of your investment in the shares of Series A Redeemable Preferred Stock being offered hereby indefinitely and to bear the complete loss of your investment in such securities.

Our common stock is listed on the Nasdaq Capital Market under the symbol “WVVI”. **Our Series A Redeemable Preferred Stock is not convertible into or exchangeable for shares of our common stock.** We are a smaller reporting company and as such are entitled to certain reduced public company reporting requirements.

Investing in our preferred stock involves risks; for more information please see “Risk Factors” beginning on page 13 of this prospectus supplement, and the risk factors incorporated herein from time to time by reference from our most recent Annual Report on Form 10-K and our most recent Quarterly Report on Form 10-Q.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 10, 2020.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement provides additional information for inclusion in the prospectus filed as a part of a shelf registration statement on Form S-3 that has been declared effective by the United States Securities and Exchange Commission (the “SEC”). The shelf registration statement permits us to offer, and to issue and sell from time to time, various classes and series of equity and debt securities, including additional shares of our Series A Redeemable Preferred Stock. This prospectus supplement does not include all of the information contained in the registration statement, and in addition to reading this prospectus supplement in its entirety, you should carefully read the registration statement, including the prospectus contained therein and the exhibits filed therewith, before making an investment decision. The registration statement and other applicable documents can be read at the SEC website mentioned under the heading “Where You Can Find More Information” below.

Under this prospectus supplement and the registration statement of which it forms a part, we intend to sell up to 1,917,525 shares of our Series A Redeemable Preferred Stock, no par value, for an aggregate offering price of not more than $9,300,000. This offering will be conducted directly by us, without the participation of an underwriter or selling group, through our executive officers and certain other officers. These individuals will not be compensated for their participation in this offering. The number of shares offered hereby represents less than one-third of the aggregate market value of our common equity held by non-affiliates measured as of the date of this prospectus supplement.

This prospectus supplement only provides you with a summary of the terms of the offering, a discussion of certain risk factors, a description of the Series A Redeemable Preferred Stock, the expected use of proceeds of this offering, and plan of distribution. From time to time we may provide additional information about this offering and the Series A Redeemable Preferred Stock being offered hereunder in one or more supplements to the base prospectus included in the registration statement. A prospectus supplement may include a discussion or update of any risk factors or other special considerations applicable to our company or to the Series A Redeemable Preferred Stock. The supplement also may add, update or change information contained in this prospectus supplement. If there is any inconsistency between the information in this prospectus supplement and any prospectus supplement filed after the date hereof, you should rely on the information in the subsequent prospectus supplement.

You should carefully read this prospectus supplement, the registration statement and prospectus to which it applies, all documents that we incorporate by reference in the prospectus and in this and any other prospectus supplement, and the additional information described below under “Where You Can Find More Information” and “Incorporation of Certain Documents by Reference” before deciding to invest in our Series A Redeemable Preferred Stock. You should rely only on the information contained in or incorporated by reference into this prospectus supplement. We have not authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus supplement is not an offer to sell these securities, and we are not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information in the prospectus, this or any other prospectus supplement, or any documents we incorporate by reference herein or therein is accurate as of any date other than the date on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context requires otherwise, references to “Willamette Valley Vineyards,” the “Company,” “we,” “our,” “ours” and “us” are to Willamette Valley Vineyards, Inc. and its subsidiaries. Where these statements reflect knowledge, intentions, expectations or beliefs, first-person pronouns refer to our executive management, and are based upon facts known and matters believed by those persons to be accurate as of the date on the cover of the prospectus, prospectus supplement or other document, and not to any subsequent date. You should not construe these statements as assurances of a given outcome or promises of an expected course of action.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended, or the “Exchange Act.” In accordance with the Exchange Act, we file and furnish certain reports, proxy statements and other information with the SEC. These documents and other information that we file with or furnish to the SEC are available to the public free of charge at www.sec.gov. You may also read and copy any document we file with the SEC, including the registration statement on Form S-3 of which this prospectus supplement forms a part, and the exhibits thereto, on our website at www.wvv.com; however, none of the information contained in or linked through or from our website is incorporated by reference into this prospectus supplement.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

SEC rules allow us to incorporate by reference into this prospectus supplement much of the information we file with the SEC, which means that we can disclose important information to you by referring you to publicly available documents. The information that we incorporate by reference into this prospectus supplement is considered to be part of this prospectus supplement and the related prospectus. This prospectus supplement incorporates by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (in each case, other than those documents or the portions of those documents deemed to be furnished and not filed in accordance with SEC rules) until the offering of the securities under the registration statement of which this prospectus supplement forms a part is terminated or completed:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed with the SEC on March 11, 2020.
- our Quarterly Report on Form 10-Q for the three months ended March 31, 2020 filed with the SEC on May 13, 2020.

Because we are incorporating by reference future filings with the SEC, this prospectus supplement is continually updated, and later information filed with the SEC may update and supersede some of the information included or incorporated by reference in this prospectus supplement. This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this prospectus supplement or in any document previously incorporated by reference have been modified or superseded.

We will provide without charge to each person to whom this prospectus supplement is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus supplement but not delivered herewith, excluding exhibits to those documents unless the exhibits are specifically incorporated by reference into those documents. You may request a copy of these documents by writing or telephoning us at the following address:

Willamette Valley Vineyards, Inc.
8800 Enchanted Way SE
Turner, Oregon 97392
(503) 588-9463
Attention: Investor Relations (info@wvv.com)

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains “forward-looking statements” that represent our beliefs, expectations, projections and predictions about future events. These statements are necessarily subjective and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievement described in or implied by such statements. Actual results may differ materially from the expected results described in our forward-looking statements, including with respect to the correct measurement and identification of factors affecting our business or the extent of their likely impact, the accuracy and completeness of publicly available information relating to the factors upon which our business strategy is based or the success of our business.

In some cases, forward-looking statements can be identified by terms such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should” or “will” or the negative thereof, variations thereof and similar expressions. Such statements are based on management’s current expectations and are subject to risks and uncertainties which may cause actual results to differ materially from those set forth in the forward-looking statements. There can be no assurance that such expectations or any of the forward-looking statements will prove to be correct, and actual results could differ materially from those projected or assumed in the forward-looking statements. We urge you to carefully review the disclosures we make concerning risks and other factors that may affect our business and operating results, including those made in the section of this Prospectus Supplement entitled “Risk Factors,” and in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2019, and in our Quarterly Report 10-Q for the period ended March 31,2020, such risk factors may be updated in subsequent SEC filings, as well as our other reports filed with the SEC and in any later prospectus supplement. We caution you not to place undue reliance on forward-looking statements, which speak only as of the date of this prospectus supplement or any subsequent prospectus supplement. We do not intend, and we undertake no obligation, to update any forward-looking information to reflect events or circumstances after the date of this prospectus supplement or to reflect the occurrence of unanticipated events, unless required by law to do so.

SUMMARY

This summary contains a brief description of information about this offering. It does not contain all the information you might deem important in deciding whether to invest in our Series A Redeemable Preferred Stock, and you should carefully review this entire prospectus supplement, including the documents incorporated herein by reference and particularly including the section below entitled "Risk Factors," before making an investment decision. Further, where this summary or other sections of this prospectus supplement purport to describe other instruments or documents, particularly including but without limitation the provisions of our articles of incorporation and the description of the designations, preferences, limitations and relative rights of our preferred stock, readers should recognize that those summaries are necessarily incomplete, and in each case they are qualified in their entirety by reference to the actual text of such documents.

The Offering	This offering relates to the proposed issuance and sale of up to 1,917,525 shares of our Series A Redeemable Preferred Stock, no par value. These securities are being offered directly by the Company through its officers, none of whom will be compensated for their selling efforts, and will be issued in up to four offering periods, which will close on each of September 30, 2020; December 31, 2020; March 31, 2021; and June 30, 2021. We will issue shares of Series A Redeemable Preferred Stock on the first business day following the expiry of each offering period based on the subscriptions we accepted during the recently completed offering period. During any offering period, we will in our sole discretion determine what subscriptions to accept on a basis we believe to be equitable and reasonable and in the best interests of the Company (including considering which potential subscribers are current members of, or intend to be members of, our wine club and who otherwise indicate a desire to participate in our business program). Prior to investing in this offering, potential subscribers will be required to complete a questionnaire that will contain questions concerning such potential subscriber's interest in becoming a member of our wine club as well as such potential subscriber's interest in participating in our other business programs and/or endeavors. Although the offering will not be limited to potential subscribers who currently are, or intend to become, a member of our wine club, or who intend to participate in our other business programs, because our board of directors has determined that it is in our best interests to sell the Series A Redeemable Preferred Stock in this offering to subscribers who will support our business efforts, we intend to give preference to prospective subscribers who are either current members of our wine club, or intend to become members of our wine club, and who indicate a desire to participate in our other business programs. Certain financial rights of this Series A Redeemable Preferred Stock being offered in this offering are based upon the "original issue price" of the Series A Redeemable Preferred Stock, which is fixed at $4.15 per share, regardless of the date purchased or the price paid for such shares.

Offering Dates and Pricing	We believe that with the passage of time and the investments we expect to raise in this offering, the risk attendant to an investment in our Series A Redeemable Preferred Stock will decrease and, correspondingly, the value will increase. We are a relatively small company and there is not, and there may never be, a liquid market for these securities. Although our Series A Redeemable Preferred Stock are listed for trading on the Nasdaq Capital Market, trading of these shares has been extremely limited since the November 2, 2015 original listing date, and you should not consider this a liquid market. As a result of not currently having a liquid trading market for our shares of Series A Redeemable Preferred Stock, we have arbitrarily established a time-based pricing schedule for such shares to be issued in this offering. However, our Series A Redeemable Preferred Stock has certain dividend and redemption features that utilize an original issue price of $4.15 per share, subject to adjustment in the event of any bonus issue, share dividend, share split subdivision, consolidation, combination or other similar recapitalization with respect to the Series A Redeemable Preferred Stock (the “Series A Original Issue Price”). This Series A Original Issue Price will be used to determine dividend amounts, amounts received upon a liquidation event and the redemption price for the Series A Redeemable Preferred Stock to be issued in this offering regardless of the issue date or the actual purchase price of such shares. We intend to offer the shares of Series A Redeemable Preferred Stock during the following offering periods at the corresponding prices listed below:

Dates Offered	*Offering Price*
June 11, 2020 to September 30, 2020	$4.85
October 1, 2020 to December 31, 2020	$4.95
January 1, 2021 to March 31, 2021	$5.05
April 1, 2021 to June 30, 2021	$5.15

We will sell shares of Series A Redeemable Preferred Stock in this offering until we have reached the maximum number of shares authorized for sale in this prospectus supplement or management decide to accept less than the maximum number of shares authorized. If, at the end of the expiry of any offering period, the aggregate number of shares subscribed for in this offering exceed the aggregate number of shares available to be sold in this offering, we will allocate the remaining shares to subscribers on a basis we believe to be equitable and reasonable and in the best interests of the Company (including considering which potential subscribers are current members of, or intend to be members of, our wine club, and which potential subscribers intend to participate in our other business programs).

Dividends on shares issued at the end of each offering period will be calculated from the date of issuance (which will coincide with the first day following the end of the offering period).

Ranking	The Series A Redeemable Preferred Stock will rank senior in rights and preferences to our common stock and to any other class or series of our capital stock that does not indicate that it is on par with or senior to our Series A Redeemable Preferred Stock. Our Series A Redeemable Preferred Stock will rank junior in rights and preferences to any series of preferred stock issued in the future which provides that it is senior to our Series A Redeemable Preferred Stock. Prospective investors should note that our articles of incorporation permit our board of directors to designate one or more classes or series of preferred stock from time to time in the future, and to establish the rights, preferences and limitations of each such class or series. Should our board of directors determine that it is in the best interests of the Company or our shareholders to designate and issue shares of preferred stock that have rights and preferences senior to those of the Series A Redeemable Preferred Stock, our board of directors may establish such rights and may issue such capital stock without the approval of holders of the Series A Redeemable Preferred Stock or any other class or series of our capital stock.
Dividends	The Series A Redeemable Preferred Stock will be entitled to receive dividends when and as declared by our board of directors out of funds legally available therefor, at a rate equal to $0.22 per share per year (the “Annual Dividend”). The Annual Dividend will accrue from the issue date for the relevant shares, which will occur on the first business day following that offering period in which such shares were purchased. Dividends accrued but not paid will not bear interest or additional dividends but will be added to the liquidation preference of the Series A Redeemable Preferred Stock until declared and paid. If the Annual Dividend is declared and paid, such declaration will occur annually in the month of November. If declared, the dividend record date and payment will be in December for dividends accrued in that calendar year. The Company intends to pay any accumulated dividends in advance of any currently accrued dividends.

Payment Support	The Series A Redeemable Preferred Stock will not be supported by a sinking fund or any other form of payment support, nor will they be entitled to participate specially in any aspect of our operations or assets.
Liquidation Preference	Upon any merger, consolidation, sale of all or substantially all of the Company's assets, reorganization (with certain exceptions for recapitalizations and similar events that do not affect the relative rights of the holders of our capital stock), or any other business combination, the effects of which include the liquidation or termination of the Series A Redeemable Preferred Stock, and following distributions to any class of senior securities, the holders of our Series A Redeemable Preferred Stock will be entitled to receive, prior and in preference to the holders of shares of common stock and any other junior class of securities, an amount in cash or other property equal to the Series A Original Issue Price, plus the Annual Dividend, plus any other dividends theretofore accrued but not paid. Thereafter, the Series A Redeemable Preferred Stock will have no rights to further assets or distributions.
Redemption	At any time after June 1, 2021, the Company has the option, but not the obligation, to redeem all, but not less than all, of the then-outstanding shares of Series A Redeemable Preferred Stock by delivering written notice to the holders of record thereof. That notice will state a redemption date, after which no further transfers of the Series A Redeemable Preferred Stock will be recorded on the Company's stock transfer books, and after which no future dividends will accrue. Thereafter, upon surrender of the shares as so redeemed, the holder thereof will be entitled to receive an amount equal to (i) the Series A Original Issue Price; plus (ii) all accrued but unpaid dividends; plus (iii) a redemption premium equal to 3% of the Series A Original Issue Price. From and after the redemption date, except for the right of the holders to receive the redemption price discussed above without interest upon surrender of the certificates representing their shares of Series A Redeemable Preferred Stock, the holders thereof will not be entitled to dividends, interest or other earnings of any sort, whether or not their shares are promptly surrendered. The redemption rights described above do not preclude the Company from purchasing outstanding shares of Series A Preferred Stock from time to time in open-market transactions or in a tender offer or other arrangement.
Voting Rights	The Series A Redeemable Preferred Stock have very limited voting rights and generally apply only to matters for which class voting is applicable under the Oregon Business Corporation Act. Without limiting the generality of the foregoing, such shares are not entitled to vote in the election of directors. Holders of Series A Redeemable Preferred Stock voted on February 28, 2016, to eliminate the provision of our designation of rights, preferences and limitations of preferred stock that previously required the approval of those holders prior to the issuance of additional shares of Series A Redeemable Preferred Stock.

Protective Provisions	Prospective investors are advised that the Company's articles of incorporation permit our board of directors to designate and issue shares of preferred stock in one or more series having rights and preferences senior to the Series A Redeemable Preferred Stock, without the approval of the holders of any class of our capital stock.
Market Listing	We have listed the Series A Redeemable Preferred Stock on the Nasdaq Capital Market under the trading symbol "WVVIP". However, even though we have listed the securities on the Nasdaq Capital Market, the number of shares and the market capitalization of the Series A Redeemable Preferred Stock is relatively small, and trading of these shares has been extremely limited since the shares were initially listed on November 2, 2015. You should not presume that the listing on the Nasdaq Capital Market of the Series A Redeemable Preferred Stock being offered in this offering will mean that there will be a liquid market for such shares.
Corporate Information	We are an Oregon incorporated company and our principal executive offices are located at 8800 Enchanted Way SE , Turner, Oregon 97392 (503) 588-9463.

RISK FACTORS

An investment in our Series A Redeemable Preferred Stock involves a variety of risks and uncertainties, any of which, if occurring alone or in combination, could cause material harm to our business, could materially and adversely affect our financial condition, results of operations, and cash flows, or could otherwise materially diminish the value of our capital stock. A list of the known risk factors that relate to our Series A Redeemable Preferred Stock in particular are set forth immediately below under the heading, "Risks that Affect an Investment in Our Preferred Stock." Risks relating to the Company as a whole are included, and updated from time to time, in Item 1A "Risk Factors" of our Annual Reports on Form 10-K and our Quarterly Reports on Form 10-Q. Such updates are incorporated herein by reference; however, readers should note that as with other disclosures appearing in such reports and incorporated by reference into this prospectus supplement, such risk factors are accurate only as of the date on the cover of the report, and the related events and circumstances are subject to change thereafter.

Risks that Affect an Investment in Our Preferred Stock

There is no established trading market for the Series A Redeemable Preferred Stock, and such a market may never develop

The Series A Redeemable Preferred Stock are listed on the Nasdaq Capital Market. However, since the shares were initially listed on November 2, 2015, trading of these shares has been extremely limited. There is therefore no established trading market for these securities and we cannot offer assurances that any such market will ever develop. Further, even assuming the full subscription of this offering at the lowest permissible offering price (thus yielding the highest possible number of shares issued), the maximum number of shares eligible for trading would be only 6,580,293. Further, there is no minimum number of shares that must be sold in order for us to complete this offering. As a result, there will remain a very limited trading market for shares of our Series A Redeemable Preferred Stock, and we therefore expect that the trading market will be very thin or substantially nonexistent. Accordingly, shareholders may find it difficult or impossible to sell their shares for a price equal to or greater than the original purchase price, at a price that they would consider reasonable, or at all. You should therefore not invest in our Series A Redeemable Preferred Stock unless you can withstand a partial or complete lack of liquidity in your investment.

There may be times at which you can purchase Series A Redeemable Preferred Stock from existing shareholders at prices less than the then-applicable offering price

As noted elsewhere in this prospectus, the offering price for the Series A Redeemable Preferred Stock sold in this offering will increase over time and the corresponding dividend rate will decrease over time because the Annual Dividend will always be based on the Series A Original Issue Price regardless of the purchase price paid for the Series A Redeemable Preferred Stock. The Annual Dividend rate of $0.22 per share will not change regardless of the purchase price of the stock. The purpose of increasing the purchase price of the Series A Redeemable Preferred Stock throughout the course of the offering is to reflect an expected increase in value in our Series A Redeemable Preferred Stock that our board of directors believes will accompany an expected increase in the value of our business. Specifically, over time we expect to raise capital in this offering that we expect will be utilized in a manner that will enhance the value of our business. We have thus established a time-based pricing schedule as a means we believe is a reasonably proportionate, but still arbitrary, basis for estimating the appropriate prices of our stock. However, we cannot guarantee that the proceeds from this offering will be utilized in a manner that would enhance the value of our business, that the value of our business will increase during the course of this offering, or that the risk of an investment in our Series A Redeemable Preferred Stock will decline as time progresses. As a result, we cannot make assurances that during the course of the offering you could not buy shares of Series A Redeemable Preferred Stock from another person at a price less than the offering price.

The offering price for, and the dividend rates of, the Series A Redeemable Preferred Stock have been arbitrarily determined

The offering price for the Series A Redeemable Preferred Stock, as well as the dividend rate, have been determined arbitrarily by our board of directors based on qualitative factors, such as a diminishing risk profile over time, which our board of directors believes are reasonable and appropriate. The Company has not undertaken a detailed quantitative or qualitative analysis of these factors, nor has the Company or any investment banker or other advisor made a determination as to the appropriateness of the dividend rate, which is fixed and is not based on the offering price of the shares of Series A Redeemable Preferred Stock being offered in this offering.

Further, the initial purchase price of the Series A Redeemable Preferred Stock in this offering will be greater than the Series A Original Issue Price, and that purchase price will increase further over time, based upon a predetermined schedule established by our board of directors and based upon qualitative factors that our board of directors believed were appropriate. Consequently, the purchase price for shares offered in this offering will increase even if shares of Series A Redeemable Preferred Stock could be purchased from existing shareholders at a lower price on the Nasdaq Capital Market or elsewhere. As such, you should not rely upon the offering price or the dividend rate as an effective measure of the fair market value of such shares.

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

The Series A Redeemable Preferred Stock bears a cumulative dividend of $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, although the Company has no express contractual restrictions to pay dividends, our existing credit facility limits, and future debt obligations may limit, both our legal and our practical ability to declare and pay dividends in certain circumstances. 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. Further, although shares of our Series A Redeemable Preferred Stock will earn cumulative dividends, unpaid dividends will not, themselves, bear or accrue any interest (as might compounding interest on a debt security, for example).

We may issue securities that have rights and preferences senior to the Series A Redeemable Preferred Stock

Our articles of incorporation permit our board of directors, with the approval of a majority of our outside directors, to designate one or more classes or series of preferred stock from time to time in the future, and to establish the rights, preferences and limitations of each such class or series. Should our board of directors determine that it is in the best interests of the Company or our shareholders to designate and issue shares of preferred stock that have rights and preferences senior to those of the Series A Redeemable Preferred Stock, our board of directors, with the approval of the majority of our outside directors, may establish such rights and may issue such capital stock without the approval of holders of the Series A Redeemable Preferred Stock or any other class or series of our capital stock. Such rights and preferences may include dividend, sinking-fund, redemption and liquidation features that may increase the risk that we will be unable to meet all our obligations to the holders of Series A Redeemable Preferred Stock. They may also include a wide variety of other rights and preferences, such as voting rights, protective provisions, and other governance rights that are not available to the holders of the Series A Redeemable Preferred Stock. Any such actions may adversely affect the value or the price of the Series A Redeemable Preferred Stock.

We have the right, but not the obligation, to redeem shares of Series A Redeemable Preferred Stock at a fixed price of $4.28 per share plus accrued and unpaid dividends, which would be lower than the price you paid for the shares of Series A Redeemable Preferred Stock in this offering.

We are entitled, but we are not required, to redeem the shares of Series A Redeemable Preferred Stock at any time after June 1, 2021. If we decide to redeem these shares, we will do so by issuing a redemption notice that will include the redemption date, and thereafter the Series A Redeemable Preferred Stock will no longer bear dividends and will represent only the right to receive, upon delivery of such shares, an amount equal to the Series A Original Issue Price, plus accrued and unpaid dividends, plus a redemption premium of 3% of the Series A Original Issue Price. Since the per share consideration to be received by Series A Redeemable Preferred stock holders upon a redemption would currently be $4.28 per share plus accrued and unpaid dividends and the prices of the Series A Redeemable Preferred Stock being offered in this offering will vary between $4.85 and $5.15 per share, if we exercise our ability to redeem all the outstanding Series A Redeemable Preferred Stock, investors in this offering will likely be required to sell their shares back to the Company for a price that is less than the price they paid for such shares.

Investors should not expect that they have a right to perpetual payment of dividends, and should be aware that a proposed redemption of the shares may make it difficult or impossible to sell the shares for a price higher than the redemption price of $4.28 per share, even if the market price for such shares had previously been higher. Further, an actual notice of redemption will state the redemption date, after which all rights with respect to the outstanding shares of Series A Redeemable Preferred Stock shall terminate (including rights to receive the Annual Dividend), except for the right to receive the redemption price upon the surrender of the certificates representing the Series A Redeemable Preferred Stock.

We may use the proceeds of this offering as working capital rather than for our planned uses

We are presently planning to use capital raised in this offering to support the Company's vineyard and winery developments, including but not limited to construction of a new tasting room at our Bernau Estate Vineyard; however we may also use these funds to fund inventory, working capital needs, repurchase our common stock and any other business purpose. Accordingly, the use of proceeds in this offering is not restricted to our planned vineyard development projects, and funds received from this offering will be made available to the Company as general working capital, to be used as our board of directors determines. In particular, if the proceeds of this offering are insufficient to allow us to complete construction of a new tasting room at the Bernau Estate Vineyard, we may fund completion of that project with working capital, or we may borrow additional funds under available lines of credit or may seek alternative debt financing. Further, we may abandon this project, or may delay the timing or modify the scope of this project as our board of directors determines is appropriate. Moreover, an investment in our Series A Redeemable Preferred Stock represents an investment in the Company as a whole, and not in this specific project or in any other aspect of our operations.

Shares of our Series A Redeemable Preferred Stock are not convertible into common stock

Our Series A Redeemable Preferred Stock is not convertible into or exchangeable for shares of our common stock, nor will it be so convertible or exchangeable at any time in the future. You should only invest in our Series A Redeemable Preferred Stock, if at all, based upon your perceived value of our Series A Redeemable Preferred Stock. Fluctuations in the value of our common stock will not directly affect the value of our Series A Redeemable Preferred Stock.

Our Series A Redeemable Preferred Stock will participate only to a limited extent in the distribution of our assets upon liquidation or upon a merger, consolidation, sale of assets, or other business combination transaction

Because our Series A Redeemable Preferred Stock is not convertible into or exchangeable for shares of our common stock, its rights upon a liquidation of the Company are limited. Although such preferred stock will receive the sum of the Series A Original Issue Price and all accrued but unpaid dividends prior to any payments or distributions to the holders of common stock, since the Series A Original Issue Price is less than the purchase price of the Series A Redeemable Preferred Stock purchased in this offering and once the liquidation amounts are paid, holders of the Series A Redeemable Preferred Stock will not have a right to participate in the remainder of the Company's assets available for distribution, the holders of the Series A Redeemable Preferred Stock may not receive a full return on the amount they invested in such shares, regardless of the availability of funds for distribution.

Shares of our Series A Redeemable Preferred Stock have very limited voting rights and, among other things, do not have the right to vote for the election of directors

Our Series A Redeemable Preferred Stock are nonvoting except as required by the Oregon Business Corporation Act. As a holder of such preferred stock, you would not have the right to attend meetings of the holders of common stock or to vote upon matters such as the election of directors, the approval of equity incentive plans, or other arrangements which are subject to a vote of the common shareholders.

Our Series A Redeemable Preferred Stock is not a debt instrument

Although our Series A Redeemable Preferred Stock are senior in preference to our common stock, they will be subordinated to all our debt obligations, both secured and unsecured. Our Series A Redeemable Preferred Stock are not insured, are not guaranteed, are not supported by a sinking fund, and are not backed by any collateral of any sort.

Certain of the rights applicable to owners of our Series A Redeemable Preferred Stock do not have a quantifiable market value and cannot be sold or otherwise transferred separately from shares of such stock

Owners of our Series A Redeemable Preferred Stock are entitled, by virtue of their ownership, to certain intangible benefits associated with an investment in our company. These benefits include rights to participate in various discount programs, marketing incentives, and other rights. The value of these benefits, if any, is indeterminable and is not associated with the number of shares of Series A Redeemable Preferred Stock one owns. Similarly, these rights may not be transferred separately from our Series A Redeemable Preferred Stock. We have not attempted to establish a value for these benefits, and we do not consider them material to the determination of the price or value of our Series A Redeemable Preferred Stock.

USE OF PROCEEDS

The primary purpose of this offering is to raise up to an additional $9,300,000 of capital (before offering expenses) to support the Company's continuing vineyard development and winery development efforts, and in particular the construction of a new tasting room at our Bernau Estate Vineyard. In addition to the proceeds from this offering, we may fund the completion of the new tasting room at our Bernau Estate Vineyard with funds from our working capital, or we may borrow additional funds under available lines of credit or may seek alternative debt financing arrangements. Additionally, the proceeds from this offering may also be generally available as working capital and may be used for general business purposes, including the retirement of any Company debt and the repurchase of the Company's common stock.

Shares of our Series A Redeemable Preferred Stock are being sold in four offering periods, which will close at the end of each of the first four fiscal quarters following the commencement of this offering. Funds from accepted subscriptions will be immediately available to the Company without restriction. Investors should not expect that the Company will receive any minimum amount of capital from this offering, or that any minimum number or value of shares will be sold in this offering.

DIVIDEND POLICY

Our Series A Redeemable Preferred Stock is entitled to cumulative dividends accruing daily each year, at an annual rate of $0.22 per share, beginning on the first calendar day of the quarter following the applicable offering period for such shares, payable out of funds legally available therefor, when and as approved by our board of directors. Dividends will accrue on the Series A Original Issue Price, which is currently equal to $4.15 per share, regardless of the price actually paid to the Company upon original issuance of the shares in this offering, and regardless of the price paid in the secondary market, if any. Dividends accrued but not paid will not bear interest or additional dividends but will be added to the liquidation preference of the Series A Redeemable Preferred Stock until declared and paid. The payment of dividends will depend upon a number of factors, including our liquidity, financial condition and results of operations, strategic growth plans, tax considerations, statutory and regulatory limitations and general economic conditions. For the foregoing reasons, there can be no assurance that we will pay any dividends in any future period. Accrued but unpaid dividends, whether or not declared, will be added to the liquidation preference until paid, but will not bear additional dividends or earn interest or similar returns.

We have never paid dividends on our common stock and we have no expectation to pay such dividends in the foreseeable future. We are not permitted to declare or pay dividends on our common stock in any given calendar year unless and until we have paid the Annual Dividend owing on our Series A Redeemable Preferred Stock in such year.

REDEMPTION OF PREFERRED STOCK

At any time after June 1, 2021, the Company is entitled to redeem all, but not less than all, of the Series A Redeemable Preferred Stock then outstanding. If a redemption occurs, we will notify all holders of the Series A Redeemable Preferred Stock of record of the redemption (including the redemption date) electronically or by mail not less than thirty (30) days prior to the redemption date. As of the redemption date, shares of Series A Redeemable Preferred Stock will represent only the right to receive, upon surrender of the shares, an amount in cash equal to the Series A Original Issue Price, together with (i) all theretofore accrued but unpaid dividends; and (ii) a redemption premium amounting to 3% of the Series A Original Issue Price. The Series A Redeemable Preferred Stock will not earn dividends after the redemption date. As with other financial rights of the Series A Redeemable Preferred Stock, the redemption price is based on the Series A Original Issue Price, which is currently $4.15 per share, regardless of the actual purchase price or the amount paid.

DESCRIPTION OF CAPITAL STOCK

We are authorized under our articles of incorporation, as amended, to issue up to 10,000,000 shares of preferred stock, in one or more series as designated from time to time by our board of directors, and up to 10,000,000 shares of common stock. As of June 9, 2020, there were 4,964,529 shares of our common stock outstanding and 4,662,768 shares of preferred stock outstanding. Assuming the full subscription of this offering, and assuming no additional issuances of common stock during the pendency hereof, upon completion this offering we would have outstanding a total of 4,964,529 shares of common stock, no par value, and 6,580,293 shares of preferred stock, no par value.

Preferred Stock

Our articles of incorporation authorize our board of directors to issue from time to time up to 10,000,000 shares of preferred stock in one or more series with the preferences, limitations and relative rights thereof as may be fixed from time to time by the board of directors for each series before the issuance of any shares of that series. In addition, after the board of directors has established a series of preferred stock, the board of directors may increase or decrease the number of shares contained in the series, but not below the number of shares then issued, or eliminate the series where no shares have been issued. Actions taken by our board of directors with regard to the authorization and issuance of preferred stock require the approval of a majority of our outside directors. Our board of directors has determined that each of our directors other than Mr. Bernau and Mr. Ellis is an "outside director" for purposes of authorizing the Series A Redeemable Preferred Stock and setting forth the preferences, limitations and relative rights thereto.

Series A Redeemable Preferred Shares

Dividends. Holders of the Series A Redeemable Preferred Stock are entitled to receive, when, as and if declared by the board of directors, out of funds legally available for the payment of dividends, cumulative cash dividends at the annual rate of $0.22 per share. Dividends on the Series A Redeemable Preferred Stock accrue daily and are cumulative beginning on the first calendar day of the quarter following the applicable offering period for such shares until the redemption date on the basis of such price. Accumulated dividends on our Series A Redeemable Preferred Stock will not bear interest or further dividends, and holders of our Series A Redeemable Preferred Stock will not be entitled to any dividends in excess of full cumulative dividends.

We will not declare, pay or set aside any dividends on shares of common stock in any given year unless the holders of our Series A Redeemable Preferred Stock then issued and outstanding shall have first received or will simultaneously receive the Annual Dividend.

Optional Redemption. We may redeem all, but not less than all, of the Series A Redeemable Preferred Stock on or after June 1, 2021, at a redemption price equal to the Series A Original Issue Price of such shares (regardless of the price paid for such shares), plus all accrued and unpaid dividends (whether or not earned or declared) to the redemption date, plus a redemption premium equal to 3% of the Series A Original Issue Price for the Series A Redeemable Preferred Stock.

Ranking. The Series A Redeemable Preferred Stock ranks: (i) senior to the common stock and any other shares of stock that we may issue in the future where the terms of which specifically provide that such stock ranks junior to the Series A Redeemable Preferred Stock, in each case with respect to payment of dividends and amounts upon liquidation, dissolution or winding up ("junior shares"); (ii) equal to any shares of stock that we may issue in the future, the terms of which specifically provide that such stock ranks on parity with the Series A Redeemable Preferred Stock, in each case with respect to payment of dividends and amounts upon liquidation, dissolution or winding up ("parity shares"); (iii) junior to all other shares of stock issued by us, the terms of which specifically provide that such stock ranks senior to the Series A Redeemable Preferred Stock, in each case with respect to payment of dividends and amounts upon liquidation, dissolution or winding up ("senior shares"); and (iv) junior to all our existing and future indebtedness.

Liquidation Preference. If we merge, sell all or substantially all of our assets (not including a transfer by pledge or mortgage to a bona fide lender) to a party other than a wholly-owned subsidiary of the Company, reorganize (with certain exceptions for recapitalizations and similar events that do not affect the relative rights of the holders of our capital stock), or effect any other business combination, the effects of which will result in the shareholders of the Company immediately prior to such transaction holding less than a majority of the voting stock immediately after the transaction, then the holders of the Series A Redeemable Preferred Stock will have the right to receive the Series A Original Issue Price per share, plus all accrued and unpaid dividends (whether or not earned or declared) to, but excluding, the date of payment, before any payments are made to the holders of the common stock and any other junior shares, if any. The rights of the holders of the Series A Redeemable Preferred Stock to receive the liquidation preference are subject to the proportionate rights of holders of each other future series or class of parity shares and subordinate to the rights of senior shares.

Voting Rights. Holders of the Series A Redeemable Preferred Stock do not have any voting rights, except as otherwise required by the Oregon Business Corporation Act.

No Maturity. The Series A Redeemable Preferred Stock does not have any stated maturity and is not subject to any sinking fund or mandatory redemption. Accordingly, the shares of the Series A Redeemable Preferred Stock will remain outstanding indefinitely unless we decide to redeem them.

No Conversion. The Series A Redeemable Preferred Stock is not, pursuant to its terms, convertible into or exchangeable for any other securities or property.

Special Benefits for Holders of Series A Redeemable Preferred Stock. Subject to the sole discretion of our board of directors, each holder of Series A Redeemable Preferred Stock may be entitled to receive additional benefits, including but not limited to discounts on wine purchases made directly from the Company's winery, invitations to events, updates on winery developments, complimentary wine tastings in our tasting rooms, and private tours of the winery. The Company can make no guarantees that the holders of the Series A Redeemable Preferred Stock will be entitled to receive any of these additional benefits. Additionally, the value of these benefits, if any, is indeterminable and is not associated with the number of shares of Series A Redeemable Preferred Stock one owns. Similarly, if granted, these rights may not be transferred separately from our Series A Redeemable Preferred Stock. We have not attempted to establish a value for these benefits, and we do not consider them material to the determination of the price or value of our Series A Redeemable Preferred Stock. If granted, we reserve the right to amend or remove these benefits in the future.

Common Stock

Voting Rights. Holders of our common stock are entitled to one vote for each share of common stock held of record on the applicable record date on all matters submitted to a vote of shareholders. A corporate action voted on by shareholders generally is approved, provided a quorum is present, if the votes cast within the voting group favoring the action exceed the votes cast opposing the action. Holders of our common stock are not entitled to cumulate their votes in the election of directors.

Dividend Rights. Holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of funds legally available for that purpose, subject to any preferential dividend rights or other preferences granted to the holders of any of the then-outstanding shares of preferred stock.

Rights Upon Liquidation. In the event of our liquidation, dissolution or winding up, whether voluntary or involuntary, the holders of our common stock are entitled to share ratably in all remaining assets available for distribution to shareholders after payment of, or provision for, our liabilities, subject to prior distribution rights of shares of our preferred stock, if any, then outstanding.

Preemptive Rights. Holders of our common stock do not have any preemptive rights to purchase, subscribe for or otherwise acquire any unissued shares or our other securities.

Transfer Agent and Registrar

The Transfer Agent and Registrar for our Series A Redeemable Preferred Stock and for our common stock is OTR, Inc. Its address is 1001 SW Fifth Avenue, Suite 1550, Portland, Oregon 97201, and its telephone number is (503) 225-0375.

Nasdaq Listing

The Series A Redeemable Preferred Stock is presently listed on the Nasdaq Capital market under the symbol “WVVIP”. However as of the date of this prospectus supplement, trading of these shares has been extremely limited since we initially listed this series of preferred shares on November 2, 2015, and you should not presume that the listing of the shares of the Series A Redeemable Preferred Stock being offered in this offering on the Nasdaq Capital Market will provide a liquid market for such securities. Moreover, the public float, number of shares and market capitalization of this class of securities will continue to be relatively limited, and it is unlikely a liquid market will develop for these shares.

Our common stock is listed on the Nasdaq Capital Market under the symbol “WVVI.” Shares of our Series A Redeemable Preferred Stock are not convertible into or exchangeable for shares of our common stock, now or at any time in the future.

Anti-Takeover Effects of our Articles of Incorporation and Bylaws and of Oregon Law

Our charter documents and the Oregon Business Corporation Act (the “Act”), contain provisions that may have the effect of discouraging, delaying or preventing a change in control or an unsolicited acquisition proposal that a shareholder might consider favorable, including a proposal that might result in the payment of a premium over the market price for the shares held by our shareholders. Certain of these provisions are summarized in the following paragraphs.

Authorized but Unissued Shares of Common Stock and Preferred Stock

We are authorized under our articles of incorporation, as amended, to issue up to 10,000,000 shares of preferred stock, in one or more series as designated from time to time by our board of directors, with the approval of a majority of our outside directors, and up to 10,000,000 shares of common stock.

Cumulative Voting

No cumulative voting for directors is permitted.

Increase in the Number of Directors

In accordance with our corporate bylaws, our board of directors shall be comprised of between a minimum of two (2) and a maximum of eleven (11) directors as determined from time to time by our board of directors. The number of directors may be increased or decreased from time to time by amendment of our corporate bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Staggered Board of Directors; Removal of Directors

We have a staggered board of directors. Our board of directors is divided into three groups with each director holding office until the next annual meeting of shareholders following the end of their three year term, and until her or his successors has been elected and qualified. All or any number of the directors may be removed, for cause, at a meeting expressly called for that purpose by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Advance Notice Requirements for Shareholder Proposals and Director Nominations

To be timely, a shareholder's notice relating to an annual meeting shall be delivered to our secretary at our principal executive offices not less than 90 nor more than 120 days prior to the first anniversary of the date on which we first mailed our proxy materials for the preceding year's annual meeting of shareholders. However, if the date of such 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 our Secretary at our principal executive offices not later than the close of business on the later of (i) the 90^{th} 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.

Special meetings of the shareholders may be called by the Company's president or by the Company's board of directors and shall be called by the Company's president (or in the event of absence, incapacity, or refusal of the Company's president, by the Company's secretary or any other officer) at the request of the holders of not less than one-half of all the outstanding shares of the Company's common stock entitled to vote at the meeting. Prospective investors should note that because the Series A Redeemable Preferred Stock has no voting rights except as required by law, the holders thereof, separately or in the aggregate, have no right to call a special meeting of shareholders.

Anti-Takeover Effects of Oregon Law

Oregon law contains certain provisions that may have the effect of delaying, deterring or preventing a change in control of the Company. ORS 60.801 et seq. imposes certain restrictions upon the voting of shares acquired in “control share acquisitions” and limits a shareholder’s ability to vote in favor of a business combination when that shareholder has acquired shares of voting stock in excess of a specified percentage of the voting stock of a public company. ORS 60.825 et seq. prohibits us, with certain exceptions, from engaging in certain significant business transactions with an “interested person” (including a person who owns 15% or more of the voting stock of a public company) for a period of three years following such person’s share acquisition date. The prohibited business combinations include, among others, a merger or consolidation with, disposition of assets to, or issuance or redemption of stock to or from, the acquiring person, or otherwise allowing the acquiring person to receive a disproportionate benefit as a shareholder. Exceptions to this statutory prohibition include approval of the transaction at a shareholders meeting by holders of not less than a two-thirds of the shares held by each voting group entitled to vote on the transaction, not counting shares as to which the acquiring person has beneficial ownership or voting control, transactions approved by the board of directors prior to the acquiring person first becoming an acquiring person, or, with respect to a merger, share exchange, consolidation, liquidation or distribution entered into with the acquiring person, transactions where certain other requirements regarding the fairness of the consideration to be received by the shareholders have been met. We may not exempt ourselves from coverage of this statute. These statutory provisions may have the effect of delaying, deterring or preventing a change in control of the Company.

DESCRIPTION OF FUTURE CLASSES OR SERIES OF PREFERRED STOCK

After giving effect to the designation of the Series A Redeemable Preferred Stock, as amended, our articles of incorporation entitle us to issue additional shares of preferred stock in one or more series upon the approval of our board of directors, with the approval of a majority of our outside directors but in certain instances without the approval of the holders of the Series A Redeemable Preferred Stock. The following outlines the general provisions of the shares of currently undesignated preferred stock that we may offer from time to time. The specific terms of a series of preferred stock will be described in the applicable prospectus supplement relating to that series of preferred stock. The following description of the preferred stock and any description of preferred stock in a prospectus supplement is only a summary and is subject to and qualified in its entirety by reference to the articles of amendment to our articles of incorporation, as amended, relating to the particular series of preferred stock, a copy of which we will file with the SEC in connection with the sale of any series of preferred stock.

General

Under our articles of incorporation, as amended, our board of directors is authorized, without shareholder approval, to adopt resolutions providing for the issuance of up to 10,000,000 shares of preferred stock, no par value, in one or more series. As of the date of this prospectus supplement, 4,662,768 shares of our Series A Redeemable Preferred Stock are issued and outstanding, and other than for the Series A Redeemable Preferred Stock, no other class or series of preferred stock has been designated or authorized for issuance.

Our board of directors may fix the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any future series of preferred stock that we may offer.

The specific terms of that series may include:

- the title, designation, number of shares and stated or liquidation value of the preferred stock;
- the dividend amount or rate or method of calculation, the payment dates for dividends and the place or places where the dividends will be paid, whether dividends will be cumulative or noncumulative, and, if cumulative, the dates from which dividends will begin to accrue;
- any conversion or exchange rights;
- whether the preferred stock will be subject to redemption and the redemption price and other terms and conditions relative to the redemption rights;
- any liquidation rights;
- any sinking fund provisions;
- any voting rights;
- the exchange or market, if any, where the preferred stock will be listed or traded; and
- any other rights, preferences, privileges, limitations and restrictions that are not inconsistent with the terms of our articles of incorporation, as amended.

Upon the issuance and payment for shares of preferred stock, the shares will be fully paid and nonassessable. Except as otherwise may be specified in the prospectus supplement relating to a particular series of preferred stock, holders of preferred stock will not have any preemptive or subscription rights to acquire any class or series of our capital stock and each series of preferred stock will rank on a parity in all respects with each other series of our preferred stock and prior to our common stock as to dividends and any distribution of our assets.

The authorization of the preferred stock could have the effect of making it more difficult or time consuming for a third party to acquire a majority of our outstanding voting stock or otherwise effect a change of control. Shares of the preferred stock may also be sold to third parties that indicate that they would support the board of directors in opposing a hostile takeover bid. The availability of the preferred stock could have the effect of delaying a change of control and of increasing the consideration ultimately paid to our shareholders.

Our board of directors may authorize the issuance of preferred stock for capital-raising activities, acquisitions, joint ventures or other corporate purposes that have the effect of making an acquisition of Willamette Valley Vineyards more difficult or costly, as could also be the case if our board of directors were to issue additional common stock for such purposes. See “Description of Capital Stock – Anti-Takeover Effects of our Articles of Incorporation and Bylaws and of Oregon Law.”

Redemption

If so specified in the applicable prospectus supplement, a series of preferred stock may be redeemable at any time, in whole or in part, at our option, and may be mandatorily redeemable or convertible. Restrictions, if any, on the repurchase or redemption by us of any series of our preferred stock will be described in the applicable prospectus supplement relating to that series. Any partial redemption of a series of preferred stock would be made in the manner described in the applicable prospectus supplement relating to that series.

Upon the redemption date of shares of preferred stock called for redemption or upon our earlier call and deposit of the redemption price, all rights of holders of the preferred stock called for redemption will terminate, except for the right to receive the redemption price.

Dividends

Holders of each series of preferred stock will be entitled to receive cash dividends only when, as and if declared by our board of directors out of funds legally available for dividends. The rates or amounts and dates of payment of dividends will be described in the applicable prospectus supplement relating to each series of preferred stock. Dividends will be payable to holders of record of preferred stock on the record dates fixed by our board of directors. Dividends on any series of preferred stock may be cumulative or noncumulative, as described in the applicable prospectus supplement.

Our board of directors may not declare, pay or set apart funds for payment of dividends on a particular series of preferred stock unless full dividends on any other series of preferred stock that ranks equally with or senior to such series of preferred stock with respect to the payments of dividends have been paid or sufficient funds have been set apart for payment for either of the following:

- all prior dividend periods of each such series of preferred stock that pay dividends on a cumulative basis; or

- the immediately preceding dividend period of each such series of preferred stock that pays dividends on a noncumulative basis.

Partial dividends declared on shares of any series of preferred stock and other series of preferred stock ranking on an equal basis as to dividends will be declared pro rata. A pro rata declaration means that the ratio of dividends declared per share to accrued dividends per share will be the same for all series of preferred stock of equal priority.

Liquidation Preference

In the event of the liquidation, dissolution or winding-up of us, holders of each series of preferred stock will have the right to receive distributions upon liquidation in the amount described in the applicable prospectus supplement relating to each series of preferred stock, plus an amount equal to any accrued but unpaid dividends. These distributions will be made before any distribution is made on our common stock or on any securities ranking junior to such preferred stock upon liquidation, dissolution or winding-up.

However, holders of the shares of preferred stock will not be entitled to receive the liquidation price of their shares until we have paid or set aside an amount sufficient to pay in full the liquidation preference of any class or series of our capital stock ranking senior as to rights upon liquidation, dissolution or winding up. Unless otherwise provided in the applicable prospectus supplement, neither a consolidation or merger of Willamette Valley Vineyards with or into another corporation nor a merger of another corporation with or into Willamette Valley Vineyards nor a sale or transfer of all or part of Willamette Valley Vineyards' assets for cash or securities will be considered a liquidation, dissolution or winding up of Willamette Valley Vineyards.

If the liquidation amounts payable to holders of preferred stock of all series ranking on a parity regarding liquidation are not paid in full, the holders of the preferred stock of these series will have the right to a ratable portion of our available assets up to the full liquidation preference. Holders of these series of preferred stock or such other securities will not be entitled to any other amounts from us after they have received their full liquidation preference.

Conversion and Exchange

A prospectus supplement will indicate whether and on what terms the shares of any future series of preferred stock will be convertible into or exchangeable for shares of any other class, series or security of Willamette Valley Vineyards or any other corporation or any other property (including whether the conversion or exchange is mandatory, at the option of the holder or our option, the period during which conversion or exchange may occur, the initial conversion or exchange price or rate and the circumstances or manner in which the amount of common or preferred stock or other securities issuable upon conversion or exchange may be adjusted). It will also indicate for preferred stock convertible into common stock, the number of shares of common stock to be reserved in connection with, and issued upon conversion of, the preferred stock (including whether the conversion or exchange is mandatory, the initial conversion or exchange price or rate and the circumstances or manner in which the amount of common stock issuable upon conversion or exchange may be adjusted) at the option of the holder or our option and the period during which conversion or exchange may occur.

Voting Rights

The holders of shares of preferred stock will have no voting rights, except:

- as otherwise stated in the applicable prospectus supplement;
- as otherwise stated in the articles of amendment to our articles of incorporation establishing the series of such preferred stock; and
- as otherwise required by applicable law.

Transfer Agent and Registrar

The transfer agent, registrar, dividend paying agent and depositary, if any, for any preferred stock offering will be stated in the applicable prospectus supplement.

PLAN OF DISTRIBUTION

We may sell the Series A Redeemable Preferred Stock offered pursuant to this prospectus supplement and any subsequent prospectus supplements from time to time in one or more transactions through our officers and directors, none of whom will be compensated for their participation in this offering. There will be no sales through underwriters, placement agents or broker-dealers in connection with this offering.

Our Series A Redeemable Preferred Stock will be offered at prices that will depend upon the date of one's purchase as indicated in the following table:

Beginning Date		Ending Date		Price per Share(*)
June 11, 2020		September 30, 2020		$4.85
October 1, 2020		December 31, 2020		$4.95
January 1, 2021		March 31, 2021		$5.05
April 1, 2021		June 30, 2021		$5.15

(*) The Series A Original Issue Price for purposes of dividend and redemption computations will be $4.15 per share, which is the price paid in the initial offering of this series, regardless of the price paid in this offering.

The purpose of the increase in price over time is intended to reflect the anticipated reduction in risk of holding the Series A Redeemable Preferred Stock over time. Our board of directors believes that investors who invest earlier in this offering will bear modestly greater risk than those who invest later; however, this belief is not readily quantifiable and depends, among other things, upon the amount invested in each period, how the proceeds of the offering are utilized by the Company, and external factors effecting the growth, sales revenues and operations of the Company. Although our shares of Series A Redeemable Preferred Stock are currently traded on the NASDAQ Capital Market, because these shares are very thinly traded on such exchange, our board of director believes that the market price of our Series A Redeemable Preferred Stock on the NASDAQ Capital Market does not accurately reflect the actual fair market value of these shares. Consequently, our board of director has developed its own valuation criteria, which includes the dividend rate payable on the Series A Redeemable Preferred Stock and experience from previous offerings to establish the offering price of the shares of Series A Redeemable Preferred Stock to be offered in this offering, rather than the price of the class of such shares on the NASDAQ Capital Market. Accordingly, prospective investors should recognize that the prices of each series of the Series A Redeemable Preferred Stock have been determined arbitrarily, and there can be no assurance that an investor purchasing such shares could sell the shares at a price equal to or greater than the prices listed above, or at all.

We will sell shares of Series A Redeemable Preferred Stock in this offering until we have reached the maximum number of shares authorized for sale in this prospectus supplement or management decides to accept less than the maximum number of shares authorized. If, at the end of the expiry of any offering period, the aggregate number of shares subscribed for in this offering exceed the aggregate number of shares available to be sold in this offering, we will allocate the remaining shares to subscribers on a basis we believe to be equitable and reasonable and in the best interests of the Company (including considering which potential subscribers are current members of, or intend to be members of, our wine club, and which potential subscribers intend to participate in our other business programs), and we will stop accepting further subscriptions.

Prior to investing in this offering, potential subscribers will be required to complete a questionnaire that will contain questions concerning such potential subscriber's interest in becoming a member of our wine club as well as such potential subscriber's interest in participating in our other business programs and/or endeavors. Although the offering will not be limited to potential subscribers who currently are, or intend to become, a member of our wine club, and who express a desire to participate in our other business programs and/or endeavors, because our board of directors has determined that it is in our best interests to sell the Series A Redeemable Preferred Stock in this offering to subscribers who will support our business efforts, we intend to give preference to prospective subscribers who are either current members of our wine club, or intend to become members of our wine club, and who express a desire to participate in our other business programs and/or endeavors.

Funds

Funds received in this offering for accepted subscriptions will be delivered directly to the Company without restriction. On the first business day following each of the closing dates indicated in the table above, the transfer agent will, within fifteen business days thereafter, cause the issuance and delivery of the number of Series A Redeemable Preferred Shares to be made with respect to each such subscription. For purposes of determining entitlement to dividends, liquidation preference, and related matters, the initial issue date for shares so issued will be the first calendar day following the expiry of the relevant offering period, notwithstanding that the actual issuance of shares may occur on an earlier or later date.

Indemnification; Exculpation

Our officers and directors who act as issuer salespersons in connection with this offering are entitled to indemnification for any action or claim brought against them in connection with their service on behalf of the Company, including without limitation their participation in this offering. Our articles of incorporation also contain provisions that exculpate our officers, directors and agents from liabilities to the Company except in cases of gross negligence or willful misconduct, subject to certain limitations arising under federal and state securities laws. In addition, our chief executive officer, Mr. Bernau, is a party to an indemnification agreement pursuant to which the Company is required to extend broad-based indemnification to him and certain of his affiliates and immediate family members. These arrangements entitle these individuals to indemnification against and contribution toward certain civil liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute with respect to payments that these persons may be required to make.

Stabilization

In connection with many public offerings of securities, underwriters and selling group members and their respective affiliates may engage in transactions that stabilize, maintain or otherwise affect the market price of the applicable securities. These transactions are intended to have the effect of limiting the volatility of securities sold during a specified period following the completion of an underwritten offering.

Investors in this offering are cautioned that this offering will not include the participation of an underwriter or selling group, and there will be no stabilizing transactions in the aftermarket for the Series A Redeemable Preferred Stock. As a result, any events that might promote a relative excess of sales (in comparison to a market for purchases) may have a more significant adverse impact upon prospective selling prices and, in fact, on opportunities to sell regardless of price, than might a firmly underwritten offering.

LEGAL MATTERS

Certain legal matters in connection with the securities offered hereby will be passed upon for us by Davis Wright Tremaine LLP, Portland, Oregon.

EXPERTS

The financial statements of Willamette Valley Vineyards, Inc. incorporated into this Registration Statement on Form S-3 by reference to Willamette Valley Vineyard, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019 have been audited by Moss Adams LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WILLAMETTE VALLEY

VINEYARDS

Form: 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2019

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________________ to _______________________

Commission file number: 000-21522

WILLAMETTE VALLEY VINEYARDS, INC.

(Exact name of registrant as specified in its charter)

Oregon	**93-0981021**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

8800 Enchanted Way, S.E.
Turner, OR 97392
(Address of principal executive offices)

Registrant's telephone number, including area code: (503) 588-9463

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Series A Redeemable Preferred Stock	WVVIP	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act:
Common Stock
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act: Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files): Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller reporting company x

o Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act):
Yes o No x

The aggregate market value of common stock held by non-affiliates of the registrant as of June 28, 2019 was approximately $31,143,778.

The number of outstanding shares of the registrant's Common Stock as of March 11, 2020 was 4,964,529.

DOCUMENTS INCORPORATED BY REFERENCE

None

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As used in this Annual Report on Form 10-K, “we,” “us,” “our” and “the Company” refer to Willamette Valley Vineyards, Inc.

PART I

ITEM 1. BUSINESS

Forward Looking Statements

This Annual Report on Form 10-K, including any information incorporated by reference, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to as the “Securities Act”, and Section 21E of the Securities Exchange Act of 1934, as amended, referred to as the “Exchange Act”. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “intend,” “forecast,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “seeks,” “estimates” or the negative of these terms or other comparable terminology, which when used are meant to signify the statement as forward-looking. However, not all forward-looking statements contain these words. Forward-looking statements include, but are not limited to, statements about our plans, objectives, expectations and intentions, statements concerning the long-term prospects for growth in the Oregon wine industry, the availability to us of high-quality grapes for purchase, and other statements that are not historical facts. These forward-looking statements are not guaranteeing of future performance and involve known and unknown risks, uncertainties and situations that are difficult to predict and that may cause our own, or our industry’s actual results, to be materially different from the future results that are expressed or implied by these statements. Accordingly, actual results may differ materially from those anticipated or expressed in such statements as a result of a variety of factors, including those set forth under Item 1A “Risk Factors” in this Annual Report on Form 10-K. We urge you to carefully review the disclosures we make concerning risks and other factors that may affect our business and operations. We caution you not to place undue reliance on forward looking statements, which speak only as of the date of this report. We do not intend, and we undertake no obligation, to update any forward information to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events, unless required by law to do so.

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 cork-finished-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.

ITEM 1A. 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.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. 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.

ITEM 3. 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.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

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

The following table below sets forth for the quarters indicated the high and low sales prices for the Company's common stock as reported on the NASDAQ Capital Market:

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 Common Stock 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.

ITEM 6. SELECTED FINANCIAL DATA

Not required.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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.

Leases - 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.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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 sheets 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 audits. 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.

	December 31, 2019	December 31, 2018
ASSETS		
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		
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
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	Twelve months ended December 31, 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	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)
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	$	4,714,413.00

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.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

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.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth certain information regarding the Company's directors and executive officers:

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.

Christopher L. Sarles – Mr. Sarles has served as a director since January of 2015. Mr. Sarles is the President/CEO of Oregon Fruit Products, a position he has held since July of 2014. From May of 1998 until June of 2014 Mr. Sarles worked in various executive capacities in Columbia Distributing/Young's Market, most recently as Executive Vice President of Sales from 2011 to 2014. From 1987 to 1995 he was President/Chief Operating Officer of Alehouse Distributing Company in Seattle Washington. Mr. Sarles has been actively involved in the wine industry, been a speaker on Wine Industry issues, and served as President of the Oregon Beer and Wine Wholesalers Association. He holds a Bachelor of Science degree in Business Marketing from Oregon State University. Mr. Sarles is qualified to serve on the Company's Board of Directors as a result of his many years of executive experience in the alcohol distribution industry.

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.

Delinquent Section 16(a) 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.

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, if any, 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

Audit Committee

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are Craig Smith, Sean Cary 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 the NASDAQ Stock Market, as currently in effect. Sean Cary serves as chair of the committee.

Audit Committee Financial Expert

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

ITEM 11. EXECUTIVE COMPENSATION

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

Bernau Employment Agreement – The Company and Mr. Bernau are parties to an employment agreement dated August 3, 1988 as amended on February 20, 1997, in January of 1998, in November 2010, and again on November 8, 2012. Under the amended agreement, Mr. Bernau is paid an annual salary of $235,000 with annual increases tied to increases in the consumer price index. Mr. Bernau's 2018 bonus is calculated as a percentage of Company net income before taxes; 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 current year base salary. 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.

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.

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, 2018:

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

Other compensation 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 of directors' level. 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 Board's Compensation Committee (the "Compensation Committee"), who had sought outside counsel regarding revision of the Company's Board Compensation Plan, adopted the final version of the revised WVV Board Member Compensation Plan. Under the terms of the revised 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. The basic elements of the revised plan are: $1,000 yearly stipend for service on the Board, $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. A set per diem for expenses associated with meeting attendance, as well as a yearly wine allowance were also approved.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity compensation plan information

The Company does not have active equity compensation plans and no options or other equity awards outstanding.

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	14,192	**
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)	459,283	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 March 11, 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.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

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.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Moss Adams LLP served as the Company's independent registered public accounting firm for the years ended December 31, 2019 and 2018. 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	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.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

(1) ***Financial Statements***

See "Index to Financial Statements" in Item 8 of this Annual Report on Form 10-K.

(2) ***Financial Statement Schedules***

All financial statement schedules are omitted either because they are not required, not applicable or the required information is included in the financial statements or notes thereto.

(3) ***Exhibits***

Exhibit Number	Description
3.1	Articles of Incorporation of Willamette Valley Vineyards, Inc. *(incorporated by reference from the Company's Regulation A Offering Statement on Form 1-A [File No. 24S-2996])*
3.2	Amended and Restated Bylaws of Willamette Valley Vineyards, Inc. *(incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on November 20, 2015 [File No. 001-37610])*
4.1	Amended and Restated Certificate of Designation regarding the Series A Redeemable Preferred Stock *(incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on March 16, 2016 [File No. 001-37610])*
4.2	Description of Common Stock
10.1	Employment Agreement between Willamette Valley Vineyards, Inc. and James W. Bernau dated August 3, 1988 *(incorporated by reference from the Company's Regulation A Offering Statement on Form 1-A [File No. 24S-2996])*
10.2	Employment Agreement between Willamette Valley Vineyards, Inc. and John Ferry dated September 11, 2019 *(incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 16, 2019 [File No. 001-37610])*
10.3	Revolving Note and Loan Agreement dated May 28, 1992 by and between Northwest Farm Credit Services, Willamette Valley Vineyards, Inc. and James W. and Cathy Bernau *(incorporated by reference from the Company's Regulation A Offering Statement on Form 1-A [File No. 24S-2996])*
10.4*	Exclusive Distribution Agreement by and amount Young's Market Company of Oregon, LLC an Oregon limited liability company, Young's Market Company of Washington, LLC, and Oregon limited liability company, and the Company dated August 1, 2011 *(incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 [File No. 000-21522])*
14.1	Code of Ethics *(incorporated by reference from the Company's Proxy Statement on Schedule 14A, filed on June 30, 2004)*

23.1	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm *(Filed herewith)*
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934 *(Filed herewith)*
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934 *(Filed herewith)*
32.1	Certification of James W. Bernau pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *(Furnished, not filed, herewith)*
32.2	Certification of John Ferry pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *(Furnished, not filed, herewith)*
101	The following financial information from the Corporation's Annual Report on Form 10-K for the year ended December 31, 2018, furnished electronically herewith, and formatted in XBRL (Extensible Business Reporting Language); (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Shareholders' Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements, tagged as blocks of text. (Filed herewith)

* Confidential treatment of certain portions of this exhibit has been granted by the SEC pursuant to a request for confidential treatment dated November 10, 2011.

(1) The exhibits listed under Item 15(a)(3) hereof are filed as part of this Form 10-K, other than Exhibits 32.1 and 32.2, which shall be deemed furnished.

(2) All financial statement schedules are omitted either because they are not required, not applicable or the required information is included in the financial statements or notes thereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WILLAMETTE VALLEY VINEYARDS, INC.
(Registrant)

By: /s/ James W. Bernau
James W. Bernau,
Chairperson of the Board, President

Date: March 11, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ James W. Bernau James W. Bernau	Chairperson of the Board, President (Principal Executive Officer)	March 11, 2020
/s/ John Ferry John Ferry	Chief Financial Officer (Principal Financial and Accounting Officer)	March 11, 2020
/s/ James L. Ellis James L. Ellis	Director	March 11, 2020
/s/ Christopher L. Sarles Christopher L. Sarles	Director	March 11, 2020
/s/ Craig Smith Craig Smith	Director	March 11, 2020
/s/ Stan G. Turel Stan G. Turel	Director	March 11, 2020
/s/ Sean M. Cary Sean M. Cary	Director	March 11, 2020
/s/ Leslie Copland Leslie Copland	Director	March 11, 2020

Exhibit 4.2

DESCRIPTION OF THE REGISTRANT'S COMMON STOCK

The common stock of Willamette Valley Vineyards, Inc. (the "Company," "we," "us" or "our") is listed on the NASDAQ Capital Market under the symbol "WVVI". All outstanding shares of common stock are validly issued, fully-paid and nonassessable.

The following is a summary of the terms of our common stock. This summary does not purport to be complete, and is subject to, and qualified in its entirety by the full text of our Articles of Incorporation (the "Articles") and the Company's Amended and Restated Bylaws (the "Bylaws"), each of which is incorporated by reference as an exhibit to our Annual Report on Form 10-K. We encourage you to read our Articles, our Bylaws and the applicable provisions of the Oregon Business Corporation Act (the "Act").

Voting Rights. Holders of our common stock are entitled to one vote for each share of common stock held of record on the applicable record date on all matters submitted to a vote of shareholders. A corporate action voted on by shareholders generally is approved, provided a quorum is present, if the votes cast within the voting group favoring the action exceed the votes cast opposing the action. Holders of our common stock are not entitled to cumulate their votes in the election of directors.

Dividend Rights. Holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Company's Board of Directors out of funds legally available for that purpose, subject to any preferential dividend rights or other preferences granted to the holders of any of the then-outstanding shares of preferred stock.

Rights Upon Liquidation. In the event of our liquidation, dissolution or winding up, whether voluntary or involuntary, the holders of our common stock are entitled to share ratably in all remaining assets available for distribution to shareholders after payment of, or provision for, our liabilities, subject to prior distribution rights of shares of the preferred stock, if any, then outstanding.

Preemptive Rights. Holders of our common stock do not have any preemptive rights to purchase, subscribe for or otherwise acquire any unissued or treasury shares or other of our securities.

Anti-Takeover Effects of our Articles of Incorporation and Bylaws and of Oregon Law

Our Articles, Bylaws and the Act, contain provisions that may have the effect of discouraging, delaying or preventing a change in control or an unsolicited acquisition proposal that a shareholder might consider favorable, including a proposal that might result in the payment of a premium over the market price for the shares held by our shareholders. Certain of these provisions are summarized in the following paragraphs.

Authorized but Unissued Shares of Common Stock

We are authorized under our articles of incorporation, as amended, to issue up to 10,000,000 shares of common stock.

Anti-Takeover Effects of Oregon Law

Oregon law contains certain provisions that may have the effect of delaying, deterring or preventing a change in control of the Company. ORS 60.801 et seq. imposes certain restrictions upon the voting of shares acquired in "control share acquisitions" and limits a shareholder's ability to vote in favor of a business combination when that shareholder has acquired shares of voting stock in excess of a specified percentage of the voting stock of a public company. ORS 60.825 et seq. prohibits us, with certain exceptions, from engaging in certain significant business transactions with an "interested person" (including a person who owns 15% or more of the voting stock of a public company) for a period of three years following such person's share acquisition date. The prohibited business combinations include, among others, a merger or consolidation with, disposition of assets to, or issuance or redemption of stock to or from, the acquiring person, or otherwise allowing the acquiring person to receive a disproportionate benefit as a shareholder. Exceptions to this statutory prohibition include approval of the transaction at a shareholders meeting by holders of not less than a two-thirds of the shares held by each voting group entitled to vote on the transaction, not counting shares as to which the acquiring person has beneficial ownership or voting control, transactions approved by the board of directors prior to the acquiring person first becoming an acquiring person, or, with respect to a merger, share exchange, consolidation, liquidation or distribution entered into with the acquiring person, transactions where certain other requirements regarding the fairness of the consideration to be received by the shareholders have been met. We may not exempt ourselves from coverage of this statute. These statutory provisions may have the effect of delaying, deterring or preventing a change in control of the Company.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-3, No. 333-236080) of Willamette Valley Vineyards, Inc. of our report dated March 11, 2020, relating to the financial statements of Willamette Valley Vineyards, Inc., (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Accounting Standards Codification ("ASC") Topic No. 842) appearing in this Annual Report on Form 10-K of Willamette Valley Vineyards, Inc., for the year ended December 31, 2019.

/s/ Moss Adams LLP

Portland, Oregon
March 11, 2020

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, James W. Bernau, certify that:

1. I have reviewed this Annual Report on Form 10-K of Willamette Valley Vineyards, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2020

/s/ James W. Bernau
James W. Bernau,
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, John Ferry, certify that:

1. I have reviewed this Annual Report on Form 10-K of Willamette Valley Vineyards, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2020

/s/ John Ferry
John Ferry
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, James W. Bernau, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Willamette Valley Vineyards Inc. on Form 10-K for the annual period ended December 31, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Willamette Valley Vineyards, Inc.

Date: March 11, 2020

By: /s/ James W. Bernau
Name: James W. Bernau
Title: Chief Executive Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Willamette Valley Vineyards, Inc. and will be retained by Willamette Valley Vineyards, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by Willamette Valley Vineyards, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Willamette Valley Vineyards, Inc. specifically incorporates it by reference.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, John Ferry, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Willamette Valley Vineyards Inc. on Form 10-K for the annual period ended December 31, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Willamette Valley Vineyards, Inc.

Date: March 11, 2020

By: /s/ John Ferry
Name: John Ferry
Title: Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Willamette Valley Vineyards, Inc. and will be retained by Willamette Valley Vineyards, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by Willamette Valley Vineyards, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Willamette Valley Vineyards, Inc. specifically incorporates it by reference.

WILLAMETTE VALLEY
VINEYARDS

Form: 10-Q

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

o QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2020

o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

Commission File Number 000-21522

WILLAMETTE VALLEY VINEYARDS, INC.

(Exact name of registrant as specified in charter)

Oregon	93-0981021
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8800 Enchanted Way, S.E., Turner, Oregon	97392
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (503) 588-9463

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: x YES o NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files): x YES o NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

o Large accelerated filer	o Accelerated filer
o Non-accelerated filer	x Smaller reporting company
	o Emerging growth company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): o YES x NO

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock,	WVVI	NASDAQ Capital Market
Series A Redeemable Preferred Stock	WVVIP	NASDAQ Capital Market

Number of shares of common stock outstanding as of May 13, 2020: 4,964,529

INDEX TO FORM 10-Q

PART I: FINANCIAL INFORMATION

Item 1 – Financial Statements

WILLAMETTE VALLEY VINEYARDS, INC.
BALANCE SHEETS
(Unaudited)

ASSETS

	March 31, 2020	December 31, 2019
CURRENT ASSETS		
Cash and cash equivalents	$ 5,667,393	$ 7,050,176
Accounts receivable, net	2,347,998	1,814,004
Inventories (Note 2)	16,604,638	17,075,080
Prepaid expenses and other current assets	288,803	202,981
Income tax receivable	329,335	623,568
Total current assets	25,238,167	26,765,809
Other assets	13,824	13,824
Vineyard development costs, net	7,731,687	7,624,646
Property and equipment, net (Note 3)	30,343,776	28,648,301
Operating lease right of use assets	5,162,980	4,862,907
TOTAL ASSETS	$ 68,490,434	$ 67,915,487

LIABILITIES AND SHAREHOLDERS' EQUITY

	March 31, 2020	December 31, 2019
CURRENT LIABILITIES		
Accounts payable	$ 1,411,056	$ 859,215
Accrued expenses	804,331	1,004,281
Current portion of notes payable	1,447,966	1,468,473
Current portion of long-term debt	441,906	438,378
Current portion of lease liabilities	273,670	203,482
Unearned revenue	580,598	604,777
Grapes payable	80,472	792,595
Total current liabilities	5,039,999	5,371,201
Long-term debt, net of current portion and debt issuance costs	5,718,016	5,826,161
Lease liabilities, net of current portion	4,941,625	4,714,413
Deferred income taxes	2,958,606	2,958,606
Total liabilities	18,658,246	18,870,381
COMMITMENTS AND CONTINGENCIES (Notes 8 and 9)		
SHAREHOLDERS' EQUITY		
Redeemable preferred stock, no par value, 10,000,000 shares authorized, 4,662,768 shares issued and outstanding, liquidation preference $19,606,939, and $19,350,487, at March 31, 2020 and December 31, 2019, respectively.	18,575,554	18,319,102
Common stock, no par value, 10,000,000 shares authorized, 4,964,529 shares issued and outstanding at March 31, 2020 and December 31, 2019, respectively.	8,512,489	8,512,489
Retained earnings	22,744,145	22,213,515
Total shareholders' equity	49,832,188	49,045,106
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 68,490,434	$ 67,915,487

The accompanying notes are an integral part of this financial statement

WILLAMETTE VALLEY VINEYARDS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended March 31,	
	2020	**2019**
SALES, NET	$ 6,521,895	$ 4,998,786
COST OF SALES	2,609,853	1,718,150
GROSS PROFIT	3,912,042	3,280,636
OPERATING EXPENSES		
Sales and marketing	1,748,040	1,775,000
General and administrative	1,081,464	941,198
Total operating expenses	2,829,504	2,716,198
INCOME FROM OPERATIONS	1,082,538	564,438
OTHER INCOME (EXPENSE)		
Interest income	9,517	9,446
Interest expense	(105,742)	(110,414)
Other income, net	95,002	113,009
INCOME BEFORE INCOME TAXES	1,081,315	576,479
INCOME TAX PROVISION	(294,233)	(150,003)
NET INCOME	787,082	426,476
Accrued preferred stock dividends	(256,452)	(256,452)
INCOME APPLICABLE TO COMMON SHAREHOLDERS	$ 530,630	$ 170,024
Earnings per common share after preferred dividends, basic and diluted	$ 0.11	$ 0.03
Weighted-average number of common shares outstanding	4,964,529	4,964,529

The accompanying notes are an integral part of this financial statement

WILLAMETTE VALLEY VINEYARDS, INC.
STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

Three-Month Period Ended March 31, 2020

	Redeemable Preferred Stock		Common Stock		Retained	
	Shares	Dollars	Shares	Dollars	Earnings	Total
Balance at December 31, 2019	4,662,768	$ 18,319,102	4,964,529	$ 8,512,489	$ 22,213,515	$ 49,045,106
Preferred stock dividends accrued	-	256,452	-	-	(256,452)	-
Net income	-	-	-	-	787,082	787,082
Balance at March 31, 2020	4,662,768	$ 18,575,554	4,964,529	$ 8,512,489	$ 22,744,145	$ 49,832,188

Three-Month Period Ended March 31, 2019

	Redeemable Preferred Stock		Common Stock		Retained	
	Shares	Dollars	Shares	Dollars	Earnings	Total
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 accrued	-	256,452	-	-	(256,452)	-
Net income	-	-	-	-	426,476	426,476
Balance at March 31, 2019	4,662,768	$ 18,575,554	4,964,529	$ 8,512,489	$ 20,898,701	$ 47,986,744

The accompanying notes are an integral part of this financial statement

WILLAMETTE VALLEY VINEYARDS, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months ended March 31, 2020	Three months ended March 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 787,082	$ 426,476
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	428,235	487,533
Loss/(gain) on disposition of property & equipment	-	487
Loan fee amortization	3,252	3,252
Deferred rent liability	-	(50,480)
Deferred gain	-	(8,025)
Change in operating assets and liabilities:		
Accounts receivable, net	(533,994)	(133,681)
Inventories	470,442	(81,466)
Prepaid expenses and other current assets	(85,822)	(4,676)
Unearned revenue	(24,179)	(48,968)
Grapes payable	(712,123)	(1,019,129)
Accounts payable	(131,060)	(167,282)
Accrued expenses	(199,950)	(211,069)
Income taxes payable	-	150,002
Income taxes receivable	294,233	-
Net cash from operating activities	296,116	(657,026)
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to vineyard development costs	(144,639)	(115,650)
Additions to property and equipment	(1,405,884)	(546,653)
Net cash from investing activities	(1,550,523)	(662,303)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment on installment note for property purchase	(20,507)	(156,988)
Payments on long-term debt	(107,869)	(103,572)
Net cash from financing activities	(128,376)	(260,560)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(1,382,783)	(1,579,889)
CASH AND CASH EQUIVALENTS, beginning of period	7,050,176	9,737,467
CASH AND CASH EQUIVALENTS, end of period	$ 5,667,393	$ 8,157,578
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Purchases of property and equipment and vineyard development costs included in accounts payable	$ 737,271	$ 50,525
Accrued preferred stock dividends	$ 256,452	$ 256,452

The accompanying notes are an integral part of this financial statement

NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS

1) BASIS OF PRESENTATION

The accompanying unaudited interim financial statements as of March 31, 2020 and for the three months ended March 31, 2020 and 2019 have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial statements. The financial information as of December 31, 2019 is derived from the audited financial statements presented in the Willamette Valley Vineyards, Inc. (the "Company") Annual Report on Form 10-K for the year ended December 31, 2019. Certain information or footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the accompanying financial statements include all adjustments necessary (which are of a normal recurring nature) for the fair statement of the results of the interim periods presented. The accompanying financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2019, as presented in the Company's Annual Report on Form 10-K.

Operating results for the three months ended March 31, 2020 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2020, or any portion thereof. 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.

The Company's revenues include direct to consumer sales and national sales to distributors. These sales channels utilize shared resources for production, selling, and distribution.

Basic earnings per share after preferred stock dividends are computed based on the weighted-average number of common shares outstanding each period.

The following table presents the earnings per share after preferred stock dividends calculation for the periods shown:

	Three months ended March 31,	
	2020	**2019**
Numerator		
Net income	$ 787,082	$ 426,476
Accrued preferred stock dividends	(256,452)	(256,452)
Net income applicable to common shares	$ 530,630	$ 170,024
Denominator		
Weighted-average common shares	4,964,529	4,964,529
Income per common share after preferred dividends	**$ 0.11**	**$ 0.03**

Subsequent to the filing of the 2019 Report there were no accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") that would have a material effect on the Company's unaudited interim condensed financial statements. The following provides an update of accounting pronouncements applicable to the Company that are not yet adopted as of March 31, 2020. No new accounting pronouncements were adopted during the quarter ended March 31, 2020.

Accounting Standard Update ("ASU") 2019-12, Income Taxes (Topic 740), Update ("ASU") 2019-12, Income Taxes (Topic 740). This standard simplifies the accounting for income taxes by removing certain Codification exceptions and others to be discussed. Date of adoption is January 1, 2021, early adoption is permitted for the Company. Management is currently evaluating the potential impact of this guidance on the Company's unaudited interim condensed financial statements and does not predict there to be a material impact.

2) INVENTORIES

The Company's inventories, by major classification, are summarized as follows, as of the dates shown:

	March 31, 2020	December 31, 2019
Winemaking and packaging materials	$ 912,457	$ 704,736
Work-in-process (costs relating to unprocessed and/or unbottled wine products)	7,063,053	8,313,313
Finished goods (bottled wine and related products)	8,629,128	8,057,031
Total inventories	$ 16,604,638	$ 17,075,080

3) PROPERTY AND EQUIPMENT NET

The Company's property and equipment consists of the following, as of the dates shown:

	March 31, 2020	December 31, 2019
Construction in progress	$ 5,196,680	$ 4,193,467
Land, improvements, and other buildings	11,764,811	11,764,811
Winery, tasting room buildings and hospitality center	17,356,837	16,319,704
Equipment	13,799,763	13,751,324
	48,118,091	46,029,306
Accumulated depreciation	(17,774,315)	(17,381,005)
Property and equipment, net	$ 30,343,776	$ 28,648,301

4) DEBT

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%, with a floor of 3.25%, is payable monthly, and is subject to renewal. In July 2019, the Company renewed the credit agreement until July 31, 2021. At March 31, 2020 and December 31, 2019, there was no outstanding balance on this revolving line of credit.

The line of credit agreement includes various covenants, which among other things; require the Company to maintain minimum amounts of tangible net worth, debt/worth ratio, and debt service coverage as defined. As of March 31, 2020, the Company was in compliance with these financial covenants.

In February 2017, the Company purchased property, including vineyard land, bare land and structures in the Dundee Hills American Viticultural Area (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 March 31, 2020, the Company had a balance of $1,447,966 due on this note. As of December 31, 2019 the Company had a balance of $1,468,473 due on this note.

Long-Term Debt – The Company has two long-term debt agreements with Farm Credit Services (FCS) with an aggregate outstanding balance of $6,306,026 and $6,411,086 as of March 31, 2020 and December 31, 2019, 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 March 31, 2020, 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 $9,562 and $12,431 as of March 31, 2020 and December 31, 2019, respectively. The purpose of this loan was to purchase a vehicle.

As of March 31, 2020 the Company had unamortized debt issuance costs of $155,666. As of December 31, 2019 the Company had unamortized debt issuance costs of $158,978.

5) INTEREST AND TAXES PAID

Income Taxes – The Company paid no income taxes for the three months ended March 31, 2020 and 2019, respectively.

Interest - The Company paid $105,472 and $109,828 for the three months ended March 31, 2020 and 2019, respectively, in interest on long-term debt.

6) 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, including sales of bulk wine or grapes. 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 three month periods ending March 31, 2020 and 2019. Sales figures are net of related excise taxes.

	Three Months Ended March 31,					
	Direct Sales		Distributor Sales		Total	
	2020	2019	2020	2019	2020	2019
Sales, net	$1,952,312	$1,720,177	$4,569,583	$3,278,609	$6,521,895	$4,998,786
Cost of Sales	477,632	343,439	2,132,221	1,374,711	2,609,853	1,718,150
Gross Margin	1,474,680	1,376,738	2,437,362	1,903,898	3,912,042	3,280,636
Selling Expenses	1,130,547	1,074,371	486,396	552,668	1,616,943	1,627,039
Contribution Margin	$ 344,133	$ 302,367	$1,950,966	$1,351,230	$2,295,099	$1,653,597
Percent of Sales	29.9%	34.4%	70.1%	65.6%	100.0%	100.0%

Direct sales include $28,734 and $42,763 of bulk wine sales in the three months ended March 31, 2020 and 2019, respectively.

7) 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. 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.

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 plus accrued but unpaid dividends and a redemption premium equal to 3% of the original issue price.

8) LEASES

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 (ROU), 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.

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.

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.

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 0.5% per year capped at 4%.

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.

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.

In February 2020, the Company entered into a lease for 5 years, with three five-year renewal options for a retail wine facility in Folsom, California, referred to as Willamette Wineworks. The lease contains an escalation provision tied to the CPI not to exceed 3% per annum with increases not allowed in any year being carried forward to following years.

The following tables provide lease cost and other lease information:

		Three Months Ended March 31, 2020
Lease Cost		
Operating Lease cost - Vineyards	$	113,685
Operating Lease cost - Other		24,461
Short-term lease cost		8,388
Total Lease Cost	$	146,534
Other Information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases - Vineyard		107,632
Operating cash flows from operating leases - Other		25,301
Weighted-average remaining lease term - operating leases in years		17.00
Weighted-average discount rate - operating leases		6.21%

As of March 31, 2020, maturities of lease liabilities were as follows:

Years Ended December 31,		Operating Leases
2020	$	449,475
2021		578,438
2022		553,777
2023		534,954
2024		540,365
Thereafter		5,962,188
Total minimal lease payments		8,619,196
Less present value adjustment		(3,403,901)
Operating lease liabilities		5,215,295
Less current lease liabilities		(273,670)
Lease liabilities net of current portion	$	4,941,625

9) 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.

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.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As used in this Quarterly Report on Form 10-Q, "we," "us," "our" and "the Company" refer to Willamette Valley Vineyards, Inc.

Forward Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of this Form 10-Q contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that are based on current expectations, estimates and projections about the Company's business, and beliefs and assumptions made by management. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" "intends," "plans," "predicts," "potential," "should," or "will" or the negative thereof and variations of such words and similar expressions are intended to identify such forward-looking statements. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to: availability of financing for growth, availability of adequate supply of high quality grapes, successful performance of internal operations, impact of competition, changes in wine broker or distributor relations or performance, impact of possible adverse weather conditions, impact of reduction in grape quality or supply due to disease, changes in consumer spending, the reduction in consumer demand for premium wines and the impact of the Covid-19 pandemic and the policies of United States federal, state and local governments in response to such pandemic. In addition, such statements could be affected by general industry and market conditions and growth rates, and general domestic economic conditions. Many of these risks as well as other risks that may have a material adverse impact on our operations and business, are identified in Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, as well as in the Company's other Securities and Exchange Commission filings and reports. The forward-looking statements in this report are made as of the date hereof, and, except as otherwise required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements or to update the reasons why the actual results could differ materially from those projected in the forward-looking statements, whether as a result of new information, future events or otherwise.

Critical Accounting Policies

The foregoing discussion and analysis of the Company's financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires the Company's management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to revenue recognition, collection of accounts receivable, valuation of inventories, and amortization of vineyard development costs. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. A description of the Company's critical accounting policies and related judgments and estimates that affect the preparation of the Company's financial statements is set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2019. Such policies were unchanged during the three months ended March 31, 2020.

Overview

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. The Company has focused on positioning itself for strategic growth through property purchases, property development and issuance of the Company's Series A Redeemable Preferred Stock (the "Preferred Stock"). Management expects near term financial results to be negatively impacted by these activities as a result of incurring costs of accrued preferred stock dividends, strategic planning and development costs and other growth associated costs.

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 primarily at the Company's winery in Turner Oregon (the "Winery") and the wines are sold principally under the Company's Willamette Valley Vineyards label, but also under the Griffin Creek, Pambrun, Elton, Maison Bleue, Metis, Natoma, Elton and Tualatin Estates labels. The Company also owns the Tualatin Estate Vineyards and Winery, located near Forest Grove, Oregon. The Company generates revenues from the sales of wine to wholesalers and direct to consumers.

Direct to consumer sales primarily include sales through the Company's tasting rooms, telephone, internet and wine club. Direct to consumer sales are at a higher unit price than sales through distributors 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 the Company's remodeled 35,642 square foot hospitality facility at the Winery and expansion and growth in wine club membership. Additionally, the Company's preferred stock sales since August 2015 have resulted in approximately 5,738 new preferred stockholders many of which the Company believes are wine enthusiasts. When considering joint ownership, we believe these new stockholders represent approximately 9,000 potential customers of the Company.

Periodically, the Company will sell grapes or bulk wine, due to them not meeting Company standards or being excess to production targets, however this is not a significant part of the Company's activities. The Company had $28,734 in bulk wine sales for the three months ended March 31, 2020 and $42,763 in bulk wine sales in the same period of 2019.

The Company sold approximately 45,035 and 32,429 cases of produced wine during the three months ended March 31, 2020 and 2019, respectively, an increase of 12,606 cases, or 38.9% in the current year period over the prior year period. The increase in wine case sales was primarily the result of increased case sales through distributors.

Cost of sales includes grape costs, whether purchased or grown at Company vineyards, winemaking and processing costs, bottling, packaging, warehousing, and shipping and handling costs. For grapes grown at Company vineyards, costs include farming expenditures and amortization of vineyard development costs.

At March 31, 2020, wine inventory included approximately 117,535 cases of bottled wine and 386,301 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 47,773 cases during the three months ended March 31, 2020.

Net income for the three months ended March 31, 2020 and 2019 was $787,082 and $426,476, respectively, an increase of $360,606, or 84.6%, in the current year period over the prior year period.

Income applicable to common shareholders for the three months ended March 31, 2020 and 2019 was $530,630 and $170,024, respectively, an increase of $360,606, or 212.1%, in the current year period over the prior year period.

Overall gross profit for the three months ended March 31, 2020 and 2019 was $3,912,042 and $3,280,636, respectively, an increase of $631,406, or 19.2%, in the current year period over the prior year period. Gross profit as a percentage of net sales for the three months ended March 31, 2020 and 2019 was 60.0% and 65.6% a decrease of 5.6 percentage points, in the current year period over the prior year period.

The Company generated $0.11 and $0.03 in basic earnings per share after the accrual of dividends on Preferred Stock during the three months ended March 31, 2020 and 2019, respectively.

Willamette Valley Vineyards continues to receive positive recognition through national magazines, regional publications, local newspapers and online bloggers.

James Suckling 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 93 points and the 2017 Elton Florine Pinot Noir with 93 points. He also reviewed two of the Company's single-designated Pinot Noirs and awarded the 2017 Hannah Pinot Noir with 90 points and the 2017 Elton Pinot Noir with 92 points

Wine Enthusiast reviewed the Company's 2017 Maison Bleue Gravière Syrah from The Rocks District of Milton-Freewater AVA and awarded it with 91 points.

Jeb Dunnuck reviewed releases from the Company's Maison Bleue brand and awarded the 2017 Frontère Syrah with 94 points, the 2017 Voyageur Syrah with 91 points, the 2017 Gravière Syrah with 91 points and the 2017 Bourgeois Grenache with 90 points. He also reviewed the Company's Pambrun wines, sourced from high-elevation hillside plantings in Walla Walla's SeVein, and awarded the 2016 Pambrun Chrysologue with 93 points, the 2016 Pambrun Cabernet Sauvignon with 91 points and the 2016 Pambrun Merlot with 90 points.

Wine.com awarded the Company's 2018 Whole Cluster Pinot Noir with 92 points, the 2018 Whole Cluster Rosé of Pinot Noir with 90 points and the 2017 Estate Pinot Noir with 90 points.

The Company's 2018 Pinot Gris was voted Best of Variety at the 2020 TEXSOM International Wine Awards and was given a Judges' Selection/Platinum Medal.

The Company's Pinot Gris was included in *The Wall Street Journal* article titled "Why Wine Remains a Great Connector."

Impact of COVID-19 on Operations

The COVID-19 pandemic has been declared a National Public Health Emergency in the United States, and on March 8, 2020, Oregon Governor Kate Brown declared a state of emergency to address the spread of COVID-19 in Oregon. The outbreak in Oregon and other parts of the United States, as well as the response to COVID-19 by federal, state and local governments could have a continued material adverse impact on economic and market conditions in the United States, and likely will negatively affect our business and operations. Although the financial impacts of COVID-19 to the Company's current quarter have been limited due to the timing of onset, the COVID-19 pandemic and the government responses to the outbreak presents uncertainty and risk with respect to the Company and its performance and financial results.

During March, 2020, with the exception of key operations personnel, we have shifted our office staff to remote workstations, and we expect we will continue to operate remotely until state and local government shelter-in-place orders have been lifted and management determines it is safe for employees to return to offices.

Although we have not experienced significant disruptions to our supply chain network, all of the Company's tasting rooms have been closed in March, 2020 in compliance with shelter-in-place orders imposed by the local state government, which we expect may negatively impact our direct to consumer sales since as of the date of this report the Company's tasting rooms remained closed. In response to the closing of our tasting rooms, the Company launched curbside pick-ups, complimentary shipping specials with minimum purchase and a new wine delivery service for locals, which we are hopeful will mitigate some of the expected declines in direct to consumer sales.

Additionally, the demand for the Company's wine sold directly or through distributors to restaurants, bars, and other hospitality locations will likely be significantly reduced in the near-term due to shelter-in-place orders restricting consumers from visiting, as well as in some cases the temporary closure of, such establishments.

The extent of the impact of the COVID-19 pandemic on the Company's business is highly uncertain and difficult to predict, as the response to the pandemic is in its early stages and information is rapidly evolving. The severity of the impact of the COVID-19 pandemic on the Company's business will depend on a number of factors, including, but not limited to, the duration and severity of the pandemic and the extent and severity of the impact on the Company's customers, all of which are uncertain and cannot be predicted.

RESULTS OF OPERATIONS

Revenue

Sales for the three months ended March 31, 2020 and 2019 were $6,521,895 and $4,998,786, respectively, an increase of $1,523,109, or 30.5%, in the current year period over the prior year period. This increase was mainly caused by an increase in sales through distributors of $1,290,974 combined with an increase in direct sales to customers of $232,135 in the current year three month period over the prior year period. The increase in sales through distributors is primarily the result of new product placements and growth in the Company's brand recognition in the first quarter of 2020 when compared to same quarter of 2019. The increase in sales through direct sales was mostly attributable to an increase in telephone and internet sales and the opening of the Wineworks facility in Folsom, California, during the first quarter of 2020.

Cost of Sales

Cost of Sales for the three months ended March 31, 2020 and 2019 were $2,609,853 and $1,718,150, respectively, an increase of $891,703, or 51.9%, in the current period over the prior year period. This change was primarily the result of increased case sales in the first quarter of 2020 when compared to the same period in 2019.

Gross Profit

Gross profit for the three months ended March 31, 2020 and 2019 was $3,912,042 and $3,280,636, respectively, an increase of $631,406, or 19.2%, in the current year period over the prior year period. This increase is primarily the result of increased sales revenues being partially offset by increased cost of sales in the first quarter of 2020 compared to the same period in 2019.

Gross profit as a percentage of net sales for the three months ended March 31, 2020 and 2019 was 60.0% and 65.6%, a decrease of 5.6 percentage points, in the current year period over the prior year period. This decrease was primarily the result of changes in the mix of products sold.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended March 31, 2020 and 2019 was $2,829,504 and $2,716,198, respectively, an increase of $113,306, or 4.2%, in the current year period over the prior year period. This increase was primarily the result of an increase in administration expenses of $140,266, or 14.9% being partially offset by a decrease in selling and marketing expenses of $26,960, or 1.5% in the current quarter compared to the same quarter in 2019. General and administrative expense increases were primarily related to increased professional fees, property taxes and insurance cost in the first quarter of 2020 compared to the same quarter of 2019. Selling expenses decreased in the first three months of 2020 compared to the same period of 2019, primarily as a result of lower travel and contract labor costs in the current quarter.

Interest Expense

Interest expense for the three months ended March 31, 2020 and 2019 was $105,742 and $110,414, respectively, a decrease of $4,672 or 4.2%, in the current year period over the prior year period. The decrease in interest expense was primarily the result of a lower amount of debt in the first quarter of 2020 compared to the same quarter in 2019.

Income Taxes

The income tax expense for the three months ended March 31, 2020 and 2019 was $294,233 and $150,003, respectively, an increase of $144,230 or 96.2%, in the current year period over the prior year period. The Company's estimated federal and state combined income tax rate was 27.2% and 26.0% for the three months ended March 31, 2020 and 2019, respectively. The increase in income tax provision was primarily the result of higher pre-tax income before taxes in 2020 when compared to the same quarter in the prior year.

Net Income

Net income for the three months ended March 31, 2020 and 2019 was $787,082 and $426,476, respectively, an increase of $360,606, or 84.6%, in the current year period over the prior year period. This increase is primarily the result of an increase in income from operations being partially offset by an increase in the income tax provision in the first quarter of 2020 compared to the same quarter in 2019.

Income Applicable to Common Shareholders

Income applicable to common shareholders for the three months ended March 31, 2020 and 2019 was $530,630 and $170,024, respectively, an increase of $360,606, or 212.1%, in the current year period over the prior year period. This increase is primarily the result of increased net income.

Liquidity and Capital Resources

At March 31, 2020, the Company had a working capital balance of $20.2 million and a current working capital ratio of 5.01:1.

At March 31, 2020, the Company had a cash balance of $5,667,393. At December 31, 2019, the Company had a cash balance of $7,050,176. This decrease is primarily the result of increased cash used in investing activities primarily on the construction of a new tasting room in Dundee, Oregon. The total construction costs for the project is expected to be approximately $13.1 million, which we expect will be funded through a combination of cash on hand as well as debt and/or equity financing. Construction began in July, 2019 and was paused in March 2020 as a result of the uncertainty on the impact of the COVID-19 pandemic on the Company's business. As of March 31, 2020, we had incurred approximately $4.0 million on the project.

Total cash generated from operating activities in the three months ended March 31, 2020 was $355,213. Cash generated in operating activities for the three months ended March 31, 2020 was primarily associated with cash received from increased net income and reduced inventory, being partially offset by cash used in connection with an increase in accounts receivable and a decrease in grapes payables.

Total cash used in investing activities in the three months ended March 31, 2020 was $1,550,523. Cash used in investing activities for the three months ended March 31, 2020 primarily consisted of cash used on construction activity on a new tasting room and vineyard development costs.

Total cash used in financing activities in the three months ended March 31, 2020 was $187,473. Cash used in financing activities for the three months ended March 31, 2020 primarily consisted of repayment of debt.

The Company has an asset-based loan agreement (the "line of credit") with Umpqua Bank that allows it to borrow up to $2,000,000. The Company renewed this agreement, in July 2019, until July, 2021. The interest rate is prime less 0.5%, with a floor of 3.25%. The loan agreement contains certain restrictive financial covenants with respect to total equity, debt-to-equity and debt coverage that must be maintained by the Company on a quarterly basis. As of March 31, 2020, the Company was in compliance with all of the financial covenants.

As of March 31, 2020 and December 31, 2019 the Company had no balance outstanding on the line of credit.

As of March 31, 2020 the Company had a 15-year installment note payable of $1,447,966, due in quarterly payments of $42,534, associated with the purchase of property in the Dundee Hills AVA.

As of March 31, 2020, the Company had a total long-term debt balance of $6,315,588, including the portion due in the next year, owed to Farm Credit Services and Toyota Credit Corporation, exclusive of debt issuance costs of $155,666. As of December 31, 2019, the Company had a total long-term debt balance of $6,423,517, exclusive of debt issuance costs of $158,978.

The Company believes that cash flow from operations and funds available under the Company's existing credit facilities will be sufficient to meet the Company's short-term needs. Due to the uncertainty surrounding the future impact of the COVID-19 pandemic on the Company we will continue to evaluate funding mechanisms to support our long-term funding requirements.

Off Balance Sheet Arrangements

As of March 31, 2020 and December 31, 2019, the Company had no off-balance sheet arrangements.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, the Company is not required to provide the information required by this item.

ITEM 4: CONTROLS AND PROCEDURES

Disclosure Controls and Procedures – The Company carried out an evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to paragraph (b) of Rule 13a-15 and 15d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that review, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective, as of the end of the period covered by this report, to ensure that information required to be disclosed by the Company in the reports the Company files or submit under the Exchange Act (1) is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (2) is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting – There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1 - Legal Proceedings

From time to time, the Company is a party to various judicial and administrative proceedings arising in the ordinary course of business. The Company's management and legal counsel have reviewed the probable outcome of any proceedings that were pending during the period covered by this report, the costs and expenses reasonably expected to be incurred, the availability and limits of the Company's insurance coverage, and the Company's established liabilities. While the outcome of legal proceedings cannot be predicted with certainty, based on the Company's review, the Company believes that any unrecorded liability that may result as a result of any legal proceedings is not likely to have a material effect on the Company's liquidity, financial condition or results from operations.

Item 1A - Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the "2019 Annual Report"), which could materially affect our business, results of operations or financial condition. The risk factor below updates the risk factors contained in our 2019 Annual Report,

The COVID-19 pandemic could adversely affect our financial results, operations and outlook for an extended period of time.

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 our business. In the State of Oregon where we operate the Winery and most of our 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, we have closed all of our tasting rooms and have launched curbside pick-ups, complimentary shipping specials with minimum purchase and a new wine delivery service for local residents. We expect 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 our sales revenues, which adversely impacts our 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.

Our operations could be further disrupted if a significant number of our 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 our liquidity, financial position and results of operations. To support our employees and protect the health and safety of our employees and our customers, we may offer enhanced health and welfare benefits, provide bonuses to our employees, and purchase additional sanitation supplies and personal protective materials. These measures will increase our operating costs and adversely affect our liquidity.

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

We have also modified our plans for expanding our operations due to the COVID-19 pandemic. To preserve our liquidity, we have delayed planned capital expenditures. These changes may adversely affect our ability to grow our business, particularly if these projects are delayed for a significant amount of time.

We cannot predict how long the COVID-19 pandemic will last or if it will recur, if new government restrictions and mandates will be imposed or how long they will be effective, or how quickly, if at all, our customers will return to their pre-COVID-19 purchasing behaviors, so we cannot predict how long our results of operations and financial performance will be adversely impacted.

The COVID-19 pandemic may also have the effect of heightening other risks disclosed in the Risk Factors section included in our 2019 Annual Report, such as, but not limited to, those related to cybersecurity threats, consumer behavior, supply chain interruptions and labor availability and cost.

Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may eventually prove to materially adversely affect our business, results of operations or financial condition.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 – Defaults upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

Not applicable.

Item 5 – Other Information

None.

Item 6 – Exhibits

3.1 Articles of Incorporation of Willamette Valley Vineyards, Inc. (incorporated by reference from the Company's Regulation A Offering Statement on Form 1-A, File No. 24S-2996)

3.2 Articles of Amendment, dated August 22, 2000 (incorporated herein by reference to Exhibit 3.4 to the Company's Form 10-Q for the quarterly period ended June 30, 2008, filed on August 14, 2008, File No. 000-21522)

3.3 Amended and Restated Bylaws of Willamette Valley Vineyards, Inc. (incorporated by reference from the Company's Current Reports on Form 8-K filed on November 20, 2015, File No. 001-37610)

31.1 Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 (Filed herewith)

31.2 Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 (Filed herewith)

32.1 Certification of James W. Bernau pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith)

32.2 Certification of John Ferry pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith)

101 The following financial information from the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, furnished electronically herewith, and formatted in XBRL (Extensible Business Reporting Language): (i) Balance Sheets, (ii) Statements of Operations; (iii) Statements of Cash Flows; and (iv) Notes to Financial Statements, tagged as blocks of text. (Filed herewith).

SIGNATURES

Pursuant to the requirements of the Security Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WILLAMETTE VALLEY VINEYARDS, INC.

Date: May 13, 2020	By /s/ James W. Bernau James W. Bernau Chief Executive Officer (Principal Executive Officer)
Date: May 13, 2020	By /s/ John Ferry John Ferry Chief Financial Officer (Principal Accounting and Financial Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, James W. Bernau, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willamette Valley Vineyards, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2020

By /s/ James W. Bernau
James W. Bernau
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, John Ferry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willamette Valley Vineyards, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2020

By /s/ John Ferry
John Ferry
Chief Financial Officer
(Principal Accounting and Financial Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, James W. Bernau, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report of Willamette Valley Vineyards, Inc. on Form 10-Q for the quarterly period ended March 31, 2020 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Report fairly presents in all material respects the financial condition and results of operations of Willamette Valley Vineyards, Inc.

Date: May 13, 2020

By /s/ James W. Bernau
James W. Bernau
Title: Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Willamette Valley Vineyards, Inc. and will be retained by Willamette Valley Vineyards, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by Willamette Valley Vineyards, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Willamette Valley Vineyards, Inc. specifically incorporates it by reference.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, John Ferry, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report of Willamette Valley Vineyards, Inc. on Form 10-Q for the quarterly period ended March 31, 2020 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Report fairly presents in all material respects the financial condition and results of operations of Willamette Valley Vineyards, Inc.

Date: May 13, 2020

By /s/ John Ferry
John Ferry
Title: Chief Financial Officer
(Principal Accounting and Financial Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Willamette Valley Vineyards, Inc. and will be retained by Willamette Valley Vineyards, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by Willamette Valley Vineyards, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Willamette Valley Vineyards, Inc. specifically incorporates it by reference.