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NORTH DAKOTA
DEVELOPMENT FUND

ANNUAL REPORT 2020

SUPPORTING BUSINESS GROWTH THROUGH FINANCING AND INVESTMENT

TABLE OF CONTENTS

Development Fund Board Members	4
Development Fund Staff	4
A Tool for Economic Development	5
Letter from the CEO	6
Development Fund: By the Numbers	7
Development Fund Investment Locations	8
Development Fund Projects	9
DEVELOPMENT IN ACTION	
3DomFuel	10
GoodBulb	12
FINANCIALS	
Auditor’s Report	14
Independent Auditor’s Report	18
Financial Statements	
Balance Sheets	23
Revenues, Expenses and Changes in Net Position	24
Cash Flows	27
Notes to Financial Statements	28
Combining Financial Statements and Supplementary Information	
Combining Balance Sheets	38
Combining Statements of Revenue, Expenses and Changes in Net Positions	39
Combining Statements of Cash Flows	40
Specific Comments Requested.....	42
Report on Internal Control	45
Schedule of Findings and Responses.....	47

DEVELOPMENT FUND BOARD MEMBERS



"The North Dakota Development Fund offers the financing resources needed to help support business startups and expansion projects that create jobs while also providing taxpayers with a strong return on investment. The impacts experienced in 2020 due to the COVID-19 pandemic underscored the important role the development fund serves in ensuring our business community remains resilient while continuing to grow in any scenario." – Gov. Doug Burgum

The governor appoints an eight-member board of directors that oversee the North Dakota Development Fund (NDDF). Each member represents a different business sector from the state.

Vacant Chairman

Gary Gopplen – Fargo

Vice Chairman
Finance Sector

Commissioner Michelle Kommer and
Interim Commissioner Shawn Kessel

ND Department of Commerce

Jim Albrecht – Wahpeton

Secretary/Treasurer

Matt Dunlevy – Grand Forks

Industrial Technology and
Research Sector

Pat Murphy – Williston

Private Sector

Terri Zimmerman – Fargo

Industrial Technology and
Research Center

Rob Lindberg – Bismarck

Industrial Technology
and Research Sector

Scott Davis – Mandan

Native American Sector

DEVELOPMENT FUND STAFF

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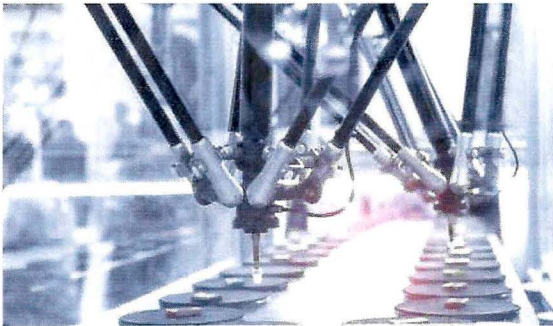
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A TOOL FOR ECONOMIC DEVELOPMENT

The North Dakota Development Fund was created through legislation in 1991 as an economic development tool. It provides flexible gap financing through debt and equity investments for new or expanding North Dakota primary sector businesses.

The Development Fund makes investments of up to \$1 million. The board of directors may adjust the limit when deemed appropriate. In general, the following criteria apply to Development Fund investments:

- The entrepreneur must have a realistic financial commitment at stake. Usually, principals are required to have a minimum of 15% equity in the project.
- Refinancing of debt is not eligible.
- Principal shareholders with 20% or greater ownership are generally required to guarantee the debt. Other shareholders may also be required to guarantee.
- Financing is available to any primary sector business project with the exception of production agriculture.
- Primary sector includes individuals and businesses which, through the employment of knowledge or labor, add value to a product, process or service which results in the creation of new wealth. Primary sector includes tourism and specific types of investor-owned agriculture, and is typically businesses such as manufacturers, food processors or export service companies. Investor-owned agriculture includes livestock feeding or milking operations, or other value-added agriculture located apart from an individual farm operation that is professionally managed and has employees.
- Tourism, specific types of value-added agriculture and investor-owned agriculture can also qualify as primary sector.



Loan and equity programs managed by the North Dakota Development Fund include:

- North Dakota Development Fund
- Regional Rural Revolving Loan Fund
- Rural Incentive Growth Loan Program
- Small Business Technology Program
- Child Care Loan Program
- New Venture Capital Program
- Venture Capital Program

The fund provides “flexible financing” through loans and equity investments not available from most conventional lenders and is available to any primary sector business with the exception of production agriculture.

The North Dakota Development Fund coordinates efforts between all the sources of financing, the business and the community. Any project considered for this financing must be feasible and have a reasonable chance of succeeding.

LETTER FROM THE CEO



The Development Fund invested \$5,674,246 in 39 primary sector and child care businesses from July 1, 2019 to June 30, 2020. The Development Fund has provided gap financing in which the fund's investments, since inception, have reached \$147 million.

With Development Fund's dollars invested, there has been \$266,758,203 leveraged from other financing institutions resulting in a \$7.87 to \$1 ratio – for every Development Fund dollar invested, \$7.87 was invested from other sources.

The investments made by the Development Fund in 2019 to 2020 contributed to the creation of 327 in the primary sector and child care industries.

The Development Fund reported an estimated operating income of \$434,684 before bad debt expense as of June 30, 2019 fiscal year-end, as compared to \$232,582 for the fiscal year-end 2018. The 87 percent increase in income is attributable to an increase in interest income, dividend income and other income in 2019 as compared to 2018. The fund saw a decrease in general and administrative expenses of \$125,724 from 2018 to 2019. The Development Fund continues to pay all costs of operating the fund, including salaries and benefits. The cash flow generated from principal and interest collections continues to be strong at \$3.3 million. The Development Fund continues to be a revolving loan fund as the fund has collected \$6.8 million the past two years, which in turn can be used for future loan and equity investments.

Operating income (loss) before nonoperating revenues and expenses decreased by \$354,500 from (\$1,240,744) in 2018 to (\$886,239) in 2019. The decrease in the operating income (loss) in 2019 was attributable to an increase in reserve for bad debt expense and a decrease in operating expenses.

Since the fund's inception, it has invested \$147 million in 694 companies with over \$48.2 million invested in rural communities. Fund investments have contributed to the projected creation of 12,203 primary sector jobs. The Development Fund helped 18 start-up businesses begin operations in North Dakota in 2018 to 2019. Of the 18 start-up businesses, two of the were in rural communities.

In providing flexible financing, the Development Fund helped primary sector and child care businesses start up or expand, which in turn created new jobs and generated new revenues. What follows are highlights of 2020 along with the accompanying financial statements.

Jessica Nygaard, Interim CEO
North Dakota Development Fund

NORTH DAKOTA DEVELOPMENT FUND

By the Numbers

Development Fund inception:

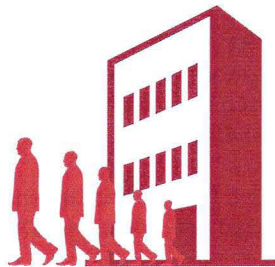
1991



\$7.87:\$1

return on investment

12,403 primary sector jobs created since fund inception



677

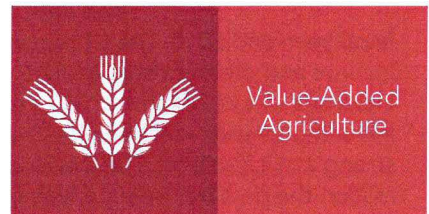
COMPANIES

Investing in **677** North Dakota companies since inception

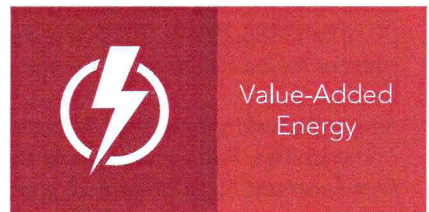
Business sectors include:



Technology



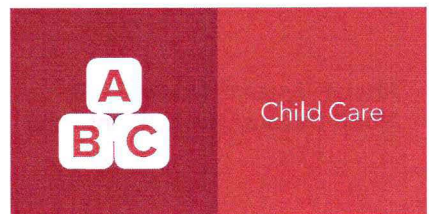
Value-Added Agriculture



Value-Added Energy



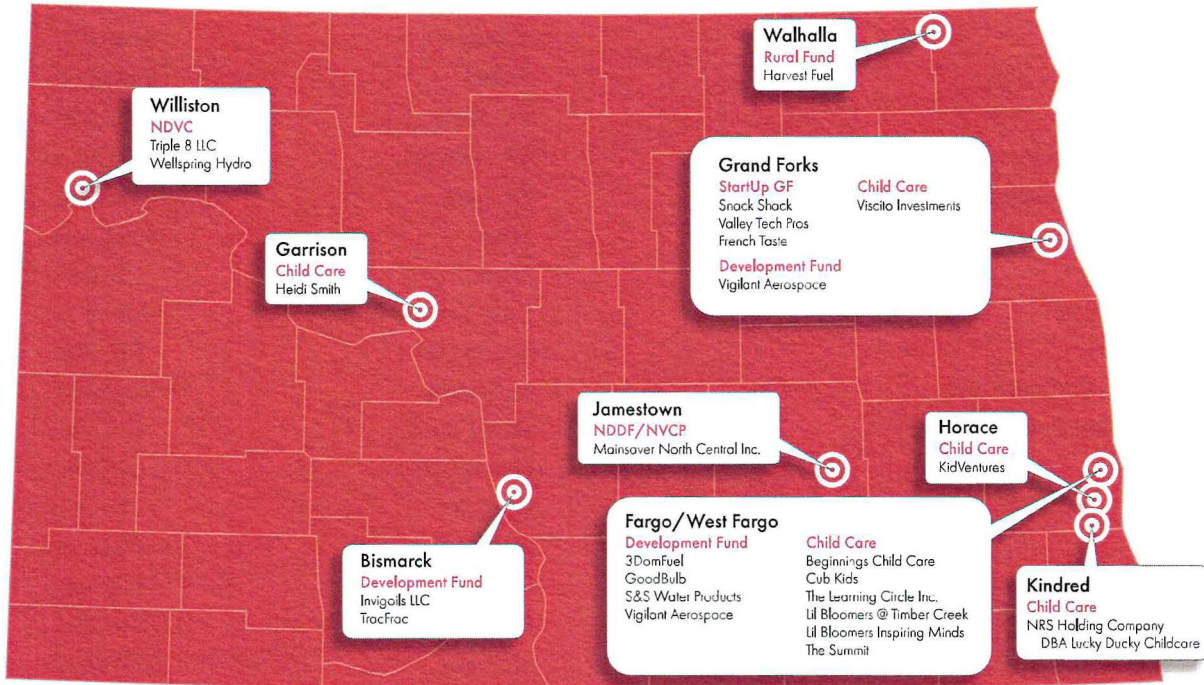
Manufacturing



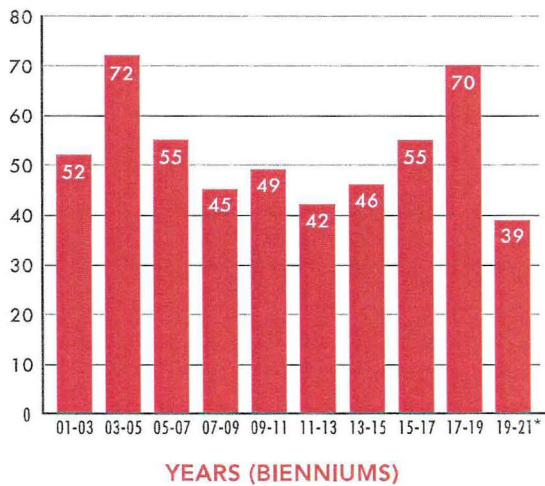
Child Care

NORTH DAKOTA INVESTMENT LOCATIONS

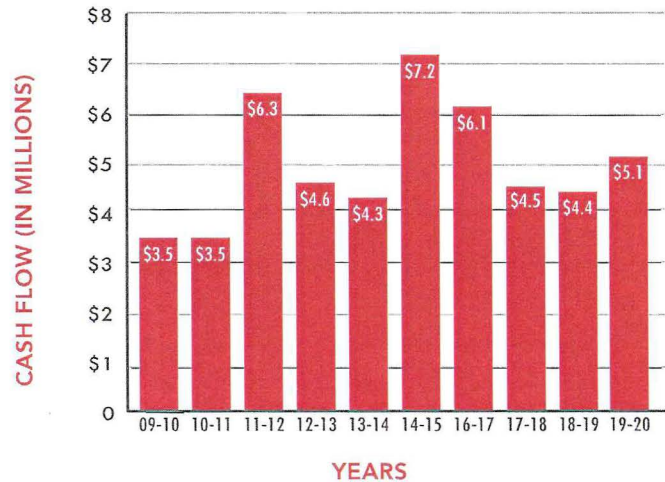
July 1, 2019–June 30, 2020



Number of Development Fund Projects



Development Fund Cash Flow



In 2020 alone, the Development Fund Invested in 22 projects.
* These numbers are good through end 2020 calendar year.

The Development Fund collected \$5.1 million from 2019-2020. The fund has averaged \$5 million in collections in the past 10 years. The Development Fund continues to revolve and the funds collected continue to be used to fund future loan and equity investments in the state.

DEVELOPMENT FUND PROJECTS

July 1, 2019–June 30, 2020

Company	City	Amount of Funding
Invigoils LLC	Bismarck	\$250,000
Heidi Smith	Garrison	\$100,000
3DomFuel	Fargo	\$145,000
TracFrac	Bismarck	\$150,000
The Learning Circle Inc.	West Fargo	\$75,000
NRS Holding Company DBA Lucky Ducky Childcare	Kindred	\$40,000
GoodBulb	Fargo	\$391,547
Snack Shack	Grand Foks	\$9,000
Vigilant Aerospace	Fargo/Grand Forks	\$480,000
Valley Tech Pros	Grand Forks	\$10,000
MainSaver North Central Inc.	Jamestown	\$300,000
Beginnings Child Care	West Fargo	\$50,000
French Taste	Grand Forks	\$8,375
Kidventures	Horace	\$8,633
Cub Kids	Fargo	\$8,633
Lil Blommers @ Timber Creek	Fargo	\$17,392
Lil Bloomers Inspiring Minds	Fargo	\$17,392
Harvest Fuel	Walhalla	\$170,785
The Summit	West Fargo	\$50,000
Triple 8 DBA Wellspring Hydro	Williston	\$750,000
Viscito Investments	Grand Forks	\$100,000
S&S Water Products	Fargo	\$25,000
		Total: \$3,156,757

NORTH DAKOTA DEVELOPMENT FUND

3DomFuel

Just a few years ago, 3D printers were still a novelty item that most people had never heard of or seen. But a few brave companies were already working to be among the best in the marketplace and provide the supplies those 3D printers needed. Fargo 3D Printing's owners, John Schneider and Jake Clark, saw the opportunity due to the presence of a lot of poorly manufactured 3D filament and decided to get into the 3D filament manufacturing business. Around the same time, they met Danny McMenamin, a 40-year veteran of the plastics industry, who already was producing filament in Ireland under the business name 3Dom Filaments Ltd. They soon formed parallel businesses called 3Dom USA and 3Dom Europe.

Meanwhile, Matthew Stegall also saw the opportunity and came up with a terrific name for a 3D supplies company: 3D-Fuel. He started a separate company and brought on partners to help it grow. All three companies struggled to gain a foothold in the market until a series of events brought all three together and a rare synergy occurred.

3Dom USA, 3D-Fuel and 3Dom Europe joined forces in May of 2016 to form 3DomFuel, a new company based on the combined efforts of many people whose common goal was to produce the best 3D filament available. Their goal was to take it to the marketplace and provide quality filament at reasonable prices to the masses that would be adopting this new technology.

In the years since, 3DomFuel's 3D-Fuel filament has earned a reputation as fantastic filament for almost any job and 3D printer. Test after test has shown 3D-Fuel to be among not only the best quality, but also available at a reasonable price. Sales have begun to flourish and grow: 3D-Fuel filaments are being sold on three continents (soon to be four) and in more than 10 countries with demand increasing daily and showing no signs of slowing down.

Fast forward to today, 3D printers are now well-known and becoming more and more commonplace. The market is waking up, growth is occurring and 3DomFuel and 3D-Fuel products are right in the middle of it.

Due to the rapid growth over the last year, 3DomFuel's business has expanded to the point that it had to bring on additional labor to open more shifts – it operates two current production lines 24 hours a day, six days a week. It plans to upgrade existing equipment and add additional production lines while utilizing more space in the facility it moved to in 2018.

3Dom's current sales are completely outstripping the current production capacity. It is experiencing good cash flow from month to month but is limited by production capacity. It also is starting to attract large-volume customers, some of which would buy all 3Dom could make if it had a production line dedicated to specific customers. It currently has half a dozen new, unannounced materials (for making 3D filament) that it wants to launch that have a higher dollar margin than current materials. But it is unable to launch the line due to a lack of production capacity and the working capital required to hire the additional staff and purchase the raw materials necessary for a rapid startup. Pausing production of its current materials would cannibalize current cash flow.

3Dom has identified the necessary equipment and workforce required to double existing production capacity and to continue to grow its sales efforts.

It has signed a lease on a 15,000-square-foot facility that it currently shares with C2Renew, another local Fargo plastics production company. They made the transition to this location in June 2018. 3DomFuel surpassed \$1 million in sales in 2020, a growth of over 180% from 2019, and it is on track to more than double revenues in 2021.

“Without a doubt, our growth would not have been possible without the amazing North Dakota Development Fund. Starting and growing a business is hard, especially a manufacturing business with global customers. The development fund has been there to assist in navigating the financial growing pains of our business. We expect to more double the number of people that we employ in the next 12 months and are projecting to double that again 18-24 months from now. That level of growth has been enabled by the development fund.” – 3DomFuel CEO John Schneider

Plans also include additional labor to be hired full-time as production grows. The company currently employs one facility manager and nine variable hourly employees. The table below shows the projections for the next two years.

3Dom also has multiple new product releases planned and needs to produce the inventory to have on hand for when the products launch. 3Dom also wants to commit to growth for North Dakota. It has demonstrated this in 2018 by signing a 10-year lease on a building to be used for expansion. It will continue to grow through hiring of local people.

NORTH DAKOTA DEVELOPMENT FUND

GoodBulb

GoodBulb is a Fargo-based lighting distributor with a mission to provide the highest quality lighting and light expertise while bringing light to communities without electricity. GoodBulb manufactures its own brand of LEDs, provides commercial- and industrial-grade lighting systems, and dedicates a portion of profits to distributing solar lanterns to areas needing light.

GoodBulb also is proud to be home of the Lumen Masters, the brightest team of light experts in the lighting industry. It specializes in B2B lighting, supplying electricians and industrial and commercial accounts across the country.

Today, customers across North Dakota and around the country look to GoodBulb for strategies with lighting layouts, design and audits that improve lighting ambiance and reduce energy costs. You can find GoodBulb headquarters in Fargo, online at goodbulb.com and on Amazon. Seeing Amazon as an ample source for sales, GoodBulb sought the North Dakota Development Fund for funding needed to hire new employees and increase inventory to strengthen the infrastructure to maximize the Amazon potential.

“The North Dakota Development Fund has been an instrumental partner in helping GoodBulb grow and reach a wider customer base. This ultimately helps us donate more LED lanterns to people who live without electricity. The North Dakota Development Fund is helping us make a difference.” - Goodbulb co-founder Tom Enright

GoodBulb is currently expanding and looking forward to growing its brand. It is a seven-figure seller on Amazon and one day hopes you will see GoodBulb LEDs in local and national wholesale stores.



December 4, 2020

To the Board of Directors
North Dakota Development Fund, Inc.
Bismarck, North Dakota

We have audited the financial statements of North Dakota Development Fund, Inc. as of and for the years ended June 30, 2020 and 2019, and have issued our report thereon dated December 4, 2020. Professional standards require that we advise you of the following matters relating to our audit.

Our Responsibility in Relation to the Financial Statement Audit

As communicated in our letter dated September 10, 2020, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, as part of our audit, we considered the internal control of North Dakota Development Fund, Inc. solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

We have provided our findings regarding a significant control deficiency over financial reporting and material noncompliance, and other matters noted during our audit in a separate letter to you dated December 4, 2020.

Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing we previously communicated to you.

Compliance with All Ethics Requirements Regarding Independence

The engagement team, others in our firm, as appropriate, our firm, and other firms utilized in the engagement, if applicable, have complied with all relevant ethical requirements regarding independence.

Qualitative Aspects of the Entity's Significant Accounting Practices*Significant Accounting Policies*

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by North Dakota Development Fund, Inc. is included in Note 1 to the financial statements. There have been no initial selection of accounting policies and no changes in significant accounting policies or their application during 2020. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

Significant Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments.

The most sensitive accounting estimates affecting the financial statements are the allowance for loan losses and valuation of equity investments.

Management's estimate of the allowance for loan losses is based on management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of underlying collateral, and prevailing economic conditions.

Among the factors considered in determining whether an other than temporary impairment of an investment has occurred are the cost of the investment, development since the acquisition of the investment, the financial condition and operation results of the issuer, the long-term potential of the business of the issuer, and other factors generally pertinent to the valuation of investments. The North Dakota Development Fund, Inc. has relied on financial data investees and, in many instances, on estimates by the management company and of the investee company as to the potential effect of future developments.

We evaluated the key factors and assumptions used to develop the allowance for loan losses and valuation of equity investments and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Financial Statement Disclosures

Certain financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. There are no sensitive disclosures affecting the financial statements.

Significant Difficulties Encountered during the Audit

The North Dakota Development Fund experienced significant turnover in the current year. This turnover did impact our ability to receive timely information on House Bill #1014.

Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole and each applicable opinion unit.

The following misstatements that we identified as a result of our audit procedures were brought to the attention of, and corrected by, management:

<u>Adjusting Journal Entries</u>	<u>Debit</u>	<u>Credit</u>
Bad Debt Expense – Investments	\$40,217	
Bad Debt Expense – Loans	\$85,154	
Reserve for Loan Loss		\$85,154
Reserve for Equity Loss		\$40,217
To adjust reserves to actual.		
Accrued Vacation/Sick Leave	\$15,302	
Other Income		\$15,302
To adjust accrued vacation to actual.		
Due from other funds	\$15,000,000	
Transfer In		\$15,000,000

There were no uncorrected misstatements detected as a result of our audit procedures.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to North Dakota Development Fund, Inc. financial statements or the auditor's report. No such disagreements arose during the course of the audit.

We applied certain limited procedures to the Management's Discussion and Analysis, which is required supplementary information (RSI) that supplements the basic financial statements. Our procedures consisted of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

We were engaged to report on the Combining Statements of Net Position, Combining Statements of Revenues, Expenses, and Changes in Net Position, and Combining Statements of Cash Flows, which accompany the financial statements but are not RSI. With respect to this supplementary information, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Our responsibility also includes communicating to you any information which we believe is a material misstatement of fact. Nothing came to our attention that caused us to believe that such information, or its manner of presentation, is materially inconsistent with the information, or manner of its presentation, appearing in the financial statements.

This report is intended solely for the information and use of the Board of Directors, and management of North Dakota Development Fund, Inc. and is not intended to be, and should not be, used by anyone other than these specified parties.

Eide Bailly LLP

Bismarck, North Dakota



Independent Auditor's Report

Governor of North Dakota
The Legislative Assembly

Board of Directors
North Dakota Development Fund, Inc.
Bismarck, North Dakota

Report on the Financial Statements

We have audited the accompanying financial statements of North Dakota Development Fund, Inc., a component unit of the state of North Dakota, as of June 30, 2020 and 2019, and the related notes to the financial statements, which collectively comprise the Development Fund's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of North Dakota Development Fund, Inc. as of June 30, 2020 and 2019, and the respective changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements of the North Dakota Development Fund, Inc. are intended to present the financial position and the change in financial position of only that portion that is attributable to the transactions of the North Dakota Development Fund, Inc. They do not purport to, and do not, present fairly the financial position of the State of North Dakota as of June 30, 2020 and 2019, and the changes in its financial position and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters**Required Supplementary Information**

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4 through 7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The combining financial statements shown on pages 21 through 24 are presented for purposes of additional analysis and are not a required part of the financial statements.

The combining financial statements are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued a report dated December 4, 2020, on our consideration of North Dakota Development Fund, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering North Dakota Development Fund, Inc.'s internal control over financial reporting and compliance.



Bismarck, North Dakota
December 4, 2020

North Dakota Development Fund, Inc.
Management's Discussion and Analysis
June 30, 2020 and 2019

The discussion and analysis of the financial performance of the North Dakota Development Fund, Inc. that follows is meant to provide additional insight into the Development Fund's activities for the year ended June 30, 2020. Please read it in conjunction with the Development Fund's financial statements and footnotes, which are presented within this report.

Financial Highlights

Total revenue increased by \$102,479 (11.49%) to \$994,243. Operating revenues increased by \$66,121 (7.87%) to \$906,066. Cash flow increased by \$7,168,685 (57.48%) to \$19,640,826. The Fund collected \$2,816,729 in principal payments in 2020, which was a decrease of \$471,188 (14.33%) from 2019. The increase in total and in operating revenue is attributable to an increase in dividend/interest income received from investments/loans and an increase in other income. The increase in loan interest income is due to loan growth in the portfolio in 2020. The increase in dividend income is due to the purchase of the New Venture Capital Program equities in the amount of \$6,564,111 from the Bank of North Dakota as part of the \$15 million transfer provided for in HB 1014 of the 2019 legislative session. The decrease in total principal funds collected was attributable to the Fund receiving lower payout of loans on the books of the North Dakota Development Fund as compared to 2019 partly due to suspended loan payments for COVID relief as well as receiving lower payout of loans on the books of the North Dakota Development Fund in 2019.

The Fund received \$105,544 in dividend payments in 2020 from equity investments made, compared to \$1,746 in dividend payments received in 2019. This increase is due to purchase of the New Venture Capital Program equities from the Bank of North Dakota as part of the \$15 million transfer provided for in HB 1014 of the 2019 legislative session.

General and Administrative expense decreased by \$11,187 (2.77%) from \$402,885 in 2019 to \$391,698 in 2020. The decrease was attributable to overall general decreased costs of operations compared to 2019.

Operating Income (loss) before non-operating revenues and expenses decreased by \$5,713,915 from (\$938,058) in 2019 to (\$6,651,973) in 2020. The decrease in the operating income (loss) in 2020 was attributable to an increase in provision for losses (change in allowance). This increase in provision for losses is a result from the purchase of the New Venture Capital Program equities from the Bank of North Dakota as part of the \$15 million transfer provided for in HB 1014 of the 2019 legislative session that created the NDDF Venture Capital Program.

Interest income on deposits increased by \$36,358 (70.16%) from \$51,819 received in 2019 to \$88,177 received in 2020. The increase was the result of larger balances carried at the Bank of North Dakota along with creation of a new account at the Bank of North Dakota for the NDDF Venture Capital program.

The change in net position increased by \$9,322,443 from (\$886,239) in 2019 to \$8,436,204 in 2020. The increase was attributable to the \$15 million transfer provided for by HB 1014. The impact of this increase on the net position was offset by a corresponding increase in reserves for bad debt expense for the equities purchased from the Bank of North Dakota.

Net position increased by \$8,436,204 from \$22,640,814 at the end of year 2019 to \$31,077,018 at the end of year 2020. The increase was attributable to the \$15 million transfer provided for by HB 1014. The impact of this increase on the net position was offset by a corresponding increase in reserves for bad debt expense for the equities purchased from the Bank of North Dakota.

North Dakota Development Fund, Inc.
Management's Discussion and Analysis
June 30, 2020 and 2019

Noncurrent net assets (excluding equipment) increased by \$3,617,596 from \$3,259,629 in 2019 to \$6,877,225 in 2020. The noncurrent assets consist of the Fund's loan and equity investments. The equity investments decreased by \$2,013,629 from \$3,221,812 in 2019 to \$1,208,183 in 2020. There were no equity investments that were charged off during 2020 and 2019.

The loan investments made increased by \$10,063,260 from \$19,083,675 in 2019 to \$29,146,935 in 2020. There were no loan investments that were charged off during 2020 and 2019.

Interest receivable on loans increased by \$59,861 to \$140,860. The increase in the receivable in 2020 is due to the increase in loans booked during 2020.

Current portion of loans receivable decreased from \$6,838,143 in 2019 to \$4,422,932 in 2019. The decrease is attributable to loans maturing in fiscal year 2020.

Cash and cash equivalents increased by \$7,168,685 (57.48%) to \$19,640,826 (cash balance is before loan and investment commitments). The increase in Cash and Cash Equivalents was attributable to available funds in the NDDF Venture Capital fund resulting from the \$15 million transfer provided for in HB 1014 of the 2019 legislative session.

The Fund does invest their excess funds into longer term deposits for a higher rate of return to coincide with the funding commitments made by the Fund to companies for loans and equity investments, which are not required to be funded in the short-term. The Fund has invested more funds in longer term certificates of deposit, which are at a higher rate of return earning more deposit interest and putting the funds to work in loan and equity investments to "Primary Sector" businesses in the State of North Dakota.

39 projects were funded totaling \$5,674,246.

Required Financial Statements

The discussion and analysis are intended to serve as an introduction to the Development Fund's financial statements. The financial statements of the Development Fund provide accounting information similar to that of many other business entities. The Balance Sheet summarizes the assets and liabilities, with the difference between the two reported as net position. It also serves as a basis for analysis of the soundness and liquidity of the Development Fund. The statement of Revenues, Expenses and Changes in Net position summarize the Development Fund's operating performance for the year. The statements of Cash Flows summarize the flow of cash through the Development Fund as it conducts its business.

North Dakota Development Fund, Inc.
Management's Discussion and Analysis
June 30, 2020 and 2019

Condensed Balance Sheet
June 30, 2020 and 2019, and 2018

Assets	2020	2019	2018
Current assets	\$ 24,204,618	\$ 19,391,283	\$ 20,052,994
Capital assets, net	1,360	3,738	6,116
Noncurrent assets	6,877,225	3,259,629	3,883,465
Total noncurrent assets	6,878,585	3,263,367	3,889,581
Total assets	\$ 31,083,203	\$ 22,654,650	\$ 23,942,575
 Liabilities and Net Position			
Current liabilities	\$ 6,185	\$ 13,836	\$ 30,522
Noncurrent liabilities	-	-	385,000
Investment in capital assets	1,360	3,738	6,116
Unrestricted	31,075,658	22,637,076	23,520,937
Total net position	31,077,018	22,640,814	23,527,053
Total liabilities and net position	\$ 31,083,203	\$ 22,654,650	\$ 23,942,575

Cash and Cash Equivalents

Cash and cash equivalents consist of cash deposits with the Bank of North Dakota and are included in the current assets section of the balance sheet. Additional discussion of cash and cash equivalents can be found in Note 2 to the financial statements.

Equity Investments

Equity investments consist of capital investments in new or expanding primary sector businesses in or relocating to North Dakota and are included in noncurrent assets. Additional discussion of equity investments can be found in Note 3 to the financial statements.

Loans Receivable

Loans receivable consist of loans to new or expanding primary sector businesses in or relocating to North Dakota and are included in current and noncurrent assets in the balance sheet. Additional analysis of loans receivable can be found in Note 4.

North Dakota Development Fund, Inc.
Management's Discussion and Analysis
June 30, 2020 and 2019

**Condensed Statement of Revenues, Expenses and Changes in Net Position
For the Year Ended June 30, 2020 and 2019, and 2018**

	2020	2019	2018
Operating Revenues			
Interest income on loans	\$ 754,077	\$ 745,580	\$ 649,646
Dividend income	105,544	1,746	-
Other	46,445	92,619	77,472
	<u>906,066</u>	<u>839,945</u>	<u>727,118</u>
Nonoperating Revenue			
Interest income on deposits and investments	88,177	51,819	36,451
	<u>88,177</u>	<u>51,819</u>	<u>36,451</u>
Total Revenue	<u>994,243</u>	<u>891,764</u>	<u>763,569</u>
Operating Expenses			
General and administrative	391,698	402,885	528,609
Depreciation expense	2,378	2,378	2,378
Bad debt expense	7,163,963	1,372,740	1,473,326
	<u>7,558,039</u>	<u>1,778,003</u>	<u>2,004,313</u>
Transfers			
Bank of North Dakota	15,000,000	-	-
	<u>15,000,000</u>	<u>-</u>	<u>-</u>
Change in Net Position	8,436,204	(886,239)	(1,240,744)
Net Position, Beginning of Year	<u>22,640,814</u>	<u>23,527,053</u>	<u>24,767,797</u>
Net Position, End of Year	<u>\$ 31,077,018</u>	<u>\$ 22,640,814</u>	<u>\$ 23,527,053</u>

Economic Factors and Future Outlook

As a result of the spread of the COVID-19 coronavirus, economic uncertainties have arisen which are likely to negatively impact net interest income and dividend income. Other financial impact could occur though such potential impact is unknown at this time.

On March 19, 2020 the Board of Directors voted to suspend loan payments and interest accrual on all NDDF loans where NDDF was not in a participant decision. On April 9, 2020, the Board of Directors voted to extend the COVID relief for an additional two months.

Contacting the North Dakota Development Fund's Financial Management

The information in this report is intended to provide the reader with an overview of the Development Fund's accountability for those operations. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the North Dakota Development Fund, PO Box 2057, Bismarck, ND 58502-2057.

North Dakota Development Fund, Inc.
Statements of Net Position
June 30, 2020 and 2019

	<u>2020</u>	<u>2019</u>
Assets		
Current Assets		
Cash and cash equivalents	\$ 19,640,826	\$ 12,472,141
Interest receivable on loans	140,860	80,999
Current portion of loans receivable	<u>4,422,932</u>	<u>6,838,143</u>
Total current assets	<u>24,204,618</u>	<u>19,391,283</u>
Noncurrent Assets		
Loans receivable, net of current portion and allowance	6,877,225	2,909,629
Equity Investments, net	-	350,000
Equipment, net	<u>1,360</u>	<u>3,738</u>
Total noncurrent assets	<u>6,878,585</u>	<u>3,263,367</u>
Total assets	<u>\$ 31,083,203</u>	<u>\$ 22,654,650</u>
Liabilities and Net Position		
Current Liabilities		
Accrued expenses	<u>\$ 6,185</u>	<u>\$ 13,836</u>
Net Position		
Investment in capital assets	1,360	3,738
Unrestricted	<u>31,075,658</u>	<u>22,637,076</u>
Total net position	<u>31,077,018</u>	<u>22,640,814</u>
Total liabilities and net position	<u>\$ 31,083,203</u>	<u>\$ 22,654,650</u>

North Dakota Development Fund, Inc.
Statements of Revenues, Expenses and Changes in Net Position
Years Ended June 30, 2020 and 2019

	2020	2019
Operating Revenues		
Interest income on loans	\$ 754,077	\$ 745,580
Dividend income	105,544	1,746
Other	46,445	92,619
	906,066	839,945
Operating Expenses		
General and administrative	391,698	402,885
Depreciation expense	2,378	2,378
Provision for losses (change in allowance)	7,163,963	1,372,740
	7,558,039	1,778,003
Operating Income (Loss)	(6,651,973)	(938,058)
Nonoperating Revenue		
Interest income on deposits and investments	88,177	51,819
Transfers		
Bank of North Dakota	15,000,000	-
Change in Net Position	8,436,204	(886,239)
Net Position, Beginning of Year	22,640,814	23,527,053
Net Position, End of Year	\$ 31,077,018	\$ 22,640,814

North Dakota Development Fund, Inc.

Statements of Cash Flows
Years Ended June 30, 2020 and 2019

	2020	2019
Operating Activities		
Other receipts	\$ 46,445	\$ 94,998
Payments to suppliers	(399,349)	(419,571)
Net Cash (used for) Operating Activities	<u>(352,904)</u>	<u>(324,573)</u>
Investing Activities		
Interest received on cash and cash equivalents and loans	887,937	776,450
Purchase of equity investments	(8,368,206)	(1,091,700)
Proceeds from the sale of equity investments	386,792	324,870
Disbursements of business loans	(3,201,663)	(5,259,419)
Principal payments received on business loans	2,816,729	3,287,917
Net Cash (used for) Investing Activities	<u>(7,478,411)</u>	<u>(1,961,882)</u>
Non-Cash Financing Activity		
Transfer	<u>15,000,000</u>	<u>-</u>
Net Change in Cash and Cash Equivalents	7,168,685	(2,286,455)
Cash and Cash Equivalents at Beginning of Year	<u>12,472,141</u>	<u>14,758,596</u>
Cash and Cash Equivalents at End of Year	<u>\$ 19,640,826</u>	<u>\$ 12,472,141</u>
Reconciliation of Operating Loss to Net Cash		
Provided by Operating Activities		
Operating income (loss)	\$ (6,651,973)	\$ (938,058)
Adjustments to reconcile operating		
income (loss) to net cash used for operating activities		
Depreciation	2,378	2,378
Provision for loan losses	473,415	806,543
Provision for equity investment losses	6,690,548	566,830
Reclassification of interest and dividend income	(859,621)	(745,579)
Changes in assets and liabilities		
Accrued expenses	<u>(7,651)</u>	<u>(16,687)</u>
Net Cash (used for) Operating Activities	<u>\$ (352,904)</u>	<u>\$ (324,573)</u>

North Dakota Development Fund, Inc.
Notes to Financial Statements
June 30, 2020 and 2019

Note 1 - Summary of Significant Accounting Policies**Organization and Nature of Activities**

The North Dakota Development Fund, Inc. (the Corporation) was established pursuant to Chapter 10-30.3 of the North Dakota Century Code as amended by the passage of Senate Bill 2058 during the 1991 legislative session. The Corporation is a statewide nonprofit development corporation with the authority to take equity positions in; to provide loans to; or to use other innovative financing mechanisms to provide capital for new or expanding primary sector businesses in North Dakota or relocating to North Dakota.

The Corporation uses funds to report on its financial position and the results of its operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain corporate functions or activities.

The following activities are used by the Corporation:

Development Fund

The Development Fund is used to account for fund investments, including equity positions, loans, loan guarantees, and other innovative financing mechanisms for new or expanding primary sector businesses in North Dakota or relocating to North Dakota.

Regional Rural Development Revolving Loan Fund

The Regional Rural Development Revolving Loan Fund is used to account for fund investments including equity positions, loans, loan guarantees, or debt financing on a matching basis to new or expanding primary sector businesses in rural areas.

Small Business Technology Investment Fund

The Small Business Technology Fund is used to provide matching investments to startup technology-based businesses.

Child Care Fund

The Child Care Fund is used to account for fund investments including loans and loan guarantees for new or expanding child-care facilities in North Dakota.

Venture Capital Loan Program

The Venture Capital Loan Program is used to provide flexible financing through debt and equity investments for new or expanding businesses in the state of North Dakota.

The Corporation may form additional corporations, partnerships or other forms of business associations in order to further its mission.

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

The Director of the Department of Commerce Division of the Economic Development and Finance shall appoint the Chief Executive Officer of the Corporation. All investments, contracts, partnerships, limited liability companies, and business transactions of the Corporation are the responsibility of the Chief Executive Officer and the eight-member Board of Directors, who are appointed by the Governor.

Reporting Entity

In accordance with Governmental Accounting Standards Board (GASB) Statements, the Corporation should include all component units over which the Corporation exercises such aspects as (1) appointing a voting majority of an organization's governing body and (2) has the ability to impose its will on that organization or (3) the potential for the organization to provide specific financial benefits to, or impose specific burdens on the Corporation. GASB further defined reporting units as a legally separate, tax exempt affiliated organization that meet all of the following criteria:

- The economic resources of the organization entirely or almost entirely directly benefit the Corporation or its constituents, and
- The Corporation or its component units are entitled to or can otherwise access, a majority of the economic resources of the organization, and
- The economic resources that the Corporation is entitled to, or can otherwise access, are significant to the Corporation.

Based upon criteria set forth in GASB, no organizations were determined to be part of the reporting entity. The Corporation is included as part of the primary government of the State of North Dakota's reporting entity.

Basis of Accounting

The Corporation is presented in the accompanying financial statements as a proprietary fund type – an enterprise fund.

An enterprise fund is used to account for operations that are financed and operated in a manner similar to private business enterprises, where the intent is that costs of providing goods or services to the general public or other funds on a continuing basis be financed or recovered primarily through user charges. The Corporation operates primarily with appropriations from the general fund.

As a proprietary fund type, the Corporation accounts for its transactions using the accrual basis of accounting. Revenues are recognized for its transactions when they are earned, and expenses are recognized when they are incurred.

North Dakota Development Fund, Inc.
Notes to Financial Statements
June 30, 2020 and 2019

Revenue and Expense Recognition

The Corporation presents its revenues and expenses as operating or non-operating based on recognition definitions from GASB. Operating activities are those activities that are necessary and essential to the mission of the Corporation. Operating revenues include all charges to customers, research contracts and grants, dividends earned on equity investments and interest earned on loans. Revenues from non-exchange transactions and state appropriations that represent subsidies or gifts to the Corporation, as well as investment income, are considered non-operating since these are either investing, capital or noncapital financing activities. Operating expenses are all expense transactions incurred other than those related to investing, capital or noncapital financing activities. Revenues received for capital financing activities, as well as related expenses, are considered neither operating nor non-operating activities and are presented after non-operating activities on the accompanying Statement of Revenues, Expenses, and Changes in Net Position.

Concentration of Credit Risk

Loans receivable consist primarily of loans to new or expanding businesses in North Dakota or relocating businesses to North Dakota. The Corporation performs credit evaluations and maintains a security interest until related loans are collected.

Cash Equivalents

The Corporation considers all highly liquid investments purchased with maturity of three months or less to be cash equivalents.

Equity Investments

The Corporation records its equity investments at cost adjusted for other than temporary impairment as determined by the Board of Directors. The other than temporary impairment of equity investments is included in fund equity. Realization of the carrying value of these investments is subject to future developments inherent in such investments (see Note 3).

Among the factors considered in determining whether an other than temporary impairment of an investment has occurred are the cost of the investment, development since the acquisition of the investment, the financial condition and operating results of the issuer, the long-term potential of the business of the issuer, and other factors generally pertinent to the valuation of investments. The Development Fund has relied on financial data of investees and, in many instances, on estimates by the management company and of the investee company as to the potential effect of future developments.

Expense Allocation

The Development Fund pays all expenses of the Corporation.

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses and valuation of equity investments.

Capital Assets and Depreciation

All capital assets are recorded in the accompanying financial statements at cost. Donated capital assets are stated at fair market value at the time of donation. Equipment with a cost greater than \$5,000 is capitalized and reported in the accompanying financial statements. The Corporation's capital assets are being depreciated on a straight-line basis over estimated useful life of 8 years.

Loans

Loans are reported at their outstanding unpaid principal adjusted for charge-offs and the allowance for loan losses.

Interest income is accrued on the unpaid principal balance. The accrual of interest on loans is discontinued at the time the loan is 90 to 120 days delinquent unless the credit is well secured and in process of collection. Loans are placed on non-accrual or charged-off at an earlier date if collection of principal or interest is doubtful. All current year interest accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. All prior year interest accrued but not collected is charged-off against the allowance for loan losses. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The Corporation has determined that the accounting for nonrefundable fees and costs associated with originating or acquiring loans does not have a material effect on their financial statements. As such, these fees and costs have been recognized during the period they are collected and incurred, respectively.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to a recovery account.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. The Corporation separately identifies individual loans for impairment disclosures by rating them on a scale of 1 to 6.

Restricted Resources

It is the North Dakota Development Fund, Inc.'s policy to first apply restricted resources when an expense is incurred for which both restricted and unrestricted resources are available.

Note 2 - Deposits

The Corporation is required to maintain its deposits at the Bank of North Dakota (a related party). As of June 30, 2020, the Corporation had the following:

	Fair Value	Less Than One Year
Cash		
Bank of North Dakota	<u>\$ 19,640,826</u>	<u>\$ 19,640,826</u>

As of June 30, 2019, the Corporation had the following:

	Fair Value	Less Than One Year
Cash		
Bank of North Dakota	<u>\$ 12,472,141</u>	<u>\$ 12,472,141</u>

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of investments will adversely affect the fair value of the investments.

North Dakota Development Fund, Inc.
Notes to Financial Statements
June 30, 2020 and 2019

Custodial and Concentration of Credit Risk

For deposits and investments, the custodial credit risk that, in the event of the failure of a depository financial institution, the Corporation will not be able to recover collateral securities that are in possession of an outside party. The Corporation's deposits are uncollateralized. All of the Corporation's deposits are with the Bank of North Dakota.

Note 3 - Equity Investments

Equity investments in business concerns as of June 30, 2020 and 2019 are as follows:

	2020	2019
Development Fund	\$ 1,033,183	\$ 2,343,962
Regional Rural Development Revolving Loan Fund	-	877,850
Development Fund Venture Capital	175,000	-
	1,208,183	3,221,812
Valuation allowance - Other than temporary impairment	(1,208,183)	(2,871,812)
	\$ -	\$ 350,000

Among the factors considered in determining whether an other than temporary impairment of an investment has occurred are the cost of the investment, development since the acquisition of the investment, the financial condition and operating results of the issuer, the long-term potential of the business of the issuer, and other factors generally pertinent to the valuation of investments. The Development Fund has relied on financial data of investees and, in many instances, on estimates by the management company and of the investee company as to the potential effect of future developments.

The Corporation acquired its investment by direct purchase from the issuer under investment representations, and the Board of Directors valued the securities on the premise that they may not be sold without registration under the Securities Act of 1933. The price of securities purchased was determined by direct negotiation between the Corporation and the seller.

North Dakota Development Fund, Inc.
Notes to Financial Statements
June 30, 2020 and 2019

Changes in the valuation allowance for equity investments as of June 30, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
Balance, beginning of year	\$ 2,871,812	\$ 2,664,004
Provision for equity investment losses	6,532,233	566,830
Transfers	<u>(8,195,862)</u>	<u>(359,022)</u>
Balance, end of year	<u>\$ 1,208,183</u>	<u>\$ 2,871,812</u>

Note 4 - Loans Receivable

Loans receivable at June 30, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
Development fund	\$ 13,550,308	\$ 10,722,905
Regional rural development revolving loan fund	6,142,975	6,317,584
Small business technology fund	50,000	50,000
Child care program	2,009,573	1,993,186
Development fund venture capital	<u>7,394,079</u>	<u>-</u>
Allowance for loan losses	<u>29,146,935</u> <u>(17,846,778)</u>	<u>19,083,675</u> <u>(9,335,903)</u>
Loans receivable, net of allowance for loan losses	11,300,157	9,747,772
Less: current portion of loans receivable	<u>4,422,932</u>	<u>6,838,143</u>
Loans receivable, net of current portion	<u>\$ 6,877,225</u>	<u>\$ 2,909,629</u>

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

Changes in the allowance for loan losses as of June 30, 2020 and 2019 are as follows:

	2020	2019
Balance, beginning of year	\$ 9,335,903	\$ 8,166,749
Provision for loan losses (reserve decrease)	315,013	810,132
Transfers	8,195,862	359,022
Balance, end of year	<u>\$ 17,846,778</u>	<u>\$ 9,335,903</u>

Note 5 - Equipment

A statement of changes in fixed assets for the years ended June 30, 2020 and 2019 is as follows:

	Balance 06/30/19	Additions	Deletions	Balance 06/30/20
Furniture and equipment	\$ 37,539	\$ -	\$ -	\$ 37,539
Computer software	48,345	-	-	48,345
Accumulated depreciation	(82,146)	(2,378)	-	(84,524)
	<u>\$ 3,738</u>	<u>\$ (2,378)</u>	<u>\$ -</u>	<u>\$ 1,360</u>
	Balance 06/30/18	Additions	Deletions	Balance 06/30/19
Furniture and equipment	\$ 37,539	\$ -	\$ -	\$ 37,539
Computer software	48,345	-	-	48,345
Accumulated depreciation	(79,768)	(2,378)	-	(82,146)
	<u>\$ 6,116</u>	<u>\$ (2,378)</u>	<u>\$ -</u>	<u>\$ 3,738</u>

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

Note 6 - Commitments and Contingencies**Development Fund**

The Board of Directors has approved equity investments, loans, grants and guaranty of collections at June 30, 2020 for which funds have not been disbursed or written agreements entered into in the approximate amount of \$1,333,650.

Regional Rural Development Revolving Loan Fund

The Board of Directors has approved equity investments, loans, and guaranty of collections at June 30, 2020 for which funds have not been disbursed or written agreements entered into in the approximate amount of \$998,082.

Child Care Loan Fund

The Board of Directors has approved equity investments, loans, and guaranty of collections at June 30, 2020 for which funds have not been disbursed or written agreements entered into in the approximate amount of \$107,312.

Development Fund Venture Capital Fund

The Board of Directors has approved equity investments, loans, and guaranty of collections at June 30, 2020 for which funds have not been disbursed or written agreements entered into in the approximate amount of \$546,142.

Note 7 - Related Party Transactions

The financial statements of the North Dakota Development Fund, Inc. include equity investments in entities partially owned by members of the Board of Directors. The related party investment balance was \$1,301,918 and \$1,317,149 as of June 30, 2020 and 2019, respectively. Additionally, the North Dakota Development Fund, Inc. has loans receivables from the same entities with a balance of \$814,906 and \$1,159,101 as of June 30, 2020 and 2019.

North Dakota Development Fund, Inc.

Notes to Financial Statements

June 30, 2020 and 2019

Note 8 - Risk Management

North Dakota Development Fund, Inc. is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The following are funds/pools established by the State for risk management issues:

The 1995 Legislative Session established the Risk Management Fund (RMF), an internal service fund, to provide a self-insurance vehicle for funding the liability exposures of state agencies resulting from the elimination of the state's sovereign immunity. The RMF manages the tort liability of the state, its agencies' employees, and the University System. All state agencies participate in the RMF and their fund contribution was determined using a projected cost allocation approach. The statutory liability of the State is limited to a total of \$250,000 per person and \$1,000,000 per occurrence.

The Corporation participates in the North Dakota Fire and Tornado Fund and the State Bonding Fund through the policies of the North Dakota Commerce Department. North Dakota Commerce Department pays an annual premium to the Fire and Tornado Fund to cover property damage to personal property. Replacement cost coverage is provided by estimating replacement cost in consultation with the Fire and Tornado Fund. The Fire and Tornado Fund is reinsured by a third-party insurance carrier for losses in excess of one million dollars per occurrence during a twelve-month period. The State Bonding Fund currently provides the Agency with blanket fidelity bond coverage in the amount of \$100,000 per employee. The State Bonding Fund does not currently charge any premium for this coverage.

The Corporation participates in the North Dakota Workforce Safety and Insurance, (WSI) an Enterprise Fund of the State of North Dakota. WSI is a state insurance fund and a "no fault" insurance system covering the State's employers and employees financed by premiums assessed to employers. The premiums are available for the payment of claims to employees injured during employment.

There have been no significant reductions in insurance coverage from the prior year and settled claims resulting from these risks have not exceeded insurance coverage in any of the past three fiscal years.

Note 9 - Transfers

During the year ended June 30, 2020, the North Dakota Development Fund received a transfer of \$15,000,000 from the Bank of North Dakota. Per House Bill 1014, the North Dakota Development Fund used a portion of these proceeds to purchase venture capital assets from the Bank of North Dakota.

North Dakota Development Fund, Inc.
Combining Statements of Net Position
June 30, 2020

	Development Fund	Regional Rural Development Revolving Loan Fund	Child Care Fund	Small Business Technology	Development Fund Venture Capital	2020	2019 (Memorandum only)
Assets							
Current Assets							
Cash and cash equivalents	\$ 7,248,785	\$ 6,851,123	\$ 175,217	\$ 969,475	\$ 4,396,226	\$ 19,640,826	\$ 12,472,141
Interest receivable on loans	101,929	36,446	2,485	-	-	140,860	80,999
Current portion of loans receivable	1,173,316	3,059,845	189,771	-	-	4,422,932	6,838,143
Total current assets	<u>8,524,030</u>	<u>9,947,414</u>	<u>367,473</u>	<u>969,475</u>	<u>4,396,226</u>	<u>24,204,618</u>	<u>19,391,283</u>
Noncurrent Assets							
Loans receivable, net of current portion and allowance	4,533,500	235,503	831,367	-	1,276,855	6,877,225	2,909,629
Advance to Child Care Fund	873,750	-	-	-	-	873,750	873,750
Equity investments, net	-	-	-	-	-	-	350,000
Equipment, net	1,360	-	-	-	-	1,360	3,738
Total noncurrent assets	<u>5,408,610</u>	<u>235,503</u>	<u>831,367</u>	<u>-</u>	<u>1,276,855</u>	<u>7,752,335</u>	<u>4,137,117</u>
Total assets	<u>\$ 13,932,640</u>	<u>\$ 10,182,917</u>	<u>\$ 1,198,840</u>	<u>\$ 969,475</u>	<u>\$ 5,673,081</u>	<u>\$ 31,956,953</u>	<u>\$ 23,528,400</u>
Liabilities and Net Position							
Current Liabilities							
Accrued expenses	\$ 6,185	\$ -	\$ -	\$ -	\$ -	\$ 6,185	\$ 13,836
Noncurrent Liabilities							
Advance from Development Fund	-	-	873,750	-	-	873,750	873,750
Total liabilities	<u>6,185</u>	<u>-</u>	<u>873,750</u>	<u>-</u>	<u>-</u>	<u>879,935</u>	<u>887,586</u>
Net Position							
Investment in capital assets	1,360	-	-	-	-	1,360	3,738
Unrestricted	13,925,095	10,182,917	325,090	969,475	5,673,081	31,075,658	22,637,076
Total net position	<u>13,926,455</u>	<u>10,182,917</u>	<u>325,090</u>	<u>969,475</u>	<u>5,673,081</u>	<u>31,077,018</u>	<u>22,640,814</u>
Total liabilities and net position	<u>\$ 13,932,640</u>	<u>\$ 10,182,917</u>	<u>\$ 1,198,840</u>	<u>\$ 969,475</u>	<u>\$ 5,673,081</u>	<u>\$ 31,956,953</u>	<u>\$ 23,528,400</u>

North Dakota Development Fund, Inc.
Combining Statements of Revenue, Expenses and Changes in Net Position
Years Ended June 30, 2020

	Development Fund	Regional Rural Development Revolving Loan Fund	Child Care Fund	Small Business Technology	Development Fund Venture Capital	2020	2019 (Memorandum only)
Operating Revenues							
Interest income on loans	\$ 486,412	\$ 225,333	\$ 40,212	\$ -	\$ 2,120	\$ 754,077	\$ 745,580
Dividend income	-	-	-	-	105,544	105,544	1,746
Other	42,331	570	1,770	-	1,774	46,445	92,619
	<u>528,743</u>	<u>225,903</u>	<u>41,982</u>	<u>-</u>	<u>109,438</u>	<u>906,066</u>	<u>839,945</u>
Operating Expenses							
General and administrative	391,698	-	-	-	-	391,698	402,885
Depreciation expense	2,378	-	-	-	-	2,378	2,378
Provision for losses (reserve decrease)	852,128	(161,694)	22,903	-	6,450,626	7,163,963	1,372,740
	<u>1,246,204</u>	<u>(161,694)</u>	<u>22,903</u>	<u>-</u>	<u>6,450,626</u>	<u>7,558,039</u>	<u>1,778,003</u>
Operating Income (Loss)	<u>(717,461)</u>	<u>387,597</u>	<u>19,079</u>	<u>-</u>	<u>(6,341,188)</u>	<u>(6,651,973)</u>	<u>(938,058)</u>
Nonoperating Revenue (Expense)							
Interest income on deposits and investments	31,783	35,771	368	5,986	14,269	88,177	51,819
Transfers	3,000,000	-	-	-	12,000,000	15,000,000	-
Change in Net Position	<u>2,314,322</u>	<u>423,368</u>	<u>19,447</u>	<u>5,986</u>	<u>5,673,081</u>	<u>8,436,204</u>	<u>(886,239)</u>
Net Position, Beginning of Year	<u>11,612,133</u>	<u>9,759,549</u>	<u>305,643</u>	<u>963,489</u>	<u>-</u>	<u>22,640,814</u>	<u>23,527,053</u>
Net Position, End of Year	<u>\$ 13,926,455</u>	<u>\$ 10,182,917</u>	<u>\$ 325,090</u>	<u>\$ 969,475</u>	<u>\$ 5,673,081</u>	<u>\$ 31,077,018</u>	<u>\$ 22,640,814</u>

North Dakota Development Fund, Inc.
 Combining Statements of Cash Flows
 Years Ended June 30, 2020

	Development Fund	Regional Rural Development Revolving Loan Fund	Child Care Fund	Small Business Technology	Development Fund Venture Capital	2020	2019 (Memorandum only)
Operating Activities							
Other receipts	\$ 42,331	\$ 570	\$ 1,770	\$ -	\$ 1,774	\$ 46,445	\$ 94,998
Payments to suppliers	(399,349)	-	-	-	-	(399,349)	(419,571)
Net Cash (Used For) Provided by Operating Activities	(357,018)	570	1,770	-	1,774	(352,904)	(324,573)
Non-Capital Financing Activities							
Transfer	3,000,000	-	-	-	12,000,000	15,000,000	-
Investing Activities							
Interest received on cash and cash equivalents and loans	468,880	250,497	40,641	5,986	121,933	887,937	776,450
Purchase of equity investments	(818,000)	(9,100)	-	-	(7,541,106)	(8,368,206)	(1,091,700)
Proceeds from the sale of equity investments	386,792	-	-	-	-	386,792	324,870
Disbursements of business loans	(2,604,178)	-	(411,110)	-	(186,375)	(3,201,663)	(5,259,419)
Principal received on business loans	1,360,448	1,061,559	394,722	-	-	2,816,729	3,287,917
Net Cash (Used For) Provided by Investing Activities	(1,206,058)	1,302,956	24,253	5,986	(7,605,548)	(7,478,411)	(1,961,882)
Net Change in Cash and Cash Equivalents	1,436,924	1,303,526	26,023	5,986	4,396,226	7,168,685	(2,286,455)
Cash and Cash Equivalents at Beginning of Year	5,811,861	5,547,597	149,194	963,489	-	12,472,141	14,758,596
Cash and Cash Equivalents at End of Year	\$ 7,248,785	\$ 6,851,123	\$ 175,217	\$ 969,475	\$ 4,396,226	\$ 19,640,826	\$ 12,472,141

North Dakota Development Fund, Inc.
Combining Statements of Cash Flows
Years Ended June 30, 2020

	Development Fund	Regional Rural Development Revolving Loan Fund	Child Care Fund	Small Business Technology	Development Fund Venture Capital	2020	2019 (Memorandum only)
Reconciliation of Operating Income (Loss) to Net Cash (Used In) Provided by Operating Activities							
Operating income (loss)	\$ (717,461)	\$ 387,597	\$ 19,079	\$ -	\$ (6,341,188)	\$ (6,651,973)	\$ (938,058)
Adjustments to reconcile operating (loss) income to net cash from (used for) provided by operating activities							
Depreciation	2,378	-	-	-	-	2,378	2,378
Provision for loan losses	369,716	(170,794)	22,903	-	251,590	473,415	806,543
Provision for equity investment losses	482,412	9,100	-	-	6,199,036	6,690,548	566,830
Reclassification of interest and dividend income	(486,412)	(225,333)	(40,212)	-	(107,664)	(859,621)	(745,579)
Changes in Assets and Liabilities							
Accrued expenses	(7,651)	-	-	-	-	(7,651)	(16,687)
Net Cash (used in) Provided by Operating Activities	<u>\$ (357,018)</u>	<u>\$ 570</u>	<u>\$ 1,770</u>	<u>\$ -</u>	<u>\$ 1,774</u>	<u>\$ (352,904)</u>	<u>\$ (324,573)</u>



**Independent Auditor's Specific Comments Requested by the North Dakota Legislative Audit
and Fiscal Review Committee**

Governor of North Dakota
The Legislative Assembly

Board of Directors
North Dakota Development Fund, Inc.
Bismarck, North Dakota

The Legislative Audit and Fiscal Review Committee requires that certain items be addressed by independent certified public accountants performing audits of state agencies. The items and our responses regarding the June 30, 2020 audit of the North Dakota Development Fund, Inc. (the Corporation) are as follows:

Audit Report Communications:

1. What type of opinion was issued on the financial statements?

Unmodified.

2. Was there compliance with statutes, laws, rules, and regulations under which the agency was created and functioning?

Yes.

3. Was internal control adequate and functioning effectively?

Yes, except for the findings noted on the Schedule of Findings and Responses beginning on page 30.

4. Were there indications of lack of efficiency in financial operations and management of the agency?

No.

5. Has action been taken on findings and recommendations included in prior audit reports?

No, please see the finding 2020-001 noted on the Schedule of Findings and Responses on page 30.

6. Was a management letter issued? If so, provide a summary below, including any recommendations and the management responses.

No.

Audit Committee Communication:

1. Identify any significant changes in accounting policies, any management conflicts of interest, and contingent liabilities, or any significant unusual transactions?

None.

2. Identify any significant accounting estimates, the process used by management to formulate the accounting estimates, and the basis for the auditor’s conclusions regarding the reasonableness of those estimates?

The most sensitive estimates affecting the financial statements include the allowance for uncollectible loans receivable and valuation allowance for equity investments.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management’s periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

Among the factors considered in determining whether an other than temporary impairment of an investment has occurred are the cost of the investment, development since the acquisition of the investment, the financial condition and operating results of the issuer, the long-term potential of the business of the issuer, and other factors generally pertinent to the valuation of investments. The Development Fund has relied on financial data of investees and, in many instances, on estimates by the management company and of the investee company as to the potential effect of future developments.

Our opinion on the reasonableness of these estimates is based on the testing performed during our audit procedures. Our procedures included assessing the risk assigned by the Development Fund to the loans and equity investments, evaluation of the past history of these amounts, discussion with management, and review of recent information regarding the loans and investments.

3. Identify any significant audit adjustments.

The following material audit adjustment was identified as a result of the audit procedures performed which was brought to the attention of, and corrected by, management:

Due from Bank of North Dakota	\$15,000,000	
Transfer In		\$15,000,000

4. Identify any disagreements with management, whether or not resolved to the auditor’s satisfaction, relating to a financial accounting, reporting, or auditing matter that could be significant to the financial statements.

None.

5. Identify any serious difficulties encountered in performing the audit.

The North Dakota Development Fund experienced significant turnover in the current year. This turnover did impact our ability to receive timely information on House Bill #1014.

6. Identify any major issues discussed with management prior to retention.

None.

7. Identify any management consultations with other accountants about auditing and accounting matters.

None.

8. Identify any high-risk information technology systems critical to operations based on the auditor's overall assessment of the importance of the system to the agency and its mission or whether any exceptions identified in the six audit report questions to be addressed by auditors are directly related to the operations of an information technology system.

The Corporation uses SPARAK for its accounting and operations. We noted no internal control issues or exceptions related to the information system used by the Corporation.

This report is intended solely for the information and use of the Legislative Audit and Fiscal Review Committee, North Dakota Development Fund, Inc. Board of Directors and other state officials and legislative committees and is not intended to be and should not be used by anyone other than these specified parties.

Eide Bailly LLP

Bismarck, North Dakota
December 4, 2020



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

Governor of North Dakota
The Legislative Assembly

Board of Directors
North Dakota Development Fund, Inc.
Bismarck, North Dakota

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of North Dakota Development Fund, Inc., a component unit of the State of North Dakota, as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise North Dakota Development Fund, Inc.'s basic financial statements, and have issued our report thereon dated December 4, 2020.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered North Dakota Development Fund, Inc.'s internal control over financial reporting (internal control) as a basis for designing the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of North Dakota Development Fund, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of North Dakota Development Fund, Inc.'s internal control.

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We did identify a certain deficiency in internal control, described in the accompanying schedule of findings and responses as items 2020-001 and 2020-002 that we consider to be material weaknesses.

Compliance and Other Matters

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

North Dakota Development Fund, Inc.'s Response to the Findings

North Dakota Development Fund, Inc.'s response to the findings identified in our audit is described in the accompanying schedule of findings and responses. North Dakota Development Fund, Inc.'s response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

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



Bismarck, North Dakota
December 4, 2020

North Dakota Development Fund, Inc.
Schedule of Findings and Responses
Year Ended June 30, 2020

2020-001 - Preparation of Financial Statements

Criteria: Proper controls over financial reporting include the ability to prepare financial statements and accompanying notes to the financial statements that are materially correct.

Condition: The North Dakota Development Fund, Inc. does not have an internal control system designed to provide for the preparation of the financial statements being audited. As auditors, we were requested to draft the financial statements and accompanying notes to the financial statements. This circumstance is not unusual in an organization of your size. It is the responsibility of management and those charged with governance to make the decision whether to accept the degree of risk associated with this condition because of cost or other considerations.

Cause: The control deficiency could result in a misstatement to the presentation of the financial statements.

Effect: Inadequate controls over financial reporting of the North Dakota Development Fund, Inc. result in the more than remote likelihood that the North Dakota Development Fund, Inc. would not be able to draft the financial statements and accompanying notes to the financial statements that are materially correct without the assistance of the auditors.

Recommendations: While we recognize that this condition is not unusual for an organization your size, it is important that you be aware of this condition for financial reporting purposes. Management and the Board should continually be aware of the financial reporting of the North Dakota Development Fund, Inc. and changes in reporting requirements.

Views of responsible officials: Since it is not cost-effective for an organization our size to have staff to prepare audit-ready financial statements, we have chosen to hire Eide Bailly, a public accounting firm, to prepare the audit financial statements as part of their annual audit of North Dakota Development Fund, Inc.

North Dakota Development Fund, Inc.
Schedule of Findings and Responses
Year Ended June 30, 2020

2020-002 – Material Proposed Audit Adjustments

Criteria: A good system of internal accounting control should provide for the proper reconcilements of all general ledger accounts and adjustments of those accounts to the reconciled balances. This also includes accounting for transactions in accordance with generally accepted accounting principles.

Condition: We identified misstatements in North Dakota Development Fund, Inc.'s financial statements causing us to propose material audit adjustments.

Cause: North Dakota Development Fund, Inc. had an entirely new staff in the current year. The organization does not have a document that details transactions outside of the typical day to day activities.

Effect: Misstatements in the financial statements could result from inadequate controls over recording of transactions and it affects the North Dakota Development Fund, Inc.'s ability to detect misstatements to the financial statements.

Recommendations: The organization should develop a document that details various transactions made by the organization and includes supporting documentation to enable new staff the ability to easily understand what has occurred in the past and how to properly account for those transactions.

Views of responsible officials:

The organization accepts the recommendation of proposed audit adjustment and will prepare more thorough documentation of the North Dakota Development Fund's staff process to provide for a smoother transition of employees.

