

**National Potato Promotion Board
d/b/a Potatoes USA**

**Financial Statements,
Single Audit Reports, and
Supplementary Information**

June 30, 2025

(With Independent Auditor's Report Thereon)

National Potato Promotion Board d/b/a Potatoes USA
Table of Contents

Independent Auditor's Report	1
Management's Discussion and Analysis	4
Statement of Net Position and Governmental Funds Balance Sheet	9
Statement of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balances	10
Notes to Financial Statements	11
Required Supplementary Information	
General Fund Schedule of Revenue, Expenditures, and Changes in Fund Balances – Budget and Actual.....	20
MAP Fund Schedule of Revenue, Expenditures, and Changes in Fund Balances – Budget and Actual.....	21
ATP Fund Schedule of Revenue, Expenditures, and Changes in Fund Balances – Budget and Actual.....	22
RAPP Fund (Tranche 1) Schedule of Revenue, Expenditures, and Changes in Fund Balances – Budget and Actual.....	23
RAPP Fund (Tranche 2) Schedule of Revenue, Expenditures, and Changes in Fund Balances – Budget and Actual.....	24
Other Supplementary Information	
Schedule of Cash Flows, Governmental Funds	25
Schedule of Program Expenditures, General Fund – Budget and Actual	26
Schedule of Administrative Expenditures, General Fund – Budget and Actual.....	27
Schedule of Program Expenditures, MAP Fund – Budget and Actual.....	28
Schedule of Program Expenditures, ATP Fund – Budget and Actual.....	31
Schedule of Program Expenditures, RAPP Fund (Tranche 1) – Budget and Actual	32
Schedule of Program Expenditures, RAPP Fund (Tranche 2) – Budget and Actual	34
Schedule of Program Expenditures, QSP Program – Budget and Actual.....	35
Schedule of Program Expenditures, TASC Program – Budget and Actual.....	36
Single Audit Reports	
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 <i>Government Auditing Standards</i>.....	37
Independent Auditor's Report on Compliance for Each Major Program and on Internal Control over Compliance Required by the Uniform Guidance	39
Schedule of Expenditures of Federal Awards.....	42
Schedule of Findings and Questioned Costs	43
Summary Schedule of Prior Audit Findings.....	44
Other Reports	
Independent Auditor's Report on Compliance and on Internal Control over Compliance in Accordance with Standards of the Agricultural Marketing Services Agency of the United States Department of Agriculture, Potato Research and Promotion Act	45

Independent Auditor's Report

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Report on the Audit of the Financial Statements

Opinions

We have audited the accompanying financial statements of the governmental activities, each major fund and the aggregate remaining fund information of National Potato Promotion Board, d/b/a Potatoes USA, as of and for the year ended June 30, 2025, and the related notes to the financial statements, which collectively comprise Potatoes USA's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, each major fund and the aggregate remaining fund information of Potatoes USA as of June 30, 2025, and the respective changes in financial position and the respective budgetary comparison for each major fund for the year then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Potatoes USA and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, which raise substantial doubt about Potatoes USA's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Potatoes USA's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, which raise substantial doubt about Potatoes USA's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Required Supplementary Information

GAAP requires that the management's discussion and analysis and the General Fund and major special revenue funds budgetary comparison be presented to supplement the basic financial statements. Such information is the responsibility of management, 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 GAAS, 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.

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise Potatoes USA's basic financial statements. The accompanying combining and individual nonmajor fund financial statements and schedule of expenditures of federal awards, as required by Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The 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 basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the combining and individual nonmajor fund financial statements and the schedule of expenditures of federal awards are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated January 6, 2026, on our consideration of Potatoes USA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and 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 Potatoes USA's 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 Potatoes USA's internal control over financial reporting and compliance.

Kundinger, Corder & Montoya, P.C.

January 6, 2026

National Potato Promotion Board d/b/a Potatoes USA

Management's Discussion and Analysis

June 30, 2025

Management's Discussion and Analysis

Management's discussion and analysis of National Potato Promotion Board's (Potatoes USA) financial performance provides an overview of Potatoes USA's financial activities for the year ended June 30, 2025. This annual report consists of a series of financial statements. The Statement of Net Position (on page 9) and the Statement of Activities (on page 10) provide information about the activities of Potatoes USA as a whole and present a longer-term view of Potatoes USA's finances. For governmental activities, these statements explain how these services were financed in the short term, as well as what remains for future spending. We encourage readers to consider the information presented here in conjunction with Potatoes USA's basic financial statements and notes to the financial statements to enhance their understanding of the activities and financial health of Potatoes USA.

Potatoes USA receives assessments from potato growers and funding from the Foreign Agricultural Service (FAS) of the United States Department of Agriculture (USDA) for the purpose of carrying out an effective and continuous program of marketing, research, development, advertising, and promotion to help expand existing domestic and foreign potato markets as well as to develop new or improved markets.

Financial Highlights

- Potatoes USA's assets exceeded its liabilities by a net position of \$12,701,634 as of June 30, 2025, reflecting an increase in net position of \$687 since June 30, 2024.
- Potatoes USA's general fund ending fund balance totaled \$11,357,247 at June 30, 2025. This ending fund balance includes \$2,616,000 in funds assigned for specific purposes by the Board of Directors, \$412,173 in non-spendable funds, and \$8,329,074 in unassigned funds.

Overview of Financial Statements

This discussion and analysis is intended to serve as an introduction to Potatoes USA's basic financial statements. Potatoes USA's basic financial statements consist of the following two components:

- Government-wide and Governmental Fund Financial Statements
- Notes to the Financial Statements

Because Potatoes USA is a special-purpose government engaged in a single governmental program, it has presented government-wide financial and fund financial statements together with an adjustment column to show the reconciliation between the two required basic statements.

Government-wide Financial Statements

The government-wide statements are designed to provide readers with a broad overview of Potatoes USA's finances using the accrual basis of accounting. The government-wide financial statements report information on all of the activities of Potatoes USA.

The Statement of Net Position presents information on all of Potatoes USA's assets and liabilities. The difference between assets and liabilities is reported as net position.

National Potato Promotion Board d/b/a Potatoes USA

Management's Discussion and Analysis

Overview of Financial Statements, Continued

The Statement of Activities presents information reflecting how Potatoes USA's net position has changed during the current fiscal year. All changes in net position are reported as soon as the underlying activity occurs. Thus, revenues and expenses are reported in these statements for some items that will only result in cash flows in future periods.

Fund Financial Statements

Potatoes USA uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Traditional users of Potatoes USA's financial statements will find the fund financial statement presentation more familiar with a focus on major funds rather than fund types. All funds of Potatoes USA can be categorized as governmental funds as more fully discussed below.

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. A major fund should generally meet both of the following criteria: 1) total assets, liabilities, revenues, or expenditures/expenses of that individual governmental or enterprise fund are at least 10% of the corresponding total (assets, liabilities or expenditures/expenses) for all funds of that category or fund type (i.e. total governmental or total enterprise funds) and 2) total assets, liabilities, revenues, or expenditures/expenses of the individual governmental fund or enterprise fund are at least 5% of the corresponding total for all governmental and enterprise funds combined. The general fund is always considered a major fund.

Governmental Funds

Governmental funds are used to report those same functions reported as governmental activities in the government-wide financial statements. The fund financial statements are prepared on the modified accrual basis. Under the modified accrual basis of accounting, revenues are recognized when they become measurable and available, and expenditures are recognized when the related fund liability is incurred, with the exception of long-term obligations and similar long-term items which are recorded when due. The focus of governmental fund financial statements is on near-term inflows and outflows of spendable resources as well as on the balance of spendable resources available at the end of the fiscal year.

Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balance for the General Fund, the MAP Fund, the ATP Fund, and the RAPP Fund. These three funds are considered to be major funds.

Potatoes USA adopts an annual appropriated budget for all its governmental funds. A budgetary comparison schedule has been provided for Potatoes USA's major funds (General Fund, MAP Fund, ATP Fund, and RAPP Fund) to demonstrate compliance with their budgets.

Notes to the Financial Statements

The notes to the basic financial statements are considered an integral part of the financial statements since they provide additional information needed to gain a full understanding of the data provided in both the government-wide and governmental fund financial statements.

In fiscal year 2025, Potatoes USA's main sources of revenue were assessments and FAS foreign market development funding, as described above.

Administrative costs are not required to be capped. However, Potatoes USA makes every effort to keep these costs down. Administrative costs include Potatoes USA's cost to conduct program activities both domestically and internationally and to operate its administrative office.

National Potato Promotion Board d/b/a Potatoes USA
Management's Discussion and Analysis

Government-wide Financial Analysis

The following table reflects the condensed statements of net position as of June 30:

	<u>2025</u>	<u>2024</u>
Assets		
Cash and cash equivalents	\$ 1,798,878	1,307,575
Investments	7,179,278	7,398,369
Assessments receivable	2,382,006	1,917,121
Claims receivable	2,640,347	3,462,992
Other receivables	83,838	180,812
Prepaid items	412,173	494,820
Capital assets, net	<u>2,894,030</u>	<u>3,324,913</u>
Total assets	\$ <u>17,390,550</u>	<u>18,086,602</u>
Liabilities		
Accounts payable	\$ 3,136,889	3,707,155
Deferred revenue	2,384	24,280
Lease liabilities	<u>1,549,643</u>	<u>1,654,220</u>
Total liabilities	<u>4,688,916</u>	<u>5,385,655</u>
Net position		
Net investment in capital assets	1,344,387	1,670,693
Unrestricted	<u>11,357,247</u>	<u>11,030,254</u>
Net position	\$ <u>12,701,634</u>	<u>12,700,947</u>

The following table reflects the condensed statements of activities for the years ended June 30:

	<u>2025</u>	<u>2024</u>
Revenue		
Assessments	\$ 15,439,872	15,515,906
Contributions	468,353	462,640
Grants	5,411,885	5,077,899
Other revenue	<u>379,830</u>	<u>341,132</u>
Total revenue	<u>21,699,940</u>	<u>21,397,577</u>
Expenditures		
Program	17,897,333	17,519,809
Operating	<u>3,801,920</u>	<u>3,903,261</u>
Total expenditures	<u>21,699,253</u>	<u>21,423,070</u>
Change in net position	\$ <u>687</u>	<u>(25,493)</u>

National Potato Promotion Board d/b/a Potatoes USA

Management's Discussion and Analysis

Revenue

General Fund

Potatoes USA collects assessments of \$0.03 per hundred-weight of potatoes grown in the United States for human consumption. It also receives assessments based on the fresh weight equivalent of potatoes and potato products imported from foreign countries. Interest income is earned on Potatoes USA's reserve which is invested in money market funds, U.S. treasury notes, and certificates of deposit.

The following table highlights the General Fund's revenue for the years ended:

	<u>2025</u>	<u>2024</u>
Assessments	\$ 15,439,872	15,515,906
Contributions	468,353	462,640
Investment return	341,570	334,207
Other revenue	<u>38,260</u>	<u>6,925</u>
Total revenue	\$ <u>16,288,055</u>	<u>16,319,678</u>

- Potatoes USA recorded total assessments revenue of \$15,439,872 during the year ended June 30, 2025. This is a decrease of (\$76,034) from the year ended June 30, 2024.
- Potatoes USA receives contributions from major fry processors, chip processors and state potato organizations for its National Fry Processor Trials (NFPT) and National Chip Program (NCP) programs. Contributions recognized during the year ended June 30, 2025 total \$468,353 which is similar to prior year contributions. Unspent amounts remaining at June 30, 2025 are reflected in the unassigned balance.

MAP Fund

Potatoes USA receives funding from the Foreign Agricultural Service (FAS) of the United States Department of Agriculture (USDA) under the Market Access Program (MAP). This program provides commodity groups with funds to be used to develop foreign markets for U.S. agricultural products. Funds received are based upon the submission of an application to FAS known as the Unified Export Strategy (UES). The MAP fund was awarded \$5,309,701 for the year ended June 30, 2025 of which \$4,868,243 was expended. This amount awarded was (\$288,669) lower than the previous award as there was more carryover amounts approved in the prior year.

ATP Fund

Potatoes USA receives funding from the Foreign Agricultural Service (FAS) of the United States Department of Agriculture (USDA) under the Agricultural Trade Promotion Program (ATP). This is a temporary program that provides commodity groups with funds to be used to market and promote U.S. agricultural products in foreign markets, including activities to address existing or potential non-tariff trade barriers. Funds received are based upon the submission of a one-time application to FAS. The ATP fund was awarded \$5,130,000 for the period February 1, 2019 through September 30, 2021. It was extended through September 30, 2024.

RAPP Fund

Potatoes USA receives funding from the Foreign Agricultural Service (FAS) of the United States Department of Agriculture (USDA) under the Regional Agricultural Promotion Program (RAPP). This program focuses on enhancing U.S. exports to new markets in parts of the world – including South and Southeast Asia, Latin America, the Middle East and Africa, and others – where the middle class is growing and the desire for high-quality food and farm products is increasing. Funds received are based upon the submission of a one-time application to FAS.

National Potato Promotion Board d/b/a Potatoes USA

Management's Discussion and Analysis

RAPP Fund, Continued

The RAPP fund was awarded \$6,500,000 for the period June 1, 2024 through September 30, 2029 (Tranche 1). Available funds at June 30, 2025 total \$6,098,857. The RAPP fund was awarded \$4,650,000 for the period January 1, 2025 through September 30, 2030 (Tranche 2). Available funds at June 30, 2025 total \$4,630,148.

Other Grant Funds

Funding is received from FAS for Quality Samples Program (QSP), which is designed to pay for commercially viable samples of U.S. agricultural products to be tested by end users in foreign countries. Funding is also received from FAS for Technical Assistance for Specialist Crops Program (TASC), which is designed to fund projects that address sanitary, phytosanitary, and technical barriers that prohibit or threaten the export of U.S. specialty crops. Grants funded by USDA are paid on a reimbursement basis.

Expenditures

Potatoes USA's program expenditures increased by \$377,524 to \$17,897,333 due to the new RAPP grant. Operating expenditures decreased by (\$101,341) to \$3,801,920 due to decreased personnel and travel costs.

Capital Assets

During the year ended June 30, 2025, Potatoes USA acquired \$52,311 of office equipment, furniture, including a water heater, deep freezer, laptops, and construction in process to upgrade a file room into offices, bringing its capital asset balance to \$2,894,030, net of accumulated depreciation of \$1,355,263 and accumulated amortization of \$545,070. Depreciation expense in 2025 totaled \$346,926 and amortization expense in 2025 totaled \$136,268.

General Fund Budgetary Highlights

The most significant budgeted fund is the General Fund.

	<u>Final Budget</u>	<u>Actual</u>
Beginning fund balance	\$ 11,030,254	11,030,254
Revenue	16,467,000	16,288,055
Expenditures	(17,376,000)	(15,961,062)
Ending fund balance	\$ <u>10,121,254</u>	<u>11,357,247</u>

Actual revenue was under budgetary expectations primarily due to assessments. The contribution and other revenues exceeded their respective budgets. Expenditures were under budget in several areas, with the most significant decrease in program spending largely due to personnel and program changes related to anticipated supply.

The 2025 General Fund budget was amended during the year for expected revenues, expenses, and additional special projects.

Requests for Information

Potatoes USA's financial statements are designed to present users with a general overview of Potatoes USA's finances and to demonstrate Potatoes USA's accountability. If there are any questions about the report or additional information is needed, please contact Potatoes USA, 3675 Wynkoop Street, Denver, CO 80216.

National Potato Promotion Board d/b/a Potatoes USA
Statement of Net Position and Governmental Funds Balance Sheet
June 30, 2025

	General fund	MAP fund	ATP fund	RAPP fund	Nonmajor- other grants fund	Total	Adjustments	Statement of net position
Assets								
Cash and cash equivalents (note 2)	\$ 1,156,678	637,200	—	5,000	—	1,798,878	—	1,798,878
Investments (note 2)	7,179,278	—	—	—	—	7,179,278	—	7,179,278
Assessments receivable	2,382,006	—	—	—	—	2,382,006	—	2,382,006
Claims receivable	—	2,330,957	—	255,995	53,395	2,640,347	—	2,640,347
Other receivables	83,838	—	—	—	—	83,838	—	83,838
Interfund balances (note 3)	1,635,738	—	4,490,409	—	—	6,126,147	(6,126,147)	—
Prepaid items	377,561	34,612	—	—	—	412,173	—	412,173
Capital assets (note 4)	—	—	—	—	—	—	—	—
Right-of-use lease (note 6)	—	—	—	—	—	—	1,930,456	1,930,456
Office furniture	—	—	—	—	—	—	1,646,271	1,646,271
Office equipment	—	—	—	—	—	—	1,123,962	1,123,962
Vehicles	—	—	—	—	—	—	63,247	63,247
Construction in progress	—	—	—	—	—	—	30,427	30,427
Less accumulated depreciation and amortization	—	—	—	—	—	—	(1,900,333)	(1,900,333)
Capital assets, net	—	—	—	—	—	—	2,894,030	2,894,030
Total assets	\$ 12,815,099	3,002,769	4,490,409	260,995	53,395	20,622,667	(3,232,117)	17,390,550
Liabilities								
Accounts payable	\$ 954,130	1,492,574	—	188,847	—	2,635,551	—	2,635,551
Accrued expenses	501,338	—	—	—	—	501,338	—	501,338
Interfund balances (note 3)	—	1,510,195	4,490,409	72,148	53,395	6,126,147	(6,126,147)	—
Deferred revenue	2,384	—	—	—	—	2,384	—	2,384
Lease liabilities (note 6)	—	—	—	—	—	—	1,549,643	1,549,643
Total liabilities	1,457,852	3,002,769	4,490,409	260,995	53,395	9,265,420	(4,576,504)	4,688,916
Fund Balances/Net Position								
Fund balances (note 5)	—	—	—	—	—	—	—	—
Non-spendable	412,173	—	—	—	—	412,173	(412,173)	—
Assigned	2,616,000	—	—	—	—	2,616,000	(2,616,000)	—
Unassigned	8,329,074	—	—	—	—	8,329,074	(8,329,074)	—
Total fund balances	11,357,247	—	—	—	—	11,357,247	(11,357,247)	—
Commitments and contingencies (notes 6 through 9)	—	—	—	—	—	—	—	—
Total liabilities and fund balances	\$ 12,815,099	3,002,769	4,490,409	260,995	53,395	20,622,667		
Net Position								
Net investment in capital assets	—	—	—	—	—	—	1,344,387	1,344,387
Unrestricted	—	—	—	—	—	—	11,357,247	11,357,247
Total net position							12,701,634	12,701,634

See the accompanying notes to the financial statements.

National Potato Promotion Board d/b/a Potatoes USA
Statement of Activities and Governmental Fund Revenues,
Expenditures, and Changes in Fund Balances
Year Ended June 30, 2025

	General fund	MAP fund	ATP fund	RAPP fund	Nonmajor - other grants fund	Total	Adjust- ments	Statement of net activities
Revenue								
Assessments	\$ 15,439,872	—	—	—	—	15,439,872	—	15,439,872
Contributions	468,353	—	—	—	—	468,353	—	468,353
Grants	—	4,868,243	69,252	420,995	53,395	5,411,885	—	5,411,885
Other revenue	379,830	—	—	—	—	379,830	—	379,830
Total revenue	<u>16,288,055</u>	<u>4,868,243</u>	<u>69,252</u>	<u>420,995</u>	<u>53,395</u>	<u>21,699,940</u>	<u>—</u>	<u>21,699,940</u>
Expenditures								
Program	12,485,448	4,868,243	69,252	420,995	53,395	17,897,333	—	17,897,333
Personnel costs	2,182,539	—	—	—	—	2,182,539	—	2,182,539
Office lease	192,470	—	—	—	—	192,470	31,691	224,161
Office and insurance	412,400	—	—	—	—	412,400	—	412,400
Professional services	295,127	—	—	—	—	295,127	—	295,127
Travel (non-program)	101,214	—	—	—	—	101,214	—	101,214
USDA user fees	159,597	—	—	—	—	159,597	—	159,597
Depreciation	—	—	—	—	—	—	346,926	346,926
Special Projects	79,956	—	—	—	—	79,956	—	79,956
Total current expenditures	<u>15,908,751</u>	<u>4,868,243</u>	<u>69,252</u>	<u>420,995</u>	<u>53,395</u>	<u>21,320,636</u>	<u>378,617</u>	<u>21,699,253</u>
Capital outlay	<u>52,311</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>52,311</u>	<u>(52,311)</u>	<u>—</u>
Total capital outlay	<u>52,311</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>52,311</u>	<u>(52,311)</u>	<u>—</u>
Total expenditures	<u>15,961,062</u>	<u>4,868,243</u>	<u>69,252</u>	<u>420,995</u>	<u>53,395</u>	<u>21,372,947</u>	<u>326,306</u>	<u>21,699,253</u>
Excess of revenue over expenditures	<u>326,993</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>326,993</u>	<u>(326,306)</u>	<u>687</u>
Fund balances at beginning of year	<u>11,030,254</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,030,254</u>	<u>1,670,693</u>	<u>12,700,947</u>
Fund balances at end of year	<u>\$ 11,357,247</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,357,247</u>	<u>1,344,387</u>	<u>12,701,634</u>

See the accompanying notes to the financial statements.

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

June 30, 2025

(1) Summary of Significant Accounting Policies

(a) Organization

The National Potato Promotion Board d/b/a Potatoes USA, an instrumentality of the United States Department of Agriculture (USDA), was established by an act of Congress on January 11, 1971, to carry out an effective and continuous program of marketing, research, development, advertising, and promotion to help expand existing domestic and foreign potato markets and to develop new or improved markets.

Potatoes USA follows the Government Accounting Standards Board (GASB) accounting pronouncements that provide guidance for determining which governmental activities, organizations, and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of voting majority of the organization's governing body, ability to impose its will on the organization, potential for organization to provide specific financial benefits or burdens, and fiscal dependency. Potatoes USA does not have any component units.

Potatoes USA is governed by the Agricultural Marketing Service (AMS) of the USDA. In January 2020, AMS issued *Guidelines for AMS Oversight of Commodity Research and Promotion Programs*, which is applicable to all research and promotion boards governed by AMS under the Specialty Crops program. These financial statements are prepared in accordance with those guidelines.

(b) Basis of Accounting and Financial Statement Presentation

Government-Wide Statements

Because Potatoes USA is a special-purpose government with a single governmental program, it has presented its government-wide financial statements and fund financial statements together with an adjustment column to show the reconciliation between the two required basic statements.

The government-wide financial statements – the Statement of Net Position and the Statement of Activities – report information on all the activities of Potatoes USA. Interfund activity, if any, has been removed from these statements.

The government-wide financial statements are designed to distinguish functions of Potatoes USA that are principally supported by assessment revenues and operating grants (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). Potatoes USA has no business-type activities.

The primary governmental activities of Potatoes USA include the distribution of funds to promote and develop existing and new potato markets.

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(b) Basis of Accounting and Financial Statement Presentation, Continued

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or program are offset by program revenue. Direct expenses are those that are clearly identifiable with a specific function or program. Program revenue includes grants, assessments and other revenues. Other revenue not directly related to a particular function or program, if any, is reported separately as general revenue.

Since Potatoes USA does not operate any enterprise fund or internal service fund activities, there are no proprietary funds to include in this report.

Potatoes USA utilizes two types of governmental funds. The General Fund is Potatoes USA's main operating fund. It accounts for all the financial resources of Potatoes USA except for those required to be accounted for in another fund. Special Revenue Funds account for proceeds of specific revenue sources that are legally restricted to expenditure for specific purposes. Potatoes USA's Special Revenue Funds include the Market Access Program (MAP) Fund, Agricultural Trade Promotion Program (ATP) Fund, Regional Agricultural Promotion Program (RAPP) Fund, and the Other Grants Fund. These funds account for grant funding received from the Foreign Agricultural Service.

The General, MAP, ATP, and RAPP Funds are considered to be major governmental funds and are reported as separate columns in the fund financial statements.

Measurement focus

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as expenditures when all of the eligibility and reimbursement requirements of the grantor have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Revenues are considered to be available when they are collectible within the current fiscal year or soon enough thereafter to pay liabilities of the current fiscal year. For this purpose, the government considers revenue to be available if it is collected within 120 days of year-end. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. Under the modified accrual basis of accounting, as used in the governmental fund financial statements, acquisition costs of capital assets are recorded as expenditures at the time of purchase and depreciation is not recognized on these capital assets.

(c) Cash and Cash Equivalents

Cash and cash equivalents may consist of cash on hand, demand deposits, and savings accounts with an original maturity of three months or less. Certificates of deposit are always reported as investments regardless of their maturity dates.

National Potato Promotion Board d/b/a Potatoes USA
Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(d) Concentrations

Financial instruments which potentially subject Potatoes USA to concentrations of credit risk consist principally of cash and cash equivalents and investments. Potatoes USA's bank accounts at year-end were entirely covered by federal depository insurance or collateral held by Potatoes USA's custodial banks under provisions of the Colorado Public Deposit Protection Act (PDPA).

PDPA requires financial institutions to pledge collateral having a market value of at least 102% of the aggregate public deposits not insured by federal depository insurance. Eligible collateral includes municipal bonds, U.S. government securities, mortgages, and deeds of trust.

State statutes authorize Potatoes USA to invest in obligations of the U.S. treasury and U.S. agencies, obligations of the State of Colorado or of any county, school district, and certain towns and cities therein, notes or bonds secured by insured mortgages or trust deeds, obligations of national mortgage associations, and certain repurchase agreements and money market funds.

Potatoes USA is also required to follow the AMS investment policy, which defines the types of investments Potatoes USA can purchase and the collateral requirements for Potatoes USA's cash and investments. Potatoes USA utilizes Zions National Bank as its investment custodian.

Board policy requires that there always be funds on hand sufficient to liquidate all the outstanding obligations of Potatoes USA as of June 30 of each year after considering anticipated accounts receivable due to Potatoes USA. At June 30, 2025, Potatoes USA was in compliance with this requirement. Credit risk with respect to receivables is limited due to the number of and credit worthiness of the entities that comprise the customer bases.

Potatoes USA receives a substantial amount of its support from various federal, state, and local government agencies. If a substantial reduction in the future level of this support occurs with no offsetting increase in other funding streams, or if certain reimbursable costs are disallowed, it may have an impact on Potatoes USA's programs and activities.

(e) Investments

Investments consist of money market accounts, certificates of deposit, and U.S. treasury notes and are carried at fair value in the governmental funds balance sheet and statement of net position.

(f) Fair Value Measurements

Potatoes USA uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of investments into three levels: quoted market prices in active markets for identical assets and liabilities (Level 1), inputs other than quoted market prices that are observable for the asset or liability, either directly or indirectly (Level 2), and unobservable inputs for the asset or liability (Level 3). All of Potatoes USA's investments are considered to be Level 1 investments.

National Potato Promotion Board d/b/a Potatoes USA
Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(g) Interfund Balances

Transactions which constitute reimbursements of a fund for expenditures or expenses initially made from that fund which are properly applicable to another fund or recorded as expenditures or expenses in the reimbursing fund and as reductions of the expenditure or expenses in the fund that is reimbursed. At year-end, outstanding balances between funds are reported as due from other funds and due to other funds.

(h) Prepaid Items

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

(i) Capital Assets

Potatoes USA capitalizes property and equipment with an initial cost, or fair value if donated, over \$5,000 and an estimated useful life of more than one year. Assets purchased for ownership by the government, the use of which benefits Potatoes USA, are not capitalized. Costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the asset's life are not capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets ranging from three to ten years.

(j) Budgets

Potatoes USA's budget is required to be approved by the USDA. No amendments are required provided the total amount appropriated remains the same. The budget is on a basis inconsistent with generally accepted accounting principles (GAAP) as capital outlays are not budgeted.

(k) Assessments Revenue and Receivable

Potatoes USA collects assessments of \$0.03 per hundred-weight of potatoes grown in the United States for human consumption. It also receives assessments based on the fresh weight equivalent of potatoes and potato products imported from foreign countries. Assessments are collected directly by Potatoes USA and assessment revenues are recognized when received. At year-end, an accrual is made for assessments received up to 120 days after year-end related to the current fiscal year. Of the \$15,439,872 in assessment revenue collected in the year ended June 30, 2025, \$3,523,390 came from imports.

(l) Grant Revenue

Potatoes USA receives federal funding from the Foreign Agriculture Services of the USDA on a reimbursement basis, thus revenue is recognized as funds are expended throughout the year. At year-end, an accrual is made for expenditures made up to 120 days after year-end related to activity that occurred during the fiscal year.

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(m) Program Expenses

Program expenses include payments to subcontractors in conjunction with Potatoes USA's marketing, research, development, advertising, and promotion activities. Additionally, a portion of Potatoes USA's expenses for salaries and wages, payroll taxes, employee benefits, and office expenses are recorded as program expenses. Program costs are generally expensed when paid. At year-end, expenses are accrued for significant obligations incurred by Potatoes USA that relate to the current fiscal year's operating budget.

(n) Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(o) Income Taxes

Potatoes USA is classified as an instrumentality of the United States Government by the Internal Revenue Service under Internal Revenue Code Section 115(a). Therefore, Potatoes USA is not subject to income taxation. Accordingly, no provision for income taxes is reflected in these financial statements. Potatoes USA is also exempt from all state and local sales taxes except for sales in excise taxes on utilities, travel and product sales to third parties.

(p) Subsequent Events

Potatoes USA has evaluated subsequent events through January 6, 2026, the date the financial statements were available to be issued.

(2) Cash and Cash Equivalents and Investments

At June 30, 2025, the carrying value of Potatoes USA's cash and investments are reflected in the financial statements as follows:

Cash and cash equivalents	\$ 1,798,878
Investments	<u>7,179,278</u>
Total cash and investments	\$ <u>8,978,156</u>

At June 30, 2025, Potatoes USA's bank balances and investments consist of the following:

FDIC insured bank deposits	\$ 250,000
Collateralized bank deposits	1,548,885
Collateralized U.S. Treasury CDs	957,678
Money market fund	3,976,728
FDIC insured short-term CDs	999,209
FDIC insured long-term CDs	<u>1,245,656</u>
Total cash and investments	\$ <u>8,978,156</u>

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(2) Cash and Cash Equivalents and Investments, Continued

At June 30, 2025, amounts are invested in a money market fund that bears an interest rate of 4.270%, U.S. treasury notes that bear interest rates ranging from 0.375% to 2.625%, and certificates of deposit that bear interest rates ranging from 3.950% to 5.050%.

At June 30, 2025, Potatoes USA held \$3,976,728 in the Federal Government Obligations Money Market fund at Raymond James. This investment cannot be categorized since it is not evidenced by specific securities. The investment is rated AAA by Standard and Poor's. Potatoes USA values this at net asset value, which at June 30, 2025 is \$3,976,728.

(3) Interfund Balances

Potatoes USA reports interfund balances between its funds. The sum of all balances presented in the table agrees with the sum of interfund balances presented in the Statement of Net Position for the governmental funds. The purpose of the interfund balances is to cover cash flow needs until a grant reimbursement is received for expenditures incurred. Interfund balances are generally expected to be repaid within one year of the financial statement date. At June 30, 2025, the following balances were due between funds:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General Fund	MAP Fund	\$ 1,510,195
General Fund	RAPP Fund	72,148
General Fund	Nonmajor - other grants fund	53,395
ATP Fund	MAP Fund	<u>4,490,409</u>
		<u>\$ 6,126,147</u>

(4) Capital Assets

Capital assets activity during the year ended June 30, 2025 included the following:

	<u>July 1, 2024</u>	<u>Additions</u>	<u>Disposals</u>	<u>June 30, 2025</u>
Leasehold improvements	\$ 1,499,484	—	—	1,499,484
Office furniture	141,723	5,064	—	146,787
Office equipment	1,107,142	16,820	—	1,123,962
Vehicles	63,247	—	—	63,247
Construction in process	—	30,427	—	30,427
Lease right-of-use asset (note 6)	<u>1,930,456</u>	<u>—</u>	<u>—</u>	<u>1,930,456</u>
Total capital assets	4,742,052	52,311	—	4,794,363
Less accumulated amortization	(408,802)	(136,268)	—	(545,070)
Less accumulated depreciation	<u>(1,008,337)</u>	<u>(346,926)</u>	<u>—</u>	<u>(1,355,263)</u>
Capital assets, net	<u>\$ 3,324,913</u>	<u>(430,883)</u>	<u>—</u>	<u>2,894,030</u>

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(5) Fund Balances

In the fund financial statements, governmental funds report restrictions of fund balance for amounts that are legally restricted by law or outside parties for use for specific purposes.

Restrictions for Potatoes USA are recorded up to the maximum equity available in the fund balance and consist of:

Non-spendable fund balance

These funds cannot be spent because they are either not in spendable form (such as prepaid items) or legally or contractually required to be maintained intact. Potatoes USA's non-spendable fund balance at June 30, 2025 is \$412,173 and consists of prepaid insurance, advance payments to vendors, and a lease deposit.

Committed fund balance

These are funds that are constrained for specific purposes according to limitations imposed by the Board of Directors prior to the end of the fiscal year. Committed funds may be removed or changed only through formal action of the Board of Directors. Potatoes USA has no committed fund balance as of June 30, 2025.

Assigned fund balance

Assigned balances are amounts Potatoes USA intends to use for specific purposes. Intent can be expressed by the Board of Directors or by an official to which Potatoes USA delegates authority. Assigned funds are considered to be spent first followed by unassigned for an expenditure for which any could be used.

The Board of Directors has established a cash reserve of \$500,000 to satisfy the requirements of a USDA mandate. These funds are designated to wind down the business should Potatoes USA ever go out of existence. Potatoes USA has allocated an additional \$1,500,000 for a total cash reserve of \$2,000,000. There is an assigned \$616,000 in shut-down reserves for the NCP and NFPT programs.

Unassigned fund balance

All funds that do not meet any of the criteria above are considered unassigned. Potatoes USA will only report a positive unassigned fund balance in the General Fund.

Potatoes USA, at a governmental-wide financial statement level, spends any restricted funds first followed by assigned and unassigned for an expenditure for which any could be used. There are no restricted funds as of June 30, 2025.

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(6) Right-of-Use Lease and Lease Liabilities

The change in the lease liability for the year ended June 30, 2025 were as follows:

	Balance at June 30, 2024	Additions	Reductions	Balance at June 30, 2025	Due Within One Year
Office Lease	\$ <u>1,654,220</u>	<u>—</u>	<u>(104,577)</u>	<u>1,549,643</u>	<u>111,525</u>

Potatoes USA is obligated under a lease for office space in Denver, Colorado that was entered into in March 2021, and which expires August 2035. The leased property under this capital lease as of June 30, 2025 had a total cost of \$1,930,456, accumulated amortization of \$545,070, and a net book value of \$1,385,386. Monthly rent increases by an average 2% each September. The lease liability is calculated using a discount rate of 6.45%.

Potatoes USA's estimated future principal and interest payments under this lease as of the years ending June 30 are:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2026	\$ 111,525	96,693	208,218
2027	118,935	89,283	208,218
2028	126,837	81,381	208,218
2029	135,264	72,954	208,218
2030	144,251	63,967	208,218
2031–2036	<u>912,831</u>	<u>162,963</u>	<u>1,075,794</u>
Total future minimum rental payments	\$ <u>1,549,643</u>	<u>567,241</u>	<u>2,116,884</u>

(7) Retirement Plan

Effective July 1, 1990, Potatoes USA established a defined contribution, profit sharing plan (the Plan) administered by National Benefit Services (NBS). The Plan covers all employees and requires no minimum funding standards and can be amended by the Board of Directors. The employer contribution is currently 8% of employees' salaries. The Plan allows employees to contribute up to the maximum IRS limit. For the year ended June 30, 2025, Potatoes USA contributed \$230,721 to the Plan.

(8) Commitment and Contingencies

Potatoes USA has contracted with independent representatives in Central America, China, Japan, Malaysia, Mexico, the Philippines, Saudi Arabia, South Korea, Taiwan, Thailand, the United Arab Emirates, and Vietnam to administer the programs funded by the Market Access Program (MAP) of the USDA. Potatoes USA has contracted with independent representatives in China, Mexico, and the United Arab Emirates to administer the programs funded by the Agricultural Trade Promotion (ATP) Program of the USDA. Potatoes USA has contracted with independent representatives in Africa, Cambodia, Central America, Columbia, Europe, Japan, Malaysia, the Philippines, Saudi Arabia, Singapore, South Korea, and Taiwan to administer the programs funded by the Regional Agricultural Promotion Program (RAPP) of the USDA. The contracts are for one year from July 1, 2024 to June 30, 2025. Contracts are negotiated annually and are expected to be renewed for the next fiscal year but are not guaranteed.

Should Potatoes USA not properly administer the MAP, ATP, or RAPP funds pursuant to the corresponding fund's regulations as interpreted by the FAS, Potatoes USA's General Fund would be responsible to repay the U.S. government. Management believes the MAP, ATP, and RAPP funds are being administered in accordance with the regulations and that any such liability is unlikely.

National Potato Promotion Board d/b/a Potatoes USA

Notes to Financial Statements

(8) Commitment and Contingencies, Continued

Potatoes USA is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries; and natural disasters. Potatoes USA purchases commercial insurance for risks of loss in excess of deductible amounts. Settled claims have not exceeded this coverage in any of the past three fiscal years.

(9) Advances to Market Access, Agricultural Trade Promotion Program, and Regional Agricultural Promotion Program

Potatoes USA is the cooperator, with assistance of the USDA Foreign Agricultural Service (FAS), in receiving and managing the MAP, ATP, and RAPP funds. Potatoes USA is responsible for properly administering approximately \$5.3 million of the MAP fund, \$5.13 million of the ATP fund, and \$11.15 million of the RAPP fund. MAP, ATP, and RAPP regulations require that, after the first 90 days, Potatoes USA must first disburse the funds under the program, then request reimbursement from the U.S. government. To meet these short-term cash needs, Potatoes USA has been authorized to borrow 40% from FAS with 90 days to offset the advance with claims on behalf of the MAP, ATP, and/or RAPP Fund. As of June 30, 2025, no amounts were due to FAS.

(10) Reconciliation of Statement of Net Position and Governmental Funds Balance Sheet

The Statement of Net Position and Governmental Funds Balance Sheet includes an adjustment between Fund Balance – Total Governmental Funds and Net Position for capital assets and leases. Capital assets and leases used in governmental activities are not financial resources and, therefore, are not reported in the Governmental Funds Balance Sheet.

Fund balance of Governmental Funds	\$ 11,357,247
Capital assets used in governmental activities not reported in the Governmental Funds	2,894,030
Lease liability used in governmental activities and is not due and payable in the current year, and therefore, is not reported in the Governmental Funds	<u>(1,549,643)</u>
Total net position	\$ <u>12,701,634</u>

(11) Reconciliation of Statement of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balances

The Statement of Activities and Governmental Fund Revenues, Expenditures, and Changes in Fund Balances includes an adjustment between the change in fund balance of the governmental funds and the change in net position of the government-wide activities. The only elements to that adjustment pertain to capital outlay, depreciation, and capital leases.

When the purchase of capital assets is financed through governmental funds, the resources expended for those assets are reported as expenditures in the year they are incurred. However, in the Statement of Activities, the costs of those assets are allocated over their estimated useful lives and reported as depreciation expense, and a gain or loss is recognized for the difference between the proceeds, if any, from the disposal of those assets and their net book value.

Year ended June 30, 2025:

Net change in fund balance – Governmental Funds	\$ 326,993
Difference in depreciation, capital outlay, and lease liability	<u>(326,306)</u>
Change in net position of Governmental Activities	\$ <u>687</u>

National Potato Promotion Board d/b/a Potatoes USA
General Fund
Schedule of Revenue, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended June 30, 2025

	Original Budget	Final Budget	Actual	Variance From Final
Revenue				
Assessments	\$ 15,700,000	15,700,000	15,439,872	(260,128)
Contributions	467,000	467,000	468,353	1,353
Other revenue	300,000	300,000	379,830	79,830
Total revenue	<u>16,467,000</u>	<u>16,467,000</u>	<u>16,288,055</u>	<u>(178,945)</u>
Expenditures				
Program	13,506,000	13,796,000	12,485,448	1,310,552
Personnel costs	2,500,000	2,250,000	2,182,539	67,461
Office lease	200,000	195,000	192,470	2,530
Office and insurance	411,000	411,000	412,400	(1,400)
Professional services	286,500	286,500	295,127	(8,627)
Travel (non-program)	75,000	100,000	101,214	(1,214)
USDA user fees	175,000	185,000	159,597	25,403
Special Projects	20,000	150,000	79,956	70,044
Other	2,500	2,500	—	2,500
Total current expenditures	<u>17,176,000</u>	<u>17,376,000</u>	<u>15,908,751</u>	<u>1,467,249</u>
Capital outlay	<u>—</u>	<u>—</u>	<u>52,311</u>	<u>(52,311)</u>
Total capital expenditures	<u>—</u>	<u>—</u>	<u>52,311</u>	<u>(52,311)</u>
Total expenditures	<u>17,176,000</u>	<u>17,376,000</u>	<u>15,961,062</u>	<u>1,414,938</u>
Excess of (deficiency in) revenue over expenditures	<u>\$ (709,000)</u>	<u>(909,000)</u>	<u>326,993</u>	<u>1,235,993</u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
MAP Fund
Schedule of Revenue, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended June 30, 2025

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual</u>	<u>Variance From Final</u>
Revenue				
Grants	\$ 5,309,701	5,309,701	4,868,243	(441,458)
Total revenue	<u>5,309,701</u>	<u>5,309,701</u>	<u>4,868,243</u>	<u>(441,458)</u>
Expenditures				
Program	5,309,701	5,309,701	4,868,243	441,458
Total expenditures	<u>5,309,701</u>	<u>5,309,701</u>	<u>4,868,243</u>	<u>441,458</u>
Excess of revenue over expenditures	\$ <u><u>—</u></u>	<u><u>—</u></u>	<u><u>—</u></u>	<u><u>—</u></u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
ATP Fund
Schedule of Revenue, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance From Final</u>
Revenue			
Grants	\$ 5,130,000	69,252	(5,060,748)
Total revenue	<u>5,130,000</u>	<u>69,252</u>	<u>(5,060,748)</u>
Expenditures			
Program	5,130,000	69,252	5,060,748
Total expenditures	<u>5,130,000</u>	<u>69,252</u>	<u>5,060,748</u>
Excess of revenue over expenditures	\$ <u> — </u>	<u> — </u>	<u> — </u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
RAPP Fund (Tranche 1)
Schedule of Revenue, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance From Final</u>
Revenue			
Grants	\$ 6,500,000	401,143	(6,098,857)
Total revenue	<u>6,500,000</u>	<u>401,143</u>	<u>(6,098,857)</u>
Expenditures			
Program	6,500,000	401,143	6,098,857
Total expenditures	<u>6,500,000</u>	<u>401,143</u>	<u>6,098,857</u>
Excess of revenue over expenditures	\$ <u> — </u>	<u> — </u>	<u> — </u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
RAPP Fund (Tranche 2)
Schedule of Revenue, Expenditures, and Changes in Fund Balances
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance From Final</u>
Revenue			
Grants	\$ 4,650,000	19,852	(4,630,148)
Total revenue	<u>4,650,000</u>	<u>19,852</u>	<u>(4,630,148)</u>
Expenditures			
Program	4,650,000	19,852	4,630,148
Total expenditures	<u>4,650,000</u>	<u>19,852</u>	<u>4,630,148</u>
Excess of revenue over expenditures	\$ <u> —</u>	<u> —</u>	<u> —</u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Cash Flows, Governmental Funds
Year Ended June 30, 2025

	General fund	MAP fund	ATP fund	RAPP fund	Nonmajor - other grants fund	Total
Cash flows from operating activities						
Change in net position	\$ 687	—	—	—	—	687
Adjustments to reconcile increase in net position to net cash provided by (used in) operating activities						
Net realized and unrealized gains on investments	(74,563)	—	—	—	—	(74,563)
Depreciation	346,926	—	—	—	—	346,926
Change in operating assets and liabilities						
Assessments receivable	(464,885)	—	—	—	—	(464,885)
Claims receivable	—	751,576	319,182	(255,995)	7,882	822,645
Other receivables	96,974	—	—	—	—	96,974
Prepaid items	95,181	(19,001)	6,467	—	—	82,647
Accounts payable	(128,898)	(439,649)	(20,000)	188,847	—	(399,700)
Accrued expenses	(170,566)	—	—	—	—	(170,566)
Deferred revenue	(21,896)	—	—	—	—	(21,896)
Net cash provided by (used in) operating activities	(321,040)	292,926	305,649	(67,148)	7,882	218,269
Cash flows from investing activities						
Sale of investments	293,654	—	—	—	—	293,654
Purchases of capital assets	(52,311)	—	—	—	—	(52,311)
Net cash used in investing activities	241,343	—	—	—	—	241,343
Cash flows from financing activities						
Decrease in lease liability	31,691	—	—	—	—	31,691
Decrease (increase) in due from other funds	387,832	(123,409)	(328,689)	72,148	(7,882)	—
Net cash provided by (used in) financing activities	419,523	(123,409)	(328,689)	72,148	(7,882)	31,691
Increase (decrease) in cash and cash equivalents	339,826	169,517	(23,040)	5,000	—	491,303
Cash and cash equivalents at beginning of year	816,852	467,683	23,040	—	—	1,307,575
Cash and cash equivalents at end of year	\$ 1,156,678	637,200	—	5,000	—	1,798,878

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, General Fund
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing			
Research and Analysis	\$ 122,000	22,500	99,500
Retail	795,000	768,769	26,231
Food Service	787,000	738,082	48,918
Consumer	1,637,000	1,676,884	(39,884)
Program Implementation	1,207,000	1,152,072	54,928
International Marketing	<u>2,797,000</u>	<u>2,426,880</u>	<u>370,120</u>
Total Marketing	7,345,000	6,785,187	559,813
Production Research			
Administrative	336,000	349,683	(13,683)
National Chip Program	959,000	908,307	50,693
National Fry Processor Trials	248,000	199,655	48,345
Potato Research Advisory Committee	26,000	14,104	11,896
International Programs	<u>99,000</u>	<u>89,913</u>	<u>9,087</u>
Total Production Research	1,668,000	1,561,662	106,338
Communications	1,600,000	1,443,318	156,682
Nutrition and Health	1,650,000	1,474,756	175,244
Culinary	550,000	462,417	87,583
Summer Meeting	241,500	248,848	(7,348)
Winter Meeting	235,500	225,351	10,149
Spring Meeting	272,000	242,100	29,900
Sponsorships	19,000	17,529	1,471
Contingency Fund	25,000	—	25,000
Special Project - Grant Matching	150,000	12,074	137,926
Special Project - Cuba	<u>40,000</u>	<u>12,206</u>	<u>27,794</u>
Total Program Expenditures	<u><u>\$ 13,796,000</u></u>	<u><u>12,485,448</u></u>	<u><u>1,310,552</u></u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Administrative Expenditures, General Fund
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Personnel costs	\$ 2,250,000	2,182,539	67,461
Office lease	195,000	192,470	2,530
Office and insurance	411,000	412,400	(1,400)
Professional services	286,500	295,127	(8,627)
Travel (non-program)	100,000	101,214	(1,214)
USDA user fees	185,000	159,597	25,403
Special Projects	150,000	79,956	70,044
Other	<u>2,500</u>	<u>—</u>	<u>2,500</u>
Total administrative expenditures	\$ <u><u>3,580,000</u></u>	<u><u>3,423,303</u></u>	<u><u>156,697</u></u>
Reconciliation to GAAP basis			
Capital outlay		<u>52,311</u>	
Total administrative expenditures per statement of activities		<u><u>3,475,614</u></u>	

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, MAP Fund
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Global Evaluation			
Representative Meeting	\$ 159,701	168,414	(8,713)
Market Evaluation	85,000	71,838	13,162
Consumer Research	<u>75,000</u>	<u>96,200</u>	<u>(21,200)</u>
Total Global Evaluation	319,701	336,452	(16,751)
Central America			
Foodservice	250,000	219,641	30,359
Retail	125,000	114,227	10,773
Consumer/PPM	<u>80,000</u>	<u>81,367</u>	<u>(1,367)</u>
Total Central America	455,000	415,235	39,765
China			
Foodservice	262,000	261,374	626
Retail	95,000	89,842	5,158
Consumer/PPM	<u>120,000</u>	<u>120,068</u>	<u>(68)</u>
Total China	477,000	471,284	5,716
Gulf Cooperation Council (GCC)			
Foodservice	255,000	255,722	(722)
Retail	130,000	128,697	1,303
Consumer/PPM	<u>50,000</u>	<u>33,215</u>	<u>16,785</u>
Total GCC	435,000	417,634	17,366
Japan			
Foodservice	290,000	235,661	54,339
Retail	115,000	148,781	(33,781)
Consumer/PPM	<u>50,000</u>	<u>52,415</u>	<u>(2,415)</u>
Total Japan	455,000	436,857	18,143
Malaysia			
Foodservice	250,000	177,930	72,070
Retail	125,000	138,716	(13,716)
Consumer/PPM	<u>105,000</u>	<u>114,696</u>	<u>(9,696)</u>
Total Malaysia	480,000	431,342	48,658

(Continued)

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, MAP Fund
Budget and Actual, Continued
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Mexico			
Foodservice	\$ 285,000	224,449	60,551
Retail	159,000	125,960	33,040
Consumer/PPM	155,000	153,758	1,242
Market Access & Implementation	45,000	40,314	4,686
Total Mexico	644,000	544,481	99,519
Philippines			
Foodservice	255,000	257,591	(2,591)
Retail	95,000	92,734	2,266
Consumer/PPM	90,000	88,917	1,083
Total Philippines	440,000	439,242	758
South Korea			
Foodservice	290,000	285,922	4,078
Retail	156,000	141,599	14,401
Consumer/PPM	110,000	109,660	340
Total South Korea	556,000	537,181	18,819
Taiwan			
Foodservice	255,000	250,550	4,450
Retail	110,000	89,785	20,215
Consumer/PPM	85,000	89,895	(4,895)
Total Taiwan	450,000	430,230	19,770
Thailand			
Foodservice	53,000	—	53,000
Total Thailand	53,000	—	53,000
Vietnam			
Foodservice	205,000	164,308	40,692
Retail	90,000	76,361	13,639
Consumer/PPM	55,000	56,529	(1,529)
Total Vietnam	350,000	297,198	52,802

(Continued)

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, MAP Fund
Budget and Actual, Continued
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
SEED PROMOTION			
Global Resources			
Reverse Trade Mission	\$ 3,000	1,440	1,560
Market Maintenance	11,500	1,845	9,655
International Promotions	3,000	709	2,291
International Organizations	13,000	—	13,000
Total Global Resources	30,500	3,994	26,506
Cuba			
Variety Trials	50,000	34,718	15,282
Trade Education	15,000	1,148	13,852
Market Development	14,000	8,798	5,202
Market Access	10,500	4,050	6,450
Total Cuba	89,500	48,714	40,786
Central America			
Variety Trials	40,000	40,612	(612)
Reverse Trade Mission	17,500	5,239	12,261
Trade Education	10,000	11,434	(1,434)
Market Development	7,500	1,114	6,386
Total Central America	75,000	58,399	16,601
Total Seed Promotion	195,000	111,107	83,893
Marketing Year 2024 Expenditures	\$ 5,309,701	4,868,243	441,458

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, ATP Fund
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Greater China			
Retail	\$ 15,000	1,185	13,815
Market Access & Implementation	<u>12,000</u>	<u>10,938</u>	<u>1,062</u>
Total Greater China	27,000	12,123	14,877
Mexico			
Consumer/PPM	<u>25,000</u>	<u>24,707</u>	<u>293</u>
Total Mexico	25,000	24,707	293
UAE			
Foodservice	<u>30,000</u>	<u>13,063</u>	<u>16,937</u>
Total UAE	30,000	13,063	16,937
SEED			
Global Resources			
Maintenance Market Travel	<u>30,000</u>	<u>19,359</u>	<u>10,641</u>
Total Global Resources	<u>30,000</u>	<u>19,359</u>	<u>10,641</u>
Total ATP Program Expenditures	<u><u>\$ 112,000</u></u>	<u><u>69,252</u></u>	<u><u>42,748</u></u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, RAPP Fund (Tranche 1)
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Global Evaluation			
Global Market Evaluation	\$ 2,070,000	165,000	1,905,000
Total Global Evaluation	2,070,000	165,000	1,905,000
Cambodia			
Foodservice	525,000	—	525,000
Total Cambodia	525,000	—	525,000
Central America			
Foodservice	50,000	—	50,000
Retail	200,000	—	200,000
Total Central America	250,000	—	250,000
Colombia			
Foodservice	310,000	—	310,000
Retail	100,000	—	100,000
Total Colombia	410,000	—	410,000
Gulf Cooperation Council (GCC)			
Retail	500,000	14,795	485,205
Total GCC	500,000	14,795	485,205
Japan			
Market Access & Implementation	300,000	—	300,000
Total Japan	300,000	—	300,000
Malaysia			
Foodservice	180,000	—	180,000
Total Malaysia	180,000	—	180,000
Philippines			
Foodservice	200,000	3,622	196,378
Retail	200,000	—	200,000
Consumer/PPM	200,000	2,220	197,780
Total Philippines	600,000	5,842	594,158

(Continued)

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, RAPP Fund (Tranche 1)
Budget and Actual, Continued
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Singapore			
Foodservice	\$ 500,000	—	500,000
Retail	330,000	—	330,000
Consumer/PPM	<u>200,000</u>	<u>—</u>	<u>200,000</u>
Total Singapore	1,030,000	—	1,030,000
South Korea			
Consumer/PPM	<u>170,000</u>	<u>186,541</u>	<u>(16,541)</u>
Total South Korea	170,000	186,541	(16,541)
Taiwan			
Consumer/PPM	<u>200,000</u>	<u>4,057</u>	<u>195,943</u>
Total Taiwan	200,000	4,057	195,943
SEED			
Global Resources	<u>265,000</u>	<u>24,908</u>	<u>240,092</u>
Total Global Resources	<u>265,000</u>	<u>24,908</u>	<u>240,092</u>
Total RAPP Tranche 1 Program Expenditures	\$ <u><u>6,500,000</u></u>	<u><u>401,143</u></u>	<u><u>6,098,857</u></u>

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, RAPP Fund (Tranche 2)
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Marketing Year 2024 Expenditures Incurred in Fiscal Year 2025			
Global Evaluation			
Global Market Evaluation	\$ 1,355,000	—	1,355,000
Total Global Evaluation	1,355,000	—	1,355,000
Africa			
Market Access & Implementation	170,000	—	170,000
Total Africa	170,000	—	170,000
Central America			
Retail	200,000	—	200,000
Total Central America	200,000	—	200,000
Europe			
Market Access & Implementation	450,000	19,852	430,148
Total Europe	450,000	19,852	430,148
Gulf Cooperation Council (GCC)			
Foodservice	650,000	—	650,000
Total GCC	650,000	—	650,000
Philippines			
Retail	450,000	—	450,000
Total Philippines	450,000	—	450,000
South Korea			
Consumer/PPM	275,000	—	275,000
Total South Korea	275,000	—	275,000
Taiwan			
Foodservice	120,000	—	120,000
Retail	410,000	—	410,000
Total Taiwan	530,000	—	530,000
SEED			
Africa	260,000	—	260,000
Global Resources	80,000	—	80,000
Southeast Asia	230,000	—	230,000
Total Global Resources	570,000	—	570,000
Total RAPP Tranche 2 Program Expenditures	\$ 4,650,000	19,852	4,630,148

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, QSP Program
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Agreement QSP-2024-07 (Expires 6/30/2025)			
China Fresh Potato Samples – Chip-Stock	\$ 60,000	–	60,000
Japan Potato Samples	35,000	–	35,000
South Korea Dehydrated Potato Product Samples	15,000	–	15,000
Thailand Potato Product Samples – Chip-Stock	10,000	–	10,000
Vietnam Potato Samples - Chipping	25,000	–	25,000
Central America Potato Samples	40,000	–	40,000
Central America Seed Potato Variety Trial Samples	25,000	4,647	20,353
GCC Potato and Potato Product Samples	55,000	–	55,000
Total Expenditures	\$ 265,000	4,647	260,353

See the accompanying independent auditor's report.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Program Expenditures, TASC Program
Budget and Actual
Year Ended June 30, 2025

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Agreement TASC-2020-13 (Expires 6/30/2025)			
U.S. Fresh & Seed Potato Exports	\$ <u>275,000</u>	<u>48,748</u>	<u>226,252</u>
Total Expenditures	\$ <u><u>275,000</u></u>	<u><u>48,748</u></u>	<u><u>226,252</u></u>

See the accompanying independent auditor's report.



**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**

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

We have audited, in accordance with the 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 National Potato Promotion Board d/b/a Potatoes USA which comprise the statement of net position as of June 30, 2025, and the related statement of activities for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated January 6, 2026.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered Potatoes USA's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Potatoes USA's internal control. Accordingly, we do not express an opinion on the effectiveness of Potatoes USA'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. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether Potatoes USA'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*.

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 organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Kundinger, Corder & Montoya, P.C.

January 6, 2026



**Independent Auditor's Report on Compliance for Each Major Program
and on Internal Control over Compliance Required by the Uniform Guidance**

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited National Potato Promotion Board d/b/a Potatoes USA's compliance with the types of compliance requirements identified as subject to audit in the *OMB Compliance Supplement* that could have a direct and material effect on each of Potatoes USA's major federal programs for the year ended June 30, 2025. Potatoes USA's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, Potatoes USA complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2025.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Potatoes USA and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Potatoes USA's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to Potatoes USA's federal programs.

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Potatoes USA's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Potatoes USA's compliance with the requirements of each major federal program as a whole

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Potatoes USA's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Potatoes USA's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Potatoes USA's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

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

Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Kundinger, Corder & Montoya, P.C.

January 6, 2026

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Expenditures of Federal Awards
Year Ended June 30, 2025

Federal grantor/pass-through grantor/program or cluster title	Grand award year	Assistance listing number	Federal expenditures
U.S. Department of Agriculture			
Direct Programs			
Market Access Program	7/1/24–6/30/25	10.601	\$ 4,868,243
Agricultural Trade Promotion Program	2/1/19–9/30/24	10.618	69,252
Regional Agricultural Promotion Program	6/1/24–9/30/29	10.618	401,143
Regional Agricultural Promotion Program	6/1/25–9/30/30	10.618	19,852
Total MAP/ATP/RAPP Cluster			5,358,490
Technical Assistance for Specialty Crops Program	9/10/20–6/30/25	10.604	48,748
Quality Samples Program	3/1/24–6/30/25	10.605	4,647
Total Direct Programs			5,411,885
Total U.S. Department of Agriculture			5,411,885
Total Expenditures of Federal Awards			\$ 5,411,885

Note 1: Basis of Presentation

The accompanying schedule of expenditures of federal awards (the Schedule) includes the federal award activity of National Potato Promotion Board d/b/a Potatoes USA under programs of the federal government for the year ended June 30, 2025. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Potatoes USA, it is not intended to and does not present the net position, changes in net position, or cash flows of Potatoes USA.

Note 2: Summary of Significant Accounting Policies

Expenditures reported in the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

Note 3: Indirect Cost Rate

Potatoes USA has elected not to use the de minimis indirect cost rate allowed under the Uniform Guidance.

Note 4: Subrecipients

Potatoes USA did not pass through federal awards to subrecipients during the year ended June 30, 2025.

National Potato Promotion Board d/b/a Potatoes USA
Schedule of Findings and Questioned Costs
Year Ended June 30, 2025

A. Summary of Auditor's Results

1. The auditor's report expresses an unmodified opinion on whether the financial statements of National Potato Promotion Board d/b/a Potatoes USA were prepared in accordance with *Government Auditing Standards*.
2. No significant deficiencies relating to the audit of the financial statements are reported in the *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*.
3. No instances of noncompliance material to the financial statements of Potatoes USA, which would be required to be reported in accordance with *Government Auditing Standards*, were disclosed during the audit.
4. No significant deficiencies in internal control over major federal award programs are reported in the *Independent Auditor's Report on Compliance for Each Major Program and on Internal Control over Compliance Required by the Uniform Guidance*.
5. The auditors' report on compliance for the major federal award programs expresses an unmodified opinion on all major federal programs.
6. The audit disclosed no audit findings related to major programs that are required to be reported in accordance with 2 CFR section 200.516(a).
7. The major program tested was the MAP/ATP/RAPP cluster, which included U.S. Department of Agriculture, Market Access Program, ALN 10.601, U.S. Department of Agriculture, Agricultural Trade Promotion Program, ALN 10.618, and U.S. Department of Agriculture, Regional Agricultural Promotion Program, ALN 10.618.
8. The threshold used for distinguishing between Type A and B programs was \$750,000.
9. Potatoes USA was determined to be a low-risk auditee.

B. Findings – Financial Statement Audit

None.

C. Findings and Questioned Costs – Major Federal Award Programs Audit

None.

National Potato Promotion Board d/b/a Potatoes USA
Summary Schedule of Prior Audit Findings
Year Ended June 30, 2025

None.

**Independent Auditor's Report on Compliance and on Internal Control over Compliance in
Accordance with Standards of the Agricultural Marketing Service Agency of the United States
Department of Agriculture, Potato Research and Promotion Act**

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Opinion on Compliance

We have audited National Potato Promotion Board d/b/a Potatoes USA's compliance with the types of compliance requirements contained in the standards of the Agriculture Marketing Service (AMS) Agency of the United States Department of Agriculture, Potato Research and Promotion Act that are indicated below for the year ended June 30, 2025.

In our opinion, Potatoes USA complied, in all material respects, with the types of compliance requirements referred to below for the year ended June 30, 2025.

In connection with our audit, nothing came to our attention, as far as it relates to accounting matters, which caused us to believe that Potatoes USA:

- 1) Failed to comply with Section 1207.360 of the Potato Research and Promotion Plan relating to use of assessments for the purpose of influencing legislation, as that term is defined in Section 4911(d) and (e)(2) of Title 26 of the Internal Revenue Code, or for the purpose of influencing governmental policy or action.
- 2) Was not in compliance with the terms of the Agricultural Marketing Service Investment Policy, other than an exception granted by the U.S. Department of Agriculture, which describes the types of instruments in which Potatoes USA may invest, as far as they relate to accounting matters.
- 3) Was not in compliance with the requirement to have internal controls over funds that meet auditing standards.
- 4) Was not in compliance with the requirement that assessment funds be used only for projects authorized in a budget approved by the U.S. Department of Agriculture, as far as they relate to accounting matters.
- 5) Was not in compliance with the provisions of the Potato Research and Promotion Act related to the use of assessment funds, as far as they relate to accounting matters.

However, it should be noted that our audit was not directed primarily towards obtaining knowledge of such noncompliance.

Management's Responsibility

Management is responsible for compliance with the requirements of the standards of AMS, specifically as stated under Opinion on Compliance above.

**Board of Directors
National Potato Promotion Board
d/b/a Potatoes USA**

Auditor's Responsibility

Our responsibility is to express an opinion on compliance based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the standards of AMS. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to below could have a direct and material effect on Potatoes USA has occurred. An audit includes examining, on a test basis, evidence about Potatoes USA's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance. However, our audit does not provide a legal determination of Potatoes USA's compliance.

Report on Internal Control over Compliance

Management of Potatoes USA is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Potatoes USA's internal control over compliance with the types of requirements that could have a direct and material effect to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance and report on internal control over compliance in accordance with AMS, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Potatoes USA's internal control over compliance.

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

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of AMS. Accordingly, this report is not suitable for any other purpose.

Kundinger, Corder & Montoya, P.C.

January 6, 2026