

**KEWEENAW LAND ASSOCIATION, LIMITED**  
(A MICHIGAN CORPORATION)



**KEWEENAW**  
**LAND ASSOCIATION, LIMITED**

**QUARTERLY REPORT**  
**FOR THE PERIOD ENDED JUNE 30, 2021**

**1801 East Cloverland Drive, PO Box 188**  
**Ironwood, MI 49938**  
(Address of principal executive offices)

Issuer's telephone number: **(906) 932-3410**

Number of common shares outstanding as of August 12, 2021: 1,296,173

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## GLOSSARY

The following abbreviations, acronyms, or terms may be used in this document and shall have the adjacent meanings set forth below:

Board Foot (BF) - A measurement of solid lumber 12 inches x 12 inches x 1 inch. When used in conjunction with sawtimber or logs, it is a measurement system to approximate the output of lumber that can be expected from a given quantity of sawtimber or logs when the measurement system was developed in the 1800's. Sawmill technology has changed since the scale was originally created and the actual output of lumber from a Board Feet of Logs varies from mill to mill, depending on their technology but it is the standard unit of measurement for buying and selling logs.

MBF - A thousand board feet.

Cord - A measurement of piled logs measuring 4'X 4'X 8' equaling 128 cubic feet. The number of cubic feet of solid wood per cord is not constant but varies based on characteristics of the wood and method of piling. The actual cubic foot volume of solid wood ranges from 64 to 91 cubic feet per cord. Due to this variability the conversion of cord to board foot measurement also varies. Keweenaw uses the conversion of 2.2 cords per 1,000 board feet.

Production Mix – The ratio of a category of production to total production.

Pulpwood – Logs cut primarily to be converted to wood pulp for the manufacturing of paper, fiberboard, or other wood fiber products.

Sawbolts – A lower grade or smaller size sawtimber typically sawn for the manufacture of pallets or other coarse wood products.

Sawtimber – A category of logs suitable for veneer, sawlogs, or sawbolts.

Veneer – A category of sawtimber clear of defects suitable for manufacturing veneer paneling, furniture, and cabinetry.

Strata Timber Inventory – Strata level inventory is a methodology of grouping forest stands of similar species, stocking, and relative age for estimating timber volumes and other metrics. It allows for developing strong statistical standards and forest volumes estimates at the total property and species level.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report of Keweenaw Land Association, Limited and subsidiaries (“Keweenaw Land Association”, “Keweenaw”, “the Company”, “we”, “our”, or “us”) may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, Keweenaw Land Association, or the executive officers on Keweenaw Land Association’s behalf, may from time to time make forward-looking statements in reports and other documents or in connection with written or oral statements made to the press, potential investors, or others. Keweenaw intends for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in the Securities Act and the Exchange Act.

Forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “continue,” or other similar words. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. Forward-looking statements are not guarantees of performance and are based on certain assumptions. Forward-looking statements discuss future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. Forward-looking statements in this report include statements anticipating delivery of income, value and long-term returns through sustainable harvests, opportunistic asset sales, and selective acquisitions. Expected future net income (loss) depends on many factors including among others expected uses of cash generated from operations; expected sources and adequacy of capital resources and liquidity; change in depletion rates; change in merchantable timber book value and standing timber inventory volume. Any deviation from these assumptions may lead to fluctuations in future net income (loss).

Any such forward-looking statements are based on a number of assumptions involving judgments and are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from our historical experience and our present expectations. With respect to our ongoing business, these risks and uncertainties include, but are not limited to, the risks discussed in Section 5. *Risk Factors*, contained herein. Accordingly, readers are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this report. Keweenaw makes no representations or warranties (express or implied) about the accuracy of any such forward-looking statements contained in this report, and Keweenaw does not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

## Issuer Information

<b>Title and class of security:</b>	Common Shares (no par value)
<b>Transfer Agent:</b>	EQ Shareowner Services 1110 Centre Point Curve Suite 101 Mendota Heights, MN 55120
<b>Chief Executive Officer:</b>	Mark A. Sherman
<b>Board of Directors:</b>	John D. Enlow, Sr. Peter C. Madden James A. Mai Eric H. Speron Steven Winch

### **Section 1. FINANCIAL INFORMATION**

The information furnished in the accompanying unaudited condensed consolidated balance sheets and related condensed consolidated statements of income, stockholders' equity, and statement of cash flows reflect all adjustments, consisting solely of normal and recurring adjustments that are, in managements opinion, necessary for a fair and consistent presentation of the aforementioned financial statements. These results of operations for the three and six months ended June 30, 2021, are not necessarily indicative of the operating results expected for the full year.

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Condensed Consolidated Statement of Income**  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Revenues</b>				
Timber Sales	\$ 3,005,982	\$ 1,923,683	\$ 7,673,499	\$ 7,795,506
Real Estate Sales	364,701	298,916	3,233,973	387,834
Lease Income, Mineral Royalties and Service Fees	160,317	54,840	323,197	200,724
<b>Total Revenues</b>	<b>3,531,000</b>	<b>2,277,439</b>	<b>11,230,669</b>	<b>8,384,064</b>
<b>Cost of Sales</b>				
Timber Cost of Sales	2,165,375	1,608,813	5,323,524	5,963,382
Real Estate Cost of Sales	61,256	30,541	635,835	53,840
Timber Operations Forestry Expense	192,028	167,756	375,189	374,267
Land Management Costs	102,375	94,454	193,718	196,520
<b>Total Cost of Sales</b>	<b>2,521,034</b>	<b>1,901,564</b>	<b>6,528,266</b>	<b>6,588,009</b>
<b>Gross Profit</b>	<b>1,009,966</b>	<b>375,875</b>	<b>4,702,403</b>	<b>1,796,055</b>
<b>Selling, General &amp; Administration Expenses</b>	547,913	406,849	1,108,843	960,189
<b>Operating Income</b>	462,053	(30,974)	3,593,560	835,866
<b>Other Expense</b>				
Interest Expense	(56,489)	(78,667)	(104,542)	(166,312)
<b>Earnings Before Income Taxes</b>	<b>405,564</b>	<b>(109,641)</b>	<b>3,489,018</b>	<b>669,554</b>
<b>Provisions for State and Federal Income Taxes</b>	116,951	(29,350)	917,210	185,443
<b>Net Income (Loss)</b>	<b>\$ 288,613</b>	<b>\$ (80,291)</b>	<b>\$ 2,571,808</b>	<b>\$ 484,111</b>
<b>Net Income Per Share:</b>				
Basic	\$ 0.22	\$ (0.06)	\$ 1.99	\$ 0.37
Diluted	\$ 0.22	\$ (0.06)	\$ 1.98	\$ 0.37
<b>Weighted Average Shares Outstanding:</b>				
Basic	1,295,223	1,291,848	1,295,223	1,291,848
Diluted	1,296,173	1,292,198	1,296,173	1,292,198

*See accompanying notes to condensed consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Condensed Consolidated Balance Sheets**  
(Unaudited)

	June 30, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 1,763,369	\$ 1,357,404
Cash Held in Escrow	2,590,071	78,671
Accounts Receivable, Net of Allowances for Doubtful Accounts of \$21,049 and \$26,222, respectively	1,149,046	1,807,096
Prepaid Assets	187,993	167,421
Log Inventory	177,426	551,495
Federal Income Tax Receivable	215,246	215,246
Other Current Assets	36,739	36,999
<b>Total Current Assets</b>	<b>6,119,890</b>	<b>4,214,332</b>
<b>Non-Current Assets</b>		
Timber and Timberlands, Net of Depletion	25,748,384	26,429,508
Prepaid Developed Lot Costs	100,274	141,035
Property, Plant and Equipment, Net of Depreciation	1,108,147	1,124,569
Exploration and Evaluation	302,349	184,421
Other Non-Current Assets	49,600	49,600
<b>Total Non-Current Assets</b>	<b>27,308,754</b>	<b>27,929,133</b>
<b>TOTAL ASSETS</b>	<b>\$ 33,428,644</b>	<b>\$ 32,143,465</b>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 330,370	\$ 186,353
Other Accrued Liabilities	480,118	1,112,189
Current Portion of Long Term Debt, net	1,480,341	2,460,681
<b>Total Current Liabilities</b>	<b>2,290,829</b>	<b>3,759,223</b>
<b>Non-Current Liabilities</b>		
Long Term Debt, net	3,478,375	3,976,409
Non-Current State and Federal Deferred Income Tax Liability	709,944	150,199
<b>Total Non-Current Liabilities</b>	<b>4,188,319</b>	<b>4,126,608</b>
<b>Total Liabilities</b>	<b>6,479,148</b>	<b>7,885,831</b>
<b>Stockholders' Equity</b>		
Common Stock (10,000,000 shares authorized, no par value, 1,296,173 and 1,302,387 shares issued and outstanding, respectively)	84,697	84,599
Retained Earnings	26,864,799	24,173,035
<b>Total Stockholders' Equity</b>	<b>26,949,496</b>	<b>24,257,634</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	<b>\$ 33,428,644</b>	<b>\$ 32,143,465</b>

*See accompanying notes to condensed consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Condensed Consolidated Statements of Stockholders' Equity**  
(Unaudited)

	Common Stock Issued	Amount	Retained Earnings	Total Stockholders' Equity
<b>December 31, 2019 Balance</b>	<b>1,305,929</b>	<b>\$ 85,397</b>	<b>\$ 21,498,288</b>	<b>\$ 21,583,685</b>
<b>Changes during the period ended June 30, 2020:</b>				
Net Income	-	-	484,111	484,111
Shares Purchased	(14,081)	(920)	(863,076)	(863,996)
<b>June 30, 2020 Balance</b>	<b>1,291,848</b>	<b>\$ 84,477</b>	<b>\$ 21,119,323</b>	<b>\$ 21,203,800</b>
<b>December 31, 2020 Balance</b>	<b>1,293,727</b>	<b>\$ 84,599</b>	<b>\$ 24,173,035</b>	<b>\$ 24,257,634</b>
<b>Changes during the period ended June 30, 2021:</b>				
Net Income	-	-	2,571,808	2,571,808
Shares Issued to Directors & Officers	1,496	98	119,956	120,054
<b>June 30, 2021 Balance</b>	<b>1,295,223</b>	<b>\$ 84,697</b>	<b>\$ 26,864,799</b>	<b>\$ 26,949,496</b>

*See accompanying notes to condensed consolidated financial statements*



**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Condensed Consolidated Statements of Cash Flows**  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Cash Flows From Operating Activities</b>				
Net Income (Loss)	\$ 288,613	\$ (80,291)	\$ 2,571,808	\$ 484,111
<b>Adjustments to Reconcile Net Income to Net Cash Flow</b>				
<b>From Operating Activities:</b>				
Depletion, Depreciation and Amortization	120,618	93,080	311,602	311,650
Amortization of Loan Costs	15,728	5,898	21,626	11,796
(Gain) on Sale of Equipment	(133,938)	-	(133,938)	-
(Gain) on Sale of Land	(302,652)	(268,375)	(2,597,345)	(333,994)
Stock Based Compensation Expense	119,956	-	119,956	-
Changes in Operating Assets and Liabilities				
Decrease (Increase) in Accounts Receivable	(284,014)	301,202	658,050	(59,580)
Decrease (Increase) in Prepaid Assets	27,966	53,637	(20,572)	(27,578)
Decrease (Increase) in Log Inventory	425,896	184,142	374,069	85,456
Decrease (Increase) in Federal Income Tax Receivable	-	(9,235)	-	118,929
Decrease (Increase) in Other Current Assets	260	(61,172)	260	(61,172)
Decrease (Increase) in Other Non-Current Assets	5,000	-	-	-
Increase (Decrease) in Accounts Payable	211,628	113,234	144,017	(186)
Increase (Decrease) in Deferred State and Federal Income Tax	25,977	(4,250)	559,745	9,911
Increase (Decrease) in Other Accrued Liabilities	(517,128)	(19,584)	(632,071)	(152,139)
<b>Net Cash Flow From Operating Activities</b>	<b>3,910</b>	<b>308,286</b>	<b>1,377,207</b>	<b>387,204</b>
<b>Cash Flow From Investing Activities:</b>				
Purchases of Property and Equipment	89,481	-	89,481	-
Exploration and Evaluation Expenditures	(112,378)	(90,036)	(117,928)	(90,036)
Primary Road Construction Expenditures	-	(16,148)	-	(50,641)
Proceeds from Land & Developed Lot Sales, Net	338,773	278,817	3,068,507	358,231
<b>Net Cash Flow From Investing Activities</b>	<b>315,876</b>	<b>172,633</b>	<b>3,040,060</b>	<b>217,554</b>
<b>Cash Flows From Financing Activities</b>				
Payments on Long Term Debt	(1,000,000)	-	(1,500,000)	(500,000)
Repurchase of Common Stock	-	(499,518)	-	(863,996)
Issuance of Common Stock	98	-	98	-
<b>Net Cash Flow From Financing Activities</b>	<b>(999,902)</b>	<b>(499,518)</b>	<b>(1,499,902)</b>	<b>(1,363,996)</b>
<b>Change in Cash and Cash Equivalents and Cash Held in Escrow</b>	<b>(680,116)</b>	<b>(18,599)</b>	<b>2,917,365</b>	<b>(759,238)</b>
<b>Cash and Cash Equivalents and Cash Held in Escrow, beginning of period</b>	<b>5,033,556</b>	<b>1,835,194</b>	<b>1,436,075</b>	<b>2,575,833</b>
<b>Cash and Cash Equivalents and Cash Held in Escrow, end of period</b>	<b>\$ 4,353,440</b>	<b>\$ 1,816,595</b>	<b>\$ 4,353,440</b>	<b>\$ 1,816,595</b>
<b>Reconciliation of Cash, Cash Equivalents and Cash Held in Escrow</b>				
Cash and Cash Equivalents	\$ 1,763,369	\$ 1,737,924	\$ 1,763,369	\$ 1,737,924
Restricted Cash Held in Escrow	2,590,071	78,671	2,590,071	78,671
<b>Cash Paid during the year for:</b>				
Interest Paid	\$ 40,761	\$ 105,895	\$ 82,917	\$ 193,540
Federal and State Income Taxes Paid	544,166	68,758	810,658	68,758

*See accompanying notes to condensed consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Notes to Condensed Consolidated Financial Statements**  
(Unaudited)

**1. Summary of Significant Accounting Policies**

*Basis of Presentation and Principles of Consolidation*

The condensed consolidated financial statements include the accounts of the Company and all of its wholly owned subsidiaries. Significant inter-company accounts and transactions have been eliminated. The financial statements are prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States of America.

*Use of Estimates*

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and to disclose contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the period.

*Segment Reporting*

The Company is primarily in the business of managing and harvesting timber which is considered to be one reporting segment. The Company has no other reportable segments.

*Reclassification*

Certain prior period amounts may have been reclassified to conform with the current period’s financial statement presentation. Unless otherwise noted, any such reclassifications had no impact on net income or stockholders’ equity as previously reported.

*Cash and Equivalents and Cash Held in Escrow*

Highly liquid investments with maturity of three months or less when purchased are generally considered to be cash equivalents. Cash held in escrow represents funds being held by a title company related to a 1031 exchange in addition to amounts being held by a third-party brokerage for the purposes of facilitating the Company’s share repurchase program.

*Accounts Receivables and Bad Debts*

The Company extends unsecured credit to some of its customers and uses the allowance method for accounting for bad debts. Management evaluates all accounts receivables at the balance sheet date to determine the allowance.

*Log Inventory*

Log inventory is valued at the lower of cost or net realizable value using the average cost method.

*Timber and Timberlands*

Timber and Timberlands consist of the recorded costs of holdings. Timber depletion charges are based on these recorded values and the properties’ merchantable timber inventory, utilizing the pooling method. In addition, permanent logging road construction costs incurred net of related depreciation have been capitalized and included in timber and timberlands.

### *Road Building Costs*

The Company has an accounting policy to identify, classify, and depreciate or capitalize road-building costs consistent with GAAP. Logging roads constructed under the policy are classified as either permanent or secondary logging roads. Permanent logging roads are those roads, culverts, bridges, and other improvements constructed to provide regional access to a series of timber stands and/or other logging roads, which are continuously maintained for an indefinite period. Secondary logging roads are those roads, culverts, bridges, and other improvements constructed for the sole purpose to provide access to particular, identifiable stands of timber for the purpose of harvest and transport of logs from those specific stands. The accounting treatment adopted is that costs expended on permanent roads are capitalized. Roadbed costs are treated as permanent costs of the land. Costs of road surfacing, culverts, bridges, and other improvements on permanent roads are capitalized and depreciated over 15 years.

### *Prepaid Developed Lot Costs*

Prepaid developed lot costs include the costs of those properties assigned for development, as well as all accumulated expenditures for lot development.

### *Assets Held for Sale*

The Company reviews all assets being considered for disposal at the end of each accounting period to determine if they should be classified as held-for-sale based on specific criteria set out in ASC 360. As of June 30, 2021, there were no properties designated as held-for-sale.

### *Exploration and Evaluation Cost*

Exploration and evaluation costs include those costs associated with mineral resource evaluation and are accumulated on prospective properties that may be advanced for future development.

### *Property, Plant, and Equipment*

Assets are individually identified on the depreciation schedule. Assets are carried at cost and the provision for depreciation is generally computed using the straight-line method over the estimated useful lives of the assets among major asset classes from 3 to 40 years. Buildings are depreciated over 10-40 years, office furniture, machinery and equipment over 3 to 7 years, vehicles over 5 years, and land improvements over 15 years, all using the straight-line method. Salvage value is assigned to vehicles and other significant assets and for those assets, depreciation is used over the useful life until the salvage value is reached. Management reviews the salvage value of each of these assets at the end of each year to determine if the salvage value is reasonable. If the estimated fair market value is less than the salvage value, the asset is written down to the estimated fair market value.

### *Deferred Income Taxes*

Deferred income taxes are determined utilizing a liability approach. This method gives consideration to the future tax consequences associated with the differences between the financial accounting and tax basis of assets and liabilities.

### *Common Stock*

All Keweenaw common shares previously purchased are considered authorized but unissued shares. The cost basis for Keweenaw's common shares was determined to be \$0.065392 per share. This is the amount credited to common stock when stock is issued. The excess of the issue price over cost is credited to retained earnings.

### *Fair Value Measurements*

Management has reported all significant financial assets and liabilities at their fair value in note 12 to the financial statements. The Company's estimates of fair value of financial and non-financial assets and liabilities are based on

the framework established in the fair value accounting guidance. The framework specifies a hierarchy of valuation inputs which was established to increase consistency, clarity and comparability in fair value measurements and related disclosures. The hierarchy contains three levels of inputs that may be used to measure fair value, two of which are considered observable and one that is considered unobservable. The following describes the three levels:

Level 1 – Valuation is based upon quoted prices in active markets for identical assets or liabilities.

Level 2 – Valuation is based upon inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets.

Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include option pricing models, discounted cash flow models and similar techniques.

### Recent Accounting Pronouncements:

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), which requires companies to utilize a new impairment model known as the current expected credit loss (“CECL”) model to estimate the lifetime “expected credit loss” and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model applies to all financial assets, including trade receivables. ASU No. 2016-13 is effective for annual periods beginning after December 15, 2022. The Company is still evaluating the impact the guidance may have on the Company’s Consolidated Financial Statements.

### Revenue Recognition

#### Timber Sales

The Company recognizes revenue when control of promised goods or services (“performance obligations”) is transferred to a customer in an amount that reflects the consideration expected in exchange for those goods or services (“transaction price”).

The Company generally satisfies performance obligations within a year of entering into a contract, and therefore has applied the disclosure exemption found under ASC 606-10-50-14. There were no unsatisfied performance obligations as of June 30, 2021 or June 30, 2020. The Company generally collects payment within a year of satisfying performance obligations, and therefore has elected not to adjust revenues for a financing component.

The Company maintains master contracts or purchase agreements with each of its timber customers. Contract types include: Delivered wood and Stumpage (pay as cut). Specific price lists identify prices, terms and conditions for the transaction price and delivery point for each sale. Price lists are updated periodically to reflect market conditions.

Contract Type	Performance Obligation	Revenue Recognition	General Terms of Payment
Delivered Wood	Wood type delivered to customer	Upon Delivery (point-in-time)	Weekly or Net 15
Stumpage (pay as cut)	Harvest rights	Paid as Cut (point-in-time)	Weekly or Net 15

#### Real Estate Sales

Revenue from sale of real estate (Higher and Best Use (“HBU”) or Non-core timberland) is recognized upon closing when title passes to the buyer.

## Non-Timber revenue

Non-timber revenue generally comprises gravel royalties and lease income from hunting, recreational and mineral leases. This income is generally recognized according to the contractual terms which renew on an annual basis.

## Revenue from Contracts with Customers

The following tables present our revenue from contracts with customers disaggregated by product type:

Revenue From Contracts with Customers	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Sawtimber	\$ 1,300,077	\$ 821,843	\$ 3,369,240	\$ 2,957,995
Pulpwood	1,705,905	1,101,840	4,304,259	4,837,511
<b>Total Timber Revenue</b>	<b>\$ 3,005,982</b>	<b>\$ 1,923,683</b>	<b>\$ 7,673,499</b>	<b>\$ 7,795,506</b>
Mineral Royalties	(991)	2,027	2,027	13,083
Service Contracts	32,289	18,758	66,768	72,119
Lease Income	(31,377)	25,998	73,623	115,522
<b>Total Non-Timber Revenue</b>	<b>\$ (79)</b>	<b>\$ 46,783</b>	<b>\$ 142,418</b>	<b>\$ 200,724</b>
Non-strategic Timberland Sales	364,101	298,916	3,232,623	387,834
<b>Total Real Estate Sales</b>	<b>\$ 364,101</b>	<b>\$ 298,916</b>	<b>\$ 3,232,623</b>	<b>\$ 387,834</b>
<b>Total Revenue from Contracts with Customers</b>	<b>\$ 3,370,004</b>	<b>\$ 2,269,382</b>	<b>\$ 11,048,539</b>	<b>\$ 8,384,064</b>

The following tables present our timber revenue disaggregated by contract type:

Timber Revenue Disaggregated by Contract Type	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Delivered Wood	\$ 2,899,505	\$ 1,921,440	\$ 7,567,022	\$ 7,696,620
Stumpage (Pay as Cut)	106,477	2,243	106,477	98,886
<b>Total Timber Revenue</b>	<b>\$ 3,005,982</b>	<b>\$ 1,923,683</b>	<b>\$ 7,673,499</b>	<b>\$ 7,795,506</b>

## Contract Balances

The timing of revenue recognition, invoicing, and cash collections results in accounts receivable on the Consolidated Balance Sheets. Accounts receivable are recorded when the Company has an unconditional right to consideration for completed performance under the contract. There were no contract liabilities related to payments received in advance of performance under any contract as of June 30, 2021 or 2020.

## 2. Timber and Timberlands

The following is a summary of the timber and timberlands and permanent logging roads at cost, less accumulated depletion and road depreciation as of June 30, 2021 and December 31, 2020, respectively:

	<b>June 30, 2021</b>	<b>December 31, 2020</b>
Land and Mineral Holdings	\$ 9,665,683	\$ 9,728,437
Timber	23,001,171	23,302,089
Permanent Logging Roads	1,203,602	1,203,602
Properties at Cost	33,870,456	34,234,128
Less: Accumulated Timber Depletion	(7,584,087)	(7,285,290)
Less: Accumulated Road Depreciation	(537,985)	(519,330)
<b>Net Carrying Value</b>	<b>\$ 25,748,384</b>	<b>\$ 26,429,508</b>

The timber depletion expense and depreciation expense for permanent logging roads is as follows:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Timber Depletion Expense	\$ 80,996	\$ 53,687	\$ 232,070	\$ 232,649
Depreciation Expense for Permanent Logging Roads	\$ 9,003	\$ 8,204	\$ 18,062	\$ 16,219

### 3. Prepaid Developed Lot Costs

The Company capitalizes the costs related to the development of land available for sale. These costs are presented on the balance sheet. There were no lot sales in the second quarter of 2021 or 2020. On June 30, 2021, there were 9 lots remaining for sale.

### 4. Exploration and Evaluation

The Company capitalizes the exploration and evaluation costs of mineral resources and these expenditures are shown on the balance sheet. During the second quarter of 2021, the Company expended \$112,378 to explore prospective mineral properties within the Company's mineral portfolio.

### 5. Property, Plant, and Equipment

A summary of property, plant and equipment, at cost, less accumulated depreciation is as follows:

	<b>June 30, 2021</b>	<b>December 31, 2020</b>
Buildings	\$ 415,862	\$ 415,862
Furniture, Equipment, and Accessories	1,088,238	1,088,238
Machinery and Vehicles	383,846	407,792
Land Improvements	884,816	884,816
Construction in Progress	12,100	-
Equipment at Cost	2,784,862	2,796,708
Less: Accumulated Depreciation	(1,676,715)	(1,672,139)
<b>Equipment, Net of Depreciation</b>	<b>\$ 1,108,147</b>	<b>\$ 1,124,569</b>

The Company recorded depreciation expense for property, plant and equipment as follows:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Depreciation Expense	\$ 30,619	\$ 31,189	\$ 61,470	\$ 62,782

## 6. Lines of Credit and Long-Term Debt

Keweenaw Land Association, Limited maintains banking relationships with Wells Fargo Bank, N.A., and Metropolitan Life (MetLife).

The Company has a combined unsecured line of credit with Wells Fargo Bank in the amount of \$750,000 to be used as an operating line of credit, and also for the purpose of standby letter of credit availability at a variable interest rate equal to the Wells Fargo Bank index rate plus 1% for a one-year commitment and interest to be paid monthly. The company has not drawn on this line as of June 30, 2021.

A ten-year interest-only loan with MetLife at 3.05% per annum, principal balance of \$5,000,000, dated December 9, 2016, had a balance of \$4,000,000 on December 31, 2020. According to the terms of the loan, up to 10% of the original principal balance can be repaid annually during the life of the loan without penalty. The maturity date on this loan is December 9, 2026. During the first quarter of 2021, \$500,000 was paid down without penalty. As of June 30, 2021, the outstanding balance was \$3,500,000.

Keweenaw also maintains a five-year revolving line of credit in the amount of \$25,000,000 with a maturity date of December 6, 2021, with MetLife which carries an interest rate of 3-month LIBOR plus 150 basis points and .0875% on the uncommitted funds if the average unused portion is more than 50% of the maximum draw. If the average unused portion is 50% or less of the maximum draw, interest of .0375% is charged. Once the facility is used, there is the option of terming out the amount borrowed at the existing 10-year Treasury note rate plus 150 basis points. In 2020, \$3,200,000 was applied to the outstanding balance of the MetLife line of credit. A total of \$1,500,000 remains drawn on this line of credit as of June 30, 2021. \$1,000,000 was applied to this line of credit during the second quarter 2021. A significant covenant under this arrangement with MetLife requires Keweenaw to not allow the outstanding principal balance of the loan to exceed 35% of the value of the timberlands owned by Keweenaw. As security for these loans, MetLife is a lienholder on 164,311 acres of Keweenaw's timberlands.

In addition to the financial covenants listed above, the debt agreements include customary covenants that limit the incurrence of debt and the disposition of assets, among others. As of June 30, 2021, Keweenaw was in compliance with all applicable covenants.

As of June 30, 2021, the Company had one standby letter of credit amounting to \$30,000 for the purpose of backing a performance bond related to the Company's mineral lease with the State of Michigan. No balance was owed on the \$30,000 committed against the \$750,000 line of credit as of June 30, 2021.

The following table summarizes the total outstanding debt of the Company on June 30, 2021, and December 31, 2020:

	June 30, 2021	December 31, 2020
Long-term Debt	\$ 3,500,000	\$ 4,000,000
Five-year Revolver	1,500,000	2,500,000
Less Unamortized Loan Costs	(41,284)	(62,910)
<b>Total</b>	<b>\$ 4,958,716</b>	<b>\$ 6,437,090</b>

The Company's total outstanding debt obligations are outlined below:

Facility Name	Maturity Date	Interest Rate	Unused	Total Capacity	Outstanding	Remaining
MetLife Fixed Rate Loan	12/09/2026	FIXED 3.05%	-	\$ 5,000,000	\$ 3,500,000	\$ -
MetLife Revolving Line of Credit	12/01/2021	LIBOR + 1.50%	0.0875%	25,000,000	1,500,000	23,500,000
Wells Fargo Line of Credit	11/03/2020	PRIME + 1.0%	-	750,000	-	750,000
				\$ 30,750,000	\$ 5,000,000	\$ 24,250,000

<sup>(1)</sup>Unamortized loan costs associated with the Met Life credit facility are (\$41,284) reducing long term debt reported on the Balance Sheet to \$4,958,716

The Company's debt maturity is outlined below:

	<b>Total</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>Thereafter</b>
Debt obligations	\$5,000,000	\$1,500,000	\$ -	\$ -	\$ -	\$ -	\$3,500,000

## 7. Retirement Plans

The Company is the sponsor of a 401(k) deferred compensation plan. The Company makes matching contributions equal to 50 percent of employee elective deferrals, not to exceed 5 percent of compensation as defined in the plan. In addition, the Company makes discretionary contributions to the plan in the amount of 5 percent of base compensation. Expenses related to the Company's 401(k) plan were:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Total 401(k) Expense	\$ 28,485	\$ 23,072	\$ 59,556	\$ 47,828

## 8. Concentration of Credit Risk

Keweenaw is located in Ironwood, Michigan. The Company grants credit without collateral to certain approved customers, most of whom are located in Wisconsin and Upper Michigan. The Company has not experienced any significant losses from uncollectible customer accounts. For the quarter ending June 30, 2021, four customers accounted for approximately 61% and 54% of the Company's consolidated net sales and receivables, respectively. For the quarter ending June 30, 2020, four customers accounted for approximately 60% and 73% of the Company's consolidated net sales and receivables, respectively.

Cash and cash equivalents consist of cash on hand and demand deposits in banks. The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash and cash equivalents. The Company, at times throughout the year, may, in the ordinary course of business, maintain cash balances in excess of Federal Deposit Insurance Corporation ("FDIC") insurance coverage, and as a result, there is concentration of credit risk related to amounts on deposits in excess of FDIC insurance coverage. The Company had \$3,700,696 and \$744,026 in cash and cash equivalents and cash held in escrow as of June 30, 2021 and December 31, 2020, respectively, in excess of FDIC-insured limits.

## 9. Leases

The Company's current lease environment consists of commercial, surface, recreational, mineral, gravel, and mining leases. The company evaluated current leases under contract and contracts that may contain a lease under the guidance of ASC 842 to determine the accounting treatment for each lease. After evaluation, the Company determined all commercial, surface, and recreational leases to be accounted for as operating leases under ASC 842. All leases determined to fall under the scope of ASC 842 as operating leases contained similar terms. Leases are typically long-term and do not contain a transfer of ownership, purchase option, or are available for an alternative use. Leases do not contain an option to extend and once the lease term has expired, a new lease agreement must be signed by the new or existing tenant. No leases in the Company's lease portfolio contain variable lease payment options.

All leases under which the Company is a lessee were separately evaluated using guidance from ASC 842 to determine proper accounting treatment. After evaluation, the Company found that only its lease for the right to use office equipment was appropriately classified as an operating lease subject to ASC 842. All other Leases under which the company is a lessee were excluded due to materiality. During the periods ending June 30, 2021 and June 30, 2020, lease expense was \$57,383 and \$70,239, respectively.



## Lease Income

The Company leases real estate consisting of commercial, surface, and recreational properties which are accounted for as operating leases. Under this method, lease income is recognized on a straight-line basis over the lease term. The Company also leases property for the purposes of mining, mineral exploration, and gravel extraction. Lease revenue related to mining, mineral, and gravel is excluded from the scope of ASC 842 and is recognized in accordance with ASC topic 606, *Revenues from Contracts with Customers*. Lease contracts related to mining and mineral exploration typically contain provisions for increasing rents to incent project advancement.

The balance of straight-line lease income receivable as of June 30, 2021 was \$19,147. Lease income receivable from leases excluded from the scope of ASC 842 as of June 30, 2021 was \$105,000. The Company reviews the collectability of charges under its current operating leases on a regular basis taking into consideration changes in factors such as tenant payment history, financial condition, business conditions of the industry, and economic conditions of the area. In the event collectability from lease charges becomes unlikely, the Company will recognize an adjustment to lease income.

The following table includes information regarding the Company's operating leases under which it is the lessor, for the six-month period ended June 30, 2021.

<b>Lease Income</b>	<b>Six Months Ended June 30, 2021</b>	
Lease Income from Operating Leases	\$	46,841
Other Lease Income		73,623
Total Lease Income	\$	120,464

## 10. Stock Based Compensation

On August 27, 2018, the Company established the Stock Incentive Plan of 2018 for eligible employees (the "Incentive Plan"). The Company issued 1,496 shares pursuant to the Incentive Plan during the quarter ending June 30, 2021. The shares were issued on May 12, 2021 to three of the five independent directors and are fully vested as of the grant date. During the six-month period ended June 30, 2021 and 2020, respectively, no shares classified as restricted vested.

The following table provides details for the shares issued during the second quarter 2021 and 2020:

	<b>June 30, 2021</b>	<b>June 30, 2020</b>
Fully-vested shares granted	1,496	-
Weighted-average grant date fair value per share	\$ 80.25	\$ -
Grant date fair value of fully vested stock granted in period	\$ 120,054	\$ -

## 11. Earnings Per Share

The following table provides the details and calculations of the basic and diluted earnings per share:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Net Income (Loss)	\$ 288,613	\$ (80,291)	\$ 2,571,808	\$ 484,111
Shares used for basic earnings per common share	1,295,223	1,291,848	1,295,223	1,291,848
Restricted shares	950	350	950	350
Shares used for dilutive earnings per common share	1,296,173	1,292,198	1,296,173	1,292,198
Basic earnings per common share	\$ 0.22	\$ (0.06)	\$ 1.99	\$ 0.37
Dilutive earnings per common share	\$ 0.22	\$ (0.06)	\$ 1.98	\$ 0.37

## **12. Fair Value Measurements**

The carrying value of cash and cash equivalents, receivables and account payable and accrued liabilities are reasonable estimates of their fair values because of the short maturity of these financial instruments.

The fair value of the revolving line of credit is estimated to be the carrying value of \$1,480,341 as of June 30, 2021.

## **13. Cash Held in Escrow**

In order to qualify for like-kind exchange treatment (“LKE”), the proceeds from real estate sales must be deposited with a third-party intermediary. These proceeds are accounted for as cash held in escrow until a suitable replacement property is acquired. In the event that the LKE purchases are not completed, the proceeds are returned to the Company after 180 days and reclassified as available cash. As of June 30, 2021, the Company had \$2,590,071 of cash classified as restricted. \$2,511,400 of restricted cash is deposited with an intermediary for the purpose acquiring LKE qualified property. The additional amount of cash held in escrow of \$78,671 is restricted for the share repurchase program implemented by the Company.

## **14. Subsequent Events**

None.

## **Section 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis should be read in conjunction with our accompanying condensed consolidated financial statements and notes thereto. See also “Cautionary Statement Regarding Forward-Looking Statements” and “Risk Factors”.

### **Overview**

As of June 30, 2021, Keweenaw, a land and timber management company, owned 179,845 acres of surface land and 399,728 acres of subsurface mineral rights in the western Upper Peninsula of Michigan and northern Wisconsin. Keweenaw derives the majority of its net income from the sale of logs harvested from its timberlands, and from the sale of real estate. Keweenaw also generates revenue from timber harvested from other ownerships, recreational leases, mineral rights leases, sale of sand and gravel, and by providing wood scaling and inventory management services for various customers.

### **Results of Operation**

#### ***Timber Sales & Operations***

For the quarter ended June 30, 2021 Keweenaw’s timber sales volume totaled 23,424 cords (56,218 tons). The 2021 sales volume increased by 7,912 cords (18,988 tons) or 51% compared to the same period last year. Sales for the second quarter of 2021 included 23,401 cords from Company lands and 23 cords from procured stumpage. This is an increase of 8,535 cords from Company land and a decrease of 623 cords from procured stumpage sources, over the prior year. The increase in total volume was driven by improved demand for all forest products versus the constrained markets experienced during the same period in 2020 due to the COVID-19 pandemic.

Gross timber revenues during the second quarter of 2021 were up \$1,082,299 to \$3,005,982, equating to an increase

of 56% compared to the second quarter of 2020. During the second quarter of 2021, timber revenue from Company timberland was \$3,003,467 and procured stumpage sales were \$2,515. This reflected an increase from Company land of 63% and a decrease from procured sources of 97% compared to the second quarter of 2020. Keweenaw focused harvests on higher margin Company land production in the second quarter of 2021.

Total net sales price was \$38.40 per cord in the second quarter of 2021, an 83% increase over the \$20.96 per cord in the prior year period. The driver behind the overall increase was the 138% improvement in sawtimber net sales price in the second quarter of 2021 over the prior year period. The sawtimber net sales price was \$110.50 per cord in the second quarter 2021 compared to \$46.39 per cord in the prior year period. The sawtimber increase was propelled by much higher percentages of veneer and sawlogs and a lower percentage of sawbolts in the product mix. It was also driven by significant increases in net sales price for veneer and sawlogs in response to increased hardwood lumber demand and pricing over the same period in 2020.

Timber sales volumes, sales product mix and net sales prices as a quarter over quarter comparison are shown in the following tables.

Timber Sales Volume (cords)	Three Months Ended June 30			Six Months Ended March 31		
	2021	2020	% Change	2021	2020	% Change
Sawtimber	6,155	5,255	17.1%	15,637	16,404	-4.7%
Pulpwood	17,269	10,257	68.4%	41,434	46,360	-10.6%
<b>Total</b>	<b>23,424</b>	<b>15,512</b>	<b>51.0%</b>	<b>57,071</b>	<b>62,764</b>	<b>-9.1%</b>
<b>Product Mix</b>						
Sawtimber	26%	34%		27%	26%	
Pulpwood	74%	66%		73%	74%	
<b>Net Timber Sales Price (per cord)</b>						
Sawtimber	\$110.50	\$46.39	138.2%	\$113.59	\$73.16	55.3%
Pulpwood	12.70	7.92	60.3%	15.73	14.47	8.7%
<b>Total</b>	<b>38.40</b>	<b>20.96</b>	<b>83.2%</b>	<b>42.54</b>	<b>29.81</b>	<b>42.7%</b>

Net prices per cord are net of logging, hauling, road, stumpage and depletion costs

The increase in second quarter 2021 timber revenues over the prior year were primarily driven by the overall increase in sales volume from the prior year period. Total sawtimber sales revenue increased by 17% and pulpwood sales increased by 68%. Revenues were also favorably impacted by improved product mix and product pricing. The total impact of those changes are reflected in the table below:

Sales	Three Months Ended June 30,			Changes Attributed to:		Six Months Ended June 30,			Changes Attributed to:	
	2021	2020		Volume	Price/Mix	2021	2020		Volume	Price/Mix
Sawtimber	\$ 1,300,077	\$ 821,843	17.1%	17.1%	41.1%	\$ 3,369,240	\$ 2,957,994	-4.7%	-4.7%	18.6%
Pulpwood	\$ 1,705,905	1,101,840	68.4%	68.4%	-13.5%	\$ 4,304,259	4,837,512	-10.6%	-10.6%	-0.4%
<b>Total</b>	<b>\$ 3,005,982</b>	<b>\$ 1,923,683</b>	<b>51.0%</b>	<b>51.0%</b>	<b>9.8%</b>	<b>\$ 7,673,499</b>	<b>\$ 7,795,506</b>	<b>-9.1%</b>	<b>-9.1%</b>	<b>6.8%</b>

### Costs of Operations

Contract logging and freight costs represent the majority of the Company's log production expense. Total second quarter 2021 logging and freight costs increased by 27% to \$1,394,861 versus the prior year period. The increase in overall production cost is primarily attributable to the 51% increase in overall harvest volume. On a per cord basis, second quarter 2021 logging and freight costs decreased by \$11.13 per cord to \$59.55 versus the prior year's second quarter cost of \$70.68 per cord. The per cord production cost decrease was due to the increase in stumpage sales in the second quarter of 2021 versus the prior year period. Stumpage sales have no logging and hauling expense associated with them and consequently help to reduce overall production expense.

Costs associated with construction, maintenance and improvement of the Company's logging roads is another

element of Keweenaw's production cost. Road-building expenses in the second quarter of 2021 were \$128,063, up 13% versus the prior year period. The increase was due to the 51% increase in second quarter 2021 harvest volume over the prior year period.

Depletion and procured stumpage expenses increased by \$20,927 in the second quarter of 2021, up 33% from the prior year period. The increase in depletion and stumpage expense was driven by the 51% increase in the second quarter of 2021 harvest volume.

Other operating expenses (Yard Costs) are associated with the costs of operating Keweenaw's merchandising woodyard. Those costs decreased to \$74,290 in the second quarter of 2021, approximately 10% lower than in the prior year period.

The 2021 and 2020 logging/freight, road, depletion/stumpage, and other costs are listed below.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
<b>Production Costs</b>				
Logging & Freight	1,394,861	1,096,274	\$4,213,374	\$4,736,956
Roads	128,063	113,658	269,204	359,706
Depletion/Stumpage	83,484	62,557	246,204	512,499
Yard Costs	74,290	82,536	144,424	164,401
<b>Production Costs per Cord</b>				
Logging & Freight	\$ 59.55	\$ 70.68	\$ 73.83	\$ 75.47
Roads	5.47	7.33	4.72	5.73
Depletion/Stumpage	3.56	4.03	4.31	8.17
Yard Costs	3.17	5.32	2.53	2.62
	<b>\$ 71.75</b>	<b>\$ 87.36</b>	<b>\$ 85.39</b>	<b>\$ 91.99</b>

### *Non-Timber Revenue and Real Estate Sales*

Non-timber revenue and real estate sales for the second quarter of 2021 income includes mineral royalties, lease and rental income, service fees and land sales of \$525,018, an increase of \$201,803 from the prior year period.

Income levels from these sources are unpredictable and can vary widely from year to year. The breakdown of non-timber revenue and real estate sales by category is reflected below.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
Lease Income, Mineral Royalties and Service Fees	\$ 26,379	\$ 54,840	\$ 189,259	\$ 200,724
Gain on the Sale of Equipment	133,938	-	133,938	-
Easement Sales	600	-	1,350	-
Development Lot Sales	-	-	138,500	-
Real Estate	364,101	268,375	3,094,123	333,994
<b>Total Non-timber Revenue and Real Estate Sales</b>	<b>\$ 525,018</b>	<b>\$ 323,215</b>	<b>\$ 3,557,170</b>	<b>\$ 534,718</b>

Real Estate Sales	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
Acres Sold	273	161	2,550	219
Gross	\$ 364,101	\$ 298,916	\$ 3,094,123	\$ 387,834
\$ Acre/Gross	\$ 1,334	\$ 1,862	\$ 1,214	\$ 1,775

### **Liquidity and Capital Resources**

Keweenaw's cash flow from operations in the second quarter of 2021 was \$3,910 versus \$308,286 in the prior year period. Overall timber sale volume increased by 51% in the second quarter 2021 over the prior year period an increase of 7,912 cords. With the increase in sales volume, the timber revenue increased by \$1,082,299 compared to the prior year period.

Keweenaw sold 273 acres of forest land in the second quarter of 2021 for a gross total of \$364,101, or a per acre gross value of \$1,334 per acre. The real estate market across the Upper Peninsula of Michigan has experienced an increase in activity since the COVID-19 pandemic started in early 2020 and we believe this trend has continued in the second quarter of 2021.

During the second quarter of 2021, the Company began winding down operations of its subsidiary company Keweenaw Logging, LLC. As a part of this change, the Company sold capital assets related to logging operations for a gain of \$133,938.

Cash flows from investing activities in the second quarter of 2021 totaled \$315,877 compared to \$172,633 in the prior year period. Cash flows from the sale of land and sale of capital assets were offset by money used for the exploration and evaluation of the Company's mineral assets. Capital expenditures related to exploration and evaluation totaled \$112,378 in the second quarter of 2021 versus \$90,036 in the prior year period.

No dividends were paid to shareholders during the second quarter of 2021 or 2020, respectively. Keweenaw issued 1,496 shares in the second quarter of 2021 to three of the five independent directors as stock-based compensation for board services. No shares were issued in the prior year period. On June 30, 2021, Keweenaw had \$1,763,369 in cash and cash equivalents and \$2,590,071 in cash held in escrow compared to \$1,737,924 and \$78,671, respectively, at the end of the prior year period. The cash held in escrow resulted from \$2,511,400 in proceeds from Company land sales that are being held by a third-party intermediary in connection with our execution of a Like Kind Exchange transaction. The remaining balance of \$78,671 in escrow is being held for the share repurchase program.

The Company maintains a credit arrangement at Wells Fargo Bank Michigan N.A., which provides for a \$750,000 operating line-of-credit availability to satisfy short-term operating cash needs and to also fund standby letters-of-credit in guarantee of performance on public bid timber stumpage contracts with the USDA Forest Service or state mineral leases.

Keweenaw did not borrow on its short-term line of credit with Wells Fargo during the second quarter of 2021 or during the prior year period. On June 30, 2021, there was no outstanding balance on its short-term line of credit. If necessary, short-term borrowing and repayment would occur using the automatic balance transfer feature of Keweenaw's primary business checking account and its operating line of credit. On Keweenaw's \$750,000 operating line of credit, one letter of credit totaling \$30,000 was outstanding as of June 30, 2021, upon which no balance was owed.

In December 2016, the Company borrowed \$5,000,000 from MetLife at an interest rate of 3.05% and paid off the principal balance of \$4,320,000 remaining on its original loan with Wells Fargo. Keweenaw originally borrowed \$4,800,000 in November 2013 to help finance a 4,979-acre land purchase. Terms of the new 10-year interest-only loan with MetLife include quarterly interest payments at 3.05%. Up to 10% of the principal balance may be paid annually without prepayment penalty. An installment payment of \$500,000 was paid in the first quarter of 2021

reducing the principal balance to \$3,500,000. The balance of this loan remains the same as of June 30, 2021. The maturity date on the loan is December 9, 2026. Total interest expense in the second quarter of 2021 on this loan was \$26,688 compared to \$30,500 in the prior year period.

Also, in December 2016 Keweenaw entered into a debt facility with MetLife in the form of a \$25,000,000 revolver allowing the Company immediate access to cash for general corporate purposes. In March 2017, the Company borrowed \$12,700,000 against the revolver to fund the purchase of 14,356 acres of timberland in Iron County, Wisconsin. An additional \$1,000,000 was borrowed to fund the purchase of 2,784 acres in Gogebic County, Michigan. By the end of 2020, the Company had repaid all but \$2,500,000 of those amounts. The Company repaid an additional \$1,000,000 in the second quarter of 2021, such that as of June 30, 2021, a total of \$23,500,000 remained available for the strategic needs of the Company. Fees and interest associated with the revolver include quarterly payments on the unused facility of 0.0875%. Once the facility is used, there is an option to finance the amount borrowed at the existing 10-year Treasury note rate plus 150 basis points. Interest expense in the second quarter of 2021 on this loan totaled \$14,074, compared to \$42,269 in the prior year period.

### **Section 3. OTHER MANAGEMENT DISCUSSIONS**

None.

### **Section 4. LEGAL PROCEEDINGS**

From time to time, we are party to legal proceedings, which arise in the ordinary course of our business. We are not currently involved in any legal proceedings of which the outcome is reasonably likely to have a material effect on our results of operations or financial condition, nor are we aware of any such legal proceedings contemplated by governmental authorities or any other parties.

### **Section 5. RISK FACTORS**

The following risk factors supplement the risk factors contained under the heading “Risk Factors” set forth in Section 1A of our 2020 Annual Report. The risk factors contained in our 2020 Annual Report and supplemented hereby could affect our business, financial condition, or results of operations. These risk factors should be considered in connection with evaluating the forward-looking statements contained in the 2020 Annual Report and this Quarterly Report, as applicable, because they could cause the actual results and conditions to differ materially from those projected in forward-looking statements. Before you buy our common stock, you should know that investing in our common stock involves risks, including the risks described below and in the 2020 Annual Report. The risk factors that are highlighted here and in the 2020 Annual Report are not the only ones we face. If the adverse matters referred to in any of the risk factors actually occur, our business, financial condition, or operations could be adversely affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

#### **Risks Related to Our Industry and Our Business**

***The novel coronavirus disease (COVID-19) pandemic has impacted and is expected to continue to impact our business, financial condition, and results of operations.***

The COVID-19 pandemic has now had over fifteen months of impact on local, regional, national and international economies, and this has impacted our operations and financial results. As previously disclosed, Keweenaw’s

business model meets an exemption that has allowed us to continue operations despite broad-based shutdowns over the course of the pandemic. Our financial results, however, along with those of all market participants, have inevitably been impacted. We have experienced, for example, mixed results with somewhat reduced pulpwood demand, but also stronger sawtimber pricing due to new construction starts. These and other market disruptions continued during the second quarter of 2021, and the extent and duration of the pandemic and related governmental responses remain unclear. We expect that this matter may continue to impact our results, but due to the uncertainty inherent in this challenging environment, the related financial impact cannot be reasonably estimated at this time.

## **Section 6. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS**

As a result of our debt facilities, Keweenaw is exposed to interest rate changes. Keweenaw closely monitors interest rates and will continue to consider the sources and terms of its borrowing facilities to determine whether Keweenaw has appropriately guarded itself against the risk of increasing interest rates in future periods. Keweenaw does not enter into financial instruments for trading or speculative purposes.

A listing of Keweenaw's debt facilities can be found in Footnote 6 in the Notes to the Financial Statements.

## **Section 7. OTHER INFORMATION**

### **SIGNATURES**

#### **KEWEENAW LAND ASSOCIATION, LIMITED**



By: \_\_\_\_\_

Date: August 12, 2021