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MACA BOARD OF DIRECTORS MEETING

August 3, 2012

MACA Vice President Jason Paris called the meeting via conference call to order at 9:08 a.m. CDT. The following board members were present at the start of the call:

Name	Company
Rob Dittmer	DuPont Crop Protection
Matt Ewers	Inland Empire Distribution Systems, Inc.
Jeff Hayslett	AMVAC
Steve Koziolek	Rosen's
Jason Paris	MFA, Inc
Tom Quade	FMC Corporation,
Greg Reigh	BASF
Norm Wagoner	Agrilead
Kathy Zander	South Dakota Agri-Business Association

The following joined later during the call:

David Flakne	Syngenta Crop Protection
Dan Vest	GROWMARK, Inc
Matt Wagner	Banjo Corp.

Guests present: Phil Harms, Dow AgroSciences; John Peterson, J.D., Howe & Hutton, Ltd.; Steve Taylor, MO-AG.

Staff present: Executive Director Bonnie McCarvel.

MACA Board of Directors absent: Don Bradley – Olympus Seed Formulator; Sam Germer – RCI, Inc.; Wayne Jelinek - Monsanto Company; Tim Stoehr – Wilbur Ellis

At the outset of the meeting, Vice President Paris directed the attention of, and compliance by, all persons participating in the meeting to the "Anti-Trust and Fair Trade Practice Guidelines" which are attached to these minutes. Vice President Paris also introduced John Peterson, J.D., Howe & Hutton, who was filling for Barbara Dunn, J.D., and would provide legal counsel for the meeting.

Secretary/Treasurer's Report: Secretary/Treasurer Greg Reigh presented the June 7, 2012 Board of Directors Meeting minutes for approval, there were no questions. A motion was made by Wagner to accept the minutes with the proposed revision by Reigh. The motion was seconded by Zander. Discussion followed. Motion carried.

Secretary/Treasurer Greg Reigh presented the financial reports. A motion was made by Quade to accept the reports as presented. The motion was seconded by Dittmer. Motion carried.

Vice President Paris then asked for committee reports as follows:

Annual Meeting Committee: Vice Chair Rob Dittmer reported the plans are moving forward for the 2012 meeting with registrations for the meeting and golf coming in.

Motion was made by Haylsett and seconded by Wagoner to accept the committee report as presented. Discussion followed. Motion carried.

Distribution and Environment (D&E) Committee: Chairman Matt Ewers reported the committee had is investigating Bulk Storage for Ag Chemicals and plan to have a presentation on this topic at their next meeting in November.

Motion was made by Dittmer and seconded by Wagner to accept the committee report as presented. Discussion followed. Motion carried.

Crop Production Issues (CPI) Committee: Committee chair Phil Harms reported the committee had nothing new at this time to report. They are preparing for the November meeting and are looking for a speaker to help identify topics and issues to be addressed.

Motion was made by Wagner and seconded by Ewers to accept the committee report as presented. Discussion followed. Motion carried.

Industry Communications Committee: Committee vice chair Tom Quade reported the committee had met on July 25 and reviewed the awards nominations and recommended the following:

- Educator of the Year - Dr. Chris DiFonzo, Field Crops Entomologist - Michigan State University.
- Ruth White Media - Steve Fairchild, editor of *MFA – Today's Farmer*.
- Industry Vision - Jim Wissmiller, Tenkoz.
- Ambassador of the Year - Dave Junge of Junge Control, Inc.

Wagoner moved to accept the award nominees as recommended by the committee. Zander seconded the motion. Discussion followed. Motion carried.

McCarvel reported the committee had also reviewed and recommended the membership application of Olympus Seed Treatment Formulator of Westfield, IN with Don Bradley, as the contact, as an allied member as they are a start-up company.

Motion was made by Wagner and seconded by Quade to accept Olympus as a member as proposed. Discussion followed. Motion carried.

Regulatory and Environmental Issues Committee: Water Consultant Steve Taylor provided a brief overview on the nutrient lawsuit he has been working on with the Federal Water Quality Coalition and its status and he also updated the board on the status of the Great Lakes agreement with Canada. Taylor also discussed plans to hold and "Ask the Expert" conference call with MACA members on the Great Lakes agreement with Canada. The tentative date is September 25.

Motion was made by Wagner and seconded by Dittmer to accept the report as presented. Discussion followed. Motion carried.

Executive Director: McCarvel reported on work for the MACA Annual Meeting as well as working with Taylor on the "Ask the Expert" conference call.

Motion was made by Haylsett and seconded by Zander to accept the Executive Director's report as presented. Motion carried.

OLD BUSINESS:

McCarvel reported the board had voted via email and the majority approved of holding the 2013 annual meeting hotel site at the Omni International, Broomfield, CO.

NEW BUSINESS:

Nominating Committee: Chair David Flakne reported that the committee had met and proposed the following nominating slate for the 2012 – 2013 year:

Officers

- President – Jason Paris, (Distributor)
- Vice President – Greg Reigh, (Basic)
- Secretary/Treasurer – Tom Quade, (Basic)
- Immediate Past President – Matt Wagner, (Allied)

New Board Members - 2015

- Phil Harms, Dow AgroSciences, (Basic)
- Matt Ewers, Inland Empire Distribution Systems, Inc. (Allied)
- Jeff Hayslett, AMVAC, (Basic)
- Wayne Jelinek, Monsanto, (Basic)

New Board Members - 2015

- John Howe, Winfield, (Distributor) – 2014 – to complete the term of Tom Quade

Motion was made by Koziolek and seconded by Ewers to accept the nominating slate as presented. Discussion followed. Motion carried.

McCarvel reminded the group the MACA Annual Business Meeting would be held on Thursday, September 6, 2012, with the meeting room to be posted at the Omaha Hilton hotel, Omaha, Nebraska beginning at 7:30 a.m. The purpose of the meeting is to elect board members and officers.

Next Meeting: Vice President Paris reported the next board meeting would be held on Thursday, November 8, 2012 starting at 7:30 a.m. Central Daylight Time. Committee meeting would be held on Wednesday, November 7. Both meetings would be held in St. Louis. Wednesday evening will include a tour of two of Jacobson Warehouse facilities located in the St. Louis area. Dinner would follow the tour.

Wagner moved to adjourn the meeting and Quade seconded the motion. Vice President Paris adjourned the meeting at 10:12 am. Motion carried.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

Attachments to Official Minutes:
"Antitrust and Fair Trade Practice Guidelines"

MID AMERICA CROPLIFE ASSOCIATION
(MACA)
ANTITRUST AND FAIR TRADE GUIDELINES

While some activities among competitors in the same industry are both legal and beneficial to the industry, group activities of competitors are inherently suspect under the antitrust laws. Agreements or combinations between or among competitors need not be formal to raise questions under antitrust laws, but may include any kind of understanding, formal or informal, secretive or public, under which each of the parties can reasonably expect that another will follow a particular course of action.

Each individual is responsible to see that topics which may give an appearance of an agreement that would violate the antitrust laws are not discussed at your meetings. It is the responsibility of each individual in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to assure that individuals in meetings are aware of this obligation.

The following "Do" and "Do Not" highlight only the most basic antitrust principles. Each party and every individual at every meeting related thereto should be thoroughly familiar with his/her responsibilities under the antitrust laws and should consult counsel in all cases involving specific situations, interpretations, or advice.

DO NOT, in fact, discuss or exchange information in person, electronically or by other means regarding:

- Individual company prices, price changes, price differentials, mark-ups, discounts, allowances, credit terms, etc., or data that bear on price (e.g., costs, production, capacity, inventories, sales).
- Industry pricing policies, price levels, price changes, differentials, etc.
- Changes in industry production, capacity or inventories.
- Bids on contracts for particular products; procedures for responding to bid invitations.
- Plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers.
- Matters relating to actual or potential individual customers or suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.

DO NOT discuss or exchange information regarding the above matters during social gatherings incidental to meetings, or by electronic mail, even in jest.
DO adhere to prepared agendas for all meetings and object when meeting minutes do not accurately reflect the matters which transpired.
DO understand the purpose and authority of the group.
DO consult with your company counsel and your company policy guidelines on all antitrust questions before attending meetings.
DO protest against any discussions or meeting activities which appear to violate the antitrust laws; disassociate yourself from any such discussions or activities and leave any meeting in which they continue.

Notes:

- Approved by MACA Board of Directors – June 7, 2001