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MACA BOARD OF DIRECTORS MEETING

August 1, 2014

MACA Vice President Tom Quade called the meeting to order at 9:03 a.m. via conference call. The following board members were present:

Name	Company
Don Bradley	Flowserve
Neil Cleveland	Bayer CropScience
Paul Edsten	DuPont Crop Protection
Matt Ewers	Inland Empire Distribution Systems, Inc.
Phil Harms	Dow AgroSciences
Jeff Hayslett	AMVAC
John Howe	Winfield Solutions
Steve Koziolek	Rosen's, Inc.
Dave Mulder	United Suppliers, Inc.
Jason Paris	MFA, Inc.
Tom Quade	FMC Corporation
Tom Schaefer	Monsanto
Kathy Zander	South Dakota Agri-Business Association

Guests present: Barbara Dunn, J.D., Barnes & Thornburg LLP; Doug Mertens, Monsanto; Tim Riley, AMVAC; Steve Taylor, MO-AG & MACA Water Consultant; and Norm Wagoner, Agrilead

Staff present: Executive Director Bonnie McCarvel.

MACA Board of Directors absent: Gunther Kreps, Crop Production Services; Doug Den Adel, Jacobson Warehouse; and Greg Reigh, BASF.

At the outset of the meeting, Vice President Quade 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 Quade also reminded everyone that Barbara Dunn, J.D., Barnes & Thornburg, was providing legal counsel for the meeting.

Secretary/Treasurer's Report: Secretary Phil Harms presented the June 19, 2014 Board of Directors Meeting minutes for approval. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

Treasurer Phil Harms presented the financial reports. A motion was made to accept the reports as presented. The motion was seconded. Discussion followed. Motion carried.

Vice President Quade then asked for committee reports as follows:

Annual Meeting Committee: Chair Don Bradley reported the final details for the meeting and that it is all coming together – registrations, speakers, tour, as well as sponsorships. Vice Chair Paul Edsten summarized plans for the golf tournament.

A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

Industry Communications Committee: Committee chair Doug Mertens reported the committee had met July 23 to review the award nominations and membership applications. Mertens presented the following information.

Mertens presented the Ruth White Media award nominee Holly Spangler, associate editor for *Prairie Farmer*. A motion was made and seconded to approve the nominee. Discussion followed. Motion carried.

Mertens presented the Industry Vision award nominee – Stan Howell, Dow AgroSciences. Motion was made and seconded to approve the nominee. Discussion followed. Motion carried.

Mertens presented the Educator of the Year award nominee. Mertens reported the committee recommended co-awards be presented to Dr. Jason P. Bond and Mike Gaul with Bond the "traditional" type of Educator of the Year while Mike Gaul is the "non-traditional" as he encourage students to pursue careers in agriculture and works with ag companies on recruiting new employees. Motion was made and seconded to approve the recommendation as presented. Discussion followed. Motion carried.

Mertens then presented the Ambassador of the Year award nominee - Sarah Miller, Successful Farming. A motion was made and seconded to approve the nominee. Discussion followed. Motion carried.

Mertens then presented a request to create a new award called the "Spirit of MACA" for a person who is not seeking recognition and goes above and beyond for the benefit of MACA. Discussion followed. A motion was made and seconded to table this request and ask the industry committee to review further and bring back to the board for more discussion at the November 6, 2014 meeting. Discussion followed. Motion carried.

Mertens then presented the application for membership, which the committee had recommended approval. A motion was made and seconded to approve Flowserve with Don Bradley as the contact as an allied member. Discussion followed. Motion carried.
Mertens then presented Gray Logistics with Wesley Griffin as the contact as an allied member. Discussion followed. Motion carried.

Motion was made and seconded to accept the committee report as presented. Motion carried.

Crop Production Issues (CPI) Committee: Committee chair Tim Riley reported on the plans for the 2014 Young Leader Scholarship Program class. Mentors have been identified for the annual meeting and they are working on final details for the YLSP recipients while at the MACA Annual Meeting. A lunch will be held on Tuesday, September 2, at the MACA Annual Meeting for the committee members, MACA leadership and the scholarship recipients.

Motion was made and seconded to accept the committee's report as presented. Discussion followed. Motion carried.

Distribution and Environment (D&E) Committee: Chairman Matt Ewers reported the committee is continuing to monitor Executive Order 13650, *Actions to Improve Chemical Facility Safety and Security*. The committee will also be reviewing the SACS survey to ensure it meets

the need of the membership and they are working on plans to tour a facility that uses caves for storage while in St. Louis in November.

Motion was made and seconded to accept the committee report as presented. Motion carried.

Regulatory and Environmental Issues Committee: Water consultant Steve Taylor provided a brief overview of the issues which he has been working on behalf of MACA and their impact on the region including Waters of the United States (WOTUS) and the ANPC. He also reported on the water update that will be presented at the MACA Annual Meeting on September 3 for the Young Leader Scholarship Program Recipients as well as state staff.

Motion was made and seconded to accept the committee report as presented. Motion carried.

Executive Director: McCarvel reported she has been working on the 2014 Annual Meeting, YLSP, and other events which had been discussed during the call.

Motion was made and seconded to accept the committee report as presented. Motion carried.

OLD BUSINESS:

No report

NEW BUSINESS:

Nominating Committee: Chairman Jason Paris reported that the nominating slate as follows:
President – Tom Quade, FMC (Basic)
VP – Phil Harms, Dow AgroSciences (Basic)
Secretary/Treasurer – Neil Cleveland, Bayer CropScience (Basic)
Immediate Past President – Greg Reigh, BASF (Basic)

Board members to be elected for 3 year term (ending September 2017)

- Paul Edsten, DuPont (Basic)
- Steve Koziolek, Rosen's (Distributor)
- John Howe, Winfield Solutions (Distributor)
- Gunther Kreps, Crop Production Services, Inc. (Distributor)

Board member to be elected to complete the term of Neil Cleveland (expires September 2015)

- Jessica Richards, Syngenta Crop Protection, LLC (Basic)

A motion was made and seconded to accept the committee report as presented. Motion carried.

Annual Business Meeting: Vice President Quade announced the annual business meeting would be held on Thursday, September 4 starting at 7:30 a.m. at The Alexander hotel, Indianapolis, IN.

Next Meeting: Vice President Quade reported the next quarterly meeting would be held on Thursday, November 6, 2014 at 7:30 am Central Time in St. Louis.

Motion was made and seconded to accept the committee report as presented. 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