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MACA BOARD OF DIRECTORS MEETING

August 5, 2016

MACA President Neil Cleveland called the meeting to order at 8:01 a.m. CDST 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	IEDS Logistics
Steve Koziolek	Rosen's Inc.
Jay Morris	Morris Bixby
Dave Mulder	United Suppliers, Inc.
Tom Quade	FMC Corporation
Tim Riley	AMVAC
Tom Schaefer	Monsanto
Randy Stookey	Kansas Agribusiness Retailers Association
Neil Timmerman	Helena Chemical Company
Rick Welder	CropLife Media Group

Guests present: Jerry Miller, Albaugh, Inc.

Staff present: Executive Director Bonnie McCarvel.

MACA Board of Directors absent: Gunther Kreps, CPS; Jason Paris, MFA Inc., and Shelbi Reed, KOVA Fertilizer, Inc.

Roll call was taken by McCarvel with a quorum present for the meeting.

At the outset of the meeting, President Cleveland 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. President Cleveland also reminded everyone that Barbara Dunn O'Neal, J.D., Barnes & Thornburg, was in attendance to provide legal counsel for the meeting.

Secretary's Report: Timmerman presented the Secretary's report dated July 22, 2016. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. (Timmerman asked about financial reports; McCarvel to send out to the Board after the July reconciliation is completed.) Motion carried.

Committee Reports

Annual Meeting: Chair Don Bradley reported the plans are in place. He then asked McCarvel to provide an update on registrations, tour and golf. A motion was made and seconded to accept the report. Discussion followed. Motion carried.

Industry Communications: Chair Jay Morris reported on the award nominations.

- Educator of the Year nominee Dr. Kevin Bradley, U of MO Associate Professor. A motion was made and seconded to approve Dr. Kevin Bradley for the award. Discussion followed. Motion carried.
- Ruth White Media Award nominee Kurt Lawton, Penton Media. A motion was made and seconded to approve Kurt Lawton for the award. Discussion followed. Motion carried.
- Industry Vision Criteria nominee Tom Warner, CPS. A motion was made and seconded to approve Tom Warner for the award. Discussion followed. Motion carried.
- Ambassador of the Year nominee Rick Welder, CropLife Media. A motion was made and seconded to approve Rick Welder for the award. Discussion followed. Motion carried.

Membership Application - Chair Morris presented a membership application from Tide International USA for approval as a basic manufacturer member. A motion was made and seconded to approve Tide International for membership. Discussion followed. Motion carried.

Crop Production Issues: Chair Tom Schaefer reported the committee had met July 20, 2016 to review the Young Leader Scholarship Program funding for FY 2017. The committee supports continuation of the program and believes that it is encouraging young people to explore careers in agriculture and the crop protection industry. Discussion followed with McCarvel reporting that she would be discussing the status of the program at the 2016 MACA Annual Meeting. A motion was made to accept the committee's recommendation to continue the scholarship program – including the scholarship and travel expenses to the MACA annual meeting in 2017 and that McCarvel would provide a summary and overview of the program at the 2016 annual meeting to encourage member companies to contribute additional funds to help defray the costs of the program. Motion was seconded. Discussion followed with McCarvel asking if any member on the call would be willing to commit to a minimum of $500 for the 2017 program and they would be recognized during her remarks at the Annual Meeting. AMVAC, Bayer, DuPont and Morris Bixby all volunteered. Motion carried.

Long Range Plan: Chair Matt Ewers reported that he will be working on taking the plan to the next step. A meeting will be held on Tuesday, November 1, 2016 in St. Louis prior to the quarterly meetings. Ewers will be contacting people to serve on the committee. Bayer will be providing a facilitator to assist with the meeting. A motion was made and seconded to approve. Discussion followed. Motion carried.

Nominating Committee: Chair Tom Quade reported the committee had met and recommended the following slate for 2016-2017:

- President – Matt Ewers, IEDS Logistics (Allied)
- Vice President – Neil Timmerman, Helena Chemical Company (Distributor)
- Secretary/Treasurer – Paul Edsten, DuPont Crop Protection (Basic)
- Immediate Past President – Neil Cleveland, Bayer CropScience (Basic)
- Board members to serve a 3 year term to (2019):
    - Don Bradley, Flowserve (Allied)

- Jay Morris, Morris Bixby (Allied)

- Board member to complete the term of Paul Edsten – who is running for Secretary/Treasurer (ends in 2018)
  - To Be Determined – several names were suggested and Tom Quade will work with the nominating committee.
- Not running for another term - Dave Mulder, United Suppliers, his term ends in 2016. He declined to run for another term due to job responsibilities. As a result of the bylaws approved June 9, 2016 – his position will not be filled in order to reduce to 12.

A motion was made and seconded to approve the nominating slate for 2016-2017 as presented. Discussion followed. Motion carried.

Annual Business Meeting: McCarvel reminded everyone the elections and annual business meeting of MACA will be held on Thursday, September 8, 2016 starting at 7:30 a.m. at the DoubleTree by Hilton, Bloomington, MN.

Next Meeting: President Cleveland reported the next board meeting would be held November 3, 2016 in St. Louis.

There being no further business, a motion was made to adjourn the meeting and it was seconded. There being no dissent, President Cleveland adjourned the meeting at 8:52 a.m. CDST.

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