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MACA BOARD OF DIRECTORS MEETING

November 3, 2016

MACA President Matt Ewers called the meeting to order at 7:31 a.m. CT at the Renaissance Airport Hotel, St. Louis, Missouri. The following board members were present:

Name	Company
Neil Cleveland	Bayer CropScience
Paul Edsten	DuPont Crop Protection
Matt Ewers	IEDS Logistics
Steve Koziolek	Rosen's Inc.
Gunther Kreps	CPS
K. Susan Macy	Valent USA
Jay Morris	Morris Bixby
Shelbi Reed	KOVA Fertilizer, Inc.
Tim Riley	AMVAC
Randy Stookey	Kansas Agribusiness Retailers Association

Guests present: Carl Bartenhagen, FarmChem; Kellie Bray, CropLife America; Roger Callaway, Helena Chemical Company; Barbara Dunn O'Neal, J.D., Barnes & Thornburg LLP via teleconference; Gary Gold, FMC; Jared Henderson, CLA; Liz Hobart, GROWMARK; Lindsey Jackson, Dow AgroSciences; Matt Lawrence, Valent USA; Jerry Miller, Albaugh; Bill Morgan, Bayer CropScience; Steve Taylor, MACA Water Consultant/MO-AG; Jeff Thompson, FarmChem; and Greg Welsh, CNI.

Staff present: Executive Director Bonnie McCarvel; Michelle Kilper, CAN Coordinator and MaryEileen Rufkar, Administrative Assistant.

MACA Board of Directors absent: Don Bradley, Flowserve; Jason Paris, MFA Inc.; Tom Schaefer, Monsanto; and Rick Welder, CropLife Media Group.

At the outset of the meeting, introductions were made by all and then President Ewers 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 Ewers also reminded everyone that Barbara Dunn O'Neal, J.D., Barnes & Thornburg, was in attendance via conference call to provide legal counsel for the meeting.

Secretary's Report: Secretary Edsten presented the report dated August 5, 2016. A motion was made to accept the minutes as presented. The motion was seconded. Motion carried.

Treasurer's Report: Treasurer Edsten presented the financial reports as of September 30, 2016. A motion was made and seconded to accept the reports as presented, discussion followed, motion carried.

President Ewers then asked for committee reports as follows:

Executive Committee: Vice chair Kreps provided a report of the executive committee which met November 1. The following actions were taken: approved Jane Hanson, Dow AgroSciences as an At-Large member for two years; reviewed the 2016 budget and recommended retaining Filla & Filla to conduct the 2016 review at an estimated cost of $8,000 - $8,500. Motion was made to approve the recommendation to retain Filla & Filla to conduct the 2016 financial review at an estimated cost of $8,000 – $8,500. The motion was seconded, discussion followed, motion carried.

The committee also reviewed the budget and meeting dates for 2017; the CDs and stocks, bank of deposit, investments and investment guidelines. A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

Annual Meeting Committee: Vice chair Steve Koziolek reported the committee had met on November 2 and reviewed the 2016 meeting and started working on plans for the 2017 meeting to be held in Kansas City, MO. The committee also presented goals and budget for 2017.

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

Distribution and Environment (D&E) Committee: Chair Lindsey Jackson reported the D&E committee had met on November 2 and had reviewed the 2016 goals and the HAZMAT Videos. The committee recommended that starting in 2017; the HAZMAT videos are downloadable from the MACA website for member companies with the company paying 10% of their membership dues and if a company wants them but are not a member, the fee is $250 but will be waived if they become a member. A motion was made and seconded to accept the proposed fee structure as presented. Discussion followed. Motion carried.

Jackson reported on the budget and goals for 2017.

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

Crop Production Issues (CPI) Committee: Vice chair K. Susan Macy reported the committee had discussed the plans for the 2017 Young Leader Scholarship Program (YLSP) as the applications are out to the land grant universities. They requested that a special letter be sent out to the company contact requesting support for the 2017 YLSP and HAZMAT Videos. Macy reported on goals and budget for 2017. A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

Industry Communications Committee: Chair Jay Morris reported the committee had met November 2. Michelle Kilper, CropLife Ambassador Network Coordinator, provided an update on the program regarding mailings, presentations, ambassadors and students reached.

Morris reported the committee had reviewed an application for membership from CNI as a distributor/formulator. Greg Welsh was introduced at this time and then was excused from the room as discussion and vote followed. Motion was made to approve CNI as a distributor/formulator. Motion was seconded. Discussion followed. Motion carried. Welsh was invited back into the room and congratulated on becoming a member.

Morris reported the committee had discussed and identified potential new members and would bring the list back to the February meeting for more discussion and benefit to MACA.

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

Regulatory & Environmental Issues Committee: Acting chair Gunther Kreps and Steve Taylor reported the committee met on November 2 and discussed a variety of issues including water lawsuits and the potential impact on agriculture. Steve Taylor provided an update on the value to members, the Great Lakes and FWQC efforts. Kellie Bray provided an update on CLA issues.

Kreps reported the committee had recommended continuing the water contract with MO-AG for another two years at the same rate. A motion was made to approve the recommendation to retain MO-AG for another two years. Motion was seconded, discussion followed. Motion carried.

Kreps then reported on the discussion to have the REI committee become a part of the Crop Production Issues Committee and the YLSP moved to Industry Communications committee. 2017 would be a transition year with the REI meeting with CPI committee in February and CPI people working with the Industry Communication committee in 2017 on the YLSP. Discussion followed. General agreement was to explore this concept with more discussion at the February meeting and with the understanding the Tom Schaefer would serve as the Chair and K. Susan Macy the Vice Chair.

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

State Update: Randy Stookey, KARA, provided an update on the various state initiatives in the region.

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

Break – President Ewers requested at 10 minute break at 9:16 a.m.

President Ewers called the meeting to order at 9:26 and continued with reports.

Executive Director: McCarvel reported on the 2016 Annual Meeting, YLSP, update on implementing bylaw changes, and long range plan work.

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

OLD BUSINESS

Long Range Plan – Chair Gunther Kreps provided an update on the Long Range Plan by providing an update on the planning meeting held on November 1. The committee is working on documenting and marketing the benefits of MACA. The mission statement and statement of intent will be wordsmithed to make it current and will be reviewed at the February meeting.

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

NEW BUSINESS

COMMITTEE CHAIRS for 2016-2017 – President Matt Ewers reported the committee chairs and vice chairs as follows:

Annual Meeting	Don Bradley – Chair Steve Koziolek – Vice Chair Jerry Miller & Paul Edsten – Co-Vice Chair/Golf
Crop Production Issues (REI will work with CPI in 2017)	Tom Schaefer –Chair K. Susan Macy – Vice Chair
Distribution & Environment	Lindsey Jackson – Chair Jeff Frederick – Vice Chair
Industry Communications & CAN Task Force (YLSP moves to Industry Communications in 2017)	Jay Morris -– Chair Rick Welder – Vice Chair
Executive Committee	Matt Ewers – Chair
Nominating	Neil Cleveland – Chair
Personnel	Neil Cleveland – Chair
Strategic Planning Task Force	Gunther Kreps – Chair

2017 Meeting Dates – President Matt Ewers presented the proposed 2017 meeting dates as follows:

- February 1, 2017 – Committee Meetings, St. Louis, MO
- February 2, 2017 – Board Meeting, St. Louis, MO
- June 14, 2017 – Committee Meetings, St. Louis, MO
- June15, 2017 – Board Meeting, St. Louis, MO
- August 4, 2017 – Conference call with Board
- September 5-7, 2017 – MACA Annual Meeting
  The Westin at Crown Center, Kansas City, MO
- September 7, 2017 – 7:30 a.m., MACA Annual Business Meeting, Kansas City, MO
- November 8, 2017 – Committee meetings, St. Louis, MO
- November 9, 2017 – Board meeting, St. Louis, MO

Notes:
1. Board of Directors meeting will begin at 7:30 a.m. and conclude by noon.
2. Board of Directors approved November 3, 2016.

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

2017 Budget – Treasurer Edsten and McCarvel presented the proposed 2017 budget. Motion was made and then seconded to accept the proposed budget as presented. Discussion followed with President Ewers challenging each committee to review it throughout the year to determine ways to reduce cost or increase income. Motion carried. Approved budget is attached.

A motion was made to increase the meeting fee from $25/day to $50/day starting January 1, 2017. The motion was seconded. Discussion followed. Motion carried.

Next Meeting: President Ewers reported the next board meeting would be held Thursday, February 2, 2017 at 7:30 am CST in St. Louis, MO.

There being no further business, President Ewers adjourned the meeting at 10:45 a.m. CT.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

Attachments to Official Minutes:
"Antitrust and Fair Trade Practice Guidelines"
2017 Budget

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