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MACA BOARD OF DIRECTORS MEETING

November 8, 2018

MACA President Paul Edsten called the meeting to order at 7:30 a.m. CST at the Renaissance Airport Hotel, St. Louis, Missouri. The following board members were present:

Name	Company
Brian Clark	Schuetz Container
Shelbi Domjen	KOVA Fertilizer, Inc.
Paul Edsten	FMC
K. Susan Macy	Valent USA
Jay Morris	Morris-Bixby Group
Randy Stookey	Kansas Agribusiness Retailers Association
Greg Welsh	CNI

Guests present: Matt Amick, MO Corn Growers Association; Roger Callaway, Helena Agri-Enterprises, LLC; Matt Misichko, J.D., Barnes & Thornburg LLP; Matt Ewers, IEDS Logistics; Gary Gold, FMC; Lisa Klein, Mid-America Merchandising; Matt Lawrence, Valent USA; Mike Lehman, AMVAC; Jerry Miller, Albaugh; Dale Petersen, Alliance Tank; David Pieper, Junge Control; Steve Taylor, MACA Water Consultant/MO-AG and Matt Wagner, GreenLeaf Inc.

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

MACA Board of Directors absent: Don Bradley, Flowserve; Steve Koziolek, Rosen's Inc.; Gunther Kreps, AgXplore Tim Riley, AMVAC; and Rick Welder.

At the outset of the meeting, introductions were made by all and then President Edsten 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 Edsten reminded everyone that Matt Misichko, J.D., Barnes & Thornburg, was participating in the meeting and he reviewed the key points of the guidelines with the group.

Secretary's Report: Former President Matt Ewers presented the report dated August 3, 2018. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

Treasurer's Report: Former President Matt Ewers presented the financial reports as of September 30, 2018. A motion was made and seconded to accept the reports as presented, discussion followed, Motion carried.

President Edsten then asked for committee reports as follows:

Executive Committee: President Paul Edsten reported the Executive Committee met on Wednesday, November 7. The committee reviewed and discussed the following: approved Jaime Yanes, Albaugh, LLC, to serve as an at-large member on the Executive Committee for two years ending in 2020; discussed the schedule for the November meetings; reviewed the board agenda for this meeting, discussed the financial reports, reviewed investments including CDs and stocks. The committee also reviewed the proposal 2018 prepared by Filla & Filla CPAs to conduct the financial review and tax return. A motion was made and seconded to accept the report as presented. Discussion followed. Motion carried.

Annual Meeting Committee: Vice Chair Jerry Miller reported the committee had met on November 7 and discussed plans for the 2019 meeting to be held in Indianapolis, Indiana at the Alexander Hotel September 3-5. The committee was working on possible themes as well as speakers, golf site and industry tour. The committee discussed 2019 goals and budget which were presented to the board.

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

Distribution and Environment (D&E) Committee: Committee member Matt Ewers presented the report on behalf of Chair Lindsey Jackson. The D&E Committee met on November 7. The Pesticide Waste Forum Working Group, a sub-committee, is working on a "Frequently Asked Questions" document and waste disposal flowchart. The HAZMAT Videos are being reviewed by committee member to determine if an update is needed. The committee reviewed 2018 goals for follow-up, heard from Michael J. Filsinger, U.S. Customs and Border Protection, Supply Chain Security Specialist, CTPAT Newark Field Office; and discussed 2019 goals and budget which were presented to the board.

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

Production & Environmental Stewardship (PES) Committee: Committee chair Matt Lawrence reported the committee had met on November 7. Lawrence reported the PES committee had received good feedback on the Pollinator Educational Forum held in June. The committee continues to look at how MACA can engage in the future and have an ongoing effort related to pollinators. Casey Bergthold, Missouri State Coordinator for Quail Forever and Pheasants Forever, Inc. provided an update for the committee and their work with Monarch Butterflies. Discussion followed.

Steve Taylor provided a short report on water issues on Dicamba and discussed any possible role for MACA in the future. Discussion followed.

The committee also discussed certified applicator definition. More work will be done on this.

The committee discussed 2019 goals and budget which were presented to the board.

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

Industry Communications Committee: Chair K. Susan Macy reported the committee had met on November 7. Macy is serving as the chair and David Pieper will serve as vice chair.

Michelle Kilper, CropLife Ambassador Network (CAN) Coordinator, provided an update on the program. The new year for the program has just started and presentations are

underway. The most popular presentation for the past year was "Agriculture's Abundance." Kilper has updated the mailer for teachers, brochure to recruit ambassadors and will be working to create a GMO presentation plus update the other PP presentations.

Macy reported on membership and that the dues increase approved in 2017 is now effective for the 2019 calendar year. Invoices were emailed in October. A subcommittee will work to create a merchandising our networking abilities to highlight what MACA does.

The Young Leader Scholarship Program packets requesting nominations have been sent to the universities and a pilot program for Illinois will include Southern Illinois University. Macy also reminded everyone that the committee is working to secure sponsorships for the program.

The committee discussed 2019 goals and budget which were presented to the board.

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

Break – President Edsten requested a ten minute break at 9:34 a.m. and then resumed the meeting at 9:45 a.m.

State Update: Randy Stookey, Kansas Agribusiness Retailers Association (KARA) provided a short update on Kansas activities including KARA Remediation, Dicamba Drift, KDA Hazardous spill requirements, and the elections.

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

Executive Director: McCarvel reported on her work regarding the 2018 Annual Meeting, long range plan, membership, etc.

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

OLD BUSINESS

Long Range Plan (LRP) – Acting Chair Paul Edsten provided an update on the status of the LRP and reported the executive committee met November 7. The committee recommended that a membership survey be conducted; explore a mentoring program and marketing plan. Discussion followed. Edsten reported the mentoring program and marketing plan as being developed based on the report by the Industry Communications committee. More details will be presented at the February meeting with details and timeline.

NEW BUSINESS

CPA – McCarvel presented the recommendation to have Filla & Filla, CPAs conduct the 2018 financial review and prepare the tax return as outlined in the proposal. Motion was made and seconded to approve Filla & Filla, CPAs as presented. Discussion followed. Motion carried.

Budget – McCarvel presented the FY 2019 budget based on the committee requests and the additional costs as presented. Discussion followed.

- A motion was made to increase the meeting fee to $75/event starting January 1, 2019 plus any fee for off-site event. The motion was seconded, discussion followed. Motion carried.
- A motion was made to approve the FY 2019 budget as presented. Discussion followed. Motion carried. (Copy attached.)

Meeting dates – President Edsten presented the 2019 proposed dates. Discussion followed with general consensus to move the February meeting dates back to avoid some industry conflicts. A motion was made to approve the 2019 meeting dates as follow:

- February 20 – Committee Meetings, St. Louis, MO
- February 21 – Board Meeting, St. Louis, MO
- June 5 – Committee Meetings, St. Louis, MO
- June 6 – Board Meeting, St. Louis, MO
- August 2 – conference call with board (Approve award nominees and nominating slate.)
- September 3-5 – MACA Annual Meeting
  Alexander Hotel
  Indianapolis, IN
- September 5 – 7:30 a.m. – MACA Annual Business Meeting, Indianapolis, IN
- November 6 – Committee Meetings, St. Louis, MO
- November 7– Board Meeting, St. Louis, MO

The motion was seconded. Discussion followed. Motion carried.

Next Meeting – President Edsten reported the next meeting will be held Thursday, February 21, 2019 from 7:30 – 11:00 a.m.

The February Quarterly Meetings will be held in St. Louis, MO at the Renaissance Airport Hotel. The committees will meet on February 20 and the board meeting on February 21.

President Edsten thanked everyone for their participation with the meetings this week. There being no further business, a motion was made to adjourn the meeting at 10:45 a.m. The motion was seconded, discussion follow. Motion carried. President Edsten adjourned the meeting.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

Attachments to Official Minutes:

- "Antitrust and Fair Trade Practice Guidelines"
- 2019 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

2019 MACA BUDGET

Approved 11/8/18

					2019		Notes
Income							
	3100 · Ambassador Program Inc				$ 4,000.00		
	3200 · Annual Meeting Income				$ 103,000.00		
	3300 · Dues				$ 200,000.00		
	3400 · Interest Income				$ 500.00		
	3800 - YLSP				$ 26,000.00		
	6275 · TPSA				$ 24,000.00		
Total Income					$ 357,500.00		
Expense							
	5100 · Ambassador Program Exp				$ 10,200.00		
	6000 · Annual Meeting Expense				$ 48,900.00		
	7000 · Committee Expenses						
		7100 ·PES Com			$ 70,000.00		
		7300 · Distribution & Environmental			$ 5,300.00		
		7500 · Industry Communications			$ 55,700.00		
	Total 7000 · Committee Expenses				$ 131,000.00		
	8000 · Overhead Expenses						
		8020 · Equipment Maintenance			$ 4,500.00		
		8026 · Grants			$ 1,800.00		TPSA, CAST
		8028 · Insurance			$ 6,000.00		
		8045 · Miscellaneous			$ 3,800.00		
		8055 · Office support Postage/Shipping			$ 750.00		
		8060 · Professional Services			$ 18,500.00		CPA, Legal
		8061 · Rent - Office			$ 18,500.00		
		8070 · Supplies			$ 2,100.00		
		8072 · Janitorial Services			$ -		
		8075 · Office Support Telephone			$ 3,500.00		
		8400-Staff			$ 221,750.00		Salaries/benefits/taxes/ payroll processing
	Total 8000 · Overhead Expenses				$ 281,200.00		
	8100 · Office Staff				$ 5,700.00		travel
	8200 · Board of Directors				$ 1,000.00		
	8300 · WWW/Technology				$ 13,700.00		new website
Total Expense					$ 491,700.00		
					$ (134,200.00)		