BOARD OF DIRECTORS MEETING

June 13, 2024

MACA President Jaime Yanes called the meeting to order at 7:34 am CDT at the Live! By Loews Hotel, St. Louis, Missouri with the following board members present for roll call:

Name	Company
1. Brian Clark*	Schuetz
2. Jane Hanson	Rosen's
3. Matt Lawrence	Valent
4. Michael Lehman	AMVAC
5. John Oesch	Nutrien
6. Drew Ratterman	Corteva Agriscience
7. Mitch Reed	KOVA
8. Steve Sloan	Lamberti
9. Randy Stookey	KARA
10. Matt Wagner	GreenLeaf, Inc.
11. Jaime Yanes	Albaugh, LLC

Absent: Joe Olson, Helena Agri-Enterprises; and Norm Wagoner, Kalo.

Guests present: Brad Alliger, Alliger Financial; Aaron Deardorff, Syngenta; Barbara Dunn, J.D., Barnes & Thornburg; Kristen Marshall, Albaugh, LLC; DeWayne McIntire, MFA; Andrea Rice & Steve Taylor, MO-AG.

Staff present: Program Coordinator Michelle Kilper, Office Assistant Andrea Yetter, and Executive Director Bonnie McCarvel.

An asterisk (*) indicates the person was a virtual participant.

President Yanes 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. Barbara Dunn, Esq., reviewed the Guidelines as well as the fiduciary responsibilities of board members.

President Yanes then reviewed the consent agenda items and process for dealing with consent agenda items.

A motion was made to accept the consent agenda items as presented. The motion was seconded. Motion carried. (Copy of consent agenda items are attached to official minutes.)

President Yanes then asked for committee reports as follows:

- **Executive Committee:** Vice-Chair Mike Lehman reported the committee had met on Wednesday, June 12, and reviewed the investment portfolio with Edward Jones and agreed to stay the course;

they also discussed the policy for filling a board seat should someone leave their company or resign; reviewed the financial review for ’23 as submitted by Joe Filla, Filla & Filla, CPAs and recommended the board accept it.

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

Membership: Chair Matt Wagner reported the committee met on June 12 and had discussed the membership and a plan to identify companies as well as the 2024 Annual Meeting. Wagner reported on the speakers, private meeting rooms, tabletop displays and sponsorship. Discussion followed and President Yanes referred sponsorship discussion to the Executive committee regarding providing some type of complimentary registration for meeting sponsors for the ’24 Annual Meeting.

Wagner reported the ’25 MACA Annual Meeting will be held September 2-4, 2024 at the Kansas City Marriott Country Club Plaza, Kansas City, MO.

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

Critical Member Issues: Chair Aaron Deardorff reported the committee met on June 12. Deardorff reported the committee had accomplished one of its goals for the year – to have a list of acronyms for the industry identified and written out so people unfamiliar with the acronym would understand its meaning. Kellie Bray, CropLife America, provided the list. The list will now be posted on the MACA website.

The committee also had presentations from:

- Christopher Lind, Christopher Lind, LLC, regarding DOT/Transportation/Storage/PFAS update. Key takeaway – make sure “your” packaging is authorized, tested, and properly reconditioned.
- Leigh O’Neill provided an update on the Ag Container Recycling Council (ACRC) regarding new contractors, legislation, and non-acceptable containers.
- Waste Industry Update with Mike Schrang, Veolia, and his team including Matt Slife, Chris Styer and Jim Dykhius.
- Water Issues update with Steve Taylor and Andrea Rice, MACA Water Consultants; provided an update on EPA ban on NMP (chemical included in fertilizer) to protect Nitrogen from leaching into water, Fertilizer Recommendation Support Tool (FRST) program launch; and continued concern on phosphorus levels in water and the Great Lakes Water Quality Agreement.
- The State Issues report was presented by Randy Stookey, KARA.

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

Education: Vice Chair Mitch Reed reported the committee met on June 12 with the following subcommittees and their actions:

- **Developing Professionals** (DP) –DP Chair Jay Morris has 10 participants from five companies. The program will have their final virtual training sessions on June 26, plus a special event with industry leaders at the 2024 Annual Meeting.
  The model has been successful and as a result the committee is requesting nominees for the ’24 class. Target group is individuals with 1-7 years’ experience primarily salespeople to develop soft skills.
- **Young Leader Scholarship Program** (YLSP) – 11 students were approved and are participating in training sessions from April-August, plus attend the ’24 Annual Meeting.

- **Agriculture Academy** – Coordinator Michelle Kilper proposed changing the program as it is very difficult to get into schools due to security concerns. As a result, she has proposed creating a grant program in which teachers submit a proposal for review and funding. Michelle will develop proposal and do some testing in the St. Louis area. Online presentations will continue to be available for those who are able to make presentations in schools.
- **Awards** – Mitch requested nominations for Industry Vision and Educator of the Year.

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

Communications & Marketing: John Oesch reported for the committee, which includes Aaron Deardorff and Kristen Marshall, and recommended Aggregate as the marketing team to work with MACA on implementing the communications and marketing efforts. They have been working with Aggregate to update the MACA logo. On June 12, the committee along with President Yanes, Vice President Lehman and Executive Director McCarvel met to review the revised proposals and make a recommendation to the board. The group has recommended option D as the logo suite for the MACA logo. (Copy is attached to official minutes.) A motion was made to accept option D as presented. The motion was seconded. Discussion followed. Motion carried. The committee will work with Aggregate to develop a plan for the release of the logo.

Aggregate is working on MACA being more visible on social media via Facebook and LinkedIn, as well as developing other things to better communicate what MACA is about and why it is important.

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

Executive Director: McCarvel referenced her report in the consent agenda items and then focused on submitting nominees for the '24 Developing Professionals Class; Awards as well as welcoming first time attendees and asking Vice President Mike Lehman, chair of the strategic plan to provide a report on visits with member companies as part of the ongoing effort to communicate with members.

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

OLD BUSINESS

None

NEW BUSINESS

Financial Review Report '23 – Treasurer Oesch presented the report as submitted by Filla & Filla, CPAs and recommended it be accepted. A motion was made to accept the report as presented. The motion was seconded. Discussion followed. Motion carried. (Copy is attached with official minutes.)

Nominating Committee – McCarvel reported Joe Olson, Nominating Committee Chair, is working on it and contact him if you have any questions.

Next Meeting: Yanes reported the next board meeting is scheduled for Friday, July 27, starting at 7:30 am CDT. The meeting will be held via TEAMS. An agenda will be sent out prior to the meeting.

Adjournment: President Yanes thanked everyone for their participation in the meeting and the work of the committees to stay focused and build on the updated MACA Strategic Plan.

A motion was made to adjourn and was seconded. Discussion followed. Motion carried. President Yanes adjourned the meeting at 9:43 am CDT.

Minutes taken by Bonnie McCarvel.

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MACA Secretary Date

Attachments to Official Minutes:

- "Antitrust and Fair-Trade Practice Guidelines"
- Consent Agenda items for June 13 meeting
- Logo
- Financial Review Report FY'23

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