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MACA BOARD OF DIRECTORS MEETING

July 24, 2019

MACA President Paul Edsten called the meeting to order at 3:12 pm CDT via conference call. The following board members were present:

Name	Company
1. Paul Edsten	FMC
2. Lindsey Jackson	Corteva
3. Steve Koziolk	Rosen's
4. K. Susan Macy	Valent USA
5. Tim Riley	AMVAC

Guests present: Barbara Dunn, J.D., Barnes & Thornburg LLP; and Rodney Schmidt, Bayer CropScience.

Staff present: Executive Director Bonnie McCarvel.

MACA Board of Directors absent: Don Bradley, Flowserve; Gunther Kreps, AgXplore; Jay Morris, Morris Bixby; Shelbi Reed, KOVA Fertilizer, Inc.; Randy Stookey, Kansas Agribusiness Retailers Association and Greg Welsh, CNI.

Roll call was taken and a quorum was not present for the meeting. Thus the group met and per advice from legal counsel Barbara Dunn agreed to proceed with the meeting and make recommendations to the board and McCarvel would email the recommendations to the entire board for their ratification which requires unanimous written consent by the entire board.

At the outset of the meeting, 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 also reminded everyone that Barbara Dunn, J.D., Barnes & Thornburg, was on the call to provide legal counsel for the meeting and she reminded every one of the need to follow the guidelines.

Secretary's Report: The Secretary's report dated June 6, 2019 was presented by Secretary Jackson. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

Treasurer's Report: Treasurer Jackson presented the financial reports as of June 28, 2019. 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:

Annual Meeting: Vice Chair Paul Edsten reported the plans are in place. He then asked McCarvel to provide an update on speakers, sponsors, registrations, tour and golf. A motion was made and seconded to accept the report as presented, discussion followed, motion carried.

Industry Communications: Chair Susan Macy reported the committee had reviewed the award nominations as follows:

- Ambassador of the Year nominee Chris Williams, Rosen's Inc. A motion was made and seconded to approve Chris Williams for the award. Discussion followed. Motion carried.
- Educator of the Year nominee Dr. Carl A Bradley, University of Kentucky. A motion was made and seconded to approve Dr. Carl A. Bradley for the award. Discussion followed. Motion carried.
- Ruth White Media Award nominee Gil Gullickson, Crops Technology Editor at Meredith Corporation. A motion was made and seconded to approve Gil Gullickson for the award. Discussion followed. Motion carried.
- Industry Vision Award nominee Doug Goff, Helena Agri-Enterprises, LLC. A motion was made and seconded to approve Doug Goff for the award. Discussion followed. Motion carried.

McCarvel requested that the award nominees be kept confidential until the board has ratified the minutes.

Nominating Committee: Chair Gunther Kreps was not able to be on the call and thus did not have a report.

Next Meeting: President Edsten reported the next board meeting would be held November 7, 2019 at the Renaissance Airport Hotel, St. Louis.

President Edsten thanked everyone for their participation in the meeting. A motion was made and it was seconded to adjourn at 4:55 PM CDT. Motion carried.

Minutes taken by Bonnie McCarvel.

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