



BOARD OF DIRECTORS MEETING

April 20, 2020

MACA President Tim Riley called the special meeting to order 9:05 am CST via Zoom. The following board members were present:

<u>Name</u>	<u>Company</u>
1. Brian Clark	Schuetz
2. Paul Edsten	FMC
3. Lindsey Jackson	Corteva
4. Steve Koziolk	Rosen's
5. K. Susan Macy	Valent USA
6. Jay Morris	Morris Bixby Group
7. Joe Olson	Helena Agri-Business Group
8. Rodney R. Schmidt	Bayer Crop Science
9. Tim Riley	AMVAC
10. Randy Stookey	KARA.

Members absent: David Bartine, XPO Logistics; Shelbi Domjen, KOVA; and Lisa Klein, MMI.

Guests present: Jerry Baker, MFA; Devin Bird, Corteva; Andrew Kuenker, Corteva; Mike Lehman, AMVAC; Barbara Dunn, J.D., Barnes & Thornburg LLP; and Jaime Yanes, Albaugh, LLC.

Staff present: Executive Director Bonnie McCarvel.

At the outset of the meeting, President Riley requested Barbara Dunn, J.D, provide a reminder regarding 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.

Secretary's Report: The Secretary's report dated February 20, 2020 was presented by Secretary Rodney Schmidt. A motion was made to accept the minutes as presented. The motion was seconded. Discussion followed. Motion carried.

Industry Communications: Joe Olson, committee chair, reported the committee had met and discussed concerns regarding the restructured dues structure which the board had approved at the February 20, 2020 meeting. Olson explained the approved information needed to be modified to reflect sales based on US sales of every product and service of the member company rather than on global sales. Discussion followed.

- A motion was made to rescind the motion of February 20, 2020, regarding the restructured dues structure effective for the 2021 calendar year. The motion was seconded. Discussion followed. Motion carried.

- A motion was made to approve the dues structure effective for the 2021 membership year as follows:

Sales	Standard Dues
< \$25M	\$4,000
\$25 - \$49.99M	\$4,500
\$50 - \$99.99M	\$5,000
\$100 - \$199.99M	\$6,000
\$200 - \$499.99M	\$7,500
\$500 - \$999.99M	\$9,000
\$1B - \$1.49B	\$10,000
\$1.5B - \$1.99B	\$12,000
> \$2B	\$13,000

Sales	Allied Dues
<\$10M	\$2,000
\$10M - \$20M	\$2,500
\$20M - \$30M	\$3,000
>\$30M	\$3,500

- **Standard Dues** – reflect dues by members previously classified as Basic/Distributor/Formulator/Seed.
- **Sales** – defined as all agricultural product sales in the U.S. of every product and service of the member company as defined by the company's audited financial report.
- **Allied Industry** – dues paying member is defined as those who supply products/services. May include warehouses, media, consultants, equipment, etc.

The motion was seconded. Discussion followed and clarified that this structure is effective for members who are paying their 2021 dues. The motion passed by unanimous consent.

President Riley reported that it had been suggested to have a presentation at the MACA Annual Meeting regarding the dues restructuring and the value of membership. General consensus was to plan on making a presentation.

Membership Drive – Joe Olson reported that work is continuing with the membership drive, but with the coronavirus concern it is more challenging, but the group continues to work on recruiting members.

NEW BUSINESS

June Quarterly Meetings – McCarvel reported the executive committee had approved cancelling in person meetings in June due to the coronavirus pandemic. As a result, President Riley had requested a proposal to hold committee and the board meeting via electronic means in June prior to the board meeting on June 19. The proposed meeting schedule:

Monday, June 15

- 1:30-3:30 pm Annual Meeting Committee

Tuesday, June 16

- 10-12:30 pm Executive Committee
- 1-4 pm Production & Environmental Stewardship (PES)

Wednesday, June 17

- 9-noon D&E
- Noon – 1:00 pm Brown bag lunch for all via Zoom
- 1-4:00 pm Industry Communications
- 4:15 – 5:00 pm Executive Committee + Committee chair or Vice Chair
 - Provide brief recap of respective meetings.

Thursday, June 18

- 7:30 – 10:30 am Board of Directors

General consensus was to proceed with proposed meeting schedule. McCarvel to work with committee chairs on setting up meetings.

Annual Meeting – Chair Mike Lehman asked a couple of people to stay on call to discuss plans. McCarvel reported the meeting hotel has furloughed some of their people and so things may be delayed a bit depending on the stay-at-home orders per the coronavirus pandemic. Discussion followed.

President Riley asked for any announcements to be shared at this time by the group. Discussion followed.

There being no further business, President Riley adjourned the meeting at 9:55 am.

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