



BOARD OF DIRECTORS MINUTES

May 29, 2020

The MACA Board of Directors ratified the actions President Tim Riley made April 7, 2020 which included approval for Bonnie (McCarvel) Nagel, MACA Executive Director, to pursue a Small Business Administration Loan as a result of coronavirus. The CARES Act – (Coronavirus Aid, Relief and Economic Security Act) was approved and signed into law to provide over \$2 trillion emergency economic relief bill to provide immediate aid to individuals and businesses and included provisions applicable to nonprofit organizations.

The purpose of the PPP program is to be used for salaries to maintain the staff and office rent. If staff is maintained – no money will need to be repaid.

Therefore be it resolved, as follows:

- To approve Bonnie (McCarvel) Nagel, MACA Executive Director, to be the authorized person to enter into any agreements of any nature relating to the Paycheck Protection Program (PPP) with Commerce Bank, the lender, and those agreements will bind MACA with these specific actions:
 - Borrow Money
 - Execute Notes
 - Grant Security
 - Execute Security Documents
 - Subordination
 - Negotiate Items
 - Further Acts

All board members responded via email and approved the actions including:

- | | |
|------------------|----------------------------|
| 1. Shelbi Domjen | KOVA |
| 2. Lisa Klein | MMI |
| 3. Steve Koziolk | Rosen's |
| 4. K. Susan Macy | Valent USA |
| 5. Jay Morris | Morris Bixby Group |
| 6. Joe Olson | Helena Agri-Business Group |
| 7. Tim Riley | AMVAC |
| 8. David Bartine | XPO Logistics |
| 9. Brian Clark | Schuetz |

- | | |
|---------------------|--------------------|
| 10. Paul Edsten | FMC |
| 11. Lindsey Jackson | Epogee |
| 12. Rodney Schmidt | Bayer Crop Science |
| 13. Randy Stookey | KARA. |

Executive Committee members: Doug Mertens, FMC, and Jaime Yanes, Albaugh, LLC also approved the actions.

Minutes taken by Bonnie McCarvel.

MACA Secretary

Date

**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