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MACA BOARD OF DIRECTORS MEETING

October 24, 2014

MACA President Tom Quade called the meeting to order at 9:00 a.m. via conference call. The following board members were present:

Name	Company
Don Bradley	Flowserve
Neil Cleveland	Bayer CropScience
Doug Den Adel	Jacobson Warehouse
Jeff Hayslett	AMVAC
Steve Koziolk	Rosen's, Inc.
Dave Mulder	United Suppliers, Inc.
Tom Quade	FMC Corporation
Greg Reigh	BASF
Kathy Zander	South Dakota Agri-Business Association

Guests present: Barbara Dunn, J.D., Barnes & Thornburg LLP.

Staff present: Executive Director Bonnie McCarvel.

MACA Board of Directors absent: Matt Ewers, Inland Empire Distribution Systems, Inc.; Gunther Kreps, Crop Production Services; John Howe, Winfield Solutions; and Tom Schaefer, Monsanto.

At the outset of the meeting, President Quade 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 Quade also reminded everyone that Barbara Dunn, J.D., Barnes & Thornburg, was providing legal counsel for the meeting.

President Quade thanked everyone for their participation and stated the purpose of the call was to fill several officer and board positions.

President Quade reported that Vice President Phil Harms resigned due to a change in job responsibilities. Koziolk moved to accept Harms' resignation. Motion was second. Discussion followed. Motion carried.

President Quade reported that the nominating committee had met and recommended that Neil Cleveland move to the position of Vice President. Motion was made and seconded to approve Neil Cleveland, Bayer CropScience, as MACA Vice President effective immediately. Discussion followed. Motion carried.

President Quade reported that the nominating committee had met and recommended that Matt Ewers, Inland Empire Distribution Systems, Inc.; move to the position of Secretary/Treasurer. Motion was made and seconded to approve Matt Ewers as MACA Secretary/Treasurer effective immediately. Discussion followed. Motion carried.

President Quade reported that the nominating committee had met and recommended that Neil Timmerman, Helena Chemical Co., be appointed to fill a vacant position on the board for a three year term ending in 2017. Motion was made and seconded to approve Neil Timmerman as director effective immediately. Discussion followed. Motion carried.

President Quade reported that the nominating committee had met and recommended that Rick Welder, CropLife (Meister Media) be appointed to fill the remaining term of Matt Ewers on the board which ends in 2015. Motion was made and seconded to approve Rick Welder as director effective immediately. Discussion followed. Motion carried.

Next Meeting: McCarvel reported the next quarterly meeting would be held on Thursday, November 6, 2014 at 7:30 am Central Time in St. Louis.

President Quade thanked everyone for their participation and then adjourned the meeting at 9:13 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