

CITRUS RESEARCH AND DEVELOPMENT FOUNDATION, INC.

Minutes of the Board of Directors Meeting

December 11, 2018

A Meeting of the Board of Directors of the Citrus Research and Development Foundation, Inc. was held on Tuesday, December 11, 2018 at the UF-IFAS Citrus Research and Education Center, Ben Hill Griffin Hall, Room 103 in Lake Alfred, Florida. The meeting was properly noticed and recorded. President Larry Black called the meeting to order at 10:08 am. Roll was called, and a quorum was present. Board members present were: Mr. Rob Atchley, Mr. Larry Black, Mr. Joe Davis, Jr., Mr. Ned Hancock, Mr. David Howard, Dr. Jeanna Mastrodicasa, Mr. Ben McLean, Mr. Jerry Newlin, and Mr. John Updike, Jr.

Dr. Jackie Burns, Dr. Greg Hodges and Mr. Charlie Lykes did not participate. Also participating were: Mr. Dan Botts (telephone), Ms. Brandy Brown, Mr. Rick Dantzler, Dr. Stephen Futch, Dr. Jim Graham, Ms. Audrey Nowicki, Mr. Gee Roe, Dr. Michael Rogers, Dr. Brian Scully, Mr. Mike Sparks and Dr. Jim Syvertsen.

Also, in attendance were: Mr. Aedan Dowling, Ms. Sharon Garrett (telephone), Dr. Fred Gmitter, Dr. Pat Ouimet (telephone), Mr. Bill Poulton, Dr. Christopher Vincent, Ms. Callie Walker, Dr. Rosa Walsh and Dr. Janice Zale.

Mr. Black opened the meeting by presenting the board minutes from the October 23, 2018 meeting. Mr. Hancock moved to accept the minutes of the October 23, 2018 Board of Directors meeting. The motion was seconded by Mr. Davis and it passed unanimously.

Executive Committee: Chairman Larry Black had nothing to report from the Executive Committee.

Finance and Audit Committee: Chairman Ned Hancock reviewed the Financial Summary for the periods ending October 31 and November 30, 2018 and he indicated the legislative project funds have been exhausted and the Coca-Cola and PepsiCo co-funding amounts have been received for this fiscal year. Mr. Hancock made a motion to approve the October 31 and November 30, 2018 summaries as presented. The motion was seconded by Mr. Updike and it passed unanimously.

Mr. Hancock reviewed the CRDF Tax Return Form 990 for June 30, 2018. Mr. Hancock made a motion to approve the CRDF Tax Return Form 990 and authorize President Black to execute the signature authorization for the accountant to forward it to the IRS. The motion was seconded by Mr. Davis and it passed unanimously.

Mr. Hancock reported on the reallocation of funds from Staff budget to Project Management budget. It was discussed at the combined Finance & Audit and Governance meeting that in the absence of Dr. Catherine Hatcher, CRDF could utilize the project management services of Dr. Jim Graham and Dr. Jim Syvertsen until a new project manager is hired. A budget re-allocation of \$56,850 is anticipated to cover the costs of both project management consultants through March 1, 2019, which is the projected date by which a new Project Director will be hired. Mr. Hancock made a motion to approve the budget reallocation of \$56,850 to cover costs for Dr. Graham and Dr. Syvertsen through March 1, 2019. The motion was seconded by Mr. Davis and it passed unanimously.

Mr. Hancock gave an update on the current status of the CRDF website. The initial meeting with Frankel Media Group has taken place, the contract has been executed and the timeline and process is in place to move forward. The anticipated launch of the re-designed website is April 1, 2019. The current website maintenance agreement with Steve Rogers, Ecostat, runs through the end of the calendar year. Since Frankel Media would like to proceed with taking over the website, there is a scheduled conference call among all parties to discuss the final arrangements in detail.

Governance Committee: Chairman John Updike, Jr. reported that the Governance Committee met earlier this morning and had several items to review.

Mr. Updike reported the recommendation of Slate of Officers for 2019 are Larry Black-President, Bobby Barben-Vice President, Ned Hancock-Treasurer and Rob Atchley-Secretary. This slate of officers is recommended to serve for a one-year term. Mr. Updike made a motion to approve the 2019 Slate of Officers as stated, and to serve for a one-year term. The motion was seconded by Mr. Newlin and it passed unanimously.

Mr. Updike reviewed the COO evaluation process with the board and asked if there were any questions. Being none, he stated evaluation forms will be emailed to the current board members with a request for them to be returned to him by Wednesday, December 19, 2018.

Mr. Dantzler reviewed the final revisions to the CRDF Business Plan which had minor changes from the draft presented at the October 23 board meeting. Mr. Updike made a motion to approve the revisions to the CRDF Business Plan with the additional revision to remove the wording regarding peer review in the process for funding research on page 4. The motion was seconded by Mr. Davis and it passed unanimously.

Mr. Dantzler reviewed each recommended change of the revised By-Laws made by the Governance Committee, which included the following:

1. The committee agreed to keep the existing language regarding term limits of board members, which states a member shall be allowed to serve two three-year terms.
2. The Commercial Product Delivery Committee shall be the repository committee for those research proposals for which there is a reasonable possibility of the research leading to a commercial application in a short-term horizon.
3. Eliminate the need for the Industry Research Coordination Committee, with no disrespect to Chairman Rob Atchley and all other current and past IRCC members.
4. The committee agreed to keep the existing language regarding term limits for Board Officers.
5. Creating an official position of Vice-President as an officer who shall perform such duties of the President in the event the President is unable to perform his/her duties and shall be the presiding officer in the absence of the President.
6. Keep the Research Management Committee as is and allow Select Committees, where the Board may appoint Select Committees from time to time to address specific tasks.

Mr. Updike made a motion to approve the revised By-Laws as presented. The motion was seconded by Mr. Hancock and it passed unanimously.

Mr. Dantzler discussed the proposed job description of the Project Manager position to be posted. The rewrite of the position description contained provisions from the existing program manager description and a one-page amendment which included additional responsibilities to reflect how Dr. Hatcher's workload had evolved. Final changes discussed and agreed on by the committee were to change the title to Research Director; strike the paragraph that read, "The research program advisor will assist in the overall management of a shared field trial pipeline process for advanced evaluation of HLB tolerant/resistant candidates emerging from diverse programs for the purpose of commercializing and scaling up the most promising performers;" strike Plant Breeding in the preferred qualifications; and require a Master's level degree instead of a Ph.D., but to add that a Ph.D. was preferred. Mr. Updike made a motion to approve as presented the description of the Research Director and to move forward with advertising the position. The motion was seconded by Mr. Newlin and it passed unanimously.

Research Management Committee: Chairman David Howard reported the committee has not met since the last board meeting and asked for a status update on the funding of the approved RFP-18 projects. Mr. Dantzler reported 9 of the 37 contracts had been fully executed. Ms. Nowicki reported there were 37 projects that were approved (including the four Service and Support projects, if they pass today), which would total just over \$6,000,000 in year one budgets. Of those 37 projects, 21 research agreements had been sent out for signature and 9 have been fully executed. The remaining agreements are expected to be sent out by the end of the week.

Commercial Product Delivery Committee: Chairman Ben McLean reported that the committee met on November 15 and had four action items to review.

Mr. McLean made a motion to approve #18-058C Stover for three-year funding in the amount of \$287,950. The motion was seconded by Mr. Newlin and it passed with Dr. Mastrodicasa abstaining.

Mr. McLean made a motion to approve #18-065C Hall for three-year funding in the amount of \$500,328. The motion was seconded by Mr. Newlin and passed with Mr. Updike opposing and Dr. Mastrodicasa abstaining.

Mr. McLean made a motion to approve #18-066C Orbovic for three-year funding in the amount of \$388,530. The motion was seconded by Mr. Davis. It was suggested to discuss the transformation labs prior to approving the Orbovic and Zale projects. Mr. Black and Mr. Davis withdrew their motion and second for approval of #18-066C Orbovic. Mr. McLean made a motion to have a Select Committee to direct an independent review and an oversight analysis of both Dr. Orbovic's and Dr. Zale's transformation labs. The motion was seconded by Mr. Davis. Mr. Dantzler discussed with the board the idea of having a review of the labs to address questions of funding sources, efficiencies and synergies. There was lengthy discussion about funding both the Orbovic and Zale projects for one year, during which the labs would be reviewed, and then consider additional funding for years two and three. Mr. Black restated the motion to have a Select Committee conduct an independent review of the two transformation labs, and with no further discussion the motion passed unanimously.

Mr. McLean made a motion to approve #18-066C Orbovic for three-year funding in the amount of \$388,530. The motion was seconded by Mr. Newlin. There was board discussion about the possibility of stopping funding after a year based on the review. Mr. Atchley made an amendment to the original motion to fully fund year one of the budget request, during which a performance review would be conducted, and then consider funding years two and three. The amendment was seconded by Mr. Hancock and passed with a 6 to 2 vote, with opposing votes from Mr. McLean and Mr. Newlin and Dr. Mastrodicasa abstaining. Mr. Black restated the original motion to include the amendment, approving #18-066C Orbovic as presented for year one funding only. The motion was passed with Dr. Mastrodicasa abstaining.

Mr. McLean made a motion to approve #18-067C Zale for three years of funding in the amount of \$1,020,718. The motion was seconded by Mr. Newlin. Mr. Atchley made an amendment to the original motion to fully fund year one of the budget request, during which a performance review would be conducted, and then consider funding years two and three. The amendment was seconded by Mr. Howard and passed with a 6 to 2 vote, with opposing votes from Mr. McLean and Mr. Newlin and Dr. Mastrodicasa abstaining. Mr. Black restated the original motion to include the amendment, to approve #18-067C Zale as presented for year one funding only. The motion was passed with Dr. Mastrodicasa abstaining.

Dr. Syvertsen reported the March 31 and June 30, 2018 Project Management quarterly reports, as well as the Biopesticide report, were included in materials.

Mr. Black deviated from the order of the agenda and asked Mr. Dan Botts to give his report on the Section 18 status. Mr. Botts gave an activity update report on the Antibiotic Registrations and Tree Health Section 18.

Industry Research Coordinating Committee: Chairman Rob Atchley gave a brief report from the HLB-MAC meeting he attended in Washington D.C. at the end of November.

COO Report: Mr. Dantzler gave a brief update on the Bayer project, stating that CRDF had received the quarterly report and it would be made available for reviewing once it was cleared with Bayer. He touched briefly on the status issues and reported they are current to date. Mr. Black and Mr. Dantzler will be flying to California the last week in January for a meeting with Bayer to get an update on their progress.

Mr. Dantzler gave a brief update on the RFP proposal of the Integrated Production Systems field demonstration. There was a meeting that took place last week, but it was determined that growers were already doing this, so there was no reason to proceed with the IPS experiment. However, he asked for the committee to look at the materials provided on the IPS and see if there was a way to improve it in a way that benefitted growers.

Mr. Dantzler briefly discussed his one hundred-day report with the board and highlighted areas he feels that need improvement, which are concerns that have been expressed to him from the board. He touched on his meeting with Dr. Payne about CRDF funding programmatic expenses of

UF/IFAS. Another concern is the perceived inability to get data from Plant Breeders, but believes CRDF and UF/IFAS are making great strides in this regard.

Mr. Dantzler reported that he and Dr. Graham have been looking into different ideas for future RFPs.

Mr. Black and Mr. Dantzler presented Board Resolutions to Mr. Joe Davis and Mr. Ben McLean which summarized their accomplishments in the Citrus Industry and acknowledged their commitment to serving on the CRDF Board. Mr. Davis and Mr. McLean both expressed their gratitude and pleasure of serving on the CRDF Board. Mr. Black reported that Dr. Burns could not attend today, and asked Dr. Mastrodicasa to deliver her resolution and to thank her for her services. Mr. Dantzler reported Mr. Kress is in Germany and was not able to attend either but thanked him for his services and said that staff would be sending his resolution to him.

Partnership Updates: Mr. Mike Sparks with Florida Citrus Mutual gave a brief update regarding legislative issues, which included the recent Farm Bill and the recent election. Mr. Sparks gave an update on the G.R.I.P. program.

Dr. Brian Scully with USDA/ARS gave an update on five projects within the ARS Grapefruit Breeding Program. He also mentioned the upcoming 2019 Citrus Show that will be held in Fort Pierce on January 23 – 24, 2019.

Dr. Michael Rogers with UF/IFAS reported briefly on the HLB-MAC funding. He also gave an update on the new IFAS website, which shows field trial data from the plant improvement team. He encouraged everyone to look at the new website and give feedback.

Dr. Stephen Futch, UF/IFAS Extension Agent, reported the crop is better this year than it was last year. With the cooler weather, there are new signs of HLB symptoms showing in trees. He also gave an update on fruit and leaf drop.

New Business: Mr. Black reported the option of Emeritus Status for the board members that are terming out and stated that both Mr. Davis and Mr. McLean have expressed their interest in serving as Board Emeritus. Mr. Hancock made a motion to approve Mr. Davis and Mr. McLean as CRDF Board Emeritus. The motion was seconded by Mr. Atchley and it passed unanimously.

Mr. Gee Roe made comments to the board, encouraging CRDF to embrace program funding.

Future CRDF Meetings: Mr. Black announced the next Board meeting will be held Tuesday, January 22, 2019 at 10am in Lake Alfred, Florida.

With no further business, the meeting was adjourned at 12:40 pm.

Minutes submitted by Jerry Newlin, Secretary.