American Pecan Promotion Board

Memorandum of Board Vote in Lieu of a Meeting

September 24, 2021

Mr. Salopek, Chairperson of the American Pecan Promotion Board (APPB), in accordance with Section 1223.44 (f) of the Final Order, called for a vote of the Board in lieu of a meeting.

The matter that the Chairperson asked the Board to consider was as follows: "Should the Board spend up to \$7,000 to hire Darren Moore of the law firm of Bourland, Wall & Wenzel to assist the Board in: (a) forming a not for profit corporation in Texas, (b) reviewing the bylaws of the APPB in the future for compliance with Texas law, and (c) filing with the Internal Revenue Service (IRS) (1) a request for an Employer Identification Number (EIN) and (2) as a Tax Exempt entity under section 501(c) (1) of the IRS Code?"

The matter was APPROVED by the Board.

The following Board Members voted to approve the matter as follows: Arn, Bagley, Garza, Hamilton, Mason, Hutchens, Quiros, Hardman, Adams, Willis, Walden-Ralls, Massey, Turner, Salopek & Humphrey. The following Board Members did not vote: Arnold & Chase.

Respectfully submitted,

Paul A. Quiros, Secretary

Approved after review of the Board and USDA:

David Salopek, Chairperson