

**Mexican Hass Avocado Importers Association
Board Meeting Minutes
December 3, 2013**

Place

Hyatt Regency
DFW Airport
Dallas TX

Time: 8:00 AM – 2:00 PM

Board of Directors:

DIRECTORS

Ed Figueroa	Chairman (p)	Importer
Ricardo Vega	Vice Chairman (p)	Packer
Giovanni Cavaletto	Secretary (p)	Importer
Adrian Iturbide	Treasurer (p)	Grower
Tony Martinez	Director (a)	Importer
Carlos Genel	Director (p)	Producer
Jimmy Lotufo	Director (p –phone)	Importer
Antonio Villaseñor	Director (p)	Packer

Alternates

Gahl Crane (a)
Sergio Paz (a)
Doug Meyer (a)
Martin Mendoza (a)
Jon Ullric (p)
Victor Barragan (a)
Gary Caloroso (p)
Ygnacio Valerio (a)

AMS: _____

Veronica Douglas

Officially Present: _____

Armando Lopez
Ramon Paz
Ron Campbell

Sergio Guerrero
Mike Browne (phone)

Guests: _____

Dennis Crowley

Alvaro Luque

The MHAIA Board, with the inclusion of APEAM leadership, was convened on December 3rd in Dallas, to decide upon the leader of the AFM Company.

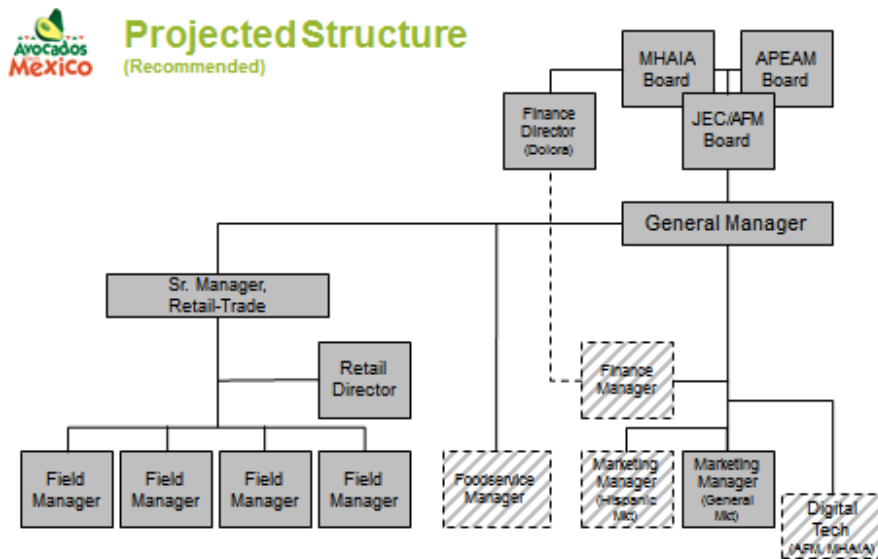
Ed Figueroa called the meeting to order, took the roll call and established a quorum. Ed waived approval of the September 9th and October 23rd board meeting minutes and reviewed the status report provided two weeks earlier which explained recommendations for a reconfiguration of the AFM organizational structure. The group was also encouraged to review the resumes of the final two candidates who the Joint Executive Committee chose to run AFM.

Upon conclusion of the board discussion, Dennis Crowley was introduced to the group to provide his vision for the new organization.

Dennis' opinion is that AFM is not an independently run organization; its sole purpose is to implement the marketing efforts of APEAM and MHAIA. AFM is APEAM's and MHAIA's marketing or brand team. AFM is also the only 'official' company with full time employees. This means the company is bound by

organizational and regulatory obligations. In essence, AFM is a small business operation that should have a structure and compensation that reflects the objectives of APEAM and MHAIA with a cost-effective internal skill-set. Developing the job description for a Chief Executive was too ambitious. In addition to marketing and promotion experience, it is clear now that AFM needs a person with the willingness to manage overall operations and engage in day-to-day program development and execution. AFM should have a person with small business startup experience and a clear understanding of employment and benefit law, regulations, and experience managing remote employees if AFM continues in the current virtual environment. It is recommended that AFM seek out an individual who is capable of understanding a thorough knowledge of the avocado industry but also brings marketing experience and knowledge from different industries.

Dennis Crowley’s recommended structure:



Upon conclusion of questions and answers Alvaro Luque was introduced to provide his vision to the group.

Alvaro presented his background and his “four pillars” marketing process: Superior Consumer Knowledge & Understanding, Strategic Planning, Short Term Sales Support and Drive Category Growth.

He reviewed AFM Strategy based on the Blue Print document from Brand Engineers to establish two key strategic guidelines:

1. Define the brand communication strategy as "Fresh, Good Tasting and Exciting Real Avocados From Mexico all Year Round" All brand communication and activation should build on this concept.
2. Define Brand Value Proposition with a unique benefit of Exceptional Superior Taste & Quality supported by the Freshness, Availability and Origin that only Avocados From Mexico have.

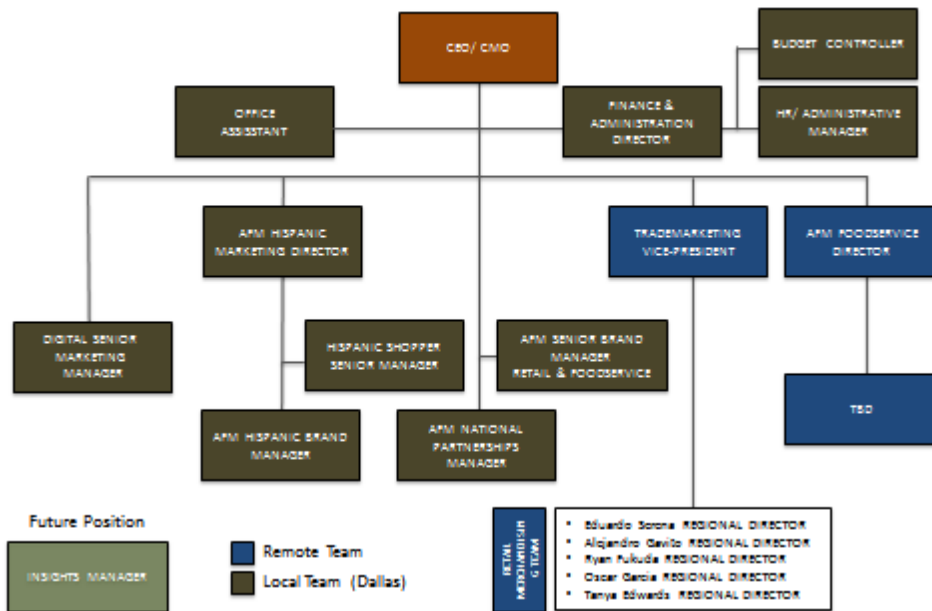
Alvaro recommended to balance the marketing plan in a dual target, having the Hispanic consumer and the base volume of the brand and the General Market consumer as the main source of growth in the future. The company should work on only one brand concept and activate it differently based on the target.

He presented the new Hispanic reality in the U.S. pointing out the big opportunity that Hispanics represent and the importance of developing the right marketing and planning to defend the base volume in the future, based on the fast acculturation process that these consumers are experiencing.

Alvaro presented a Marketing Strategy for the brand supported by five elements: Brand Building, Category Growth, Consumer Engagement, Sales Alignment and Build For the Future, supported by a renovated consumer research plan and a well-defined consumer segmentation strategy. He presented the different activities the brand can develop for each target to build on this five step strategy.

He presented some recommendations for the brand including a deep understanding of the Hispanic consumer segmentation in the U.S., an important investment in research, to re-think brand's digital strategy, to reinforce shopper marketing and partnerships and to develop a strategy for the new Latina engagement through a strong Hispanic spokesperson.

Alvaro presented his proposed organization to develop this plan including a team of 10 people based in Dallas and the remote Trade-marketing team that AFM has in place. It is also necessary to define the company's foodservice strategy to and build that team separately.



Upon conclusion of his presentation and a series of questions and answers, Mr.

Luque left the room and Mr. Figueroa requested that each member of the meeting provide their opinion of each candidate to the group. Essentially everyone agreed that these were two very qualified, professional and skillful individuals. One provided a practical business approach while the other provided a theoretical marketing vision for the future. Some in the group wondered if we should analyze the possibility of hiring both individuals. However, concerns were raised about leadership ambiguities in the future. Essentially, the board settled on Luque due to his expert marketing capabilities and vision for the future.

Adrian Iturbide motioned to hire Alvaro Luque on a flat salary figure and compensation package similar to what he was receiving at his previous employer. The motion was seconded by Giovanni Cavaletto. The motion passed unanimously.

The CEO will report to the JEC/AFM board Chairman through the JEC. The proposed business structure will remain fluid and it will be made clear to Mr. Luque that all hiring and reorganization matters will be vetted through the AFM board. The start date will be January 6, 2014. The AFM General Counsel will begin drafting an employment agreement.

Additionally, the board discussed the need to extend the current contract with Brand Engineers for leadership and consultation during the transition. Antonio motioned to extend the contract through the first quarter, January through March. The motion was seconded by Adrian. The motion passed unanimously.

New Business

Mr. Figueroa surfaced the need for a public relations and communication platform to address the negative press emanating from Michoacán. Mr. Paz stated that APEAM has engaged the services of IMW who we have depended on in the past for crisis management and these matters are being addressed.

Mr. Campbell brought up the need to extend the contract for Natalia Arias as a consultant to make sure our digital strategy is consistent with our marketing goals. Antonio motioned to extend her contract with MHAIA for 6 months or the end of this fiscal year. The motion was seconded by Giovanni Cavaletto. The motion carried unanimously.

Adjournment

There being no other business, at 2:00 PM Adrian Iturbide motioned to adjourn the meeting and the motion was seconded by Ricardo Vega. There was no objection.

Respectfully Submitted,

Ron Campbell, MHAIA Executive Director

I certify that the above is a true and accurate statement of the December 3rd, 2013
MHAIA Board of Directors Meeting.

Giovanni Caveletto, MHAIA Board Secretary