

MARIN AGRICULTURAL INSTITUTE
Executive Committee Charter

1. Purpose

The primary function of the Executive Committee is to exercise the oversight and management responsibilities of the Board of Directors of Marin Agricultural Institute (the "Corporation") between meetings of the Board, subject to the limits on the authority of Board committees as set forth in the Corporation's Bylaws, the laws of California, and such policies as may be adopted by the Board regarding the authority of the Executive Committee.

2. Membership

The Executive Committee is a committee of the Board exercising Board authority. The Executive Committee consists of the following officers of the Corporation, provided they are also duly-elected officers (or in the case of the Past Chair, an emeritus officer) of the Corporation: the Corporation's Secretary, Treasurer, First Vice Chair, Chairman of the Board, and (provided he or she is then a director of the Corporation) the immediate past Chairman of the Board ("Past Chair"). The Chairman of the Board of the Corporation serves as Chair of the Executive Committee.

No person who is not a director of the Corporation may serve as a member of the Executive Committee. If a member of the Executive Committee ceases to serve as a director of the Corporation, he or she will automatically and immediately cease to serve as a member of the Executive Committee. The then-incumbent Executive Director of the Corporation (also known as the Chief Executive Officer) will be a nonvoting advisor to the Executive Committee.

3. Meetings

Section 4 of Article V of the Bylaws of the Corporation describes the requirements for meetings and actions of all Board Committees, including the Executive Committee.

The Executive Committee shall meet as necessary between meetings of the Board. Meetings of the Executive Committee may be called by the Chair of the Executive Committee, the Executive Director, or by any two members of the Executive Committee. The Chair of the Executive Committee shall report, or shall cause a report to be provided, to the Board via electronic mail regarding the actions of the Executive Committee not later than three days following the taking of any action; such report will not substitute for minutes of the meeting but will serve to keep the Board fully and timely informed. The Executive Director will be entitled to receive notice of, and participate in, all meetings of the Executive Committee, subject to the authority of the members of the Executive Committee to meet in executive session.

4. Authority

The Executive Committee will have all of the powers of the Board except that it may not take any of the following actions, which are reserved to the Board by law and by this corporation's

Bylaws:

- (a) Fill vacancies on the Board or on any Board committee;
- (b) Fix compensation of the directors for serving on the Board or any committee;
- (c) Amend or repeal the Bylaws of this corporation or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board;
- (e) Create any other Board committees or appoint the members of such committees;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) Approve any self-dealing transaction except as provided in California Corporations Code Section 5233(d)(3).

5. Responsibilities and Duties

The Executive Committee shall have the following key responsibilities:

- Provide advice and guidance to the Executive Director and senior management regarding matters which cannot, or in the judgment of the Executive Director or the Chair of the Executive Committee should not, be deferred until the next scheduled meeting of the Board.
- Advise the Board of Directors of the Corporation and the Governing Committee regarding the required composition of the Board of Directors pursuant to the Bylaws.
- Monitor and annually report to the Board of Directors on the Board's compliance with the Bylaws.
- Monitor and annually report to the Board of Directors on the performance of the Corporation's directors and officers individually with respect to compliance with the Bylaws and service to the Corporation.
- Such specific matters as are delegated to the Executive Committee by the Board as the Board determines to be in the best interests of the Corporation.

6. Annual Committee Performance Evaluation

The Executive Committee shall perform a review and evaluation, at least annually, of its performance and the performance of its members, including reviewing the compliance of the Executive Committee with this Charter. In addition, the Executive Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Executive Committee considers necessary or valuable.

7. Amendments to Charter

Any changes to this Executive Committee Charter shall require the vote of a majority of the directors then in office.

MARIN AGRICULTURAL INSTITUTE
Procedures for Election and Succession of Officers

1. Purpose of Policy

Sections 1 and 2 of Article VI of the Bylaws of Marin Agricultural Institute (the "Corporation") state the list of officers of the Corporation and the method of their election. This policy provides more detailed procedures for the election and succession of certain officers. Subsequent to the merger transition, portions of this policy may be incorporated by amendment into the Corporation's Bylaws.

2. Succession of First Vice Chair, Chairman of the Board, and Past Chair

The Chairman of the Board and the Past Chair will not be elected by the Board of Directors, but will take office in the following manner:

The First Vice Chair will succeed to the position and duties of Chairman of the Board at the conclusion of his or her two-year term as First Vice Chair.

The Chairman of the Board will succeed to the position and duties of Past Chair at the conclusion of his or her two-year term as Chairman of the Board.

3. Election of Other Officers

All officer positions other than Chairman of the Board and Executive Director will be elected by the Board of Directors and serve at the pleasure of the Board.

4. Vacancies

Under the Corporation's Bylaws, the Chairman of the Board, First Vice Chair, and Second Vice Chair must each be elected from among the directors of the Corporation. All other officers, except for the Executive Director of the Corporation (also known as the Chief Executive Officer), must also be elected from among the directors of the Corporation. In the event that an officer ceases to serve as a director, the Board may remove him or her as an officer.

In the event of a vacancy in the position of First Vice Chair, the Board shall elect a successor First Vice Chair from among the existing directors to serve as First Vice Chair for the unexpired portion of the term; such successor First Vice Chair shall succeed to the position and duties of Chairman of the Board as described above at the conclusion of his or her term as First Vice Chair.

In the event of a vacancy in the position of Chairman of the Board, the First Vice Chair shall succeed to the position and duties of Chairman of the Board for the unexpired portion of the term, and the Board shall elect an officer from among the existing directors to serve as First Vice Chair for the unexpired portion of that term.

In the event of a vacancy in the position of Past Chair, for any reason, the Board may elect from among the sitting directors a person to serve on the Executive Committee in lieu of the Past Chair until the conclusion of the Chairman of the Board's current term in office, at which point the Chairman of the Board will succeed to the position and duties of Past Chair as described above.

5. Annual Policy Review

The Executive Committee shall perform a review, at least annually, of the adequacy of this policy and recommend to the Board of Directors such improvements to it as the Executive Committee considers necessary or valuable.

6. Amendments to Policy

Any changes to these *Procedures for Election and Succession of Officers* shall require the vote of a majority of the directors then in office.

7. Organizing Documents Control

In the event of any conflict between this policy and the Articles of Incorporation or Bylaws of the Corporation, the Articles of Incorporation or Bylaws will control.