

# IMPORTANT STOCKHOLDER INFORMATION





# 2018

## Annual Stockholders' Meeting Official Notice

### Annual Meeting Information Statement

The annual meeting of River Valley AgCredit will be held in sectional meetings this year for your convenience.

You are invited to attend any one of the following sectional meetings:

**West Region:** Thursday, November 15, 2018 – Graves County High School, Mayfield, Kentucky  
Meal begins at 4:45 p.m. CST with meeting beginning at 7:00 p.m. CST

**East Region:** Monday, November 19, 2018 – Bledsoe County High School, Pikeville, Tennessee  
Meal begins at 5:30 p.m. CST with meeting beginning at 6:30 p.m. CST

Tuesday, November 20, 2018 – McMinn County High School, Athens, Tennessee  
Meal begins at 5:30 p.m. EST with meeting beginning at 6:30 p.m. EST

As of August 31, 2018 there were 2,946 C stockholders of River Valley AgCredit, comprised of 1,351 C stockholders in the East Region and 1,595 in the West Region. The East Region consists of the Tennessee counties of: Bledsoe, Bradley, Hamilton, Loudon, Marion, McMinn, Meigs, Monroe, Polk, Rhea, Roane, and Sequatchie. The West Region consists of the Kentucky counties of: Ballard, Calloway, Carlisle, Fulton, Graves, Hickman, McCracken, and Marshall. All C stockholders, as of the meeting dates, will be eligible to vote on candidates for director positions for West Region, Seat 4 and East Region, Seat 3. They will also vote for candidates for the 2019 Nominating Committee, which will consist of at least 11 Voting Stockholders, one from each of the following regions: Hamilton/Rhea/Marion, Bradley/Polk, Bledsoe/Sequatchie, McMinn/Meigs, Monroe/Roane/Loudon, Graves, Carlisle, Hickman, Fulton, Ballard/McCracken, Calloway/Marshall. Nominees for both director and nominating committee positions are selected from specific regional areas in order to achieve fair representation of stockholders in the Association's territory.

# Annual Meeting Information Statement

In accordance with FCA regulations 620.21, the following information must be provided to stockholders:

1. The following are the present members of the River Valley AgCredit Board of Directors:

**Joe Campbell**, (Vice Chairman), age 67, serving a three-year term expiring in 2019. Joe Forrest has served on the Board since 2000. He has served as the Chairman of the AgFirst DAC since January 2015. Mr. Campbell operates a row-crop operation in Fulton County, Kentucky and is the owner/operator of Campbell Appraisal Services. Joe is also a member of the Kentucky and Tennessee Society of Farm Managers and Rural Appraisers. Mr. Campbell has a BS degree in Administrative Management from Murray State University.

**Darren Grogan**, age 45, serving a three-year term expiring in 2020. Darren has served on the Board since 2008. Mr. Grogan operates a row-crop operation headquartered in Carlisle County, Kentucky. He is a graduate of Ashford University with his BS degree in Economics, with specialization in finance and a minor in Accounting.

**Curtis Hancock**, age 72, serving a three-year term expiring in 2018. Curtis has served on the Board since 1991. Mr. Hancock operates a row-crop program in Hickman County, Kentucky. He received his BS in Agriculture from the University of Tennessee at Martin and his MS in Ag Economics from the University of Tennessee at Knoxville. He serves as state Treasurer for Kentucky Farm Business Analysis Group, serves on the AgFirst District Farm Credit Council, serves on the national Farm Credit Council Board in Washington, DC, and serves on the AgFirst FCB Board of Directors.

**Randall Heath**, age 67, serving a three-year term expiring in 2019. Randall has served on the Board since 2006. Mr. Heath operates a row-crop operation in Graves County, Kentucky. Randall serves as the President of Graves County Farm Bureau.

**Tiffany Myers**, CPA, age 47, was elected by the Board of Directors as Outside Director with her term expiring in 2020. Tiffany has served on the Board since 2015. Mrs. Myers is a Certified Public Accountant and the CFO for WK&T Telecommunications. She has a BS degree from Murray State University in Accounting and a Master of Information Systems from the University of Phoenix.

Tiffany is a member of the Kentucky Society of CPA's, the American Institute of Certified Public Accountant Organization, and Treasurer of the Bethel Cumberland Presbyterian Church.

**Dr. Buddy Ray**, age 65, was elected by the Board of Directors as Outside Director with his term expiring in 2019. Buddy has served on the Board since 2003. Dr. Ray is a veterinarian at Bovine Consulting Associates, LLC. He also serves on the Bayer Large Animal Advisory Board. Dr. Ray received his BS degree in Agriculture from Murray State University and received his DVM from Auburn University.

**David Richesin**, (Board Chairman), age 52 serving a three-year term expiring in 2020. David has served on the Board since 2008. Mr. Richesin owns and manages a grain operation based in Loudon County, Tennessee. Currently, he serves as a Director of the AgFirst Farm Credit Council. He is a State Director of the Tennessee Farm Bureau Board and President of the Loudon County Farm Bureau Board. Mr. Richesin received his BS degree in Agriculture Business from the University of Tennessee.

**David Singleton**, age 63, serving a three-year term expiring in 2018. David has served on the Board since 1996. Mr. Singleton operates 134 acres in Bledsoe County, Tennessee on which he raises beef cattle, hay and poultry. He is former President and Director of Bledsoe Cattlemen's Association and a former Director of the Southeastern Farmer's Cooperative.

**Brandon Strasser**, age 44, serving a four year term expiring in 2019. He operates a dairy farm located between Englewood and Athens, TN. Brandon is a member of the Tennessee Farm Bureau Dairy Policy Advisory Committee. He obtained a B.S. in Animal Science from the University of Tennessee, Knoxville, and completed his graduate course work in Agricultural Economics at Texas A&M University.

**Aaron Wilson**, age 43, serving a three-year term expiring in 2018. Aaron has served on the Board since 2009. Mr. Wilson operates a row-crop and cow/calf farming program in Ballard County, Kentucky. Aaron serves as Chairman of the Ballard County Soil Conservation Department and is a member of the UST/MSU Ag Leadership Development Class. Mr. Wilson received his BS degree in Biology from Transylvania University.

2. No incumbent director attended fewer than 75 percent of the total of board meetings or any board committee on which he served during the last fiscal year.
3. No director has resigned or declined to stand for re-election during the last fiscal year due to a policy disagreement with the Board.
4. The employee and director loans of the River Valley AgCredit are regulated by the Employee and Director Conflict of Interest policy as approved/adopted by the Board of Directors in December 2017.
5. River Valley AgCredit has had loans outstanding during the last fiscal year-to-date to its senior officers, directors and nominees for directors that:
  - a. were made in the normal course of business;
  - b. were made on the same terms, including interest rate, amortization schedule and collateral as those prevailing at the time from comparable transactions with other persons; and,
  - c. had not been the subject of any order, judgment or decree which suspended, permanently or temporarily, their engagement in any type of business practice.
6. As referenced in the Nominating Committee Report, nominations for directors and nominating committee can be made from the floor at the first sectional meeting. Any nominees from the floor will require disclosure in accordance with FCA regulation 620.6(e) and (f) in writing at the first sectional meeting. Copies of these regulations can be obtained at the Administrative Office, upon request. Nominations from the floor at the first sectional meeting will require a nomination and second by separate voting stockholders. After receiving a floor nomination, the floor nominee must state if he or she accepts the nomination and must provide the appropriate disclosures as mentioned above immediately before voting occurs at the first sectional meeting.

7. In accordance with Section 510 of the bylaws, the candidate receiving the largest number of votes for each position shall be declared elected. In the event of a tie, the tie will be broken by the "flip of a coin".
8. The most recent 2017 Annual Report for River Valley AgCredit was provided to the membership by March 31, 2018. Quarterly financial statements are provided to all stockholders via the Association Website.
9. We, the undersigned, certify this statement has been prepared in accordance with applicable statutory and regulatory requirements, that it has been reviewed by the certifying parties as listed below, and the information contained herein is true, correct and complete to the best of our knowledge and belief.



10/27/2018

Kyle M. Yancey, Chief Executive Officer

Date



10/27/2018

David Richesin, Board Chairman

Date



10/27/2018

Beth Barkley, Chief Financial Officer

Date

# Director Nominees

The following list provides the names and biographical information on each candidate nominated for director by the Nominating Committee.

## West Region, Seat 4:

### Nominee 1:



#### Deke Deweese

**Age:** 28

**City:** Clinton

**State:** Kentucky

**County:** Hickman

**Business Address:** 2007 State Route 703 East

**Education:** Hickman County High School

**Personal Information:** Wife, Kayla; Children, Eli, Parker

**Principal Occupation/Employment Last 5 years:**

Owns/Operates Thomas Seed Inc. in Arlington KY. Works alongside his uncle to operate a row crop farm consisting of corn, soybeans and wheat and assists with his father's poultry operation.

**Boards on Which Nominee Serves and Nature of**

**Business:** Farm Service Agency Committee (Hickman & Fulton Counties)

**Other Organizations:** AgCredit Member – 4 years  
New Harmony Baptist Church

**Related Party Transactions:**

### Nominee 2:



#### Andrew Falwell

**Age:** 41

**City:** Murray

**State:** Kentucky

**County:** Calloway

**Business Address:** 2970 New Providence Rd

**Education:** Murray State University  
Purdue University, Master's Degree

**Personal Information:** Wife, Jana; Children, Elizabeth, Evan

**Principal Occupation/Employment Last 5 years:**

Co-owns/operates a row crop and tobacco operation consisting of corn, soybeans, and wheat. As well as air cured dark tobacco, dark fired tobacco, and fruits & vegetables.

**Boards on Which Nominee Serves and Nature of**

**Business:** East Calloway Elementary School Site Base Decision Making Committee

**Other Organizations:** AgCredit Member – 11 years  
Glendale Road Church of Christ – Deacon

**Related Party Transactions:**

### Nominee 3:



#### Thedora (Teddi) Powell

**Age:** 58

**City:** LaCenter

**State:** Kentucky

**County:** Ballard

**Business Address:** 1014 Powell Rd

**Education:** Ballard Memorial High School

**Personal Information:** Husband, Larry; Children, Tyler, Kacey

**Principal Occupation/Employment Last 5 years:** Owns a row crop operation consisting of 2350 acres of corn, soybeans and wheat. Also has 35 head of sheep and two broiler houses.

**Boards on Which Nominee Serves and Nature of**

**Business:** AgCredit Member – 40 years  
Antioch Baptist Church – member, Sunday School teacher, pianist, and Treasurer

Ballard County Country Club – Treasurer

**Related Party Transactions:**

### Nominee 4:



#### Aaron Wilson

**Age:** 43

**City:** LaCenter

**State:** Kentucky

**County:** Ballard

**Business Address:** 1493 Mosstown Rd

**Education:** Lone Oak High School  
Transylvania University

**Personal Information:** Wife, Michelle; Children, Logan, Callie

**Principal Occupation/Employment Last 5 years:** Owns/Operates a row crop and cattle operation consisting of 2300 acres of soybeans/corn and 130 head of beef cows.

**Boards on Which Nominee Serves and Nature of**

**Business:** Director River Valley AgCredit – 9 years  
Ballard County Soil Conservation Board – Chairman

**Other Organizations:** AgCredit Member – 22 years  
Bethel Cumberland Presbyterian Church

**Related Party Transactions:**

## East Region, Seat 3:

### Nominee 1:



### Patricia (Patty) Henry

**Age:** 50

**City:** Whitwell

**State:** Tennessee

**County:** Marion

**Business Address:** 275 Vandergriff Rd

**Education:** Juniata High School  
University of Phoenix – Business Degree

**Personal Information:** Husband, Mike

**Principal Occupation/Employment Last 5 years:**  
Owns/operates three Pilgrim's poultry houses and owns/operates SueBob's Diner in Powell's Crossroads

**Boards on Which Nominee Serves and Nature of Business:** Marion County Tourism Committee Member  
Marion County Chamber of Commerce – Board Member

**Other Organizations:** AgCredit Member – 6 years

**Related Party Transactions:**

### Nominee 2:



### Don Massengale

**Age:** 58

**City:** Dayton

**State:** Tennessee

**County:** Rhea

**Business Address:** 4851 Old Washington Hwy

**Education:** Rhea County High School  
Coosa Valley Tech, Paramedic

**Personal Information:** Wife, Karen; Children, Denise Evans, Brad Massengale, Brandon Massengale

**Principal Occupation/Employment Last 5 years:**  
Owner/Operator of a 50 head cow/calf operation with freezer beef sales and replacement heifers, Commercial Poultry Farm (layers), raises corn for silage and grain, wheat grain and hay, and grass hay. Public Safety Officer for the town of Lookout Mountain, Paramedic

**Boards on Which Nominee Serves and Nature of Business:** Rhea County Fair Board – Vice President  
Rhea County Ambulance Committee – Past Member

**Other Organizations:** AgCredit Member – 17 years  
New Union Baptist Church  
American Red Cross Volunteer  
Member Rhea County Farm Bureau  
Volunteer for Rhea County Farm-City Day  
Member TN Cattleman's Association  
Member TN Poultry Association  
Rhea County Cattleman's Association – Vice Chairman

**Related Party Transactions:**

### Nominee 3:



### Robert Thompson

**Age:** 59

**City:** Niota

**State:** Tennessee

**County:** McMinn

**Business Address:** P.O. Box 797

**Education:** McMinn County High School

University of Tennessee at Knoxville – BS in Agriculture, Major in Animal Science

**Personal Information:** Wife, Lyn; Children, Will

**Principal Occupation/Employment Last 5 years:**  
Owner/Operator of a beef cattle operation, a cow/calf and feeder calf back grounding operations. Own 698 acres, 256 brood cows & replacement heifers and 9 Registered Angus Bulls. The herd consists of 85% commercial Angus and 15% registered Angus. Also grow corn, grass and alfalfa hay for feed.

**Boards on Which Nominee Serves and Nature of Business:** Ag Central Farmers Co-op – Board Member (2012 – 2017), Board Secretary (2017)  
Smoky Mountain Feeder Calf Association – Former President & Vice President  
McMinn County Livestock Association – Former President & Vice President

**Other Organizations:** AgCredit Member – 35 years  
Mt. Harmony Baptist Church – member, former Sunday School Director

**Related Party Transactions:**

# Nominating Committee Report

The 2018 Nominating Committee of River Valley AgCredit consisting of Keith Lowry, Calvin Curtsinger, Randy Deweese, Lynn Major, Jay Middleton, Kelly Overbey, James Housley, Josh Hannah, Jason Sims, Andy Bryant, and Darrell Holt met by conference call at 8:30 am CDT/9:30 am EDT on Wednesday, August 29, 2018. The purpose of this meeting was to make nominations for directors for West Region, Seat 4 and East Region, Seat 3 positions. The Committee also made nominations for the 2019 Nominating Committee members, all of which are to be elected at the 2018 Annual Stockholders Meetings to be held in sectional meetings on November 15, November 19 and November 20, 2018. James Housley was elected as Chairman and Keith Lowry was elected as Secretary.

The Corporate Secretary of the Association reviewed the information that was previously given at the Advisory Committee meetings, which included: the Association Bylaws, the Director Qualification Policy, the Election of Director Policy, a list of all members, the previous year's Board Self-Evaluation, the FCA publication – The Director's Role, and the FCA publication – The Role of the Farm Credit System Nominating Committee. A nomination was made, seconded and carried by the Nominating Committee to place the following candidates on the ballot for the director's positions:

#### **WEST REGION, SEAT 4:**

Deke Deweese	Andrew Falwell
Theдора (Teddi) Powell	Aaron Wilson

#### **EAST REGION, SEAT 3:**

David Burns	Patricia (Patty) Henry
Don Massengale	Robert Thompson

A motion was made, seconded and carried by the Nominating Committee to list the candidates in alphabetical order on the ballot.

Since the Association will be holding sectional meetings, nominations from the floor for both Director Candidates and Nominating Committee members will be handled as follows:

- Will be considered for every open stockholder-elected Director position or Nominating Committee Member
- Will be accepted at the first sectional meeting only
- Must be made by a voting stockholder
- Must be seconded by a voting stockholder
- Must be accepted by the nominee
- Nominee must complete in writing at the meeting all disclosures required by FCA regulation

It was noted by the Nominating Committee that all nominees had been contacted personally by a committee member from the respective counties.

Also a motion was made, seconded and carried to nominate the following candidates for the 2019 Nominating Committee. A motion was made, seconded and carried to list the nominees for the 2019 Nominating Committee in alphabetical order on the ballot. From the Nominating Committee candidates, one will be elected as the Nominating Committee member and the others will serve as the Nominating Committee alternates.

#### **CARLISLE COUNTY:**

Larry Joe Reddick and Nick Teasley

#### **HICKMAN COUNTY:**

Caleb Deweese and Paul Stahr

#### **FULTON COUNTY:**

Ralph Wayne Adams, Jeremy Jones, and Nathan Wilson

#### **BALLARD/MCCRACKEN COUNTIES:**

Colby Foster and Tyler Powell

#### **CALLOWAY/MARSHALL COUNTIES:**

David Joseph and Chris Thorn

#### **GRAVES COUNTY:**

Jan Miller and Cody Payne

#### **HAMILTON/RHEA/MARION COUNTIES:**

Jacob Burnette and Heather Jewell

#### **BRADLEY/POLK COUNTIES:**

Josh Hannah and Chuck McSpadden

#### **BLEDSON/SEQUATCHIE COUNTIES:**

Matt Ritchey and Jason Sims

#### **MCMINN/MEIGS COUNTIES:**

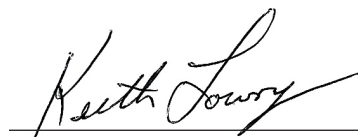
Andy Bryant and Bridget McKenzie

#### **MONROE/ROANE/LOUDON COUNTIES:**

Jim Hull and Lewis Jones

There being no further business, the meeting was adjourned

Respectfully submitted,



Keith Lowry, Secretary

*\*Hamilton/Rhea/Marion County Nominating Committee candidate, Heather Jewell, notified the Corporate Secretary after the call that she would like to withdraw her name as a candidate for the Nominating Committee Member position.*

*\*\*East Region, Seat 3 Director Candidate, David Burns, notified the Corporate Secretary after the call that he would like to withdraw his name as a candidate for the Director Candidate position.*