AMERICAN PECAN COUNCIL FULL COUNCIL MEETING Wednesday AUGUST 19, 2020 10:00 a.m. Central Time

Zoom Meeting:

https://us02web.zoom.us/j/84217606232

Or Dial In: 1-346-248-7799

Meeting ID: 842 1760 6232

MINTUES

I. CALL TO ORDER

A. Chairman Mike ADAMS called the meeting of the General Council to order at 10:01 a.m. The following Council members were in attendance:

REGION	SEAT	MEMBER	ALTERNATE
Eastern Grower	1	X - Buck A. PAULK	Angie ELLIS
Eastern Grower	2	X - Trent MASON	
Eastern Grower	3	X - Molly WILLIS	
Eastern Sheller	1	X - Jeff WORN	Adam HARRELL
Eastern Sheller	2	X - Lawrence WILLSON	
Central Grower	1	X - Mike ADAMS	Jennifer IVEY
Central Grower	2	X - Michael L. SPRADLING	Lalo MEDINA
Central Grower	3	X - Billy Scott LANDGRAF	
Central Sheller	1	X – Dan ZEDAN	X Steve ZAFFARANO
Central Sheller	2		X Deborah RALLS
Western Grower	1	X - Louie J. SALOPEK	Frank SALOPEK
Western Grower	2	X - G.L. STRALEY	Les DAVIET II
Western Grower	3	X – Phillip ARNOLD	John HEULER
Western Sheller	1	X - Sonja ROEDER	
Accumulator		X – J.B. EASTERLIN	
Public		VACANT	Ron HAYS

Chairman Mike ADAMS requested that Steve ZAFFARANO serve as a voting member in place of Dan YORK and that Deborah WALDEN-RALLS serve as a voting member in place of Bruce CARIS. The letter X marks today's voting members.

STAFF:

Alexander J. OTT	-	American Pecan Council
Jeff SMUTNY	-	American Pecan Council
Emma GARNER	-	American Pecan Council
Julianna KECK	-	American Pecan Council
Deborah BARNETT	-	American Pecan Council

Courtney SMITH	-	American Pecan Council
OVERSIGHT:		
Abby CAMPOS Chris NISSEN Tom NALEPA	- - -	USDA/MOAB USDA/MOAB USDA/AMS
EAST REGION:		
Miley ADAMS Samantha MC CLOUD Sean CALLANAN Jon KREUGER Matthew BAILEY	- - -	GPGA GPGA/Pecan Grower Magazine Callanan & Callanan NPSA Pecan Report
CENTRAL REGION:		
Blair KREBS Alison MC MILLON Molly MCFERRAN Sarah YAFFE Charles ROHLA Brad ELLIS Larry Don WOMACK Kevin IVEY Shannon IVEY		TPGA Weber Shandwick Weber Shandwick Nobel Foundation USPGC TPGA Central Grower Central Grower
WEST REGION:		

WEST REGION:

John WHITE-Western Pecan GrowerMark HENDRIXSON-Western Pecan GrowerRobin APPLEBAUM-Western Pecan GrowerGreg DA--

Having received a sufficient number of Council members a quorum was established at 10:08 a.m., Central Time.

B. APPROVAL OF PRECIOUS MINUTES

April 22, 2020 meeting minutes were reviewed.

- MOVED by Deborah WALDEN-RALLS, duly seconded by Louie SALOPEK and unanimously carried THAT the Minutes of April 22, 2020 be approved. (**MOTION 8-19-2020 #1**)

C. CHAIRMAN UPDATE

Chairman ADAMS thanked everyone for attending the council call. He also gave a special thanks to the APC Staff and the Committee Chairs and members for all their

hard work.

II. GOVERNANCE COMMITTEE – Mike Adams, Chairman

- A. Compliance Consent Items
 - a. Approval of Legal Counsel for Employee Related Activities
 - b. Approval of Line Item with Oversight by Chairman
 - c. Approval of No-Costs Extensions with Oversight by Chairman
 - d. Approval of Utilizing Reserve dollars to Assist in Funding 2020-2021 Budget

As part of an USDA Federal Marketing Order, permission from USDA is required in order to seek the help of outside counsel. Should the APC need to use outside counsel for any reason during the year, a Council meeting would have to be conducted to obtain permission from the APC to seek outside counsel and then requested to USDA. This action already seeks permission from APC, should outside counsel be needed during the next fiscal year. This is a proactive step and may or may not be needed. It is very common for an FMO to have the permission from the Council instead of calling for a special meeting.

Additionally, in an effort to transfer budget items within the budget, the Executive Director may do so, provided there is oversight by the Chairman. Otherwise, a Council meeting would have to be called for each and every potential line item change. Last year, the Council established the precedent to allow the approval of line item transfers with oversight by the Chairman. This action will be needed, unless put into policy, each year.

Furthermore, there are times when projects or programs that were approved for funding will not be completed within the approved fiscal year. As a result, an approval for no-costs extensions is needed. Otherwise, the Council would have to approve, and USDA reauthorize the project currently under way. This action allows the Executive Director to approve no-costs extensions, with oversight by the Chairman, to allow the project to be completed, provided that there are no additional funds needed. Should additional funds be needed, then the project would have to be brought back before the Council.

Lastly, to ensure projects start on time, reserve dollars are needed. By approving reserve dollars to assist funding 2020 - 2021 budget, the Council authorizes current dollars to start these projects for next fiscal year.

- MOVED GL STRALEY, duly seconded by Dan ZEDAN and unanimously carried THAT the Council approve Legal Counsel; Line Items Transfers; No-Cost Extensions; and Utilizing of Reserve Dollars be approved. (MOTION 8-19-2020 #2)
- B. Approval of Policy on Indirect Costs

Currently, the APC has a policy that states any research projects are paid on a 20 - 40 - 40 percent basis. This keeps the accountability of these projects in check, while providing necessary updates to the APC and staff on the

progress of the projects. However, several states have proposed indirect costs as high as 50%. For example, if there is a \$100,000 research project, 50% of the project would be used for indirect costs and not used for the project.

APC reached out to USDA to see if there is a rule or guidance relating to indirect costs. However, no guidance is available. APC reached out to several other organizations to see their indirect costs policies. Several organizations have specific guidance that there shall be no indirect costs as part of the project to "shall not exceed 10 - 15%"

Currently, the APC has not paid for indirect costs for any of its research projects. However, it would be wise to establish a policy for APC on indirect costs. APC staff is recommending indirect costs shall not exceed 10% of the project costs.

- MOVED by Scott LANDGRAF, duly seconded by Steve ZAFFARANO and unanimously carried THAT the Committee approve a policy not to exceed 10% for indirect costs expenses relating to APC research projects. (MOTION 8-19-2020 #3)
- C. Financials

Armstrong Backus oversees the financials of the APC. The Council Treasure shall present the latest financial report.

 MOVED by Louie SALOPEK, duly seconded by Phillip ARNOLD and unanimously carried THAT the Council approve the financial report presented. (MOTION 8-19-2020 #4)

D. Approval of G&A & Compliance Budget Each year, the Council must approve a budget. This portion of the budget focuses on the General Administration and Compliance portions of the APC budget.

G&A	-	\$1,425,000
Compliance	-	\$266,000

TOTAL: \$1,691,000

- MOVED by Deborah WALLDEN-RALLS, duly seconded by Dan ZEDAN and unanimously carried THAT the Council approve the 2020 – 2021 General Administration and Compliance Budget. (MOTION 8 -19-2020 #5)
- E. Review of 2020 2021 Assessment Rates

As you may know, the National Pecan Federation has submitted a proposal to create a Research & Promotion (R&P) Board for the Pecan industry. If successful, the newly created American Pecan Promotion Board (APPB) would conduct marketing and research activities while collecting assessments from both US and foreign producers. As a result of the program,

it has been stated that the U.S. industry would not pay any additional assessments to create the program. Specifically, the U.S. industry pays three cents per pound on improved varieties and two cents for native and substandard varieties.

To ensure that the industry does not pay more than current assessments, the APC would have to review and approve a lowering in the assessment rate. The Governance Committee will review with the Council a proposal to ensure that the assessment rate will be reduced to ensure that the U.S. industry does not pay more than current rates.

Furthermore, the APC has spent an average of 71% of its budget on Marketing and promotion activities over the last two years. Should these activities be moved to the new Research and Promotion program, the remaining APC activities will be covered on a one cent per pound assessment. These activities include: Market Access Program and Emerging Market Activities, grades & standards, Section 8(e) activities, compliance, industry relations, and data and statistics reporting.

However, it has been brought to the APC's attention that the R&P program will not be established until January or possible February of 2021. As a result, it is being recommended that the APC resend its April motion and return the assessment rate to the normal three cents for improved and two cents for native and substandard pecans.

- MOVED by Ron HAYS, duly seconded by Trent MASON and unanimously carried THAT the Council approve the Governance Committee's recommendation for the assessment rate for the 2020 – 2021 FY. (**MOTION 8-19-2020 #6**)
- F. Approval of Compliance Program for 2020 2021

Each year, the Council must provide a completed Compliance Plan to the USDA. The purpose of the Compliance Plan is to outline the activities of the Council to ensure we are compliant with USDA's financial guidelines.

 MOVED by GL STRALEY, duly seconded by Dan ZEDAN and unanimously carried THAT the COUNCIL approve the 2020-2021 USDA Compliance Plan Statement. (MOTION 8-19-2020 #7)

III. INTERNATIONAL COMMITTEE – JB Easterlin, Committee Chairman

A. Approval of 2020 – 2021 International Committee Budget

The APC manages international marketing efforts for the American Pecan industry. The International Committee is conducting market research in various countries to determine strategy to enter each identified market and activate marketing plans to increase demand for pecans globally.

- MOVED by Molly WILLIS, duly seconded by Trent MASON and unanimously carried THAT the COUNCIL approve a

recommendation by the INTERNATIONAL COMMITTEE to fund the international marketing activities for the 2020/2021 fiscal year at \$1,968,000. Funding is as follows \$95,000 for Callanan and Callanan for grant drafting and consulting, \$485,000 in market management and research contingency, \$1,338,000 in USDA grant funds to be utilized in the EU, UK, and China and \$50,000 in travel. (**MOTION 8-19-2020 #8**)

B. Approval of International Committee to approve MAP & EMP expenditures

The APC manages international marketing efforts for the American Pecan industry. The APC files an annual export strategy to receive funding through various USDA programs. This authority enables the International Committee to use funds in accordance with the MAP and EMP allocations without having to go before the Council to obtain further approval.

- MOVED by Scott LANDGRAF, duly seconded by Deborah WALLDEN-RALLS and unanimously carried THAT the COUNCIL grant authority to the International Committee to utilize grant funds obtained by the USDA and expend those funds to conduct marketing activities in accordance with USDA MAP and EMP allocations. (MOTION 8-19-2020 #9)
- C. Approval of International Committee to approve contractors for International Related Activities

The APC manages international marketing efforts for the American Pecan industry. The International Committee is allocated funding in the form of grants by the USDA for MAP and EMP activities. This authority will allow the International Committee to select contractors to help carry out actions as defined by the Committee.

> MOVED by Larry WILLSON, duly seconded by GL STRALEY and unanimously carried THAT the COUNCIL grant authority to the INTERNATIONAL COMMITTEE to hire contractors to assist with international markets in accordance with MAP/EMP guidelines. (MOTION 8-19-2020 # 10)

I. GRADES AND STANDARDS COMMITTEE – Larry Willson, Committee Chairman

A. Approval of 2020 – 2021 Grades & Standards Budget

The following is the projected budget for the 2020-2021 FY. These costs will cover the quality assurance program, research, and travel.

2020-2021 BUDGET

Grades & Standards

Quality Assurance Program Shelf-Life Study Travel	- \$125,000 - \$170,000 - \$ 20,000		
TOTAL	- \$315,108		
2019-2020 BUDGET <u>Research</u>			
No Cost Extension – Research Contingency - \$100,000			
TOTAL -	\$100,000		
 MOVED by Dan ZEDAN, duly seconded by Deborah WALLDEN-RALLS and unanimously carried THAT the Council approve the Grades & Standards Committee budget 			

- for the 2020-2021 FY. (MOVED 8-19-2020 #11)
- B. Update on Assurance Quality Program

Quality Assurance Program –In August 2019, APC approved to start developing a voluntary assurance quality program for the industry. APC has partnered with KCoe Isom to develop the program. Based on the assessments, the U.S. pecan industry's material topics were organized into four main categories: Food Safety, Efficient Production & Resource Management, Neighbors & Employees, and Productivity & Economic Viability.

Phase two of the project includes the development of the sustainability program standard, governance process, and quality management system. The initial draft of the industry-wide standard was drafted. The draft was presented to the Quality assurance Program working group for feedback and input. The final draft of the standard will be prepared in August.

C. Update on Grades & Standards

Inshell & Shelled Meats Standards - APC recently approved revised standards for both Inshell and Shelled Meats. APC staff submitted both standards as a package to USDA. The SCI division of USDA has been reviewing the standards and has provided feedback and questions. APC staff will continue to work with USDA to ensure the standards align with USDA guidelines.

II. INDUSTRY RELATIONS COMMITTEE – Deborah Ralls, Committee Chairwoman

A. Approval of 2020 – 2021 Industry Relations Budget

The following is the projected budget for the 2020-2021 FY. These costs will cover many upcoming activities, including: association sponsorships, communication materials, staff travel, workshops, and other necessary industry materials.

2020-2021 BUDGET

1	65,000 65,000		
Industry Relations Activities			
Communication Materials Annual Report Handler Portal Maintenance Association Sponsorships Meltwater Travel WS – Field Activities	- - - - -	\$75,000 \$8,000 \$10,000 \$70,000 \$10,000 \$50,000 \$400,000	
Industry Research NASS	-	\$214,000	
TOTAL	-	\$847,000	
2019-2020 BUDGET			
<u>Industry Relation Activities</u> No Cost Extension – Fishhook	-	\$78,400	
 MOVED by Sonja ROEDER, duly seconded by Ron HAYS and unanimously carried THAT the Council approve the Industry Relations Committee budget for the 2020-2021 FY. (MOTION) 			

- 8-19-2020 # 12)
- B. Update on Electronic Reporting

Electronic Reporting Form Platform Update – Fishhook developed the electronic platform based on the specified wireframes. An Electronic Reporting Platform working group was established to review and test the platform over the last couple of months. We have received feedback from the working group and have begun finalizing the front end as well as pushing updates of the system prior to launch. We are currently conducting a bulk import of all historical data which is necessary for the build out of the handler analytics tool.

We will begin doing webinars in August to introduce all industry members to the platform and provide live demonstrations. We will also be providing a user manual in the handler packets as well as screencast videos which will be hosted on the platform.

The platform is set to launch at the beginning of September. Handlers will have a month to get set up and become familiar with the platform before the first reporting submission deadline for the 2020 crop year (due October 10th).

III. MARKETING COMMITTEE – Bruce Caris, Committee Chairman

Chairman Mike ADAMS requested that Deborah WALLDEN-RALLS act as the Marketing Committee Chairman for today's meeting.

A. Approval of 2020 – 2021 Proposed Marketing Activities

By the Marketing Committee that the full Council approve a budget for the 2020/2021 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,200,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$170,000, Eat Well Global at \$350,000, the three ongoing health studies approved in the 19/20 fiscal year at \$385,000, and travel at \$50,000 for a total of \$6,555,000. \$500,000 of these funds will be allocated from the 2019/20 budget for production, surveys, advanced advertising placement and development of a reporting platform. The remaining \$6,055,000 will be funded through assessments and reserve funds from the 20/21 fiscal year.

- MOVED by Louie SALOPEK, duly seconded by Jeff WORN Approval of Marketing Policy Statement for 2020 – 2021 THAT that the full Council approve a budget for the 2020/2021 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,200,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$170,000, Eat Well Global at \$350,000, the three ongoing health studies approved in the 19/20 fiscal year at \$385,000, and travel at \$50,000 for a total of \$6,555,000. \$500,000 of these funds will be allocated from the 2019/20 budget for production, surveys, advanced advertising placement and development of a reporting platform. The remaining \$6,055,000 will be funded through assessments and reserve funds from the 20/21 fiscal year. (MOTION 8-19-2020 #13)
- B. Approval of a not cost extension.

By the Marketing Committee that the full Council approve a budget for the 2020/2021 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,200,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$170,000, Eat Well Global at \$350,000, the three ongoing health studies approved in the 19/20 fiscal year at \$385,000, and travel at \$50,000 for a total of \$6,555,000. \$500,000 of these funds will be allocated from the 2019/20 budget for production, surveys, advanced advertising placement and development of a reporting platform. The remaining \$6,055,000 will be funded through assessments and reserve funds from the 20/21 fiscal year.

 MOVED by Phillip ARNOLD, duly seconded by Louie SALOPEK and unanimously carried THAT the Council provide a no cost extension to the National Pecan Sheller's Association to conduct the two Chef's Summits that were approved in the 19/20 fiscal year at a cost of \$160,000. (MOTION 8-19-2020 #14) C. Approval of Marketing Policy Statement for 2020-2021

Each year, the Council must adopt a Marketing Policy Statement. The purpose of the Marketing Policy Statement is to outline the activities of the Council for the upcoming year to industry, as well as USDA. Based on available information, statistics, and industry feedback, the Council's MPS identifies areas of focus and promotion. The MPS must also follow several USDA points as outlined in the Federal marketing order.

MOVED by Louie SALOPEK, duly seconded by Jeff WORN and unanimously carried THAT the COUNCIL, on behalf of the Marketing Committee, recommend the 2020-2021 Marketing Policy Statement for approval by the USDA. (MOTION 8-19-2020 #15)

D. Approval of 2020-2021 FY APC Budget

The Council, based on the meetings discussion will approve the 2020 - 2021 FY Budget.

Projected Revenue	Dollars	% of Revenue
20-21 Improved	\$7,025,250	60%
20-21 Native/Seedlings	\$867,825	7%
20-21 Substandard	\$371,925	3%
2021 MAP Funding	\$1,028,000	9%
2021 EMP Funding	\$310,000	3%
19-20 Outstanding	\$500,000	4%
Carry Over Projects		
- Fishhook	\$78,400	3%
- Research	\$100,000	
- Chef Summit	\$160,000	
19-20 Contingency \$ for 20-21	\$500,000	4%
Reserve	\$800,000	7%
TOTAL	\$11,741,400	100%

Projected Revenue

Projected Expenditures

Departments	Budget 2019 – 2020	Budget 2019 - 2020	% of Budget
Industry Relations	\$888,000	\$847,000	8%
- Fishhook (cont))	\$78,400	
General Administration	\$1,386,000	\$1,425,000	12%
Compliance	\$346,000	\$266,000	2%
Marketing	\$4,420,000	\$6,555,000	57%
- \$160,000 (cont)	\$160,000	
Grades & Standards			
- Research (cont)	\$202,000	\$315,108	4%
		\$100,00	
International Relations	\$400,000	\$1,968,000	17%
Contingency	\$623,000	\$26,892	>0%
TOTAL	\$8,265,000	\$11,741,400	100%

NO-COSTS EXTENSIONS FOR 2019 – 2020 (Continued Projects from Current Year)

Departments	Budget 2019 – 2020
Industry Relations	\$78,000
Research	\$100,000
Chef Summit	\$160,00
TOTAL	\$178,400

 MOVED by Scott LANDGRAF, duly seconded by JB EASTERLIN and unanimously carried THAT Council approve the 2020-2021 FY Budget. (MOTION 8-19-2020 #16)

IV. NEW BUSINESS

N/A

V. ADJOURNMENT

- MOVED by Trent MASON, duly seconded by Sonja ROEDER and unanimously carried THAT the APC Council meeting be adjourned at 11:54 am. (**MOTION 8-19-20 #17**)

SUMMARY OF ACTIONS FOR AUGUEST 19, 2020

MOTION 8-19-2020 #1

MOVED by Deborah WALDEN-RALLS, duly seconded by Louie SALOPEK and unanimously carried THAT the Minutes of April 22, 2020 be approved.

MOTION 8-19-2020 #2

MOVED GL STRALEY, duly seconded by Dan ZEDAN and unanimously carried THAT the Council approve Legal Counsel; Line Items Transfers; No-Cost Extensions; and Utilizing of Reserve Dollars be approved.

MOTION 8-19-2020 #3

MOVED by Scott LANDGRAF, duly seconded by Steve ZAFFARANO and unanimously carried THAT the Committee approve a policy not to exceed 10% for indirect costs expenses relating to APC research projects.

MOTION 8-19-2020 #4

MOVED by Louie SALOPEK, duly seconded by Phillip ARNOLD and unanimously carried THAT the Council approve the financial report presented.

MOTION 8 -19-2020 #5

MOVED by Deborah WALLDEN-RALLS, duly seconded by Dan ZEDAN and unanimously carried THAT the Council approve the 2020 – 2021 General Administration and Compliance Budget.

MOTION 8-19-2020 #6

MOVED by Ron HAYS, duly seconded by Trent MASON and unanimously carried THAT the Council approve the Governance Committee's recommendation for the assessment rate for the 2020 – 2021 FY.

MOTION 8-19-2020 #7

MOVED by GL STRALEY, duly seconded by Dan ZEDAN and unanimously carried THAT the COUNCIL approve the 2020-2021 USDA Compliance Plan Statement.

MOTION 8-19-2020 #8

MOVED by Molly WILLIS, duly seconded by Trent MASON and unanimously carried THAT the COUNCIL approve a recommendation by the INTERNATIONAL COMMITTEE to fund the international marketing activities for the 2020/2021 fiscal year at \$1,968,000. Funding is as follows \$95,000 for Callanan and Callanan for grant drafting and consulting, \$485,000 in market management and research

contingency, \$1,338,000 in USDA grant funds to be utilized in the EU, UK, and China and \$50,000 in travel.

MOTION 8-19-2020 #9

MOVED by Scott LANDGRAF, duly seconded by Deborah WALLDEN-RALLS and unanimously carried THAT the COUNCIL grant authority to the International Committee to utilize grant funds obtained by the USDA and expend those funds to conduct marketing activities in accordance with USDA MAP and EMP allocations.

MOTION 8-19-2020 # 10

MOVED by Larry WILLSON, duly seconded by GL STRALEY and unanimously carried THAT the COUNCIL grant authority to the INTERNATIONAL COMMITTEE to hire contractors to assist with international markets in accordance with MAP/EMP guidelines

MOVED 8-19-2020 #11

MOVED by Dan ZEDAN, duly seconded by Deborah WALLDEN-RALLS and unanimously carried THAT the Council approve the Grades & Standards Committee budget for the 2020-2021 FY.

MOTION 8-19-2020 # 12

MOVED by Sonja ROEDER, duly seconded by Ron HAYS and unanimously carried THAT the Council approve the Industry Relations Committee budget for the 2020-2021 FY.

MOTION 8-19-2020 #13

MOVED by Louie SALOPEK, duly seconded by Jeff WORN Approval of Marketing Policy Statement for 2020 – 2021 THAT the full Council approve a budget for the 2020/2021 fiscal year that includes Weber Shandwick Domestic Marketing at \$3,200,000, Digital Magnet Regional marketing at \$2,400,000, AspireIQ Influencer marketing at \$170,000, Eat Well Global at \$350,000, the three ongoing health studies approved in the 19/20 fiscal year at \$385,000, and travel at \$50,000 for a total of \$6,555,000. \$500,000 of these funds will be allocated from the 2019/20 budget for production, surveys, advanced advertising placement and development of a reporting platform. The remaining \$6,055,000 will be funded through assessments and reserve funds from the 20/21 fiscal year.

MOTION 8-19-2020 #14

MOVED by Phillip ARNOLD, duly seconded by Louie SALOPEK and unanimously carried THAT the Council provide a no cost extension to the National Pecan Sheller's Association to conduct the two Chef's Summits that were approved in the 19/20 fiscal year at a cost of \$160,000.

MOTION 8-19-2020 #15

MOVED by Louie SALOPEK, duly seconded by Jeff WORN and unanimously carried THAT the COUNCIL, on behalf of the Marketing Committee, recommend the 2020-2021 Marketing Policy Statement for approval by the USDA.

MOTION 8-19-2020 #16

MOVED by Scott LANDGRAF, duly seconded by JB EASTERLIN and unanimously carried THAT Council approve the 2020-2021 FY Budget

MOTION 8-19-20 #17

MOVED by Trent MASON, duly seconded by Sonja ROEDER and unanimously carried THAT the APC Council meeting be adjourned at 11:54 am.