

# Annual Meeting Information Statement

## 2020 Annual Meeting

April 1, 2020

Under FCA Regulations, Oklahoma AgCredit, ACA (Association) must provide an Annual Meeting Information Statement (AMIS) to its stockholders at least 10 business days, but not more than 30 business days, prior to any annual meeting or any director elections. This AMIS will address the required information in accordance with the format set out in the Regulations. The information herein should be considered in conjunction with the information in the Association’s 2019 Annual Report, which was provided in a separate earlier mailing.

**(a) Date, time and place of meeting.**

- ❖ The 2020 Association Annual Meeting will occur Tuesday, April 21, 2020 at the Oklahoma AgCredit Headquarter Office, 601 E Kenosha Broken Arrow OK 74012 or via teleconference commencing at 2:30p.m.
  - Due to COVID-19 related concerns and potential restrictions, stockholders who do not wish to attend the meeting in person may participate through video conference, audio, or both.
  - Stockholders may use teleconference video, audio or chat functions to nominate themselves or other eligible stockholders from the floor for an open Board of Directors or 2021 Nominating Committee position. Nominations will also be allowed through text message.
  - You are welcome to test the link and dial-in information prior to the meeting:

**Join Meeting with Video**  
**Download the Zoom app**  
<https://okagcredit.zoom.us/j/3976221833>  
 Select Audio Source (dial-in or computer)  
 Select a Dial-in Audio Number  
 Meeting ID: 397 622 1833  
 Enter Participant ID shown

**Dial-In Audio**  
 +1-312-626-6799  
 Meeting ID: 397 622 1833  
 Enter: #

**Text Message**  
 918-290-9789  
 You will be asked  
 for verification to confirm  
 you are a stockholder.

- ❖ The regular director and nominating committee election will be conducted by mail ballot with the option to vote online or to vote by paper ballot.

**(b) Voting Stockholders.**

- ❖ As of March 6, 2020, there were 3,502 holders of Class B Stock entitled to vote upon any matter properly brought before the membership.
- ❖ Holders of Class B Common Stock are eligible to vote on a one-member, one-vote basis.
- ❖ The number of shareholders entitled to vote during this election was determined as of March 6, 2020 for announcement at the annual meeting, and again the day election polls close, anticipated to be May 22, 2020.
- ❖ With regard to the election of the Association’s Board of Directors, the candidate for each position receiving the largest number of votes shall be confirmed as the winner.
- ❖ For election to the 2021 Nominating Committee, election balloting procedures will be consistent with those used for director elections; however, the three candidates receiving the most votes in each region will be confirmed as regular members and the candidates receiving the next highest votes will be deemed as alternates. Voting stockholders may vote on each open director position and each nominating committee nominee, regardless of region.

The geographic territory of each Region is specified below:

Region	Counties
I	Alfalfa, Blaine, Canadian, Garfield, Grant, Kay, Kingfisher, Lincoln, Logan, Major, Noble, Oklahoma, Payne
II	Caddo, Carter, Cleveland, Comanche, Cotton, Garvin, Grady, Jefferson, Love, McClain, Murray, Pontotoc, Pottawatomie, Seminole, Stephens
III	Atoka, Bryan, Choctaw, Coal, Haskell, Hughes, Johnston, Latimer, LeFlore, Marshall, McCurtain, McIntosh, Muskogee, Okfuskee, Pittsburg, Pushmataha, Sequoyah
IV	Adair, Cherokee, Craig, Creek, Delaware, Mayes, Nowata, Okmulgee, Osage, Ottawa, Pawnee, Rogers, Tulsa, Wagoner, Washington

- ❖ The purpose of the meeting is to present the 2019 Annual Report, which was distributed in a separate earlier mailing, present a Nominating Committee report, and accept nominations from the floor for two director positions and 12 nominating committee member positions.
- ❖ There will not be any election for directors at the Annual Meeting; however, potential candidates, including floor nominees, will be given an opportunity to address the stockholders.
- ❖ There will be no matters to be voted upon by the stockholders at the Annual Meeting.

(c) **Board of Directors.** The names, ages, current terms, types of agriculture, and length of service of persons currently serving as directors of the Association are as follows:

Board Member	Age	Current Term	Term Expiration	Tenure on Board	Type(s) of Agriculture
Eric Bilderback	45	2 Years	2020	2 years	Position closes April 30, 2020
Gary Bledsoe	69	3 Years	2020	12 years	Cow/Calf, Stockers
Dan Childs	69	4 Years	2023	22 years	Stockers, Wheat
Bob Eubanks	68	3 Years	2022	25 years	Cow/Calf, Stockers, Hay Crops
Jay Grace	53	3 Years	2021	8 years	Stockers
Brian Knowles	47	3 Years	2021	8 years	Cow/Calf, Poultry, Hay
Phillip Landgraf	58	2 Years	2020	2 years	Position closes April 30, 2020
Ross Love	66	3 Years	2020	29 years	Appointed Director
Kenny Markes	64	3 Years	2020	27 years	Cash Crops/Livestock
Dale McDaniel	71	3 Years	2021	11 years	Appointed Director
Roger Moore	59	3 Years	2021	20 years	Cow/Calf, Small Grains, Hay Crops
Shand Rasmusson	52	3 Years	2021	2 years	Cow/Calf, Stockers, Feedlot
Brad Scott	47	3 Years	2022	7 years	Cow/Calf
Jay Stinnett	65	3 Years	2022	4 years	Cow/Calf

- ❖ The Board has determined it is in the best interest of the Association to reduce the number of directors on the Board to 10 elected directors. The director positions up for election this year reflect changes approved by the Board to close four positions by 2020. On April 30, 2020, positions currently held by Eric Bilderback and Phillip Landgraf will close. In 2023, the position currently held by Dan Childs will renew to a 3-year-term.
- ❖ One incumbent director, Brad Scott, attended fewer than 75 percent of the total Board meetings or Board committee meetings on which said director served, which were held during the past year, or since election/appointment to the Board during the past year. Scott was absent for three non-consecutive meetings in 2019.
- ❖ No director has resigned or declined to stand for re-election since the last Annual Meeting because of a policy disagreement with the Association Board.
- ❖ There have been no transactions between the Association and its senior officers and directors and no events of the type required to be disclosed in the annual report to stockholders under FCA Regulation 620.5(h) that have occurred since the end of the last fiscal year. (This regulation prescribes the contents of the annual report to shareholders, including disclosure of loans and other transactions between the Association and senior officers and directors, and with respect to disclosure of the involvement of senior officers and directors in certain legal proceedings.)
- ❖ There have been no material changes to the financial information or other information in the Association's 2019 Annual Report furnished to stockholders. All current directors have been active in their primary occupation, as listed in the 2019 Annual Report, for five years or more.
- ❖ Oklahoma AgCredit publishes quarterly and annual reports online at [www.okagcredit.com](http://www.okagcredit.com) under the Financials link in the footer. The 2019 Annual Report was posted to the website on March 10, 2020.

**(d) Nominees.**

- ❖ The Board of Directors has authorized the use of mail and online ballots to conduct the 2020 election of individuals to the Board of Directors and the 2021 Nominating Committee. By voting, all voting stockholders have the opportunity to participate in the activity of their Association. The names of those nominated for each open director position will be placed on a ballot and mailed to all voting stockholders within 10 business days after the Annual Meeting. The current schedule contemplated provides for the ballots to be sent to stockholders on May 4, 2020. Stockholders will have 15 business days to return the paper ballot or to vote online. An independent auditor will tally the ballots.
  - ❖ In case of a tie for any director position where there were only two candidates, the tie may be broken by any method mutually agreed upon by the two candidates. If there are more than two candidates tied for the same position, a runoff election will be held. A notice of election results will be mailed to all stockholders.
  - ❖ Information regarding nominees was obtained from a Candidate Information Packet provided to each nominee. This packet contained the Director Candidate Disclosure Questionnaires which are required by the Association Director Election Policy to be completed by all candidates, and must also be completed by any floor nominees. Stockholders will also be provided disclosures in the election materials that contain the information required by the Regulations. Information regarding director nominees selected by the Nominating Committee is shown in the Information About Director Nominees section of this document.
  - ❖ Association voting stockholders have the right to offer nominees for the open positions on the Board of Directors and 2021 Nominating Committee positions from the floor, at the Annual Meeting.
  - ❖ After receiving a floor nomination, properly seconded, the floor nominee must state whether he or she accepts the nomination. In the event of a duly made floor nomination, the floor nominee must prepare and, within five business days of the Annual Meeting, deliver a completed Director Candidate Disclosure Questionnaire in paper or electronic form. Such information would be disclosed to all stockholders in the election materials. Blank questionnaires will be available at the Annual Meeting. If a floor nominee fails to deliver a completed questionnaire within five business days, then the floor nominee shall be deemed ineligible to run as a director candidate. If you are interested in submitting a nomination from the floor and wish a further clarification of these regulations governing nominations from the floor, please contact the Association for assistance.
  - ❖ All candidates completed the required disclosures and optional candidate informational material.
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**(e) Nepotism Notice.**

- ❖ By regulation, the Association must remain impartial and can neither endorse nor oppose any candidate. To enable management to take an impartial and objective view of its operations, and to avoid the appearance of giving special advantage or favoritism in the hiring or promotion of officers and employees or agents of the Association, the following restrictions shall be observed:
  1. A relative of a CoBank director shall not serve as CEO. A relative of a director, or an individual residing in a director's household shall not be an Association employee, and shall not have a family relationship with a director as defined in the Association's Standards of Conduct Policy.
  2. A person shall not serve as an officer or employee of the Association in a position that is under direct or indirect supervision of a relative, or an individual residing in such person's household or where the relative, by the position held in the institution, or supervising institution, has authority to take administrative or other action directly affecting such a person.

This notice is provided to ensure that voting stockholders and director nominees are aware that when an institution employee has a family relationship with a director elected in the same institution, either the director or employee must relinquish their position by authority of the Standards of Conduct Policy.

"Relative" is defined as parent, spouse, son, daughter, sibling, stepparent, stepson, stepdaughter, stepbrother, stepsister, half-brother, half-sister, uncle, aunt, nephew, niece, grandparent, grandson, granddaughter, and spouses of the foregoing.

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**(f) Nominating Committee Report.**

The 2020 Nominating Committee, members listed below, met by conference call on July 18, 2019, November 5, 2019 and February 19, 2020. The Committee met on February 11, 2020 in Shawnee, Oklahoma. In accordance with the Director Election Policy, the Nominating Committee selected a list of potential nominees for the two director positions up for election. All of the potential candidates selected by the Nominating Committee were contacted by a Nominating Committee member and expressed their willingness to serve. These potential candidates were selected to appear on the Director Election Ballot by a vote of the Nominating Committee. The Nominating Committee also nominated six candidates for Region I, six candidates for Region II, six candidates for Region III and five candidates for Region IV for the 2021 Nominating Committee. The three nominees in each region receiving the most votes will be named as members of the 2021 Nominating Committee. All other nominees will be named alternates for their respective regions. See the **Information About Director Nominees** and **2021 Nominating Committee to follow**.

<b>2020 Nominating Committee Members</b>			
<b>Region I</b>	<b>Region II</b>	<b>Region III</b>	<b>Region IV</b>
Scott Bulling	Ricky Anthony	Clay Baxter	Dennis Delozier
Larry Cochran	Randy Gilbert	Josh Emerson	Randy Drake
James (Jim) Kirby	Steve Henderson	Jim Enis	Doug Maxey

- ❖ There will not be any election for directors at the Annual Meeting; however, potential candidates, including any floor nominees, will be given an opportunity to address the stockholders.
- ❖ Candidates for election to the Board of Directors have disclosed the following:
  - Name, city and state of residence, business address if any, age, and business experience during the last 5 years, including principal occupation and employment during the last 5 years.
  - Any family relationship that must be disclosed under the Standards of Conduct Policy.
  - Transactions with senior officers and directors.
  - Involvement in certain legal proceedings.
  - Any other transactions of the type required to be disclosed outside the normal course of business.

**(g) Other Shareholder Action.**

- ❖ Stockholders are not being asked to vote on any matters at the Annual Meeting.
- ❖ Other matters to be discussed at the Annual Meeting include: reports concerning the Association's performance, results of operations and other matters of importance to the stockholders; and such other business matters as may come before the meeting.

**(h) Relationship with independent public accountant.**

- ❖ There has been no change in the engagement of the Association's independent public accountant since the last annual report to shareholders.
- ❖ There has been no material disagreement with the Association's independent public accountant since the last annual report to shareholders.

The undersigned have reviewed this report and certify it has been prepared in accordance with all applicable statutory or regulatory requirements and that the information contained herein is true, accurate and complete to the best of our knowledge and belief.

  
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Patrick Zeka, President/CEO

April 1, 2020

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Jay Grace, Chairman of the Board

April 1, 2020

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Malinda Thimmesch, Chief Financial Officer

April 1, 2020

\_\_\_\_\_  
Date

**INFORMATION ABOUT DIRECTOR NOMINEES**  
Listed Alphabetically by Position

**Region 1, Position #1 – Three-Year Term**

**Eric Bilderback, Canadian County, El Reno, Oklahoma** – Eric is 45-years-old. He has taught Agricultural Education at El Reno High School, El Reno, Oklahoma since 2007. Eric has been ranching for 29 years and is owner/operator of Bilderback Cattle Company. The family farm is on nearly 1,000 acres in southern Canadian County and consists of a commercial cow/calf herd, stockers, club calves and purebred Herefords. Eric has been a Farm Credit member for seven years and has served on the Board of Directors for two years. His Board position closed in April 2020 as part of a plan to downsize the Board to ten elected directors and two appointed directors.

Eric earned an associate's degree from Eastern Oklahoma State College, a bachelor's degree in Agricultural Education from Oklahoma State University and a master's degree in Educational Leadership from Southern Nazarene University.

In 2002, Eric was named Oklahoma Department of Career and Technology Education (Career Tech) Outstanding Young Agriculture Teacher of the Year, while he was teaching agricultural education in Chattanooga. In 2004, he became Redlands Community College Agriculture/Equine Department Head and Livestock Judging Coach. During his tenure the program's enrollment grew 125 percent and the budget increased 150 percent to \$1.5 million. In 2006, Eric became agricultural education program specialist at Oklahoma Career Tech, where he supervised 79 schools and 95 teachers in the southeast district, and was a liaison between school administrators and instructors. He also managed the entry-year teacher program with 42 new instructors.

From 2011-2014, Eric served on the American Farmers & Ranchers/OFU Board of Directors. He served as chairman of the Compensation Committee and was a member of the Audit and Building Committees.

Eric is a member of the Masonic Lodge, Sirloin Club, Oklahoma Cattlemen's Association, Oklahoma Farm Bureau, American Farmers & Ranchers/OFU and Heaston Community Church. He and Shelly, his wife for 23 years, have a 19-year-old daughter, Lauren.

**Gary M. Bledsoe, Lincoln County, Wellston, Oklahoma – (Incumbent)** Gary is 69-years-old. He is a full-time farmer/rancher from Wellston, Oklahoma. He and his wife, Joyce, have two children (David and Jayme) and four grandchildren. Their son is a stockholder. Gary is a graduate of Oklahoma State University with a bachelor's degree in Agricultural Education. A lifelong farmer/rancher, Gary has been a full-time farmer and rancher since retiring from the Oklahoma Department of Agriculture Market Development Division in 2001. He was also a consultant to the agency in rural economic development. Gary and his wife own 320 acres and lease 1,340 acres in Lincoln County. They no-till wheat and ryegrass pastures for a stocker operation, and bale Bermuda grass hay. Gary owns and operates Bledsoe Farms, a registered Angus seedstock operation. He primarily markets steers off wheat, bred heifers, and yearling bulls.

Gary has been a Farm Credit member for 27 years, and has served on the Board of Directors for 12 years. Gary is currently Compensation Committee and Risk Committee Vice Chairman. He has previously served as Compensation Committee Chairman, Board Vice Chairman and Board Chairman. Gary is a Lincoln County Conservation District Director, serving as Chairman. He is Secretary/Treasurer of Cross Timber Prescribed Burn Association.

Gary is the past president of the National Market News Association and the National Livestock Grading and Marketing Association. He officiates numerous 4-H/FFA Commercial Cattle Grading demonstrations and contests throughout the state. He is active in his church and is a member of the church choir.

**INFORMATION ABOUT DIRECTOR NOMINEES**  
Listed Alphabetically by Position

**Region 1, Position #4 – Three-Year Term**

**Trent Lanie, Grant County, Manchester, Oklahoma** - Trent is 30 years old and has been farming full time for the past nine years. Trent is a self-employed farmer with a diverse no-till cropping operation. He grows wheat, double-crop soybeans, full-season soybeans, corn, milo and cotton on a little over 3,000 acres. Trent's business experience includes growing crop systems through marketing, operating heavy machinery and managing employees. His business address is Lanie Farms, 80574 McClain Rd, Manchester, OK 73758.

Trent has been a Farm Credit member for seven years. He farms with his father, Randy Lanie, who is also an Oklahoma AgCredit stockholder. Trent earned a bachelor's degree in Agribusiness from Oklahoma State University in 2012.

Trent and his wife, Bethany, have been married for seven years. They have two children, Zayden (6) and Hattie (4). They are members of Bethel Hawley Baptist Church.

**Kenny Markes, Garfield County, Bison, Oklahoma (Incumbent)** - Kenny is 64 years old and is a full-time farmer and rancher. Kenny began farming and ranching in 1974 and has expanded his operation to consist of 3,500 acres, which he manages in a partnership as Markes Brothers Farms. His farming operation includes raising wheat for grain and grazing; soybeans and milo on cultivated ground; no-till double crops; and alfalfa and grass hay production. His cattle operation consists a cow-calf herd, stockers, and feeder cattle. When time permits, Kenny works as a self-employed carpenter.

Kenny has been a Farm Credit stockholder since 1980 and a director since 1993. He currently serves on Oklahoma AgCredit's Audit Committee and Building Committee. He is a board member of the Bison Cooperative Association. He is an active member of St. Joseph's Catholic Church of Bison; Oklahoma Cattlemen's Association; Oklahoma Farm Bureau; American Farmers and Ranchers; and Garfield Rural Water. Kenny has three grown children and five grandchildren.

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**2021 NOMINATING COMMITTEE – 1 YEAR TERM**

The following list of Nominating Committee candidates for 2021 is provided in accordance with the Farm Credit Administration Regulations. These individuals were selected for candidacy by the 2020 Nominating Committee, and are presented to the Association voting stockholders for consideration for the 2021 Nominating Committee.

The Nominating Committee certifies that, to the best of its knowledge, all of the candidates are eligible to serve on the Nominating Committee.

<b>2021 NOMINATING COMMITTEE NOMINEES</b>			
<b>Region I</b>	<b>Region II</b>	<b>Region III</b>	<b>Region IV</b>
Scott Bulling	James Byrd	Clay Baxter	Ray Bussey
Chris Bullis	R.J. Curry	Cole Craige	Charles Coblentz
Larry Cochran	Randy Gilbert	Josh Emerson	Dennis Delozier
Jerry Lingo	Steven Henderson	Jim Enis	Doug Maxey
Brad Nitzel	Rod Schenk	Amy Thompson	Mark Stunkard
Richard Pratz	Brad Walck	Gary Updyke	

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