

This is the 1st Affidavit of Dave Gebhardt in this case and was made on January 5, 2021

No. S-208894
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C., 1985
c. C-36, AS AMENDED

-AND-

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC.,
1185729 B.C. LTD. AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

Petitioners

AFFIDAVIT

I, Dave Gebhardt, Ph.D., of 7365 Kirkwood Ct. N, Suite 150, in the city of Maple Grove, Minnesota, United States of America, **AFFIRM THAT:**

1. I make this affidavit in support of an application returnable on January 6, 2021 by the Petitioners pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the "**CCAA**"), and in reply to the response to that application filed on January 4, 2021 by Land O'Lakes, Inc. and Winfield Solutions, LLC (the "**Response**") and the affidavits of Benoit Mourot (the "**Mourot Affidavit**"), Richard Sundal (the "**Sundal Affidavit**"), and Anastasia Markaroff (the "**Markaroff Affidavit**") filed in support of that application. In preparing this affidavit I have also reviewed the Affidavit #7 of Sai Chu sworn December 29, 2020 (the "**Chu Affidavit**").

2. I am the Senior Vice President, Data Analytics and General Manager of Geosys Int'l Inc., a role I have held since 2019, following the completion of the "First Closing" and the acquisition of the Geosys group by UrtheCast Corporation ("**UrtheCast**"). In 2009, I was hired as Director of Data and Technology of Winfield Solutions LLC ("**Winfield**"), where, among other things, my team and I developed strategies that led to the introduction of Winfield to the Geosys group, and the eventual acquisition of Geosys by Winfield. In 2015, I was hired as Vice President of Strategy

for Geosys, where, among other things, my team and I were involved in the initial concept development for the UrtheDaily satellite constellation and platform and the introduction between UrtheCast and Geosys that eventually culminated in the acquisition of Geosys by UrtheCast. In 2018, in connection with its acquisition of Geosys, I was hired by UrtheCast as Vice President of Strategic Partnerships, where I was closely involved in the negotiation and finalization of the Geosys Purchase Agreement and the interim and long-term licenses and services agreements, a role I maintained until the First Closing and UrtheCast's acquisition of Geosys in 2019.

3. As such I have personal knowledge of the facts and matters to which I depose in this affidavit, except where stated to be based on information and belief, and where so stated, I verily believe them to be true.

4. I have reviewed the Response, the Sundal Affidavit and the Mourot Affidavit, and the purpose of this affidavit is to provide additional information relating to some of the topics addressed therein, as well as to provide information that has been omitted from those materials. Capitalized terms used but not defined in this affidavit have the meanings ascribed to them in the Chu Affidavit, unless otherwise stated.

There are No Binding Timelines for UrtheDaily

5. Contrary to the assertions in the Response, Sundal Affidavit and Mourot Affidavit, there are no binding timelines for the completion or launch of UrtheDaily contemplated under the Geosys and Winfield Agreements. Indeed, it was well known to Land O'Lakes at all times throughout its relationship with UrtheCast that project financing was a pre-condition to commissioning the construction of the satellite constellation and completion of the project for launch, and yet the Geosys and Winfield Agreements do not contemplate the ability for either party to terminate the agreement or otherwise refuse to perform if project milestones are not achieved. Put differently, the UrtheDaily project timeline was not intended to even start until project financing had been secured.

6. The Response, Sundal Affidavit, and Mourot Affidavit all refer to the meetings and discussions of the joint development committee ("JDC") convened in accordance with the Winfield Solutions Licenses. I am a member of the JDC, as is Mr. Mourot, and it was well known to all JDC members that UrtheDaily funding would have to be obtained in order to initiate the

timelines discussed in JDC meetings. This uncertainty around launch schedule was not a contentious issue among the JDC, and Land O'Lakes (through its JDC appointees) did not escalate this issue according to the rules of the JDC. Had they done so, this issue would have been subject to review by the JDC chairs, who would then have had 60 days to remedy the issue. As mentioned, no such escalation ever occurred, and Land O'Lakes did not at any time raise any intention to terminate or otherwise amend the Geosys and Winfield Agreements at any point during JDC meetings.

7. I disagree with the suggestion that the allegations raised in the Response were an open dispute among the members of the JDC. In fact, at the last JDC meeting held October 1, 2020, the UrtheDaily mission timeline was discussed, and, under the heading "UC UD plan and timeline", the meeting minutes (attached as Exhibit "G" to the Mourot Affidavit) indicate a green circle under "Status", meaning that no issues or concerns were raised at that meeting or otherwise relating to UrtheDaily:

Topic	Item	Status	Comment
SLA	UC Services Quality	●	Service Delivery KPIs have been reviewed. FCS Performances need to be analyzed to understand root cause of increased response time
UrtheDaily	UC UD funding	●	
	UC UD plan and timeline	●	UD Mission update has been shared and more information in the deck starting on slide 6 including mission high level timeline
	UC UD specs Imagery product specs	●	

8. As with all JDC meeting minutes, these meeting minutes were signed by all JDC members, including Land O'Lakes' appointees. I note that each of the JDC meeting minutes, which are attached as exhibits to the Mourot Affidavit, indicate a "green" status for the UrtheDaily project – in other words, no disputes relating to UrtheDaily were raised at any point.

9. I also note that the excerpt of JDC minutes set out at paragraph 17 of the Response does not convey a complete picture. Indeed, the launch timeline contemplated in the excerpt was subsequently delayed, as reflected in the presentation attached to the July 21, 2020 JDC meeting minutes (attached as Exhibit "F" to the Mourot Affidavit), and still the UrtheDaily status was marked as "green" in this and subsequent JDC meeting minutes:

Topic	Item	Status	Comment
SLA	UC Services Quality	●	Service Delivery KPIs have been reviewed. In Q2 Field level map delivery have on SLA or close to target, all KPIs are aligned with the Agreement.
UrtheDaily	UC UD funding	●	UD Mission update has been shared and more information in the deck starting on slide 6 including mission high level timeline
	UC UD plan and timeline	●	
	UC UD specs	●	
	Imagery product specs	●	

10. Although it is not mentioned in the Response, Sundal Affidavit, or Mourrot Affidavit, it should also be noted that in addition to the JDC contemplated by the Winfield Solutions Licenses, at Land O'Lakes' request, the parties also convened a Governance Committee with broad oversight for the compliance of all of the Geosys and Winfield Agreements during the Interim Period between the First Closing and Second Closing. This committee operated separately but in conjunction with the JDC, and separate minutes were recorded for the Governance Committee's discussions, which minutes are collectively attached hereto as **Exhibit "A"** (collectively, the "**GC Meeting Minutes**").

11. With the exception of the missed payment for the second installment under the Geosys Purchase Agreement, at no point in any Governance Committee meeting has any person, including any Land O'Lakes representative, suggested that UrtheCast is in breach of any agreement for any reason, including with respect to the UrtheDaily project.

12. Each of the GC Meeting Minutes contains a line item for "Open Disputes Review", and in each case, this is noted with a "green" circle under "Status", again indicating that there were no disputes raised or pending relating to the Geosys and Winfield Licenses at any time. The below excerpt is taken from the most recent GC Meeting Minutes held October 1, 2020:

Agreement	Second installment is October 15 th 2019	Managed by Ric and Don
	Second closing date is January 14 th 2021	
	Open Disputes review	● No open dispute
	Non-compete and preferred nation related topics	● No update
	Review addendum proposal	● Several adjustments will be formalized and approved within JDC without any change to Core Agreements

13. Mr. Mourrot is a member of the Governance Committee and has signed off on each of the GC Meeting Minutes.

Other Factual Corrections

14. Paragraph 6 of the Response alleges that a decrease in the use of the R7 field monitoring tool leads to a decrease in the sale of Land O'Lakes core agricultural products. Any correlation between R7 product usage and Land O'Lakes product sales is negligible in comparison to the impact on Land O'Lakes business resulting from the prolonged depressed agricultural economy and low commodity prices, one impact of which has been to significantly limit farmers' agricultural income available for the purchase of premium value-added technology tools such as R7.

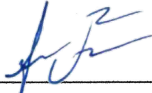
15. Paragraphs 7 and 9 of the Response allege that there are a number of "like-kind" products and services competing with UrtheDaily. While the companies listed are earth-observation industry participants, I dispute that the technologies employed by these companies are comparable with the technology to be employed by UrtheDaily, and that they have commercially available data of the type and quality necessary to fulfill Geosys' service level requirements under the Winfield Solutions Licenses. Had any competitor developed equivalent technology at any point, UrtheCast and Geosys would have attempted to acquire it as a stop-gap solution, however no such technology exists in the market that I am aware of.

16. Conspicuously absent from the Response, the Mourrot Affidavit and the Sundal Affidavit is any indication of what Land O'Lakes intends to do with the intellectual property subject to the Winfield Solutions Licenses if they terminate the agreements. Since its unexpected desire to terminate first arose, Land O'Lakes has not at any point offered to transfer such intellectual property to UrtheCast or Geosys, and it is unclear to me what value such intellectual property would have to Land O'Lakes without the considerable experience and technical expertise possessed by the Geosys team.

17. I swear this Affidavit in support of the Petitioners' restructuring efforts in this CCAA proceeding and for no other or improper purpose.

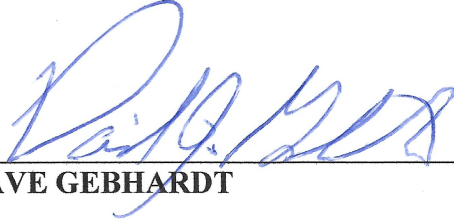
18. The deponent was not physically present before the commissioner, but was linked with the commissioner using video technology and the correct process for remote commissioning of affidavits was used.

SWORN BEFORE ME over)
videoconference on this 5th day of January,)
2021. The affiant was located in the City of)
Minneapolis/St. Paul, Minnesota, USA,)
and the Commissioner was located in the)
City of Toronto, in the Province of Ontario.)
This affidavit was commissioned remotely)
as a result of COVID-19 and the)
declaration was administered in)
accordance with Ontario *Regulation*)
431/20.)



Joshua Foster

A Commissioner for Oaths in and for the)
Province of Ontario)



DAVE GEBHARDT

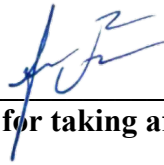
Barrister & Solicitor
Suite 3400 - 100 Street West
Toronto, ON M5X 1A4
Telephone (416) 863-1200

Schedule "A"

LIST OF PETITIONERS

1. 1185781 B.C. Ltd.
2. Deimos Imaging S.L.U.
3. DOT Imaging S.L.U.
4. Geosys Australia PTY Ltd.
5. Geosys do Brasil Sistemas de Informacao Agricolas Ltda.
6. Geosys Europe Sarl
7. Geosys Holding, ULC (was Geosys Technology Holding LLC)
8. Geosys-Int'l, Inc.
9. Geosys S.A.S.
10. UrtheCast Holdings (Malta) Limited
11. UrtheCast Imaging S.L.U.
12. UrtheCast Investments (Malta) Limited
13. UrtheDaily Corp.

**THIS IS EXHIBIT "A" REFERRED TO
IN THE AFFIDAVIT OF DAVE GEBHARDT
SWORN
THE 5TH DAY OF JANUARY 2021**

A handwritten signature in blue ink, appearing to be 'J. J.', is written over a horizontal line.

A Commissioner for taking affidavits, etc.



Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 4/10/2019
 Re: Meeting Minutes

Governance Committee took place on April 11th, the following point have been reviewed and discussed:

- Update following Governance Committee #1
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary:

The table summarized topics reviewed and discussed during the JDC Meeting:

		Comment
HR	Vincent+Matthieu's Employment with LOL	Vincent & Matthieu have been successfully transitioned to Land O Lakes
	Identified Employee Liability payment	First invoices in processing
Finance	UC->WU payments	
	Balance Sheet Geosys at closing	Discussion in progress. No ETA
	Working capital acceptance (+15 days)	Discussion in progress. No ETA
	Difference payment (+5 days)	
Royalties	UC Agriculture sales	
	UC Royalties estimates and payments	Sales Forecast is under royalty trigger
Account Update	UC-WU->proposals	
	WU->UC SOWs	
	WU->UC Orders	
	UC->WU invoices	
Agreement	WU->UC payments	
	Second installment is October 15 2019	
	Second closing date is April 15 2021	
	Open Disputes review	
	Non-compete and preferred nation related topics	



Review addendum proposal

Several points to be reviewed in the coming months before engaging with legal.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Update check list with traffic light and date	Geosys	June 2019
Publish slides and content on shared space	Geosys	June 2019
Follow up with finance on balance sheet	All	May 2019
Setup NDA between Geosys-LoL covering discussions outside of current agreement.	All	April 2019

Documents

All slides and Open Source Software Inventory are available on https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%231_201904/WU_UC_GovernanceCommittee_20190410.pdf?csf=1&e=TdRPQj

For any access request, please contact Shaun Van Deurzen (STVandeurzen@landolakes.com)

Signature

GEOSYS Inc

Date: **April, 10th 2019**

Name: **Dave Gebhardt**

Title: **SVP Data Analytics**

WINFIELD UNITED, LLC

Date: **April, 10th**

Name: **Damien Lepoutre**

Title: **VP Ag Technology**

GEOSYS Inc

Date: **April, 10th**

Name: **Guillaume Sanchez**

Title: **Head of Analytics Engineering**

WINFIELD UNITED, LLC

Date: **April, 10th**

Name: **Benoit Mourot**

Title: **Sr IT Manager Ag Technology**

GEOSYS Inc

Date: **April, 10th**

Name: **Vincent Lelandais**

Title: **Head of Customer Solutions**

WINFIELD UNITED, LLC

Date: **April, 10th**

Name: **Shaun Van Deurzen**

Title: **R7 Program Lead**

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 7/16/2019
 Re: Meeting Minutes

Governance Committee took place on April 11th, the following point have been reviewed and discussed:

- Update following Governance Committee #1
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC1:

Actions	Owner	Status
Update check list with traffic light and date	Geosys	Completed
Publish slides and content on shared space	Geosys	Completed
Follow up with finance on balance sheet	Winfield	In progress
Setup NDA between Geosys-LoL covering discussions outside of current agreement.	Geosys	In progress

The table summarized topics reviewed and discussed during the JDC Meeting:

Topic	Item	Status	Comment
HR	Vincent+Matthieu's Employment with LOL	●	This topic is closed.
	Identified Employee Liability payment	●	Second invoice submitted, processing in progress
Finance	UC->WU payments	●	
	Balance Sheet Geosys at closing	●	Discussion in progress. No ETA
	Working capital acceptance (+15 days)	●	Discussion in progress. No ETA
	Difference payment (+5 days)	●	
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
Account Update	UC-WU->proposals	●	
	WU->UC SOWs	●	

	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 2019		
	Second closing date is April 15 2021		
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	
	Review addendum proposal	●	Several adjustments under discussion. Lega will be engaged in 2020.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Follow up on NDA	Dave	Sept 2019
Prepare first set of Urthedaily acceptance criteria	Geosys	JDC#3
Follow up with on secondment agreement last invoice	Vincent	JDC#3

Documents

All slides and Open Source Software Inventory are available on https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%231_201904/WU_UC_GovernanceCommittee_20190410.pdf?csf=1&e=TdRP0j

For any access request, please contact Shaun Van Deurzen (STVandeurzen@landolakes.com)

Signature

GEOSYS Inc
 Date: **April, 10th 2019**
 Name: **Dave Gebhardt**
 Title: **SVP Data Analytics**

WINFIELD UNITED, LLC
 Date: **April, 10th**
 Name: **Damien Lepoutre**
 Title: **VP Ag Technology**

GEOSYS Inc
 Date: **April, 10th**
 Name: **Guillaume Sanchez**
 Title: **Head of Analytics Engineering**

WINFIELD UNITED, LLC
 Date: **April, 10th**
 Name: **Benoit Mourot**
 Title: **Sr IT Manager Ag Technology**

GEOSYS Inc
 Date: **April, 10th**
 Name: **Vincent Lelandais**
 Title: **Head of Customer Solutions**

WINFIELD UNITED, LLC
 Date: **April, 10th**
 Name: **Shaun Van Deurzen**
 Title: **R7 Program Lead**

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 10/11/2019
 Re: Meeting Minutes

Governance Committee took place on October 11th, the following points have been reviewed and discussed:

- Update following Governance Committee #2
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC2:

Actions	Owner	Status
Follow up with finance on balance sheet	Winfield	Completed
Setup NDA between Geosys-LoL covering discussions outside of current agreement .	LOL Legal	In progress
Geosys to prepare first set of Urthedaily acceptance criteria (UrtheCast/Geosys)	Geosys	In progress
Follow up on secondment agreement invoice #2 (VLS)	Geosys	Completed

The table summarized topics reviewed and discussed during the Governance Committee:

Topic	Item	Status	Comment
HR	Vincent+Matthieu's Employment with LOL	●	This topic is closed.
	Identified Employee Liability payment	●	This topic is closed
Finance	UC->WU payments	●	This topic is closed
	Balance Sheet Geosys at closing	●	This topic is closed
	Working capital acceptance (+15 days)	●	This topic is closed
	Difference payment (+5 days)	●	
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
	UC-WU->proposals	●	

Account Update	WU->UC SOWs	●	
	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 2019		
	Second closing date is April 15 2021		This needs to be confirmed
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	No update
	Review addendum proposal	●	Several adjustments under discussion. Lega will be engaged in 2020.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Finalize on NDA for new opportunities	LOL Legal	Dec 2019
Outside Winfield revenue updated on slide 11	Geosys	Completed
Working session on second closing enablement and UD Completion criteria on Oct 30 th	All	JDC#4

Documents

All slides and Open Source Software Inventory are available on [https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%233 201910/WU UC GovernanceCommittee 20191011.pdf?csf=1&e=6wYlim](https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%233%20201910/WU%20UC%20GovernanceCommittee%2020191011.pdf?csf=1&e=6wYlim)

For any access request, please contact Shaun Van Deurzen (STVandeurzen@landolakes.com)

Signature

GEOSYS Inc
 Date: **October, 11th 2019**
 Name: **Dave Gebhardt**
 Title: **SVP Data Analytics**

WINFIELD UNITED, LLC
 Date: **October, 11th**
 Name: **Damien Lepoutre**
 Title: **VP Ag Technology**

GEOSYS Inc
 Date: **October, 11th**
 Name: **Guillaume Sanchez**
 Title: **Head of Analytics Engineering**

WINFIELD UNITED, LLC
 Date: **October, 11th**
 Name: **Benoit Mourot**
 Title: **Sr IT Manager Ag Technology**

GEOSYS Inc
 Date: **October, 11th**
 Name: **Vincent Lelandais**
 Title: **Head of Customer Solutions**

WINFIELD UNITED, LLC
 Date: **October, 11th**
 Name: **Shaun Van Deurzen**
 Title: **R7 Program Lead**

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 1/22/2020
 Re: Meeting Minutes

Governance Committee took place on October 11th, the following point have been reviewed and discussed:

- Update following Governance Committee #2
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC3:

Actions	Owner	Status
Setup NDA between Geosys-LoL covering discussions outside of current agreement .	LOL Legal	In progress
Geosys to prepare first set of Urthedaily acceptance criteria (UrtheCast/Geosys)	Geosys	Completed

The table summarized topics reviewed and discussed during the Governance Committee:

Topic	Item	Status	Comment
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
Account Update	UC-WU->proposals	●	
	WU->UC SOWs	●	
	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 2019		Managed by Ric and Don
	Second closing date is April 15 2021		This needs to be confirmed
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	No update

Review addendum proposal



Several adjustments under discussion. Lega will be engaged in 2020.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Finalize on NDA for new opportunities	LOL Legal	2020 Q1
Update IP Separation Completion Criteria with API testing results	Geosys	April 2020
Confirm Second Close target to align program schedule	Geosys	February

Documents

All slides and documents are available on <https://landolakes.sharepoint.com/sites/Win-R7/JDC%20Library/Forms/AllItems.aspx?viewid=242c7acb%2D8a64%2D4c56%2Db4de%2Ddf66eeffce24&id=%2Fsites%2FWin%2DR7%2FJDC%20Library%2FJDC%234%5F202001>

For any access request, please contact Benoit Mourot (BMourot@landolakes.com)

Signature

GEOSYS Inc

Date: January 22nd,2020

Name: Dave Gebhardt

Title: SVP Data Analytics

WINFIELD UNITED, LLC

Date: January 22nd,2020

Name: Joel Wipperfurth

Title: Director, Digital Transformation

GEOSYS Inc

Date: January 22nd,2020

Name: Guillaume Sanchez

Title: Head of Analytics Engineering

WINFIELD UNITED, LLC

Date: January 22nd,2020

Name: Benoit Mourot

Title: Sr IT Manager Ag Technology

GEOSYS Inc

Date: January 22nd,2020

Name: Vincent Lelandais

Title: Head of Customer Solutions

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 4/23/2020
 Re: Meeting Minutes

Governance Committee took place on April 23rd, the following point have been reviewed and discussed:

- Update following Governance Committee #4
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC4:

Actions	Owner	Status
Setup NDA between Geosys-LoL covering discussions outside of current agreement .	LOL Legal	Re started with standard template
Include API testing in completion criteria	Geosys	Completed
Confirm second close date	All	January, 14 th

The table summarized topics reviewed and discussed during the Governance Committee:

Topic	Item	Status	Comment
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
Account Update	UC-WU->proposals	●	
	WU->UC SOWs	●	
	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 th 2019		Managed by Ric and Don
	Second closing date is January 14 th 2021		
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	No update
	Review addendum proposal	●	Several adjustments under discussion. Lega will be engaged in 2020.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Re engage Mutual NDA based on standard template	Jamie	2020 Q2
Update IP Separation Completion Criteria with API performance benchmark before/after	Geosys	2020 Q2
Check with LoL legal to see how to proceed regarding legal adjustment in purchase agreement for second close	Benoit	2020 Q2

Documents

All slides and documents are available on https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%235_202004/WU_UC_GovernanceCommittee_20200401.pdf?csf=1&web=1&e=c2fQhh

For any access request, please contact Benoit Mourot (BMourot@landolakes.com)

Signature

GEOSYS Inc
Date: April 23rd,2020
Name: Dave Gebhardt
Title: SVP Data Analytics

WINFIELD UNITED, LLC
Date: April 23rd,2020
Name: Joel Wipperfurth
Title: Director, Digital Transformation

GEOSYS Inc
Date: April 23rd,2020
Name: Guillaume Sanchez
Title: Head of Analytics Engineering

WINFIELD UNITED, LLC
Date: April 23rd,2020
Name: Benoit Mourot
Title: Sr IT Manager Ag Technology

GEOSYS Inc
Date: April 23rd,2020
Name: Vincent Lelandais
Title: Head of Customer Solutions

WINFIELD UNITED, LLC
Date: April 23rd,2020
Name: Jamie Wang
Title: Product Manager

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 7/21/2020
 Re: Meeting Minutes

Governance Committee took place on July 21st, the following point have been reviewed and discussed:

- Update following Governance Committee #4
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC4:

Actions	Owner	Status
Re engage Mutual NDA based on standard template	All	In progress
Check with LoL legal to see how to proceed regarding legal adjustment in purchase agreement for second close	All	No update

The table summarized topics reviewed and discussed during the Governance Committee:

Topic	Item	Status	Comment
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
Account Update	UC-WU->proposals	●	
	WU->UC SOWs	●	
	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 th 2019		Managed by Ric and Don
	Second closing date is January 14 th 2021		
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	No update
	Review addendum proposal	●	Several adjustments under discussion. Legal will be engaged in 2020.

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Re engage Mutual NDA based on standard template	All	JDC#7

Documents

All slides and documents are available on https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%236_202007/WU_UC_GC6_20200721.pdf?csf=1&web=1&e=bdrY2W

For any access request, please contact Benoit Mourot (BMourot@landolakes.com)

Signature

GEOSYS Inc
Date: July 21st, 2020
Name: Dave Gebhardt
Title: SVP Data Analytics

WINFIELD UNITED, LLC
Date: July 21st, 2020
Name: Joel Wipperfurth
Title: Director, Digital Transformation

GEOSYS Inc
Date: July 21st, 2020
Name: Guillaume Sanchez
Title: Head of Analytics Engineering

WINFIELD UNITED, LLC
Date: July 21st, 2020
Name: Benoit Mourot
Title: Sr IT Manager Ag Technology

GEOSYS Inc
Date: July 21st, 2020
Name: Vincent Lelandais
Title: Head of Customer Solutions

WINFIELD UNITED, LLC
Date: July 21st, 2020
Name: Jamie Wang
Title: Product Manager

Governance Committee Minutes

To: Governance Committee
 From: Vincent Lelandais
 Date: 10/1/2020
 Re: Meeting Minutes

Governance Committee took place on October 1st, the following point have been reviewed and discussed:

- Update following Governance Committee #6
- HR update
- Finance
- Royalties
- Account management
- Agreements alignment
- Committees
- Urthedaily Improvement completion criteria
- Communication

Summary

Below is the status of actions identified during GC6:

Actions	Owner	Status
Re engage Mutual NDA based on standard template	All	In progress
Check with LoL legal to see how to proceed regarding legal adjustment in purchase agreement for second close	All	See meeting outcome

The table summarized topics reviewed and discussed during the Governance Committee:

Topic	Item	Status	Comment
Royalties	UC Agriculture sales	●	Sales Forecast is under royalty trigger
	UC Royalties estimates and payments	●	
Account Update	UC-WU->proposals	●	
	WU->UC SOWs	●	
	WU->UC Orders	●	
	UC->WU invoices	●	
	WU->UC payments	●	
Agreement	Second installment is October 15 th 2019		Managed by Ric and Don
	Second closing date is January 14 th 2021		
	Open Disputes review	●	No open dispute
	Non-compete and preferred nation related topics	●	No update
	Review addendum proposal	●	Several adjustments will be formalized and approved within JDC without any change to Core Agreements

Action items

Below is the list of agreed action items that will be reviewed on the next governance meeting:

Actions	Owner	Deadline
Agreement adjustment proposal will be documented and approved within JDC. The Governance Committee recommends not to upgrade existing agreements. Pending agreement with LoL management	LoL	JDC#8
Review NDA draft (second close enablement)	Dave	JDC#8

Documents

All slides and documents are available on https://landolakes.sharepoint.com/:b:/r/sites/Win-R7/JDC%20Library/JDC%237_20201001/WU_UC_GovernanceCommittee_20200925.pdf?csf=1&web=1&e=goE3mu

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Signature

GEOSYS Inc

Date: **October 1st, 2020**

Name: **Dave Gebhardt**

Title: **SVP Data Analytics**

WINFIELD UNITED, LLC

Date: **October 1st, 2020**

Name: **Joel Wipperfurth**

Title: **Director, Digital Transformation**

GEOSYS Inc

Date: **October 1st, 2020**

Name: **Guillaume Sanchez**

Title: **Head of Analytics Engineering**

WINFIELD UNITED, LLC

Date: **October 1st, 2020**

Name: **Benoit Mourot**

Title: **Sr IT Manager Ag Technology**

GEOSYS Inc

Date: **October 1st, 2020**

Name: **Vincent Lelandais**

Title: **Head of Customer Solutions**

WINFIELD UNITED, LLC

Date: **October 1st, 2020**

Name: **Jamie Wang**

Title: **Product Manager**

WINFIELD UNITED, LLC

Date: **October 1st, 2020**

Name: **Karen Oerter**

Title: **Information Technology Director**