

EXHIBIT C

CONDITIONS OF PROBATION

In addition to other routine conditions of probation that the Court may order at the sentencing hearing, the parties hereby agree to affirmatively recommend and request that the Court impose the following conditions of probation:

1. As set forth in the Plea Agreement, and to satisfy all community service payments required pursuant to that agreement, Monsanto shall make a total of \$4,000,000 in community service payments to the following entities:

- a. \$800,000 to the Hawaii Department of Agriculture ("HDOA") for use by the HDOA to create and fund a Pesticide Disposal Program and for training and education purposes;
- b. \$800,000 to the Hawaii Department of Land and Natural Resources ("HDLNR"), Maui Division of Aquatic Resources, for use by the HDLNR in its marine programs;
- c. \$800,000 to the Hawaii Department of Health ("HDOH"), Hazardous Waste Branch, for use by the HDOH in its training and education programs;
- d. \$800,000 to the HDOH, Environmental Management Division, for use by the HDOH for water quality monitoring, water quality improvement purposes, and training and education purposes; and
- e. \$800,000 to the Kahoolawe Island Reserve Commission ("KIRC") for use by the KIRC in the clean-up of the island of Kahoolawe.

1 2. Monsanto shall develop, maintain, and implement a
2 comprehensive environmental compliance program for compliance with
3 the Resource Conservation and Recovery Act ("RCRA") and the Federal
4 Insecticide, Fungicide, and Rodenticide Act ("FIFRA") at all of its
5 Hawaii sites. The compliance program, which shall be implemented
6 within 90 calendar days from the date Monsanto is sentenced, shall
7 include Monsanto's retention of a qualified and experienced third-
8 party environmental compliance auditor (the "Environmental
9 Auditor"), that is not affiliated with defendant, to conduct audits
10 every six months of all of defendant's locations in Hawaii in order
11 to determine whether or not defendant is in full compliance with
12 RCRA and FIFRA. The audits shall not take longer than approximately
13 one week per site; however, the auditor may take additional time as
14 reasonably necessary. Defendant will fully cooperate in these
15 audits, including promptly providing access to its facilities,
16 employees, and documentation. The Environmental Auditor shall
17 promptly provide a comprehensive written report of each audit to
18 defendant, the USAO, and the United States Probation Officer
19 ("Probation Officer"), and the Environmental Auditor shall cooperate
20 fully in responding to questions from defendant, the Probation
21 Officer, or the USAO regarding its audits and/or written reports.
22 To the extent that the Environmental Auditor identifies any
23 violations that do not constitute criminal violations, or the need
24 for compliance enhancements, Monsanto shall have 30 days to cure
25 such violations and/or apply such compliance enhancements before any
26 breach of the Plea Agreement is declared.

27 3. Defendant shall not commit a federal felony or misdemeanor
28 offense or state felony offense, including but not limited to

1 violations of RCRA and FIFRA, and shall immediately notify the USAO
2 and the Probation Officer if such a crime is committed.

3 4. Within 30 days of the date of the sentencing hearing,
4 defendant shall designate an official of the organization to act as
5 the organization's representative and to be the primary contact with
6 the Probation Officer.

7 5. Defendant shall notify the Court, through the Probation
8 Officer, and the USAO promptly upon learning of: (1) any material
9 adverse change in its business or financial condition or prospects;
10 (2) the commencement of any bankruptcy proceeding or criminal
11 prosecution against defendant; or (3) the commencement of any major
12 civil litigation, administrative proceeding, or any investigation or
13 formal inquiry by government authorities regarding defendant that
14 impacts defendant's ability to perform any conditions of probation.
15 Defendant shall answer truthfully all inquiries by the Probation
16 Officer and follow the instructions of the Probation Officer.

17 6. Defendant shall notify the USAO and the Probation Officer
18 of any change in its principal business or mailing address, ten days
19 prior to such change or within 72 hours if advance notice is not
20 possible.

21 7. Defendant shall permit a Probation Officer to visit any of
22 defendant's locations.

23 8. Defendant shall provide reasonably prompt notice to the
24 Probation Officer and USAO of any sale of defendant, change in
25 defendant's name, merger of defendant with another business entity,
26 or otherwise any changes to defendant's organizational structure
27 that impacts defendant's ability to perform any conditions of
28 probation.

1 9. Defendant shall comply with all terms of the parties'
2 felony Deferred Prosecution Agreement and Plea Agreement.

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