12/18/14, 2014

Mr. Barry Mardock
Deputy Director, Office of Regulatory Policy
Farm Credit Administration
1501 Farm Credit Drive
McLean, Virginia 22102-5090

Dear Mr. Mardock:

Thank you for the opportunity to comment on Farm Credit Administration's (FCA or Agency) proposed capital rule. The Agency's efforts to modernize Farm Credit System (FCS) capital requirements will result in a framework that is consistent with Basel III standards applied to other financial institutions. I believe that adopting Basel III standards for the FCS will enhance investor understanding of the FCS's financial strength and increase marketability of third-party capital and debt securities, especially in periods of stress, thereby enabling the FCS to fulfill its mission.

I appreciate the Agency's efforts to carefully consider and accommodate the FCS's cooperative structure in developing the proposed capital framework. While FCA has done an admirable job in drafting the proposed capital rule, I am concerned that it does not strike the appropriate balance between supporting and protecting the cooperative structure on which Congress based the FCS and aligning with the Basel III concepts written for joint stock companies. Unfortunately, parts of the Agency's proposal undermine the cooperative structure. As a result, I ask that FCA revise the proposed rule as outlined below to make it workable and supportive of the FCS's congressionally mandated cooperative structure:

1 Eliminate the requirement that FCS institutions obtain shareholder votes on the capitalization bylaw changes required by the proposed rule. This requirement results in a meaningless vote that puts the institution and its member-customers in an impossible situation. If member-customers do not approve the bylaw changes, the institution faces capitalization challenges. If member-customers approve the bylaw changes, they undermine the institution's ability to function consistent with cooperative principles. I appreciate FCA's desire to ensure that the capital plan features of each FCS institution are effectively communicated to their member-owners. However, rather than direct capitalization bylaw changes, the FCA could rely on board policies, directives, loan documentation or capital plans for such communication. Structurally, a board directive or similar document can accomplish the same outcome as a capitalization bylaw vote. Board direction, along with shareholder disclosures, is more than sufficient to implement FCA's proposed Basel III framework.

2 Reduce the proposed revolvement period for Common Equity Tier 1 (CET1) to 7 years and permit the normal revolving features of loan-based cooperative equity plans. There is no basis in Basel III for the proposed 10-year revolvement cycle of an individual share, and it is overly stringent and fundamentally inconsistent with cooperative principles.. It is also unnecessary given the other proposed capital controls. The proposed rule limits distributions to current year earnings unless specifically approved by FCA. FCA also

CAPITAL FARM CREDIT, ACA

FACT SHEET – LOAN VOLUME AND CAPITAL

($ in thousands)	**As of and for Year To Date September 30, 2014**	As of and for Year End 2013 (Audited)	As of and for Year End 2012 (Audited)	As of and for Year End 2011 (Audited)
Loan Volume	**$5,721,905**	$5,380,398	$5,168,260	$4,932,437
Total Capital	**$1,066,936**	$952,596	$911,845	$871,598
Net Earnings	**(Thru 9 months) $114,206**	$144,843	$139,666	$126,810
Regulatory Capital Ratios (with FCA minimums):				
Permanent Capital (7%)	**16.2%**	16.4%	16.0%	16.4%
Core surplus (3.5%)	**15.9%**	15.9%	14.4%	13.6%
Total surplus (7%)	**15.9%**	16.0%	15.6%	16.0%
Cash patronage paid (1)	**$65,486**	$42,133	$38,400	$32,061
Cash retirement of allocated equities (2)	**$-**	$42,663	$55,000	$50,000

(1) – Every year the Association distributes a portion of its earnings to its membership in a cash patronage refund, usually distributed in March after the close of the year, and allocated equities, which are a statement of the member's earnings that may be retired in cash at some future point, at the discretion of the Association's board of directors.

(2) – Allocated equities retired in cash during 2011, 2012, and 2013 represent cash distributions of the earnings allocated from the years 2006, 2007, and 2008.

Despite an average loan growth rate of well over four percent per year for the last three plus years, the Association has been able to maintain and grow its current regulatory capital ratios through strong earnings. This has allowed the Association to pay significant portions of its earnings in cash patronage refunds, totaling more than $178 million over the last four years, an average of $44.5 million per year. In addition, the Association has also been able to retire in cash $147 million of its allocated equities. This represents all of the allocated equities from 2008 and prior.

Because the Association's oldest allocated equities now are from 2009, the proposed regulations will not allow the Association to count these equities at the highest level (Tier 1 Capital), unless we defer retirement until 2019. If allocated equities are not classified as Tier 1 Capital, the Association will experience a reduction in the cushion above the Tier 1 regulatory ratio minimum, which may limit cash patronage refunds in the future. For this reason, the Association will not retire any allocated equities in 2014, pending FCA's final capital regulations.

proposes additional limits if capital levels fall below the proposed conservation buffer that is far above minimum standards. These controls and FCA prior approval eliminate any possible member-customer expectations for the distribution of income or retirement of stock and effectively makes cooperative shares permanent. Given these controls, a 7-year revolvement cycle on a loan basis is easily justified. For cooperative capital, the length of time a share is outstanding is irrelevant to permanence. Rather, permanence is determined by member-customers' clear understanding that their shares are at-risk and committed to the long-term financial stability of their cooperative.

3 Revise the proposed "safe harbor" provision that authorizes limited distributions, including stock retirements, without FCA prior approval to be consistent with similar provisions implemented by European bank regulators. The proposed limit of no reduction in CET1 provides no reasonable room for boards to manage capital without first seeking FCA prior approval. This burdensome requirement is far more restrictive than the approach taken by foreign bank regulators that implemented Basel III for the cooperatives under their jurisdiction. FCA should follow the same standards as these regulators and allow up to a 2% reduction in CET1 as long as capital ratios remain above the conservation buffer. In addition, the "haircut deduction" for early distributions is punitive and should be eliminated from the proposed regulations and handled through examination as there is no basis for this in Basel III.

4 Reduce the proposed Tier 1 leverage requirement to 4% to be consistent with Basel III standards implemented by regulators across the globe. From my perspective, the proposed 5% standard is an arbitrary and capricious deviation from Basel III. There is simply no quantitative analysis or loss experience that justifies a 5% Tier 1 leverage ratio for the FCS while all other regulated financial institutions regardless of structure are subject to a 4% requirement. It is clear to me that FCA's proposal is excessive, unsupported, creates an unnecessary inconsistency with Basel III and would result in higher borrowing costs to the member-customers. This inconsistency with Basel III and with the approach taken by regulators around the globe will raise questions about the FCS's risk profile compared to other lending institutions. Such questions will irreparably harm the FCS and its mission achievement. I ask FCA to establish a 4%Tier 1 leverage ratio consistent with the Basel III guidance.

The refinements I ask FCA to make ensure that the FCS can function consistent with cooperative principles for the benefit of its member-customers as Congress clearly intended.

I appreciate the opportunity to comment on this proposed rule and FCA's willingness to consider my feedback.

Sincerely,

Donna Gene Harris Executor
Est. of John W Harris