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October 15, 2018

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

Re: Proposed Rule – Director Eligibility Criteria for Outside Directors

Thank you for the opportunity to comment on the Farm Credit Administration's (FCA) proposed revisions to Regulation §611.220, Outside Directors. We agree that to qualify as an Outside Director, a candidate must not be a director, officer, stockholder, employee or agent of any System institution or have a controlling interest in an entity that is a borrower of or provides services to a System institution.

To the extent that Regulation §611.220 is proposed to contain defined terms, we believe that those defined terms should be consistent with similar defined terms used in other FCA promulgated Regulations, particularly those contained in recently re-proposed Regulation §612.2130, Standards of Conduct.

Regulations are the primary means by which regulatory agencies or bodies implement or carry out statutory enactments they are charged with regulating. Regulatory agencies or bodies may not, however, use regulations to either expand or contract the statutory enactments they are charged with regulating. The provisions of the Farm Credit Act of 1971, as amended, do not preclude immediate family members of directors, officers, employees, stockholders or agents of a System institution from serving as Outside Directors of a System institution, therefore, Regulation §611.220 may not preclude immediate family members of directors, officers, employees, stockholders or agents of a System institution from serving as Outside Directors of a System institution. Accordingly, we believe that the term "immediate family member" should be removed from proposed Regulation §611.220.

Finally, we recommend that the provisions of proposed Regulation §611.220 not affect the appointment of any new Outside Director or the reappointment of any existing Outside Director that occurs within the first six months following the effective date of the final Regulation. Given the thoughtful effort that necessarily goes into the sourcing and selection of Outside Directors, we believe that a six (6) month compliance reprieve would allow sufficient time for the completion of any Outside Director selection process currently in progress without material disruption to that process.

Thank you for your consideration of these comments regarding the proposed revisions to Regulation §611.220, Outside Directors.

Sincerely,



Scott J. Coziahr

Senior Vice President – General Counsel

Copy: Farm Credit Services of America/Frontier Farm Credit Executive Leadership Team and Board of Directors