

October 22, 2018

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

RE: Proposed Rule on Eligibility Criteria for Outside Directors – RIN 3052-AC97 / *Federal Register* 83 (August 24, 2018)

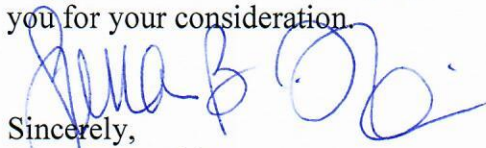
Dear Mr. Mardock:

Thank you for the opportunity to comment on FCA's recent proposed rule regarding eligibility criteria for outside directors. Farm Credit West ("FCW") is deeply committed to a strong process to identify and select well-qualified, independent candidates for outside director positions. However, the proposed rule will do more harm than good by unnecessarily depleting the pool of qualified outside directors who would otherwise bring added expertise and independent perspective to FCW's board. Under the broad exclusions of the proposed rule, it appears FCW's two outside directors, who bring substantial expertise, would potentially be disqualified from serving.

As a director and vice chair of FCW's board, I find the proposed rule to be onerous and a severe deterrent to qualified candidates serving. The exclusion of a candidate who may have a family member or their controlled entities borrowing from another Farm Credit association across the county is particularly troubling. As a practical matter, a potential candidate may not know about such a relationship and would be unduly burdened with asking every family member whether such a relationship exists. This would have a very serious, negative impact on FCW's ability to attract otherwise eligible, excellent candidates for outside director seats.

My fellow FCW directors have also conveyed strong reservations about these proposed exclusions requirements, and the difficulties this would create in finding suitable outside directors.

I urge FCA to withdraw this proposed rule and fully support the comments submitted by FCW. Thank you for your consideration.



Sincerely,
Surena B. Thiara
Vice Chair of the Board of Directors