

## Annual Meeting Information Statement

Institution:

Statement Date:

SCD:

### Preparing and Filing Reports

When examining an Annual Meeting Information Statement (AMIS or statement), be aware of the general guidance in FCA Regulation [620.2\(d\)](#) and (e). This guidance addresses options for incorporating information by reference, as well as requirements for preparing certain disclosure items.

Question	Response	Comment
<p>1. Did the Farm Credit Bank or association prepare and provide:</p> <p>a. An AMIS to its shareholders at least 10 business days but not more than 30 business days before any annual meeting or any director election? <a href="#">620.20(a)(1)</a>; <a href="#">620.21(a)</a></p> <p><i>Note 1: Refer to <a href="#">Governance FAQ #30</a> and <a href="#">#31</a> for clarification on situations that require more than one AMIS in a year.</i></p> <p><i>Note 2: For sectional/sessional meetings count the days to the date of the first meeting; for elections without meetings, count the days from when the ballot was mailed.</i></p> <p><i>Note 3: Electronic delivery of the AMIS to shareholders requires prior shareholder agreement per <a href="#">620.2(c)</a>. Refer to <a href="#">Governance FAQ #35</a> for additional clarification.</i></p> <p><i>Note 4: Upon receiving a request for an AMIS, the institution shall provide it to the requestor. The first copy shall be provided to the requestor free of charge per <a href="#">620.2(h)(3)</a>. The AMIS must also be available for public inspection at the institution, and therefore an interested party may look at that copy as many times as desired without charge.</i></p> <p><i>Note 5: The distribution list for the AMIS should include all those owning an equity interest in the institution, whether separately or jointly. For joint stockholders known to be living in the same household, both the envelope and correspondence must be addressed to all stockholders at that address. Refer to FCA's Informational Memorandum dated February 4, 2021 on <a href="#">Maintaining and using stockholder lists</a> for details.</i></p>		
<p>b. Was an electronic copy of the AMIS sent to FCA when it was issued? <a href="#">620.20(a)(2)</a></p>		
<p>2. <i>If the institution posted a copy of the AMIS on their website</i>, did it remain on the website for a reasonable period of time, but not less than 30 calendar days? <a href="#">620.20(a)(3)</a></p>		
<p>3. Is the AMIS available for public inspection at all offices of the issuing institution? <a href="#">620.20(c)</a>, <a href="#">620.2(b)</a></p> <p><i>Note: The AMIS must be available for public inspection at all offices until the next AMIS is issued. Posting the AMIS on the institution's website is in addition to, not a substitute for, meeting this requirement. Refer also to <a href="#">Governance FAQ #35</a> for certain other provisions on web-posting.</i></p>		

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## Accuracy of Reports

Question	Response	Comment
4. Were all disclosures by the institution made to shareholders or the general public concerning any matter required to be disclosed complete, accurate, and not misleading? <a href="#">620.3(a)</a>		
5. Is the name and position title of each person signing the report printed beneath his or her signature? <a href="#">620.20(b)</a> , <a href="#">620.3(b)</a>  <i>Note: If any person required to sign the report did not sign the report, the name and position title of the individual and the reason(s) such individual was unable or refuses to sign must be disclosed in the report.</i>		
6. Was the statement dated and signed by the chief executive officer (CEO)? <a href="#">620.20(b)</a> , <a href="#">620.3(b)(1)</a>		
7. Was the statement dated and signed by the chief financial officer (CFO), or if the institution has no CFO, the officer responsible for preparing financial reports? <a href="#">620.20(b)</a> , <a href="#">620.3(b)(2)</a>		
8. Was the statement dated and signed by a board member formally designated by action of the board to certify reports on behalf of individual board members? <a href="#">620.20(b)</a> , <a href="#">620.3(b)(3)</a>		
9. Did the signatories of the AMIS:  <i>Note: Both the signature and certification requirements are applicable to the AMIS. Refer to <a href="#">Disclosure and Reporting FAQ #8A</a>, <a href="#">#8B</a>, and <a href="#">#8C</a> for clarification.</i>		
a. Certify the statement was financially accurate? <a href="#">620.3(c)</a>  <i>Note: Refer to Disclosure and Reporting FAQ #8B for clarification on when the certification of financial accuracy requirement applies. (A summary compensation table is not considered to be financial information.)</i>		
b. Certify they reviewed the statement? <a href="#">620.3(c)(1)</a>  <i>Note: For rows 9b, 9c, and 9d, refer to Disclosure and Reporting FAQ #8C. This FAQ clarifies the need for a statement above the signatures substantially similar to the requirements in <a href="#">620.3(c)(1)</a>, <a href="#">(2)</a>, and <a href="#">(3)</a> even when there is no new financial information in the AMIS.</i>		
c. Certify the statement was prepared in accordance with all applicable statutory or regulatory requirements? <a href="#">620.3(c)(2)</a>		
d. Certify the information is true, accurate, and complete to the best of signatories' knowledge and belief? <a href="#">620.3(c)(3)</a>		

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## Contents of the AMIS

Question	Response	Comment
<p>10. Did the AMIS include the date, time, and meeting location(s)? <a href="#">620.21(a)(1)</a></p> <p><i>Note: This information does not need to be part of an AMIS issued by a Farm Credit bank if no meeting is held.</i></p>		
<p>11. <u>If the Farm Credit bank or association uses an online meeting space as part of its meeting</u>, did the notice also specify the date, time, and means of accessing the online meeting space? <a href="#">620.21(a)(1)</a></p> <p><i>Note: Per <a href="#">611.110(a)</a>, an online meeting space may be used in addition to a physical meeting space to conduct a stockholders' meeting or director election. A physical meeting space must always exist for association meetings involving director elections and other stockholders' votes.</i></p>		
<p>12. Were the following disclosures made in the AMIS:</p>		
<p>a. The number of shareholders for each class of stock entitled to vote at the meeting? <a href="#">620.21(a)(2)</a></p>		
<p>b. <u>If shareholders were asked to vote on preferred stock</u>, the numbers of shares entitled to vote? <a href="#">620.21(a)(2)</a></p>		
<p>c. The record date for determining which shareholders are entitled to vote? <a href="#">620.21(a)(2)</a></p>		
<p>d. Voting requirements for each matter to be voted on? <a href="#">620.21(a)(2)</a></p>		
<p>e. <u>If association directors are nominated or elected by region</u>, descriptions of the regions and the number of voting shareholders entitled to vote in each region? <a href="#">620.21(a)(2)</a></p>		
<p>13. Did the AMIS reference the most recently issued annual report? <a href="#">620.21(a)(3)</a></p>		
<p>14. Did the AMIS include such other information considered material and necessary to make the required contents of the AMIS, in light of the circumstances under which it is made, not misleading? <a href="#">620.21(a)(3)</a></p>		
<p>15. Did the AMIS disclose any transactions or events involving senior officers or directors that occurred since fiscal yearend, that were not disclosed in the annual report but were of the type required to be disclosed in the annual report under <a href="#">620.6(e)</a> or (f)? <a href="#">620.21(a)(3)(i)</a></p> <p><i>Note: If any material changes in the matters disclosed in the annual report required by <a href="#">620.6(e)</a> and (f) have occurred since the annual report was prepared, disclosure must be made in the AMIS.</i></p>		

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## Contents of the AMIS (cont.)

Question	Response	Comment
<p>16. <i>If there was a change in accountants since the last annual report to shareholders</i>, did the AMIS include the following: 620.21(a)(3)(ii);</p> <p><i>Note: 621.4(d) contains additional requirements beyond the AMIS disclosures which institutions must comply with if there is a change in accountants.</i></p>		
<p>a. Accountant's name and address whose opinion appeared in the most recent annual report? <a href="#">621.4(d)(1)</a></p>		
<p>b. Reason(s) current accountant was selected and why prior accountant was not retained? 621.4(d)(2)</p> <p><i>Note: If the reason for the change was due to a disagreement, see question #17 below.</i></p>		
<p>c. The identification of the highest ranking officer, committee of officers, or board of directors responsible for the decision to change the qualified public accountant(s)? 621.4(d)(3)</p>		
<p>17. <i>If there was a disagreement with the accountant's opinion</i>, did the AMIS disclose the description of the disagreement and the accountant's final response? 620.21(a)(3)(ii); 621.4(c).</p> <p><i>Note: 621.4(c) contains additional requirements beyond the disclosure required in the AMIS which institutions must comply with if there is a disagreement with the accountant's opinion.</i></p>		
<p>18. Did the AMIS disclose the following for persons currently serving as directors of the institution:</p> <p><i>Note: The information is not required for any director whose term of office as a director will not continue after any meeting to which the statements relates. 620.21(a)(4)</i></p>		
<p>a. Name? 620.21(a)(4)</p>		
<p>b. Age? 620.21(a)(4)</p>		
<p>c. Term of office? 620.21(a)(4)</p>		
<p>d. Period of service? 620.21(a)(4)</p>		
<p>e. Type or types of agriculture or aquaculture engaged in? 620.21(a)(4)</p>		
<p>f. Name(s) of any incumbent director(s) who attended less than 75 percent of <u>board meetings</u> during the last fiscal year? 620.21(a)(4)(i)</p> <p><i>Note: Committee meetings are evaluated separately from board meetings when determining the need for disclosure. See row 18g.</i></p>		

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## Contents of the AMIS (cont.)

Question	Response	Comment
<p>g. Name(s) of any incumbent director(s) who attended less than 75 percent of <u>board committee meetings</u> on which they served during the last fiscal year? 620.21(a)(4)(i)</p> <p><i>Note: The intent of this regulation is to report reduced attendance at meetings related to official institution board business, including that institutions provide disclosures on attendance for each individual committee on which a director serves (rather than an aggregate disclosure for all committees).</i></p>		
<p>19. <u>If any director resigned or declined to stand for reelection since the last annual meeting because of a policy disagreement with the board, and if the director has provided a notice requesting disclosure of the nature of the disagreement</u>, did the AMIS state the date of the director's resignation and summarize the director's description of the disagreement? 620.21(a)(4)(ii)</p> <p><i>Note: If the institution holds a different view of the disagreement, the institution's view may be summarized as well.</i></p>		
<p>20. If the AMIS was issued for director elections, did it include the following information: 620.21(b)</p> <p><i>Note: The Farm Credit Act and FCA's rules are clear in requiring associations to hold annual meetings and to elect at least one director at each annual meeting. However, the stockholders vote on the election of a director does not have to actually occur at the annual meeting; stockholders may cast their ballots through the mail following an annual meeting (<a href="#">Governance FAQ #29</a>). Regardless of when the election is held, the following information is required to be disclosed in the AMIS.</i></p>		
<p>a. The nominating committee's slate of director-nominees? 620.21(b)(1)</p>		
<p>b. <u>If fewer than two director-nominees for each position are named</u>, a description of the nominating committee's efforts to locate two willing nominees? 620.21(b)(1)</p>		
<p>c. Statement on whether nominations will be accepted from the floor and explanation of the procedures for making floor nominations? 620.21(b)(3)</p> <p><i>Note: Associations must allow floor nominations while banks can decide whether to allow them – see <a href="#">611.326(b)</a> for details. However, if a bank decides to allow floor nominations, it must follow the provisions of <a href="#">611.326(b)</a>.</i></p>		

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## Contents of the AMIS (cont.)

Question	Response	Comment
<p>21. Did the AMIS include the following disclosure information on all director-nominees: 620.21(b)(2), <a href="#">611.330</a></p> <p><i>Note: Institutions may either restate such information in a standard format or provide complete copies of each nominee's disclosure statement. Also, if the information disclosed in the AMIS goes beyond the items covered below, refer to <a href="#">BL-056</a> for guidance on ensuring impartiality and for clarification between educational materials, which are allowed, and campaign materials, which are not allowed. See also Governance FAQ #32, 33 and 34.</i></p>		
a. Name? 611.330(a)(1)		
b. City and state of residence? 611.330(a)(1)		
<p>c. Business address, <u>if any</u>? 611.330(a)(1)</p> <p><i>Note: Institutions must disclose the address for the nominee's primary agricultural business (i.e., farming operations) when that address is different from the primary residence. The institution's policies and procedures required under 611.330(a) determine how detailed the business address disclosure is (such as whether to include a P.O. box, street address, email, phone, etc.), but the level of detail should, at a minimum, be enough to satisfy the purposes of the disclosure. These key purposes include identification of the nominee (particularly when there may be multiple persons of the same or similar name in the area) and facilitating stockholders' knowledge of the nominee's territorial affiliation to the institution. If the nominee's primary agricultural business address is the same as the primary residence, no business address disclosure is required. However, in these situations it is suggested that the disclosure identify the primary residence as also being the location of the primary agricultural business to facilitate stockholder understanding. The above clarifications on business addresses do not affect any other disclosures required by 611.330, including those relating to occupation and business experience that are also contained in paragraph (a)(1).</i></p>		
d. Age? 611.330(a)(1)		
e. Business experience, including principal occupation and employment, during the past 5 years? 611.330(a)(1)		
f. All business interests on whose board of directors the nominee serves or is otherwise employed in a position of authority and state the principal business in which the business interest is engaged? 611.330(a)(2)		

<p>g. Identification of any family relationship of the nominee that would be reportable under part 612 of this chapter if the nominee was elected to the institution's board? 611.330(a)(3)</p> <p><i>Note: <a href="#">612.2145(a)(1)</a> requires directors to disclose the names of any immediate family members, or affiliated organizations, who had transactions with the institution at any time during the year as part of a Standards of Conduct report. If a family member would be included in this report, then that family member needs to be part of the AMIS disclosure, but only to the extent of naming the relationship to the nominee (e.g., son, daughter, father, mother), not actually naming the person. Refer to Governance FAQ #39 for clarification on the level of detail required in the AMIS disclosure.</i></p>		
<p>22. <u>If the nominating committee was to be elected during the director elections</u>, were the following included in the AMIS:</p>		
<p>a. The notice to voting shareholders of the nominating committee election? 620.21(c)</p>		
<p>b. A description of the balloting procedures that will be used to elect the nominating committee, including whether floor nominations for committee members will be permitted? 620.21(c)</p>		
<p>c. The number of committee positions to be filled? 620.21(c)</p>		
<p>d. The names of the nominees for the committee? 620.21(c)</p>		
<p>23. <u>If shareholders were asked to vote on matters not normally required to be submitted to shareholders for approval</u>, did the AMIS describe fully:</p> <ul style="list-style-type: none"> <li>• The material circumstances surrounding the matter,</li> <li>• The reason shareholders are asked to vote, and</li> <li>• The vote required for approval of the proposition?</li> </ul> <p>620.21(d)</p>		
<p>24. Did the AMIS describe any other matter that was to be discussed at the meeting upon which shareholder vote is not required? 620.21(d)</p>		
<p><b>If the institution chose to provide compensation-related disclosures in the AMIS, as allowed by 620.6(c)(7), use the applicable section of the Annual Report workpaper to evaluate compliance.</b></p>		

**Other Comments:**

*This workpaper is not intended to create any rights, substantive or procedural, enforceable at law or in any administrative proceeding. While the workpaper was carefully reviewed for applicability and accuracy, changes may occur in the wording or interpretation of laws and regulations. If a situation arises where the workpaper becomes inconsistent with applicable laws or regulations, the requirement of the laws or regulations will prevail. Examination scope may vary between institutions. On a particular examination activity, the workpaper may not pertain to all factual situations or interpretations, additional concerns or issues may be addressed that are not covered in the workpaper, and some portions of the workpaper may not be used.*