#### **DIRECTOR DISCLOSURE, CERTIFICATION & INDEPENDENCE FORMS**

**Glossary**

**Affiliated ACA** means a Farm Credit System agricultural credit associationthat obtains its funding from CoBank.

**Affiliated Organization** means a business Entity in which the individual is a partner, director or officer, or has a Financial Interest such as Owner or Member[[1]](#footnote-1). *You will be asked to disclose Affiliated Organizations for yourself and for any Immediate Family Member, as defined below.*

**Conflicts of Interest** means a set of circumstances (or the appearance of circumstances) where you have a Financial Interest in a transaction, relationship, or activity that actually affects or could affect (or has the appearance of affecting) your ability to perform your official duties and responsibilities in a totally impartial manner, and in the best interest of CoBank, when viewed from the perspective of a reasonable person with knowledge of the relevant facts.

**Controlled Entity** means an Entity in which the individual holds a Controlling Interest.

**Controlling Interest** means the individual has, directly or indirectly, or acting through or in concert with one or more Persons (1) ownership of five percent or more of the equity of an Entity; (2) ownership, control or power to vote five percent or more of any class of voting securities of an Entity; or (3) power to exercise controlling influence over the management of policies of an Entity from status as a partner, director, officer, or majority shareholder.

**Entity** means a corporation, company, association, firm, joint venture, partnership (general or limited), trust (business or otherwise), or other business operation whether or not incorporated, including a limited liability company.

**Family** means parents, spouses or civil union partners, children, siblings, uncles, aunts, nephews, nieces, grandparents, grandchildren, and the spouses of the foregoing, whether arising from biological, adoptive, marital, or other legal means (e.g., stepparents, stepchildren, half‑siblings, in‑laws). The term also includes anyone residing in the household or who is a legal or financial dependent, regardless of any familial relationship.

**FCL** means Farm Credit Leasing Services Corporation, a wholly-owned subsidiary of CoBank**.**

**Financial Interest** means an interest in an activity, transaction, property, or relationship with a Person that involves receiving or providing something of monetary value or other present or deferred compensation.

**Financially Obligated With** means having a legally enforceable joint obligation with, being financially obligated on behalf of (contingently or otherwise), having an enforceable legal obligation secured by property owned by another Person, or owning property that secures an enforceable legal obligation of another.

**Immediate Family Member** means spouse, parents, siblings, children, mothers- and fathers-in-law, brothers- and sisters-in-law, and sons- and daughters-in-law.

**Material***,* when applied to a Financial Interest or transaction (including a series of transactions when viewed in the aggregate), means that the interest or transaction is of such magnitude that a reasonable person with knowledge of the relevant facts would question the ability of the director who has the interest or is party to such transaction(s) to perform the director’s official duties objectively and impartially and in the best interest of CoBank and its statutory purpose.

**Member** means an ownership interest that is not a Controlling Interest, such as a membership interest in a cooperative.

**Ordinary Course of Business**, when applied to a transaction, means:

(1) A transaction that is usual and customary in the business in question on terms that are not Preferential; or

(2) A transaction with a Person who is in the business of offering the goods or services that are the subject of the transaction on terms that are not Preferential.

**Other Related Party** means any Family member (other than an Immediate Family Member), business partner of the director, or any other Person with whom the director has a relationship.

**Owner** means an ownership interest that is a Controlling Interest.

**Person** means an individual or Entity (including sole proprietorships).

**Preferential** means that the transaction is not on the same terms as those prevailing at the same time for comparable transactions for other Persons who are not directors, employees or agents of a System Institution.

**System Institution** means any Farm Credit System bank, association, or service corporation chartered under section 4.25 of the Farm Credit Act, and the Funding Corporation. It does not include the Federal Agricultural Mortgage Corporation.

#### **Part I: Personal Information**

Full name (First, Middle, Last):

List any maiden names or prior names, if applicable (First, Middle, Last):

Home address (street, city, state, zip):

Home telephone:

Cell phone:

Personal email address:

Business address (street, city, state, zip [if different than home]):

Business telephone:

Business email address:

Indicate country of citizenship:

Date of birth:

**Part II: Business Related Background Information**

1. Current principal occupation and employment:

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| --- | --- | --- | --- | --- |
| **Business Entity Name** | **City & State** | **Principal Business or**  **Type of Farming Operation** | **Officer Position or Owner** | **Employment Start Date** |
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1. Have you had another principal occupation and employment during the past five years?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- | --- |
| **Business Entity Name** | **City & State** | **Principal Business or**  **Type of Farming Operation** | **Former Position:**  **-Officer**  **-Owner** | **Dates of Employment** |
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1. Educational/training background:

1. College and Graduate Degrees or High School Diploma earned

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| --- | --- | --- | --- |
| **Name of School, City and State and Phone Number** | **Field of Study/Major**  **(College or Grad School)** | **Degree Earned (HS Diploma, GED, Associate’s, Bachelor’s, Master’s, Doctorate)** | **Date of Degree (If Received), or Years Attended** |
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1. Other education/training:

1. Civic and personal interests:

1. Describe your business and professional experiences that are relevant to serving on the board of a financial institution, **including any current or past experience as a director for a System Institution**:

1. Describe your most significant career accomplishments:

1. Why do you want to serve on the CoBank board?

**Part III: Disclosures**

1. **Affiliated Organizations of Director**. The entities listed in Items 1a and 1b below are referred to as your “**Affiliated Organizations**.”
2. Are you a partner, director or officer of, or do you have a **Financial Interest** such as **Owner** or **Member** in, a business **Entity**? ***Please include your principal occupation and employment listed in Part II, Item 1.***

**NOTE**: Please refer to Glossary above for definitions of bolded terms, such as **Affiliated Organizations**, **Financial Interest**, **Owner**, **Member**, and **Entity**.

Yes  No

If yes, please complete the chart below.

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| **Affiliated Organization Name** | **Location**  **(City & State)** | **Principal Business or Type of Farming Operation** | **Director’s Relationship (Specify):**  **-Director**  **-Officer**  **-Partner**  **-Owner**  **-Member** |
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1. **Other Affiliated Organizations.** Do you haveother experience with organizations such as trade organizations, industry associations, charitable organizations or foundations or advisory boards for which you currently serve as an officer or director, or hold any comparable position of authority?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Other Affiliated Organization Name** | **City & State** | **Principal Business of Organization** | **Officer or Director Position** |
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1. **CoBank Loans, FCL Leases and Other Business Transactions.** Do you know or have reason to know whether any of your **Affiliated Organizations** have loans, leases or any other business transactions with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

|  |  |  |  |
| --- | --- | --- | --- |
| **Affiliated Organization Name** | **CoBank Loan**  **(Yes or No)** | **FCL Lease**  **(Yes or No)** | **Describe Other Business Transactions with CoBank or FCL or N/A** |
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1. **Affiliated ACA Loans and Other Business Transactions.**  Do you know or have reason to know whether any of your **Affiliated Organizations** have loans or any other business transactions with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Affiliated Organization Name** | **Affiliated ACA Name** | **Affiliated ACA Loan**  **(Yes or No)** | **Describe Other Business Transactions with Affiliated ACA or indicate N/A** |
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1. **Do you have any FCL Leases or Affiliated ACA Loans for which you are obligated on a personal/individual basis?**

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- |
| **FCL Leases**  **(Yes or No)** | **Affiliated ACA Loan**  **(Yes or No)** | **Affiliated ACA Name or indicate N/A** |
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1. **Affiliated Organizations of Director – Business Transactions With CoBank Borrowers or Affiliated ACA Borrowers**.
2. Do you know or have reason to know whether any of the **Affiliated Organizations** listed in **Question 1** above engage in any business transactions with any CoBank borrower?

***For purposes of this question, you need not disclose Affiliated Organizations that are Affiliated ACAs.***

Yes  No

If yes, please complete the following chart.

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| --- | --- |
| **Affiliated Organization Name** | **CoBank Borrower Name** |
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1. Do you know or have reason to know whether any of the **Affiliated Organizations** listed in **Question 1** above engage in any business transactions with any **Affiliated ACA** borrower?

***For purposes of this question, you need not disclose Affiliated Organizations that are Affiliated ACAs.***

Yes  No

If yes, please complete the following chart.

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| --- | --- | --- |
| **Affiliated Organization Name** | **Affiliated ACA Borrower Name** | **Affiliated ACA Name** |
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1. **Affiliated Organizations of Director:**
2. **Competition with CoBank or a Farm Credit Institution:** Does any **Affiliated Organization** listed in **Question 1** above directly compete or have the authority to directly compete for customers who are eligible to borrow from CoBank or any other **System Institution** (including agricultural cooperatives, rural electric, telephone, or water systems, or entities supporting the export of agricultural products)?

Yes  No

If yes, please list the organization and describe in what way it does or could compete.

1. **Dual Directorships:** Does any **Affiliated Organization** listed in **Question 1** above (included but not limited to any **Affiliated ACA**) prohibit its directors from serving on the CoBank board of directors at the same time? Serving on two boards at the same time is referred to as a dual directorship.

Yes  No

If yes, please list the **Affiliated ACA** or other organization for which you serve as a director that prohibits dual directorships with CoBank.

If yes, would you be willing to resign from such **Affiliated ACA** or other organization’s board of directors?

Yes  No

1. **Conflicts of Interest:** Does any **Affiliated Organization** listed in **Question 1** above present a real or perceived **Conflict of Interest** situation between such organization and CoBank?

Yes  No

If yes, please list the organizations and describe the real or perceived **Conflict of Interest** situations.

1. **Immediate Family Member - CoBank Loans, FCL Leases, Affiliated ACA Loans or Other Business Transactions.**
2. **CoBank Loans, FCL Leases or Other Business Transactions.** Does an **Immediate Family Member** have loans, leases or any other business transactions with CoBank or **FCL**? **NOTE**: Please refer to Glossary for definitions of bolded terms such as **Immediate Family Member.**

Yes  No

If yes, please complete the chart below.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Immediate Family Member** | **Relationship to Director** | **CoBank Loans or FCL Leases** | **Describe Other Business Transactions with CoBank or FCL or N/A** |
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Are any of the **Immediate Family Members** listed in the above chart members of your household?

Yes  No

If yes, please list the **Immediate Family Members** who are household members:

1. **Affiliated ACA Loans or Other Business Transactions.** Does an **Immediate Family Member** have loans or any other business transactions with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Immediate Family Member** | **Relationship to Director** | **Affiliated ACA Loan and Affiliated ACA Name or N/A** | **Describe Other Business Transactions with Affiliated ACA and the Affiliated ACA Name or indicate N/A** |
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Are any of the **Immediate Family Members** listed in the above chart members of your household?

Yes  No

If yes, please list the **Immediate Family Members** who are household members:

1. **Affiliated Organization of an Immediate Family Member - CoBank Loans, FCL Leases, and Affiliated ACA Loans.**
2. **CoBank Loans and FCL Leases.** Does an **Affiliated Organization** of an **Immediate Family Member** have loans or leases with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Immediate Family Member And Relationship to Director** | **Affiliated Organization Name** | **Immediate Family Member’s Relationship (Specify): Director, Officer, Owner, Member** | **CoBank Loan**  **or FCL Lease** |
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1. **Did You have a Financial or Legal Interest in the Business Operation of an Affiliated Organization of an Immediate Family Member listed in Question 6a above or in such entity’s CoBank Loan or FCL Lease?** **NOTE**: Please refer to Glossary for definitions of bolded terms such as **Financial Interest** and **Material.**

Yes  No

If yes, please complete the chart below.

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| **Name of Affiliated Organization of Immediate Family Member** | **Describe Your Financial or Legal Interest in the Affiliated Organization** | **Is Your Financial Interest Material?**  **(Yes or No, and briefly explain)** |
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1. **Affiliated ACA Loans.** Does an **Affiliated Organization** of an **Immediate Family Member** have loans with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Immediate Family Member And Relationship to Director** | **Affiliated Organization Name** | **Immediate Family Member’s Relationship (Specify):**  **Director, Officer, Owner, Member** | **Affiliated ACA Name** |
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1. **Affiliated Organization of Immediate Family Member - Other Business Transactions with CoBank, FCL or an Affiliated ACA.**

Does an **Affiliated Organization** of an **Immediate Family Member** listed in **Question 6** above transact other business with CoBank, **FCL** or an **Affiliated ACA**?

An example of other transactions is employment at any vendor to CoBank (e.g., PwC, CoBank’s external auditor).

Yes  No

If yes, please complete the chart below.

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| **Affiliated Organization Name** | **Describe Other Business Transactions**  **with CoBank or indicate N/A** | **Describe Other Business Transactions with FCL or indicate N/A** | **Describe Other Business Transactions with an Affiliated ACA and Name the Affiliated ACA or indicate N/A** |
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1. **Affiliated Organizations of Immediate Family Member:**
2. **Competition with CoBank or a Farm Credit Institution:** Does any **Affiliated Organization** listed in **Question 6** above directly compete or have the authority to directly compete for customers who are eligible to borrow from CoBank or any other **System Institution** (including agricultural cooperatives, rural electric, telephone, or water systems, or entities supporting the export of agricultural products)?

Yes  No

If yes, please list the organization and describe in what way it does or could compete.

1. **Conflicts of Interest:** Does any **Affiliated Organization** listed in **Question 6** above present a real or perceived **Conflict of Interest** situation between such organization and CoBank?

Yes  No

If yes, please list the organizations and describe the real or perceived **Conflict of Interest** situations.

1. **Other Related Party Transactions – Did any Other Related Party or Controlled Entity have any CoBank Loans, FCL Leases, Affiliated ACA Loans or Other Business Transactions?**

**NOTE**: **Other Related Party** includes **Family** members who do not constitute **Immediate Family Members**. Do not include disclosures regarding **Immediate Family Members** and their **Affiliated Organizations** that were provided in Items 5 – 8 above. Please refer to the Glossary above for definitions of bolded terms such as **Other Related Party**, **Family, Immediate Family Members**, **Controlled Entity**, and **Controlling Interest.**

1. **Other Related Party – CoBank Loans and FCL Leases.** Do you know or have reason to know that, at any time during the year, any **Other Related Party** had any loans or leases with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Individual(s)** | **Relationship to Director:**  **-Family member**  **-Business Partner**  **-Other Relationship** | **CoBank Loan**  **(Yes or No)** | **FCL Lease**  **(Yes or No)** |
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1. **Other Related Party – CoBank and FCL Other Business Transactions.** Do you know or have reason to know that, at any time during the year, any **Other Related Party** had any other business transactions with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Individual(s)** | **Relationship to Director:**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Describe Other Business Transactions with CoBank or indicate N/A** | **Describe Other Business Transactions with FCL or indicate N/A** |
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1. **Other Related Party – ACA Loans or Other Business Transactions.** Do you know or have reason to know that, at any time during the year, any **Other Related Party** had any loans or any other business transactions with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Individual(s)** | **Relationship to Director:**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Affiliated ACA Loan and Affiliated ACA Name or indicate N/A** | **Describe Other Business Transactions with Affiliated ACA and Affiliated ACA Name or indicate N/A** |
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1. **Controlled Entity of Director or Other Related Party – CoBank Loans and FCL Leases.** Do you know or have reason to know that, at any time during the year, any **Entity** in which you or any **Other Related Party** (alone or in concert) have a **Controlling Interest**, had any loans or leases with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Controlled Entity** | **Name of Individuals having Ownership Interests in Controlled Entity** | **Relationship to Director:**  **-Director**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Describe CoBank Loan or FCL Lease** |
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1. **Controlled Entity of Director or Other Related Party – CoBank and FCL Other Business Transactions.** Do you know or have reason to know that, at any time during the year, any **Entity** in which you or any **Other Related Party** (alone or in concert) have a **Controlling Interest**, had any other business transactions with CoBank or **FCL**?

Yes  No

If yes, please complete the chart below.

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| --- | --- | --- | --- |
| **Name of Controlled Entity** | **Name of Individuals having Ownership Interests in Controlled Entity** | **Relationship to Director:**  **-Director**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Describe Other Business Transactions with CoBank or FCL** |
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1. **Controlled Entity of Director or Other Related Party – Affiliated ACA Loans.** Do you know or have reason to know that, at any time during the year, any **Entity** in which you or any **Other Related Party** (alone or in concert) have a **Controlling Interest**, had any loans with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Controlled Entity** | **Individuals having Ownership Interests in Controlled Entity** | **Relationship to Director:**  **-Director**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Affiliated ACA Name** |
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1. **Controlled Entity of Director or Other Related Party – Affiliated ACA Other Business Transactions.** Do you know or have reason to know that, at any time during the year, any **Entity** in which you or any **Other Related Party** (alone or in concert) have a **Controlling Interest**, had any other business transactions with an **Affiliated ACA**?

Yes  No

If yes, please complete the chart below.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Controlled Entity** | **Individuals having Ownership Interests in Controlled Entity** | **Relationship to Director:**  **-Director**  **-Family member**  **-Business Partner**  **-Other Relationship** | **Describe Other Affiliated ACA Business Transactions and Affiliated ACA Name** |
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1. Do you have any interest in any business matter, including any loan or lease transaction, or loan or lease application, that CoBank, **FCL**, or another **System Institution** has considered during the past 12 months or probably will consider during the remainder of this calendar year, which you have not otherwise disclosed?

Yes  No

If “Yes,” please identify the nature of the business matter, your interest in it, and the parties involved:

1. Do you have any **Financial Interests**, including those arising in the **Ordinary Course of Business**, with any director, employee, agent, or borrower of CoBank, **FCL**, or another **System Institution**, which you have not otherwise disclosed?

Yes  No

If “Yes,” please identify the nature of the **Financial Interest** and the parties involved:

1. During the past 12 months, have you solicited, obtained, or accepted (directly or indirectly) any gift, fee, or other compensation (present, deferred, or otherwise) or benefit (each a “Gift”) that reasonably could be viewed as having been offered or requested to influence your decision-making, an official action, or to obtain information related to CoBank’s operations or other information to which you have access by reason of your position with CoBank?

Yes  No

If “Yes,” please explain the circumstances and the parties involved:

1. **Outside Director Additional Question.**

**NOTE: This question is only applicable to outside directors.**

**For purposes of this question only, the following defined terms have the following meanings:**

**“Affiliated Organization”** shall mean an entity that is legally distinct from any **System Institution**, but is organized and operated for the benefit of, and in support of, a **System Institution** and conducts activities that advance the mission of a **System Institution**.

*Examples of Affiliated Organizations include The Farm Credit Council, FCC Services Corporation and System-controlled unincorporated business entities (“UBE’s) such as AgDirect and ProPartners, but do not include the Farm Credit Banks Funding Corporation or Section 4.25 service corporations such as FCL, Farm Credit Foundations and AgVantis, Inc., which are System Institutions.*

**“Borrower”** shall mean an individual, sole proprietorship, partnership, joint venture, trust, corporation, or other business entity to which the bank or a **System Institution** has a current loan or a commitment to make a loan or holds a participation interest in a loan. The term Borrower also includes any person or entity to whom the bank, **FCL** or a **System Institution** has a current lease or a commitment to make a lease, or who guarantees repayment of a loan.

**“Controlling Interest”** shall have the same meaning as in the Glossary, except that the 5 percent threshold shall be replaced by a 10 percent threshold.

1. Are you an officer, employee, agent, stockholder, or Borrower of the bank, **FCL** or a **System Institution**?

Yes  No

If yes, please explain.

1. Do you have an **Immediate Family Member** who is a director, officer, employee, agent, stockholder, or **Borrower** of the bank or any **Affiliated Organization** in which the bank has an ownership interest?

Yes  No

If yes, please explain.

1. Do you have a **Controlling Interest** in an **Entity** that borrows from a **System Institution** or an **Affiliated Organization** of a **System Institution**?

Yes  No

If yes, please explain.

1. Do you have an **Immediate Family Member** with a **Controlling Interest** in an entity that borrows from the bank?

Yes  No

If yes, please explain.

1. Are you a director of a **System Institution** other than the bank or an **Affiliated Organization**?

Yes  No

If yes, please explain.

1. **Systemwide Obligations**. Have you purchased any Systemwide obligations in the past year ***that were not*** (1) part of an offering made available to the general public; and (2) purchased through a dealer or dealer bank affiliated with a member of the selling group designated by the Federal Farm Credit Banks Funding Corporation or purchased in the secondary market?

Yes  No

If yes, please explain.

1. **Acquisition of CoBank or Affiliated ACA Preferred Stock**. Have you or any of your **Family** members acquired, including by inheritance, any CoBank preferred stock or any preferred stock issued by **Affiliated ACAs** (does not include acquisitions in the form of mutual funds or similar arrangements where individual control cannot be exercised)?

Yes  No

If yes, please explain.

1. **Acquisition of CoBank Foreclosed Property**. Have you acquired, directly or indirectly, except by inheritance or through public auction or open competitive bidding available to the general public, any interest in any real or personal property, including Mineral Interests, that you know or have reason to know was owned by CoBank or an **Affiliated ACA** within the preceding 12 months and that had been acquired by CoBank or an **Affiliated ACA** as a result of foreclosure, deed in lieu, or similar action? This question shall also apply to any such property that has been acquired by chartered service corporation or an unincorporated business entity (“**UBE**”) formed and/or invested in by CoBank or an **Affiliated ACA** to manage and acquire collateral for distressed loans in accordance with FCA regulations on **UBEs**.

Yes  No

If yes, please explain.

1. **Financial Obligations with CoBank, Affiliated ACAs, Insiders or Others**. Have you directly or indirectly borrowed from, loaned to, or become **Financially Obligated With** or on behalf of anyone who you know or have reason to know is a director, employee, or agent of CoBank or of an **Affiliated ACA** or who is a borrower or loan applicant of CoBank?

Yes  No

If yes, please explain.

1. **Nepotism**. Do you have any **Family** members who are directors, officers, or employees within the Farm Credit System, including CoBank?\*

Yes  No

If yes, please list the names of any such individuals, the position they hold and the name of the **System Institution**.

\* No **Family** member of a CoBank director shall serve as an employee of CoBank.

1. **Nomination or Election Promises**. Did you make any commitment to or have any understanding with any party regarding your seeking nomination or election to the CoBank board?

Yes  No

If yes, please explain.

1. **Legal Proceedings**.
2. During the past 5 years, (i) has a petition been filed under Federal bankruptcy laws or any state insolvency laws by or against you, or (ii) has a receiver, fiscal agent, or similar officer been appointed by a court with respect to a business or property or any partnership in which you were a general partner at or within 2 years before the time of such filing, or any corporation or business association of which you were a senior officer at or within 2 years before the time of such filing?

Yes  No

If yes, please explain.

1. During the past 5 years, have you been convicted in a criminal proceeding or are you a named party in a pending criminal proceeding (excluding traffic violations and other misdemeanors)?

Yes  No

If yes, please explain.

1. During the past 5 years, have you been the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, by any court of competent jurisdiction, permanently or temporarily enjoining or otherwise limiting you from engaging in any type of business practice?

Yes  No

If yes, please explain.

1. **Tax Services from or Other Business with PricewaterhouseCoopers**. Do you or any Immediate Family Members obtain any tax services from PricewaterhouseCoopers (PwC) or have any other current or past related party, business activities, service arrangements, other business arrangements/activities or employment with PwC or any employee, partner or officer of PwC? For purposes of this Question 18 only, Immediate Family Members means a person's spouse/spouse equivalent, dependents (whether or not related), and any other family member who receives substantial financial support from the director and over whom significant influence is exercised, parent(s) (biological, adoptive, or step), non-dependent child(ren), and sibling(s) (any person who has the same mother or father). Immediate Family Members excludes in-laws.

Yes  No

If yes, please provide a detailed explanation.

I certify that the above information is accurate and complete to the best of my knowledge. I understand that if my circumstances materially change with respect to the above responses, I must report such changes immediately to the board.

**NOTE: YOU WILL BE ASKED TO SIGN AND DATE ALL ACKNOWLEDGMENTS, AGREEMENTS AND CERTIFICATIONS SET FORTH IN THE DISCLOSURE FORM ON A SINGLE SIGNATURE PAGE FOUND AT THE END OF THE FORM.**

**Part IV: Qualification Certification**

Federal regulations and CoBank’s bylaws and policies set forth the director qualification criteria that all board members must meet. These criteria are as follows:

1. To be eligible to be a candidate for a regional position, a person must have his or her primary residence, as determined under state law, in the respective region as of the date that is 30 days prior to the beginning of the election.

2. No person shall be eligible to be a candidate for director if such person is or has been an officer or employee of the Farm Credit Administration (“FCA”) within one year preceding the date that the term of office is to begin or a member of the board of FCA within two years preceding the date the term of the office is to begin, and no person shall continue to serve as director and such person’s office shall automatically become vacant if such person shall become an officer or employee of FCA or a member of the board of directors of FCA.

3. No person shall be eligible to be a candidate for director if such person is or has been within one year preceding the date the term of office is to begin, and no person shall continue to serve as director and such person's office shall automatically become vacant if such person shall become, a salaried officer or employee of any System institution.

4. No person shall be eligible to be elected as a director, and no person shall continue to serve as a director and his or her office shall automatically become vacant, in the event that such person (or, as applicable, the CoBank borrower with which such person is affiliated, as defined below):

a. Is or has been convicted of a felony or any criminal offense involving dishonesty or breach of trust (as defined by FDIC Rule 1000 § 19 and the notes and guidance issued in connection therewith from time to time)[[2]](#footnote-2) or held liable in damages for fraud;

b. Becomes or has been declared legally incompetent;

c. Is or has been in the past three years a debtor in a federal bankruptcy proceeding or a similar proceeding under applicable state law such as insolvency, liquidation, receivership reorganization, or assignment for the benefit of creditors;

d. Is or has been within the past three years a party to a foreclosure or other proceeding (judicial or nonjudicial), which proceeding is instituted because of the director’s default on indebtedness;

e. No longer maintains his or her primary residency, as determined under state law, in the voting region from which he or she was elected, and in the event that a seated director no longer maintains such primary residency, such director shall remain in office until a successor has been duly elected by special election conducted in conjunction with the next regularly scheduled nomination and election cycle; or

f. Is or has been (to the best of your knowledge), within one year prior to the date the term of office is to begin, a party to a loan or lease by a Farm Credit System institution, or any OFI (which is defined as any other financing institution that has established an access relationship with CoBank or any of its subsidiaries), which has been classified by FCA, or if the loan or lease has not been reviewed by FCA, by the originating Farm Credit System institution, or OFI, in whole or in part, as substandard, doubtful, or loss; unless such candidate resigns or disaffiliates from such party by the date the term of office is to begin; except that: (i) an incumbent director who is affiliated with a party to a loan or lease by a System institution or OFI which is classified substandard during the director’s term of office may serve the remainder of his/her current term; and (ii) an incumbent director who is affiliated with a party to a loan or lease by a System institution or OFI which is classified as doubtful or loss during the director’s term of office may serve the remainder of his/her current term if he/she resigns or disaffiliates from such party within 30 days following such adverse classification. For the purposes of this section, a person is affiliated with a CoBank borrower which is a party to a loan or lease when he or she is individually involved in the transaction or liable for the indebtedness, or is an officer or director, or owns 50 percent or more of a legal entity that is liable for the indebtedness. A person shall not be deemed to be affiliated with a CoBank borrower that is a subsidiary if such person’s affiliation is not with the subsidiary but only with the parent of the subsidiary.

**NOTE**: It is the responsibility of each elected director to assure that the representations made in this Paragraph #4 remain valid for the duration of their term. In the event any such representation shall cease to be valid, the director concerned shall immediately submit his/her resignation to the board.

5. No person shall be eligible to be a candidate for director if such person shall have reached age 70 on or prior to the date the term of office is to begin.

**Special Note About Dual or Executive Officer Directorships:**

**Dual or Executive Officer Directorships.** An individual who serves on the board while concurrently serving on the board of directors of a CoBank borrower or as an executive officer of a CoBank borrower (other than an affiliated association), shall abide by all recusal protocols established by CoBank, including those established in CoBank’s policies and procedures, and sign a confidentiality agreement intended to minimize the risk of conflicts of interest that might arise from such concurrent director service. In addition, and notwithstanding anything to the contrary in Section 1.11(d)(6), if (1) a director on the board concurrently serves on the board of directors of another Farm Credit System institution and CoBank classifies any loan to such Farm Credit System institution as special mention or worse; or (2) a director on the board concurrently serves on the board of directors or as an executive officer of any borrower other than a Farm Credit System institution and CoBank classifies any loan to such borrower as substandard or worse, then in either case such director shall be required to resign from either the board or the borrower’s or Farm Credit System institution’s board of directors (as the case may be), within 90 days after receipt of written notice of such classification.

I certify that I am in compliance with each of the above director qualifications. I understand that if my circumstances materially change with respect to any of the above criteria, I must report such changes immediately to the board.

**Part V: Understanding of Certain Federal Regulations**

Each CoBank director and director candidate is required to acknowledge that they have read and understand certain statutes, regulations and policies pertinent to the operations of CoBank and the conduct of CoBank directors. Please read the statutes, regulations and policy referenced in the following acknowledgment.

**DIRECTOR ACKNOWLEDGMENT**

This statement is given to acknowledge my receipt and understanding of the provisions of Farm Credit Administration regulations, 12 C.F.R. subpart A (Standards of Conduct) 12 C.F.R. sections 612.2270, 620.1, 620.3, and 620.6, Farm Credit Act Section 5.17(a)(8), and Section 514 of the Safety and Soundness Act of 1992, as well as CoBank policies 2-3 (Ethics and Standards of Conduct Program) and 2‑4 (Director Responsibilities and Conduct).

These statutes, regulations and policies pertain to the responsibilities and conduct of directors of CoBank.

I acknowledge my receipt and understanding of Part V. I understand that I may be required to provide additional information if necessary for CoBank to make the disclosures required by Part 620 of the FCA regulations—Disclosure to Shareholders.

**Part VI: Farmer Certification**

**DIRECTOR QUALIFICATIONS**

**FARMER CERTIFICATION**

Under CoBank’s bylaws, at least five of CoBank’s elected directors must be farmers. To comply with this bylaw provision, the board has adopted a policy on director qualifications that defines "farmer." To meet the bylaw requirements, under some circumstances, candidates for positions on CoBank's board may be required to meet the qualified farmer criteria as a condition of eligibility.

The following is the definition of "farmer" as provided in CoBank policy P/D 2‑5.

Farmer: An individual who (a) is engaged (1) in the business of production of food and fiber, including dairy farming, ranching and raising of livestock or poultry; and/or (2) in producing or harvesting aquatic products for economic gain in open water under uncontrolled conditions; and/or (3) in the production of agricultural products including aquatic products under controlled conditions, all in their unmanufactured states, and (b) derives more than 50 percent of his/her gross income, excluding nonfarm related passive income, from such activity.

Please check one of the following boxes:

I certify that I **am** a "farmer" as defined above.

I am **not** a "farmer" as defined above.

**SIGNATURE PAGE FOR**

**DIRECTOR CANDIDATE DISCLOSURE AND CERTIFICATION FORMS**

The undersigned director, hereby certifies, acknowledges and agrees as follows:

1. I certify that the information in the **Director Disclosure Form** **(Parts I – III)** is accurate and complete to the best of my knowledge. I understand that if my circumstances materially change with respect to my responses, I must report such changes immediately in accordance with board policy.
2. I certify that I am in compliance with each of the director qualifications in the **Qualification Certification (Part IV)**. I understand that if my circumstances materially change with respect to any of the director qualification criteria, I must report such changes immediately in accordance with board policy.
3. I acknowledge my receipt and understanding of the provisions of Farm Credit Administration regulations and policies pertaining to the responsibilities and conduct of CoBank directors listed in **Understanding of Certain Federal Regulations (Part V)**. I understand that I may be required to provide additional information if necessary for CoBank to make the disclosures required by Part 620 of the FCA regulations – Disclosure to Shareholders.
4. I certify that I have accurately disclosed whether or not I am a farmer, as defined in the **Farmer Certification (Part VI)**.

Signature:        Dated as of:

1. Note: “Affiliated Organizations” is a term used in regulations governing disclosures to shareholders, while “Reportable Business Entities” is a term used in the FCA’s standards of conduct regulations effective January 1, 2023. The use of “Affiliated Organizations” in conjunction with other defined terms in this disclosure questionnaire encompass the information required to be disclosed with respect to Reportable Business Entities. [↑](#footnote-ref-1)
2. The notes and guidance issued under FDIC Rule 1000 § 19 (codified to 12 U.S.C. § 1829), as of June 1, 2010, define “dishonesty” as “to cheat or defraud for monetary gain or its equivalent, direct or indirect, or to wrongfully take from any person, property lawfully belonging to that person in violation of any criminal statute or code” and “breach of trust” is defined as “a wrongful use, misappropriation, or omission with respect to any property or fund which has been lawfully committed to a person in a fiduciary capacity.” [↑](#footnote-ref-2)