

September 6, 2017

Mr. Stuart Bender
Designated Agency Ethics Official
U.S. Department of Agriculture
Washington, DC 20250

Dear Mr. Bender:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Under Secretary for Farm and Foreign Agricultural Services, U.S. Department of Agriculture.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me: any spouse or minor child of mine; any general partner of a partnership in which I am a limited or general partner; any organization in which I serve as officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

Upon confirmation, I will resign from my position with the State of Iowa Department of Agriculture. For a period of one year after my resignation from this entity, I will not participate personally and substantially in any particular matter involving specific parties in which I know the Iowa Department of Agriculture is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I am the sole owner and proprietor of WM Northey Farms which is operated as a sole proprietorship. WM Northey Farms participates in the USDA Agriculture Loss Coverage-County Program and receives annual payments through this USDA program. During my tenure as Under Secretary, my brother in law will continue the operation of the farm and I will maintain a fixed cash lease on the farm. I will continue to have a financial interest in this entity, but I will not provide services material to the production of income. Instead, I will receive only passive investment income from it. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the WM Northey Farms or any payments received by this entity from USDA programs unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

I own a passive investment interest in Northey Acres – a family farm land ownership corporation with property in Dickinson County, Iowa. Northey Acres participates in the USDA Conservation Reserve Program and receives annual payments through this USDA program. I do not hold a position with this entity. I will continue to have a financial interest in this entity, but I will not provide services material to the production of income. Instead, I will receive only

passive investment income from it. This program is administered by USDA through the Commodity Credit Corporation in which I will serve as an officer and member of the Board. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of Northey Acres or any payments received by this entity from USDA programs unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1). Additionally, in the event of a disaster in Dickinson County, Iowa, I will not participate in any way in a decision as to whether to designate Dickinson County as entitled to disaster relief.

I will divest my interests in Green Plains, Inc., within 90 days of my confirmation. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of this entity until I have divested it, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets.

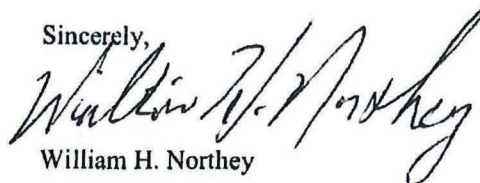
If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will meet in person with you during the first week of my service in the position of Under Secretary in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will also document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order no. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

I have been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,



William H. Northey