



TENNESSEE FARM BUREAU FEDERATION

January 16, 2024

Vanessa A. Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

RE: Proposed Rulemaking on Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Amend the NYSE Listed Company Manual to Adopt Listing Standards for Natural Asset Companies
Release No. 34-98665
File No. SR-NYSE-2023-09

Dear Secretary Countryman:

The Tennessee Farm Bureau Federation (TFBF) represents a diverse group of commodity producers across the state and, with over 690,000 members, is the largest general farm organization in Tennessee. Our policy is developed through a grassroots network of members who identify, research, deliberate, vote on, and adopt policies on various issues related to agriculture and rural living. On behalf of our member producers, we write to request clarification of and to offer comments on the public notice issued by the Securities and Exchange Commission on October 4, 2023, titled "Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Amend the NYSE Listed Company Manual to Adopt Listing Standards for Natural Asset Companies" (the "Proposed Rule").

The Proposed Rule defines a Natural Asset Company ("NAC") as "a corporation whose primary purpose is to actively manage, maintain, restore (as applicable), and grow the value of natural assets and their production of ecosystem services. In addition, where doing so is consistent with the company's primary purpose, the company will seek to conduct sustainable, revenue-generating operations. Sustainable operations are those activities which do not cause any material adverse impact on the condition of the natural assets under a NAC's control and seek to replenish the natural resources being used...."

Noting the basis for the Proposed Rule cites agriculture as "contributing to the loss of natural habitat and soil degradation," please confirm the following relating to the Proposed Rule's impact on independent property holders' rights, including:

- 1) A NAC has no enhanced or elevated property rights relative to any other property owner or leaseholder; for example, the rights of an unaffiliated, non-NAC farmer or rancher who diverts water from a river system for the purpose of growing food, fiber, or fuel upstream or downstream of a NAC asset is not affected by the Proposed Rule.
- 2) Relative to a similarly situated lessee or license-holder on federal lands, the Proposed Rule affords NACs no enhanced or elevated rights to access water flowing through federal lands or to dictate or restrict water access rights upstream or downstream of those federal lands.
- 3) The Proposed Rule affords NACs no elevated rights to bind any other property holder to conform to its decision making on what constitutes a "material adverse impact" or to mitigate a potential material adverse impact.

- 4) The Proposed Rule affords NACs no elevated or special rights, over and above those available to any other business or property holder, to impose its sustainability prerogatives.

The Proposed Rule prevents NACs from participating in “unsustainable activities” by stating: “The NAC will be prohibited from engaging directly or indirectly in unsustainable activities. These are defined as activities which cause any material adverse impact on the condition of the natural assets under its control and extract resources without replenishing them (including, but not limited to, traditional fossil fuel development, mining, unsustainable logging, or perpetuating industrial agriculture). The NAC will be prohibited from using its funds to finance such unsustainable activities.” Because “perpetuating industrial agriculture” is described as an unsustainable activity, we ask for further clarification on the following:

- 5) Under the Proposed Rule, what does “industrial agriculture” mean and why is “perpetuating industrial agriculture” considered unsustainable?
- 6) Does mere participation in an “industrial agriculture” enterprise constitute “perpetuating” an unsustainable activity, or is something more required for industrial agriculture to be considered unsustainable?
- 7) Referencing the questions outlined above, if a farmer or rancher diverts water from a river for the purposes of growing food, fiber, or fuel, the Proposed Rule appears to suggest the water resource would be deemed “extract[ed]” without being “replenish[ed]”; would this water diversion be an example of a “material adverse impact” on the river?

With respect to private lands, the proposal does not address states’ governance of real property ownership and transfers within their respective boundaries. Importantly, according to the National Agricultural Law Center, “approximately twenty-four states specifically forbid or limit nonresident aliens, foreign businesses and corporations, and foreign governments from acquiring or owning an interest in agricultural land within their state.” Accordingly, please clarify the Proposed Rule would do nothing to impair state laws impacting the foreign ownership of land.

As outlined above, the Proposed Rule raises significant practical and policy issues impacting the management and control of our nation’s natural resources and our farming and ranching communities. Moreover, it broadly casts the industry which feeds our nation and the world as “unsustainable”. TFBF encourages the Commission to carefully consider and respond to these questions as it reviews the potential impacts of this Proposed Rule and further recommends the Commission abstain from non-evidence-based assertions concerning agricultural sustainability going forward.

Sincerely,



Eric Mayberry
President
Tennessee Farm Bureau Federation