UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
SEATTLE DIVISION

WASHINGTON FARMLAND TRUST, AGROECOLOGY COMMONS, ROGUE FARM CORPS d/b/a OREGON FARM CORPS, SYRACUSE-ONONDAGA FOOD SYSTEMS ALLIANCE & THIRD SECTOR NEW ENGLAND,

Plaintiffs,

v.

U.S. DEPARTMENT OF AGRICULTURE & BROOKE L. ROLLINS, *in her official capacity as Secretary of Agriculture*,

Defendants.

CASE NO. 2:26-cv-2689

COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF

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INTRODUCTION

1. On December 31, 2025, Secretary of Agriculture Brooke L. Rollins announced that the U.S. Department of Agriculture (USDA) had adopted a uniform set of terms and conditions to govern grant agreements. In the Secretary's telling, the purpose of these new, department-wide terms and conditions was to "eliminate radical left ideology" and ensure that USDA grant programs "advance policies that put America First." *See* USDA, *USDA Strengthens National Security and Protects Taxpayers by Standardizing Grant and Cooperative Agreement Requirements* (Dec. 31, 2025) (T&C Press Release)[1]; Exhibit A, USDA, Secretarial Memorandum 1078-021, *Establishment of USDA General Terms and Conditions for Grants, Cooperative Agreements, and Similar Arrangements* (Dec. 31, 2025) (Rollins Memo).[2]

2. The new terms and conditions include several provisions that impose vague and unprecedented substantive requirements on USDA grantees by mandating that grantees follow the Trump Administration's position on issues of social policy, including on issues of race and diversity, gender identity, and immigration. These mandates are untethered from existing law and are inconsistent with or contrary to the statutory mandates for certain USDA grant programs. In some cases, the conditions extend beyond the scope of federally funded programs by purporting to restrict the speech and activities in which grantees can engage, even with non-federal dollars. And USDA guidance and policy decisions in the months since the announcement of the new terms and conditions indicate that USDA plans to use these provisions to impose a radical vision of antidiscrimination law, reaching far beyond the scope of accepted legal doctrine.

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[1] https://www.usda.gov/about-usda/news/press-releases/2025/12/31/usda-strengthens-national-security-and-protects-taxpayers-standardizing-grant-and-cooperative.

[2] https://www.usda.gov/sites/default/files/documents/sm-1078-021.pdf.

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3. Secretary Rollins instructed each USDA component agency to adopt and implement these new terms and conditions within 45 days, and the major USDA grantmaking component agencies have now begun requiring prospective grantees to sign grant agreements containing the new terms and conditions.

4. Plaintiffs are nonprofit organizations that have successfully secured USDA grant funding in the past, and that have used those grants to support their work tackling hunger and unequal access to healthy foods, supporting small food producers, and training the next generation of farmers and ranchers. Each plaintiff had concrete plans to apply for or had recently been awarded USDA grant funding when USDA agencies began imposing the new terms and conditions. Now that USDA and its component agencies have adopted these new terms and conditions, Plaintiffs have been put to an impossible choice: They can agree to unclear and unlawful terms and attempt to alter their activities—taking on substantial risk of civil and criminal liability if they misjudge how to comply with the administration's vague policy preferences. Or they can entirely forgo federal funding for important work that Congress has instructed USDA to support and that has been critical to Plaintiffs' ability to serve their communities.

5. Rather than face that choice, Plaintiffs bring this case seeking to vacate and set aside four unconstitutional or otherwise unlawful requirements in the new USDA terms and conditions. Collectively, these terms seek to restrict grantees' speech and other work on issues of diversity, equity, and inclusion (DEI), on issues of gender identity and transgender rights, and on issues related to immigration. These new restrictions on speech and activity go far beyond existing requirements in federal law, including by asking grantees to agree to follow Trump Administration Executive Orders on DEI and "gender ideology." And they are fatally vague, leaving grantees to guess how the federal government will interpret critical terms. Despite this lack of clarity, the

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terms nevertheless require grantees to certify—on penalty of significant civil or even criminal legal consequences—that they are not engaging in certain disfavored speech and other work.

6. The challenged provisions are unlawful. They (1) improperly restrict or chill grantees' First Amendment rights to speak openly about important issues of public policy, including those related to diversity and equity; (2) violate principles of due process by purporting to impose vague and ill-defined requirements on grants, accompanied by the threat of ruinous civil and criminal penalties; (3) contravene separation of powers principles by usurping congressional control over the conditions placed on federal spending; (4) run afoul of the limits under the Spending Clause on the federal government's ability to implement policy preferences through federal funding; (5) exceed the authority Congress has afforded USDA to set policy on topics, like diversity and equity, unrelated to USDA's core mandate; and (6) violate principles of reasoned agency decisionmaking.

7. Accordingly, Plaintiffs ask this Court to declare unlawful and vacate the challenged conditions, and to enjoin Defendants from implementing or enforcing them.

JURISDICTION AND VENUE

8. This Court has subject matter jurisdiction under 28 U.S.C. § 1331 and 5 U.S.C. § 702.

9. Venue is proper in this judicial district under 28 U.S.C. § 1391(e).

PARTIES

10. Plaintiff Washington Farmland Trust is a nonprofit organization based in Seattle, Washington, that protects and stewards threatened farmland across the state by making land ownership accessible to a new generation of farmers. Through its Farm to Farmer program, Washington Farmland Trust offers personalized support to current and aspiring farmers, helping

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connect them to the legal and financial resources needed to pursue their goals of building sustainable farm businesses. Washington Farmland Trust first received funding from USDA to support its Farm to Farmer program in 2024, through a grant from USDA's Beginning Farmers and Ranchers Program. In September 2025, USDA approved Washington Farmland Trust's proposal for a three-year, $676,452 grant through USDA's 2501 Program, which involves "outreach and assistance for socially disadvantaged and veteran farmers and ranchers." Washington Farmland Trust planned to use that grant money to expand its Farm to Farmer program and develop strategies to help break down barriers to farming and farm ownership for groups that have historically had less access to the capital, connections, and knowledge needed to begin farm businesses—including immigrant and refugee farmers and farmers of color. After a substantial delay in the start of that project due in part to the fall 2025 government shutdown, USDA sent award paperwork to Washington Farmland Trust in March 2026 that included the department's new, agency-wide terms and conditions. Washington Farmland Trust's leadership has determined that it cannot operate its programming or pursue its mission consistent with certain provisions in USDA's new terms and conditions. Organizational leaders and staff are particularly confused about how they can implement the grant plan that USDA approved—which requires servicing immigrant farmers and farmers of color—without risking running afoul of the new terms and conditions. Accordingly, Washington Farmland Trust has not drawn down any funds on its 2501 grant and decided that it will not do so while the new terms and conditions remain in place. As a result of that decision, Washington Farmland Trust has had to substantially cut back on or delay plans for its Farm to Farmer program and has invested substantial staff time into searching for alternate funding sources for its work.

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11. Plaintiff Agroecology Commons is a nonprofit organization based in El Sobrante, California, with a mission of cultivating community and global solidarity for decolonized land stewardship, collective healing, and food justice. Agroecology Commons operates as a collective of farmers, educators, artists, and cooperative business owners who share a commitment to resource-sharing, land stewardship, and justice. Agroecology Commons has relied on USDA grant funding to help support its Cooperative Incubator Farm and farmer-to-farmer educational programming. USDA funding has also supported the organization's initiatives to train new farmers, support them with land access and cooperative infrastructure, and place them in paid apprenticeships with its farm partner network. Agroecology Commons recently applied for new funding from USDA's Community Food Projects Competitive Grant program and plans to apply for USDA's Urban Agriculture and Innovation Production program when a notice of funding opportunity is posted in summer 2026. But Agroecology Commons's leadership has determined that it will need to make substantial changes to its outreach, advocacy tactics, and other programming to comply with certain provisions in USDA's new terms and conditions. Although these changes will make it more difficult for the organization to serve its community, pursue its equity-focused mission, and secure support from non-governmental funders, Agroecology Commons has concluded that USDA funding is too essential to the organization's capacity to entirely forgo.

12. Plaintiff Rogue Farm Corps d/b/a Oregon Farm Corps (OFC) is a nonprofit organization based in Portland, Oregon, that trains and equips the next generation of regenerative farmers and ranchers through hands-on skill building, education, and business support. OFC operates a Beginning Farmer Training program, which connects aspiring farmers with apprenticeships, on-farm training, and mentorship at host farms across the state. Its Farm Launch

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business planning program helps farmers build viable farm businesses through intensive workshops, one-on-one technical assistance, and peer support. And its Collaborative Farming Consulting Program provides individualized support to help farmers form new collaborative entities and projects. OFC has received substantial funding from USDA's grant programs to support its work, including through USDA's Beginning Farmer and Rancher Development Program and the 2501 Program. In July 2026, OFC applied for another Beginning Farmer and Rancher Development Program grant. However, OFC's leadership has determined that it will need to make substantial changes to its advocacy and other programming, including how it markets and recruits participants for its farmer training programs, to comply with certain provisions in USDA's new terms and conditions. Although these changes will make it more difficult for the organization to serve its community and pursue its equity-focused mission, the organization has concluded that USDA funding is too essential to the organization's capacity to entirely forgo.

13. Plaintiff Syracuse-Onondaga Food Systems Alliance (SOFSA) is a nonprofit organization based in Syracuse, New York, that serves as an independent food policy council for the city of Syracuse, the surrounding Onondaga County, and the sovereign territory of the neighboring Onondaga Nation. Across these three jurisdictions, SOFSA works to cultivate connections and promote collaboration to improve health, protect the environment, and work toward a more just and sustainable food future. Among other things, SOFSA seeks to identify shared community priorities for food system reform; advocates for just food policy at the state, local, and federal level; and runs a community-led grantmaking initiative that has provided critical funds for local farms, gardens, and food-access projects. Founded in 2019, SOFSA has grown its capacity and programming in part with the benefit of two grants under USDA's Regional Food System Partnerships program (RFSP). SOFSA had planned to apply for further USDA grant

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support during the spring 2026 funding cycle, but it decided not to because certain provisions in USDA's new terms and conditions pose too significant a risk to its mission and work. The inability to receive USDA grant funding will substantially set back SOFSA's ability to pursue critical community programming.

14. Plaintiff Third Sector New England, Inc., d/b/a TSNE is a nonprofit organization based in Boston, Massachusetts, that provides capacity-building support to nonprofit organizations, helping connect them to the services, programs, and resources they need to provide services to their communities and ultimately, create a more equitable society. As part of that capacity-building work, TSNE fiscally sponsors projects that forward its mission. Housed within TSNE's 501(c)(3), fiscally sponsored projects reflect a range of charitable initiatives, are part of TSNE's operational and administrative umbrella, and are subject to TSNE's policies, practices, and procedures. TSNE stewards more than $57 million in project funds and manages compensation and benefits for 50 projects with 284 employees in 33 states. Among TSNE's fiscally sponsored projects are several that currently receive and plan in the future to apply for funding from USDA, including the Institute for Social and Economic Development (ISED) and the Maine Food Convergence Project (MFCP). TSNE's leadership has reviewed the provisions in USDA's new terms and conditions and determined that the organization must make substantial changes to its own work to comply with new restrictions on DEI, gender identity, and immigration. TSNE has likewise begun working with the fiscally sponsored projects operating under its auspices to make similar substantial changes. TSNE's leadership recognizes that such changes will make it more difficult to achieve its own mission, and for its fiscally sponsored projects to achieve their missions, too. But TSNE has decided that it must make this difficult tradeoff—stifling its own

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advocacy and making its work less effective, more complicated, and more uncertain—given the importance of this USDA funding to TSNE's fiscally sponsored projects.

15. Defendant USDA is an agency of the United States within the meaning of the Administrative Procedure Act (APA), 5 U.S.C. § 551(1).

16. Defendant Brooke Rollins is the Secretary of Agriculture and is sued in her official capacity.

FACTUAL BACKGROUND

A. USDA's Grant-Funded Programming

17. USDA is tasked by Congress with sponsoring research into, promoting best practices related to, and providing support for "agriculture, rural development, aquaculture, and human nutrition." 7 U.S.C. § 2201.

18. USDA states that, through its more than two dozen component agencies, it works to "provid[e] assistance to America's Farmers, improv[e] health, end[] hunger, ensur[e] food safety, provid[e] marketing assistance, and conserv[e] and protect[] natural resources." USDA, *Mission Areas*.[3]

19. For several USDA component agencies, the awarding of grant funding—including to nonprofit organizations, universities, and states and localities—serves as a critical tool for fulfilling the agencies' statutory missions.

20. For example, USDA is tasked by Congress with improving opportunities for U.S. growers and producers. Through its Agricultural Marketing Service (AMS), USDA administers the Local Agriculture Market Program (LAMP), which provides grants to "support[] the

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[3] https://www.usda.gov/about-usda/general-information/mission-areas (last visited July 30, 2026).

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development, coordination, and expansion of" efforts to directly market locally farmed produce and products to consumers, to expand markets for locally produced food, and to coordinate among businesses promoting local food production. 7 U.S.C. § 1627c(b). In April 2026, USDA announced a series of funding opportunities under LAMP, making available up to $32.4 million for eligible projects. *See* USDA Agricultural Marketing Service, *USDA Announces $32.4 Million in Grant Funding Available through the Local Agriculture Market Program* (Apr. 21, 2026).[4]

21. The Food and Nutrition Administration operates domestic food assistance programs for children and families, including the Supplemental Nutrition Assistance Program (SNAP), the Special Supplemental Nutrition Program for Women, Infants, and Children (WIC), and a variety of different school lunch programs.[5] In addition to these broad safety-net programs, the Food and Nutrition Administration administers several initiatives that provide grant support for states, localities, and nonprofits operating innovative food and nutrition programs. Among these programs is the Farm to School grant program, which supports projects that improve access to local foods in schools and promote childhood health and nutrition. *See* 42 U.S.C. § 1769(g). This fiscal year, the Farm to School grant program is providing 68 projects with nearly $20 million in federal funding. *See* USDA, *FY 2026 Patrick Leahy Farm to School Grant Awardees List*.[6] The Food and Nutrition Administration has typically solicited applications for Farm to School grants in the fall of each year.

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[4] https://www.ams.usda.gov/content/usda-announces-324-million-grant-funding-available-through-local-agriculture-market-program.

[5] In June 2026, as part of a proposed USDA reorganization plan, USDA rebranded the former Food and Nutrition Service as the Food and Nutrition Administration. *See* USDA Food and Nutrition Administration, *Reorganization* (last updated July 30, 2026), https://www.fns.usda.gov/about/reorganization.

[6] https://www.fna.usda.gov/f2s/grant/awards/fy26 (last updated July 7, 2026).

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22. The National Institute of Food and Agriculture (NIFA) operates as USDA's principal funder of "research, extension, and educational programs for agriculture, the environment, human health and well-being, and communities." Cong. Res. Serv., *Agricultural Research: Background and Issues* (Nov. 22, 2022).[7] NIFA grants fund, among other things, research into plant and animal health and production, food safety and nutrition, natural resources and the environment, and agricultural systems and economics. *See* 7 U.S.C. § 3157(b)(2), and NIFA also operates several grant programs authorized by the 2018 Farm Bill. Through the Gus Schumacher Nutrition Incentive Program (GusNIP), NIFA provides grant funding to organizations and researchers conducting and evaluating projects to promote low-income consumers' purchase of fruits and vegetables. *See* 7 U.S.C. § 7517.

23. NIFA also funds programs focused on helping the next generation of farmers gain access to needed capital, land, and knowledge. Through the Beginning Farmers and Rancher Development Grant Program, NIFA makes competitive grant awards to support "new and established local and regional training, education, outreach, and technical assistance initiatives to increase opportunities for beginning farmers and ranchers." 7 U.S.C. § 2279(d)(1). And through the 2501 Program, NIFA oversees grant awards that involve "outreach and technical assistance … to encourage and assist socially disadvantaged farmers and ranchers and veteran farmers or ranchers (A) in owning and operating farms and ranches; and (B) in participating equitably in the full range of agricultural, forestry, and related programs offered by the Department." 7 U.S.C. § 2279(c)(2), (4). The statute defines a "socially disadvantaged farmer or rancher" as someone belonging to "a group whose members have been subjected to racial or ethnic prejudice because

[7] https://www.congress.gov/crs-product/R40819.

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of their identity as members of a group without regard to their individual qualities." *Id.* § 2279(a)(5)–(6).

24. The Natural Resources Conservation Service (NRCS) administers USDA programming focused on improving, protecting, and conserving natural resources on private land, particularly agricultural land. Cong. Res. Serv., *Agriculture, Food & Rural Policy; Energy & Natural Resources* (July 28, 2022).[8] Through its Environmental Quality Incentives Program, NRCS helps farmers, ranchers, and forest landowners integrate conservation into working lands. *See* 16 U.S.C. § 3839aa-8. And through its Urban Agriculture and Innovative Production grant program, NRCS supports nonprofits, local governments, tribes, and schools in projects to develop urban agriculture, including projects focusing on food access, food education, and business development for new farmers. *See* 7 U.S.C. § 6923.

25. Congress has appropriated billions of dollars annually for USDA to spend on external grantmaking. By USDA's own count, "the Department distributed over $145 billion through 287 programs, resulting in nearly 38,000 new awards to farmers, ranchers, foresters, families, rural communities, small businesses, universities, and various other entities" in fiscal year 2025. T&C Press Release, *supra* note 1. This fiscal year, Congress has instructed USDA to spend on a wide variety of programs that are critical to small nonprofits like Plaintiffs—including $7 million on AMS's farmers market and local food programming; $24 million on NIFA programs supporting development of beginning farmers and ranchers; $53 million on NIFA's nutrition incentive programs; and $10 million on Food and Nutrition Administration programs supporting farmers markets. USDA, *FY 2027 Budget Summary* 43, 59, 67.[9]

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[8] https://www.congress.gov/crs-product/R40763.

[9] https://www.usda.gov/sites/default/files/documents/fy-2027-budget-summary.pdf.

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B. President Trump's Executive Orders

26. Since the first day of his second term in office, President Trump has issued a number of Executive Orders aimed at imposing his policy views about diversity, gender identity, and immigration throughout the federal government, including on federal grant programs and grantees.

27. On January 20, 2025, President Trump issued Executive Order 14151, Ending Radical and Wasteful Government DEI Programs and Preferencing. *See* 90 Fed. Reg. 8339 (2025) (Government DEI EO). The Government DEI EO described its purpose as putting an end to "forced illegal and immoral discrimination programs, going by the name 'diversity, equity, and inclusion' (DEI)." To achieve that goal, the Government DEI EO instructed every agency to terminate "'equity-related' grants or contracts"; provide the Director of the Office of Management and Budget with a list of federal grantees that had received funding to "provide or advance DEI, DEIA, or 'environmental justice' programs"; and recommend steps that would "align agency … grants" with the Government DEI EO's anti-DEI policy goals. The Government DEI EO further required federal agencies to excise DEI from other aspects of federal hiring, programming, and management. And it instructed each agency to "recommend actions … to align agency or department programs" with the administration's anti-DEI policies, including by providing notice to Congress under 28 U.S.C. § 530D that the Attorney General has declined to enforce or apply certain laws on the grounds that such provision is unconstitutional.

28. Also on January 20, 2025, President Trump issued Executive Order 14168, Defending Women from Gender Ideology Extremism and Restoring Biological Truth to the Federal Government, 90 Fed. Reg. 8615 (2025) (Gender Ideology EO). The Gender Ideology EO declared it "the policy of the United States to recognize two sexes, male and female," and directed

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the "Executive Branch … [to] enforce all sex-protective laws to promote" the supposed "reality" of a gender binary. It then instructed that "Federal funds shall not be used to promote gender ideology," and ordered each federal agency to "assess grant conditions and grantee preferences and ensure grant funds do not promote gender ideology." The Gender Ideology EO defined "gender ideology" as the replacement of "the biological category of sex with an ever-shifting concept of self-assessed gender identity, permitting" what in the Trump Administration's view is "the false claim that males can identify as and thus become women and vice versa." In other words, the Gender Ideology EO sought to impose across the federal government and federally funded programs a belief in a gender binary, suggesting an erasure of trans people in federal programming.

29. Critically, the Gender Ideology EO does not define what constitutes the "promotion" of gender ideology. But other parts of this Executive Order suggest—though do not clearly state—that the mere acknowledgment of the existence of transgender individuals would be forbidden. For example, in a provision instructing federal agencies to "remove all statements, policies, regulations, forms, communications, or other internal and external messages that promote or otherwise inculcate gender ideology," the Gender Ideology EO mandates that "[a]gency forms that require an individual's sex shall list male or female, and shall not request gender identity." Likewise, in instructing federal agencies to treat "men and women as biologically distinct sexes" when enforcing the law, the Gender Ideology EO states that federal agencies must, "in all … communications," adhere to the administration's preferred definition of "the term[] 'sex'"—which, per the Gender Ideology EO, "refer[s] to an individual's immutable biological classification as either male or female," and "is not a synonym for … 'gender identity.'"

30. The next day, President Trump issued Executive Order 14173, Ending Illegal Discrimination and Restoring Merit-Based Opportunity, 90 Fed. Reg. 8633 (2025) (DEI EO). In

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its purpose section, the DEI EO described diversity and equity programming as "dangerous, demeaning, and immoral race- and sex-based preferences" that had been adopted "under the guise of so-called 'diversity, equity, and inclusion' (DEI) or 'diversity, equity, inclusion, and accessibility' (DEIA)." The DEI EO stated that its purpose was to "ensure that" the federal government "enforc[es] our civil rights laws" to "end[] illegal preferences and discrimination." And it adopted, as federal government policy, a directive to federal agencies "to enforce our longstanding civil-rights laws and to combat illegal private-sector DEI preferences, mandates, policies, programs, and activities."

31. The DEI EO then included several instructions related to federal grantmaking. It ordered the head of each agency to "include in every contract or grant award" terms requiring recipients to agree that "compliance in all respects with all applicable Federal anti-discrimination laws is material to the government's payment decisions," and to "certify that [they] do[] not operate any programs promoting DEI that violate any applicable Federal anti-discrimination laws." The DEI EO also instructed agencies to revise all processes and guidance, including procedures related to "grants[] and financial assistance," to "[e]xcise references to DEI and DEIA principles, under whatever name they may appear."

32. Despite these repeated references to the possibility that DEI programming violates antidiscrimination mandates, the DEI EO did not clarify when, in the Trump Administration's view, DEI or DEIA programming constitutes unlawful discrimination. Parts of the DEI EO, though, indicate that the Administration takes an expansive view, and plans to define *all* diversity, equity, and inclusion initiatives as unlawful. For example, it instructs agency heads to participate in policymaking efforts to "encourage the private sector to end illegal discrimination and preferences, including DEI."

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33. On February 19, 2025, President Trump issued Executive Order 14218, Ending Taxpayer Subsidization of Open Borders, 90 Fed. Reg. 10581 (2025) (Immigrant Support EO). The Immigrant Support EO purported to work to "prevent taxpayer resources from acting as a magnet and fueling illegal immigration to the United States, and to ensure, to the maximum extent permitted by law, that no taxpayer-funded benefits go to unqualified aliens." To that end, the Immigrant Support EO instructed the head of each agency to "[i]dentify all federally funded programs administered by the agency that currently permit illegal aliens to obtain any cash or non-cash public benefit, and, consistent with applicable law, take all appropriate actions to align such programs with the purposes of this order and the requirements of applicable Federal law." It further requested a report "identify[ing] all other sources of Federal funding for illegal aliens" and "recommend[ing] additional agency actions to align Federal spending with the purposes of th[e] order."

C. USDA's Adoption of the 2026 Terms and Conditions

1. USDA's Pre-December 2025 Responses to President Trump's Executive Orders

34. Soon after her confirmation as Secretary of Agriculture in February 2025, Defendant Rollins took steps to comply with the Executive Orders described above. Those early efforts provide substantial insight into how USDA has chosen to interpret—and, in many cases, misinterpret—applicable law and the Department's obligation and authority to control the activities of federal grantees.

35. On her first day in office, Secretary Rollins issued a memorandum ordering the "rescission of all Diversity, Equity, Inclusion, and Accessibility (DEIA) programs" within USDA. USDA, Secretary's Memorandum 1078-001, *Prioritizing Unity, Equality, Meritocracy, and*

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Color-Blind Policies in the United States Department of Agriculture (Feb. 13, 2025).[10] In that memorandum, Secretary Rollins expressed the view that "'equity' is a concept at war with this nation's founding." *Id.*

36. A month later, Secretary Rollins issued a directive extending the policy of terminating diversity programming to USDA's grantmaking portfolio. *See* USDA, Secretary's Memorandum 1078-004, *Directive on Departmental Grant and Cooperative Agreement Priorities* (Mar. 13, 2025).[11] That directive defined, as a departmental priority, "ensuring that the Department's grants … do not support programs or organizations that promote or take part in diversity, equity, and inclusion ('DEI') initiatives or any other initiatives that discriminate on the basis of race, color, religion, sex, national origin, or another protected characteristic." In the directive, Secretary Rollins expressed the view that "DEI policies and practices can violate both the letter and purpose of Federal civil rights laws." Accordingly, she instructed USDA agencies to review active and new grant awards to "ensur[e] that the Department does not fund or no longer funds discriminatory practices—including in the form of DEI—that are either contrary to law or to the Department's policy objectives."

2. The Rollins Memo and the 2026 Terms and Conditions

37. On December 31, 2025, Secretary Rollins issued Secretarial Memorandum 1078-021, which directed all USDA component agencies to adopt and implement a set of department-wide terms and conditions for all future grants and cooperative agreements. *See* Rollins Memo, *supra* note 2. In a press release, USDA described this new memorandum and the new terms and conditions as part of ongoing efforts "to eliminate radical left ideology and foreign adversaries

[10] https://www.usda.gov/directives/sm-1078-001.

[11] https://www.usda.gov/sites/default/files/documents/sm-1078-004.pdf.

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within" USDA's grant programs. T&C Press Release, *supra* note 1. The new, agency-wide terms and conditions, which replaced prior, subagency-specific terms and conditions, would, USDA said, "strengthen" its "ability to take swift action when" grantees "are not compliant with Federal law and applicable Executive Orders."

38. In the Rollins Memo, the Secretary claimed that the new, uniform terms and conditions were developed to "ensure" that USDA's grants "advance policies that put America First." Among the policy priorities furthered by USDA's new terms and conditions was the elimination of DEI programming: In the memo, Secretary Rollins posited that, because "[e]ffective stewardship of taxpayer funds … means supporting all Americans," "no USDA awards may fund or otherwise support diversity, equity, and inclusion ('DEI') initiatives or any other initiatives that discriminate on the basis of immutable characteristics." "Such initiatives," the memorandum continued, "conflict with the Department's policy of prioritizing merit, fairness, and excellence in furtherance of the Department's mission." Similarly, the memorandum described the purported need for "internal controls to ensure all awards are … not funding activities that support climate change or environmental justice initiatives contrary to law or the Department's policy priorities."

39. In the memorandum, Secretary Rollins instructed "all USDA agencies and staff offices that issue awards to adopt and implement—as expediently as possible, but no later than forty-five (45) calendar days after the issuance of this Memorandum"—the new terms and conditions.

3. The Challenged Conditions

40. Simultaneously with Secretary Rollins's memorandum, USDA released new general terms and conditions, referred to here as "the 2026 Terms and Conditions." *See* Exhibit B,

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USDA, *General Terms and Conditions for Federal Awards* (effective Dec. 31, 2025).[12] Much of the document consists of uncontroversial reminders of grantees' established obligations under existing federal law and regulations. But among these more mundane provisions are several unprecedented requirements that purport to control USDA grantees' speech and activities related to important issues of public policy, even those that are entirely disconnected from USDA's grant programs or expertise. Plaintiffs challenge four of these provisions, collectively referred to below as "the Challenged Conditions."

41. **The Discrimination Policy Provision (Section 12.2)**—Section 12.2 seeks to restrict grantees' work, and related speech, on issues of diversity, equity, and inclusion, as well as on issues of gender identity, by adding vague and expansive new requirements to grantees' "[c]ivil [r]ights [o]bligations." The section requires grant recipients to "comply, and certif[y] that [they] will comply, with all applicable Federal antidiscrimination laws, regulations, and policies for the duration of the Federal award." This section does not provide any exhaustive list of what "policies" a grantee might need to keep track of and ultimately follow. In the non-exhaustive list that Section 12.2 does provide, grantees expressly agree to abide by the Gender Ideology EO and the DEI EO. The Discrimination Policy Provision, however, does not explain how grantees are expected to comply with the terms of those Executive Orders, even as many of their provisions, described *supra*, purport to direct only federal government activities.

42. Section 12.2 expressly restricts grantees' speech and other activities outside of the scope of the federal program. It states that, "[b]y accepting the award, the recipient certifies that it

[12] https://www.usda.gov/sites/default/files/documents/usda-general-terms-conditions-2025.pdf.

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does not, and will not during the term of the award, operate any programs that advance or promote Diversity, Equity, and Inclusion in violation of Federal anti-discrimination laws."

43. With this second certification, Section 12.2 purports to limit coverage to DEI programs that are "*in violation of Federal anti-discrimination law*." To the extent this later certification could be read to narrow the earlier certification that expressly demanded grantees operate consistent with the law *and Trump Administration policies*, that limitation is at best unclear and at worst illusory. The Trump Administration and USDA have repeatedly indicated—including through executive orders and other public statements described herein—that they believe a wide range of previously accepted diversity and equity initiatives are unlawful. Section 12.2 thus goes far beyond the preexisting and well-accepted requirements that federal grantees certify compliance with federal antidiscrimination law. With Section 12.2, USDA grantees are at best left guessing whether *any* speech that touches on issue of diversity, equity, or inclusion, or any initiatives that support those values, can be pursued consistent with USDA's view of the law.

44. Section 12.2 emphasizes that there are substantial risks for grantees that choose to continue advocating for diversity and equity after signing the 2026 Terms and Conditions. The section lists potential consequences of noncompliance, including nonpayment of the federal award, termination of the grant by USDA, USDA's recovery of funds paid, civil liability under the False Claims Act, and criminal liability for making false claims or statements.

45. **The Gender Ideology Provision (Section 13.5)**—Section 13.5 expressly incorporates the terms of the Gender Ideology EO, for a second time, into the terms and conditions governing all USDA grants. It further instructs that grantees shall use "[n]o funding … to promote gender ideology." But neither section 13.5 nor the Gender Ideology EO offer any indication of when speech qualifies as the "promotion" of "gender ideology" and thus would be prohibited under

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section 13.5. Indeed, the terms of the Gender Ideology EO raise more questions than answers about what it means for a grantee to "promote" "gender ideology" or comply with the Executive Order's terms. That Executive Order does not clearly define "gender ideology" but states that it relates, among other things, to "the idea that there is a vast spectrum of genders that are disconnected from one's sex." It is not clear, for example, whether a grantee would run afoul of section 13.5 if it chose, in its communications, to recognize the existence and dignity of transgender individuals. The Gender Ideology EO also instructs federal *agencies* not to ask about gender identity or recognize any gender other than "male" and "female" in its communications. Is a USDA grantee similarly limited in asking about gender identity or including options other than "male" or "female" when doing so? Section 13.5 does not say, leaving grantees at best unsure of how severely the condition limits their speech.

46. **The DEI Provision (Section 13.6)**—Section 13.6 expressly incorporates the DEI EO, Executive Order 14173, into the terms of all USDA grant awards. Consistent with the DEI EO's instruction to require grantees to certify that they will not promote "unlawful DEI," Section 13.6 includes another certification seeking to limit USDA grantees' support for diversity and equity work, along with related speech. Section 13.6 requires recipients to "certif[y] they do not operate any programs that promote Diversity, Equity, or Inclusion (DEI) that violate any applicable Federal antidiscrimination laws," and reiterates that compliance with "all applicable Federal anti-discrimination laws … is material to the government's" decision to pay on the grant agreement. Section 13.6 does not offer any additional guidance as to the forms of DEI-related advocacy that USDA would consider a violation of that certification and grounds for nonpayment.

47. **The Immigrant Support Provision (Section 13.10)**—Section 13.10 expressly incorporates the terms of the Immigrant Support EO, Executive Order 14218, into the terms and

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conditions governing USDA grants. It commands that "[n]o funding shall be directed towards programs that allow illegal aliens to obtain taxpayer-funded benefits, provide public resources to meet the needs of illegal aliens, or provide incentives for illegal immigration by demonstrating the availability of public benefits." This section does not cite to any applicable provision of law imposing such broad limitations on support for immigrants without legal documentation, nor does it purport to limit the restrictions on programming to those that violate existing law governing provision of services to immigrants regardless of legal status. In addition, Section 13.10 does not provide any clear guidance on what kind of advocacy or other types of speech would "demonstrat[e] the availability of public benefits" in a way that might incentivize "illegal immigration."

4. Adoption and Implementation by USDA and Component Agencies

48. In the months following the Rollins Memo and the announcement of the 2026 Terms and Conditions, USDA's grantmaking agencies have adopted the new terms and conditions for new grants. On March 23, 2026, the Food and Nutrition Administration published updated standard terms and conditions that expressly incorporate the 2026 Terms and Conditions and state that recipients must "agree[] to comply with all provisions" of that USDA-wide document. Food & Nutrition Service, *Standard Terms and Conditions* (Mar. 23, 2026).[13] That same month, AMS issued new terms and conditions indicating that the USDA-wide 2026 Terms and Conditions, among others, "apply to all AMS grant agreements and provide the requirements for a recipient's grant." USDA, *Agricultural Marketing Service (AMS) General Terms and Conditions for Grants*

[13] https://fns-prod.azureedge.us/sites/default/files/resource-files/fns-grantermsconditons2026.pdf.

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and Agreements (Mar. 2026).[14] NIFA, too, has incorporated the 2026 Terms and Conditions, through a NIFA-specific document that "supplements the USDA General Terms and Conditions" and "incorporate[s]" those terms "by reference as if fully set forth herein." USDA NIFA, *General (Research, Education, Extension) Terms and Conditions for Federal Award* (Mar. 2026).[15]

49. USDA component agencies have also made clear, in notices of funding opportunity soliciting grant applications, that new awards will be subject to the 2026 Terms and Conditions. *See, e.g.*, Grants.gov, View Grant Opportunity: Beginning Farmer and Rancher Development Program, USDA-NIFA-BFR-011336 (May 13, 2026)[16] (stating that "[a]ll funds granted by NIFA under this NOFO … are granted in accordance with," among other things, the 2026 Terms and Conditions); USDA, NRCS, Conservation Innovation Grants Classic Program: Notice of Funding Opportunity Fiscal Year 2026 at 21[17] (mandating that "[a]ll project funds will be used in accordance" with the 2026 Terms and Conditions).

5. USDA's Broad Interpretation and Application of the Challenged Conditions

50. Over the past several months, USDA, its grantmaking agencies, and other components of the Executive Branch have forecasted how the Department will interpret and enforce key terms in the 2026 Terms and Conditions, including the Challenged Conditions.

[14] https://www.ams.usda.gov/sites/default/files/media/FY26AMSGDGeneralTermsandConditions.pdf.

[15] https://www.nifa.usda.gov/sites/default/files/2026-03/NIFA-5-3a_General%20Terms%20and%20Conditions-508.pdf.

[16] https://www.grants.gov/search-results-detail/362376.

[17] https://files.simpler.grants.gov/opportunities/4a6adafe-0540-474a-b960-8c79f409dea5/attachments/aff8d663-e4c9-458a-a219-0a3fb8bc7336/USDA-NRCS-NHQ-CIGCLASSIC-26-NOFO0001449_final_edit_with_datesPDFJJ20260604.pdf.

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51. In early January 2026, USDA's Assistant Secretary for Civil Rights published a memorandum addressed to all USDA employees framing the recent and ongoing targeting of DEI policies and programs as part of a new "Golden Age of Civil Rights." *See* Memorandum, The Golden Age of Civil Rights (Jan. 8, 2026).[18] In that memo, the Assistant Secretary posited that, "[i]n recent years, 'diversity, equity, and inclusion' (DEI) and similar initiatives shifted the focus of too many away from individual rights and equal treatment under the law, and toward group-based preferences." "That era," the memo continued, "has ended." In the memo, USDA announced its intention to "enforce civil rights laws to eliminate discriminatory DEI and 'diversity, equity, inclusion, and accessibility' (DEIA) mandates, and restore merit-based, colorblind policies across all programs and mission areas." The memorandum made clear that this initiative would focus not just on internal USDA programming, but on recipients of federal funding from USDA, too.

52. The memo instructs employees to refer to several key pieces of executive branch guidance on the Trump Administration's anti-DEI efforts as "a more thorough explanation of" USDA's approach in "this priority area." Each of those documents offers unprecedented interpretations of antidiscrimination law, attempting to ban otherwise entirely lawful diversity and equity efforts.

53. First, the memo points recipients to a July 2025 memorandum from then-Attorney General Pamela Bondi, *Guidance for Recipients of Federal Funding Regarding Unlawful Discrimination* (July 29, 2025)[19] (Bondi Memo). The Bondi Memo purports to "clarif[y] the application of federal antidiscrimination laws to programs or initiatives that may involve

[18] https://intranet.usda.gov/sites/default/files/media/documents/The%20Golden%20Age%20of%20Civil%20Rights%20Memorandum%201.08.26.pdf.

[19] https://www.justice.gov/ag/media/1409486/dl.

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discriminatory practices, including those labeled as Diversity, Equity, and Inclusion ('DEI') programs." Much of the memo provides a "non-exhaustive list of … practices" that the Department of Justice (DOJ) considers to be "unlawful" and grounds for the "revocation of grant funding." That list of practices includes well-accepted policies that promote diversity and improve program delivery in diverse communities, including the consideration of job applicants' "cultural competence" or "cross-cultural skills"; requirements that an organization consider a diverse slate of applicants when hiring or making program admissions decisions; the provision of DEI-related training discussing racial privilege, which the Bondi Memo asserted could, "through … content, structure, or implementation[,] stereotype, exclude, or disadvantage individuals based on protected characteristics or create a hostile environment"; and the creation of programming or resources with an "identity-based focus"—such as a Black student center on a university campus—on the ground that such resources can "create[] a perception of segregation and may foster a hostile environment." The Bondi Memo does not name any specific statutory mandates that such practices might violate, and it does not cite a single case holding that such practices are unlawful.

54. Second, USDA's Golden Age of Civil Rights memo points staff to two technical assistance documents that outline the Trump Administration's view on the supposed unlawfulness of DEI in the workplace. The first, jointly issued by DOJ and the Equal Employment Opportunity Commission, is a one-page document providing resources on "what to do if you experience discrimination related to DEI at work." EEOC, *What To Do If You Experience Discrimination Related to DEI at Work* (Mar. 19, 2025).[20] The second is a longer FAQ document on the same

[20] https://www.eeoc.gov/sites/default/files/2025-03/One_Pagers_2025-2_%28002%29_508.pdf.

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topic. *See* EEOC, *What You Should Know About DEI-Related Discrimination at Work*.[21] Those documents, like the Bondi Memo, take a broad view of unlawful discrimination that extends to lawful practices promoting and honoring diversity in the workplace. The first, for example, states that "DEI training may give rise to a colorable hostile work environment claim." And the second advises that creating employee-affinity groups that align with a protected characteristic constitutes an "[u]nlawful limiting, segregating, or classifying [of] workers."

55. USDA's grantmaking agencies have likewise offered indications about how the Department has interpreted the directives in President Trump's Executive Orders, now incorporated into the 2026 Terms and Conditions. These statements make clear that USDA interprets the provisions in the 2026 Terms and Conditions to impose unprecedented limitations on federal grantees' diversity and equity initiatives, untethered from established interpretations of antidiscrimination law.

56. In December 2025, for example, NIFA's Office of Equal Opportunity and Civil Rights hosted a webinar on how to "understand" several key Trump Administration Executive Orders and the obligations they impose on USDA grantees. In that webinar, NIFA staff offered "best practices" for "compliance" with the Executive Orders that would soon be incorporated into the 2026 Terms and Conditions. *See* NIFA Quarterly Civil Rights Call – Understanding New Federal Requirements (Dec. 10, 2025).[22] Staff instructed that, to comply with those directives, recipients of federal funding would need to "eliminat[e] any DEI-related offices, titles, positions, programs, and activities, as well as environmental justice and equity planning initiatives." Grant

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[21] https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work.

[22] https://www.youtube.com/watch?v=F23pYlD71ZY&t=1059s.

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recipients would likewise need to "discontinu[e]" any "targeted" outreach "on the basis of protected class status"—in other words, could no longer look to increase program participation to underserved or underrepresented communities based on race or gender. NIFA staff further recommended, as a "compliance best practice[]," that grant recipients "revis[e] civil rights training … to expunge DEI or equity or gender ideology-based civil rights practices."

57. NIFA later posted an FAQ page summarizing the webinar and answering key questions about the application of the new Executive Orders. *See* NIFA, *NIFA Quarterly Call: Understanding New Federal Requirements*.[23] There, NIFA again made clear that, in its view, compliance with Trump Administration Executive Orders on DEI would require curtailing equity-focused efforts, including "outreach activities[] such as demographic data collection, parity analysis, and targeted efforts for underserved communities." NIFA further explained its conclusion that "[r]ecent EOs prohibit DEI programs and preferences" and "gender ideology," meaning recipients would need to "eliminat[e] any prohibited DEI-related offices, titles, positions, duties, programs, and activities, as well as any prohibited promotion of gender ideology" to comply.

58. In addition, in the months since the announcement of the 2026 Terms and Conditions, other parts of the Executive Branch have adopted policies and taken legal positions on USDA programming—pursuant to the directives in the Government DEI EO—that reinforce that USDA will take a view of how federal antidiscrimination law applies to diversity, equity, and inclusion initiatives that is unsupported by legal precedent.

59. In particular, in June 2026, DOJ's Office of Legal Counsel issued an opinion, at USDA's request, on the validity of a variety of statutes instructing USDA to focus programming

[23] https://www.nifa.usda.gov/nifa-quarterly-call-understanding-new-federal-requirements (last updated Jan. 29, 2026).

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on populations that have been historically underserved. *See* Off. of Legal Counsel, *Memorandum Opinion for the General Counsel, USDA: Department of Agriculture Preferences for "Socially Disadvantaged" Groups* (June 22, 2026).[24] In that opinion, the administration took the position that several statutes directing USDA to issue grants "for farmers conducting specified activities or for entities engaging in outreach, education, and training activities for specified groups of farmers" rely on unconstitutional "race- and sex-based preferences." *Id.* (discussing 7 U.S.C. §§ 1524, 1627c, 1932(e), 2279, 3157, 7625; 42 U.S.C. § 1786(m)). In describing that conclusion, the opinion underscored the Trump Administration's view that a wide range of diversity and equity initiatives—including those seeking input from diverse stakeholders and working to serve diverse populations—are racially discriminatory.

D. Harm to USDA Grantees, Including Plaintiffs

60. The Challenged Conditions substantially restrict and chill USDA grantees' speech touching on diversity, equity, racial justice, and issues of gender identity. The Challenged Conditions likewise prevent grantees from carrying out lawful efforts to ensure that their programming is provided in an equitable way and best serves their intended beneficiaries, including communities of color and immigrant communities. Each of the Plaintiffs in this case has already been forced to choose between accepting these unlawful conditions or forgoing critical USDA funding.

61. **Plaintiff Washington Farmland Trust** has received USDA funding to support its Farm to Farmer program. Through that program, Washington Farmland Trust provides personalized technical support for new farmers to help them build business plans, gain the skills

[24] https://www.justice.gov/olc/media/1447016/.

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needed to launch farm businesses, and connect with owners of available farmland. USDA recently awarded Washington Farmland Trust a $676,452 grant under USDA's 2501 Program to support its Farm to Farmer work. The 2026 Terms and Conditions will apply to that new 2501 Program grant. After reviewing those terms and conditions, Washington Farmland Trust's leadership determined that the organization would need to make substantial changes to both its programs and the values it promotes through its public statements in order to certify compliance. Among other things, Washington Farmland Trust would need to abandon some of the partnerships it has built to expand access to farmland by groups that are historically underrepresented in farming. The organization has also determined that it would need to alter or limit how it talks about issues of race, gender, and immigration in providing services and advocating for better public policy at the state and local level. Although Washington Farmland Trust has reviewed its speech and activity and does not believe that it is violating any applicable law, the organization's leadership is concerned that it may be deemed out of compliance with the Administration's vague policies or novel interpretations of the law. Rather than make those changes or take those risks, Washington Farmland Trust has determined that it will not use any of the funds in its 2501 Program grant, and will not apply for any further USDA funding, while the 2026 Terms and Conditions remain in place. This decision has left Washington Farmland Trust with a nearly $700,000 hole in its budget. And it has immediately forced the organization to cut back on existing and planned work and expend substantial staff time and resources looking for alternate funding.

62. **Plaintiff Agroecology Commons** has received USDA funding to support its farmer training and mentoring programs in the San Francisco Bay Area, and it plans to pursue further USDA funding in the immediate future. Agroecology Commons leadership has reviewed the 2026 Terms and Conditions and determined that the organization would need to make substantial

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changes to its outreach and other programming before it can certify compliance with the Challenged Conditions. For instance, the organization would alter how it advertises and recruits for its training, apprenticeship, and seed grant programs, and would limit or change how it talks about issues of race and gender in its programming and social media campaigns. Agroecology Commons's leadership would prefer not to make these programing changes or stifle its speech. The organization's leadership believes such changes would not be justified, as all of its speech and activity is perfectly lawful. Moreover, the organization's leadership understands that these changes will take substantial staff time and will make it more difficult for Agroecology Commons to carry out its work. But because USDA funding has been so essential to the organization's bottom line, Agroecology Commons has determined that it would make these changes were the Challenged Conditions to remain in force.

63. **Plaintiff Oregon Farm Corps** has received USDA funding to support its work training and equipping the next generation of regenerative farmers and ranchers through hands-on skill building, education, and business support. OFC has a pending application for a nearly $750,000 grant from USDA's Beginning Farmers and Ranchers Development Program. OFC leadership has reviewed the 2026 Terms and Conditions, which would apply to any new award, and determined that it would need to make substantial changes to its work in order to comply with the Challenged Conditions. For instance, before certifying compliance with the Discrimination Policy and DEI Provisions, OFC would need to alter its approach to determining admission into and allocating scholarship support for its farmer training programs, making it harder to serve audiences that have been historically underserved in agriculture. Those programs are supported in part by an existing award under USDA's 2501 Program, and OFC would have to spend substantial staff time reviewing and adjusting its approach under that grant—even though USDA specifically

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awarded OFC those funds to help farmers from groups that have historically been less able to start and grow farm businesses. OFC has determined that it would likewise need to review and potentially edit content in its other programming to comply with these provisions. OFC has reviewed its speech and activity and determined that its programming is entirely consistent with applicable law, but the organization's leadership has determined that these changes are necessary to comply with the Challenged Conditions in the 2026 Terms and Conditions. Although these changes will hinder OFC's ability to fulfill its mission and uphold its values, the organization has determined that the promise of financial support from USDA is too important to give up at this point in the organization's history.

64. **Plaintiff SOFSA** has used USDA funding to support its work building a sustainable and equitable food system in the Syracuse, New York, region. When USDA announced its new 2026 Terms and Conditions, SOFSA was considering applying for USDA grant funding to support, among other things, its work to build a Food Vision 2050 plan for the Syracuse region. After reviewing the 2026 Terms and Conditions, however, SOFSA leadership determined that it cannot accept USDA funding subject to the Challenged Conditions. Although SOFSA's leaders do not believe its programming in fact violates any applicable antidiscrimination law, they are concerned that this administration may disagree about how antidiscrimination law applies to certain diversity and equity efforts. Thus, to comply with the Challenged Conditions, the organization would need to make substantial changes to both its programs and the values it promotes through its public statements. For example, SOFSA is concerned that its Community Connectors program would be viewed by USDA as an unlawful racial hiring or programming preference because it focuses on recruiting leaders from diverse communities within Syracuse, including communities that have experienced discrimination. In addition, SOFSA believes that it would need to substantially curtail

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its lawful work and public advocacy focusing on immigrants and refugees, including ongoing efforts to secure farmland for refugee and other New American farmers in the region. SOFSA believes that, were it to alter its activities to conform with the Challenged Conditions, it would be unable to effectively fulfill its mission or secure funding from non-federal funders that are particularly invested in supporting SOFSA's equity work. Accordingly, SOFSA has decided that it cannot apply for USDA funding so long as the Challenged Conditions remain in place.

65. **Plaintiff TSNE** operates as a fiscal sponsor to several projects that receive funding from USDA. TSNE has already signed the 2026 Terms and Conditions on behalf of one of those projects, and it is subject to certain restrictions from the Terms and Conditions through another project's status as a subgrantee on a separate USDA grant. Before agreeing to the 2026 Terms and Conditions, TSNE conducted a significant review of its own internal policies and external advocacy, as well as the policies, programs, and speech of its fiscally sponsored projects. This review assured TSNE that its programming was in compliance with existing, applicable law. Nevertheless, because TSNE generally found the Challenged Conditions vague and their potential application unclear, TSNE has made several changes to its work in order to minimize any potential risk of noncompliance. For instance, the organization has adjusted the way it speaks about its DEI programming and has stopped asking about gender identity when conducting both internal and external communications. TSNE leaders have also spent substantial time working with the staff of its fiscally sponsored projects that receive USDA funding to adjust the language they use about diversity, gender, and immigration. These changes have made it more difficult for both TSNE and its fiscally sponsored projects to conduct their work effectively and achieve their missions. But TSNE has determined that it must make that tradeoff, as USDA funding is too important to the work of its sponsored projects.

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CLAIMS FOR RELIEF

Count I
(U.S. Constitution – First Amendment)

66. This Court has inherent equitable power to enjoin executive conduct that violates the Constitution.

67. The First Amendment provides that "Congress shall make no law … abridging the freedom of speech." U.S. Const. amend. I.

68. The First Amendment imposes substantial limitations on the federal government's authority to attach conditions to federal funding that restrict funding recipients' free speech rights. In particular, the government may not leverage funding to regulate speech outside of the contours of the federal program, and may not use its power to award subsidies as a means of penalizing disfavored viewpoints. In addition, the government unconstitutionally burdens funding recipients' First Amendment rights when it seeks to impose speech restrictions that are unrelated to the legitimate objectives of the federal program.

69. The Challenged Conditions violate those principles and seek to unconstitutionally restrict or chill the speech of grantees and prospective grantees.

70. The Discrimination Policy Provision and the DEI Provision unconstitutionally seek to restrict USDA grantees' speech beyond the contours of the federal program—asking grantees to certify that, during the term of the award, they will follow the Trump Administration's "antidiscrimination … policies" and will not "advance or promote Diversity, Equity, and Inclusion in violation of Federal anti-discrimination laws." Official USDA statements and memoranda make clear that Defendants have adopted extreme "antidiscrimination policies" disconnected from existing legal standards, and they have taken an unprecedented and unsupported view of when DEI

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activities violate antidiscrimination law. These provisions sweep in, and chill, protected speech promoting diversity, equity, and inclusion.

71. The Discrimination Policy Provision and the DEI Provision's restrictions on speech advancing or promoting diversity, equity, and inclusion are also unrelated to the legitimate objectives of the federal program. And they are unconstitutionally designed to suppress a viewpoint disfavored by the Trump Administration—namely, the idea that diversity, equity, and inclusion are worthy goals.

72. The Gender Ideology Provision, too, violates the First Amendment's well-established limits on government speech regulation. The Gender Ideology Provision's mandate that "[n]o funding may be used to promote gender ideology" imposes a limitation on grantee speech about issues of gender identity that is entirely unrelated to the objectives of USDA's grantmaking programs. In so doing, that restriction penalizes a viewpoint that USDA disfavors—namely, the idea that gender is not a binary.

73. The Immigrant Support Provision likewise violates the First Amendment. In that provision, USDA prohibits grantees from "demonstrat[ing] the availability of public benefits" in a way that might "provide incentive[] for illegal immigration." This provision places substantial viewpoint discriminatory restrictions on grantees' speech to and about immigrant communities—by forbidding grantees from disagreeing with the administration's view that undocumented immigrants must be denied benefits, dignity, and support, and that undocumented immigration must be discouraged. That limitation is entirely unrelated to the objectives of USDA's grantmaking program.

74. Plaintiffs, through their mission-oriented programming, engage in substantial speech contrary to USDA's new speech code—including speech that promotes diversity, equity,

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and inclusion; speech acknowledging that gender is not a binary; and speech that encourages participation in programming regardless of immigration status. The Challenged Conditions thus would require Plaintiffs to stifle their speech on important issues of public concern, should they accept future USDA grant funding while the 2026 Terms and Conditions are in place.

Count II
(U.S. Constitution – Fifth Amendment Due Process)

75. This Court has inherent equitable power to enjoin executive conduct that violates the Constitution.

76. The Due Process Clause of the Fifth Amendment provides that "[n]o person shall … be deprived of life, liberty, or property, without due process of law." U.S. Const. amend. V.

77. Under the Due Process Clause, any prohibitions embedded in government regulation must be clearly defined, so as to give a person of ordinary intelligence fair notice of what is prohibited, and to avoid the encouragement of arbitrary and discriminatory enforcement by government officials. Government prohibitions that are not clearly defined in this way are void for vagueness. Moreover, prohibitions that inhibit the exercise of constitutionally protected rights, such as the First Amendment right to freedom of speech, must satisfy an even more stringent vagueness test. Courts apply such a stringent test because, where individuals do not know whether a government regulation prohibits their speech, they may choose not to exercise their First Amendment rights at all, leading to an unconstitutional chill on speech beyond the reach of a government regulation.

78. The Challenged Conditions implicate Plaintiffs' protected liberty interest in their First Amendment right to freedom of speech, and they are unconstitutionally vague.

79. Both the Discrimination Policy Provision and the DEI Provision purport to limit programming that "promotes" or "advances" DEI "in violation of Federal anti-discrimination

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laws." But neither the provisions, nor the incorporated DEI EO, offer any definition of "Diversity, Equity, and Inclusion." They also do not give any clear indications of when DEI initiatives might violate federal antidiscrimination law—a particular concern given that the Trump Administration generally, and USDA specifically, has taken unprecedented and unsupported positions on the application of antidiscrimination law. Adding to the potential for confusion, neither provision offers any explanation of what speech constitutes the "promotion" or "advancement" of these now-forbidden ideas.

80. The Gender Ideology Provision is similarly vague in its instruction that no federal funding can be used to "promote gender ideology." Although that provision incorporates the Gender Ideology EO, which contains a definition of "gender ideology," that underlying definition is vague. USDA has offered no clear guidance about what viewpoints and speech constitute the "replace[ment of] the biological category of sex with an ever-shifting concept of self-assessed gender identity"—including whether acknowledging the existence of trans people would fall under this definition. And again, the Gender Ideology Provision gives no guidance as to what constitutes the "promotion or advancement" of the disfavored idea that there is no gender binary.

81. Finally, the Immigrant Support Provision is vague because it gives no clear guidance about what kind of speech "demonstrates the availability of public benefits" so as to "provide incentives for illegal immigration," nor about when a program would improperly "provide public resources to meet the needs of illegal aliens."

82. Because the Challenged Conditions fail to provide fair notice to prospective grantees, including Plaintiffs, to understand what speech is prohibited, they are unconstitutionally vague in violation of the Fifth Amendment's Due Process Clause.

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Count III
(U.S. Constitution – Separation of Powers)

83. This Court has inherent equitable power to enjoin executive conduct that violates the Constitution.

84. The Constitution grants the power of the purse to Congress. U.S. Const., art. I, § 8.

85. The Executive Branch lacks inherent authority to amend congressional spending directives.

86. Unless authorized to do so by Congress, the Executive Branch cannot impose on federal spending conditions that are not included by Congress in the governing statutes.

87. Congress has not conditioned the receipt of USDA grant funding on any of the substantive requirements of the Challenged Conditions—not on restricting activity or following government speech codes on issues related to DEI, gender identity, or immigration. Congress likewise has not delegated authority to USDA to impose those types of conditions on federal grantees.

88. Despite this lack of constitutional or statutory authority, Defendants have imposed the Challenged Conditions on USDA grantees, including Plaintiffs. USDA's adoption of the Challenged Conditions thus violates separation-of-powers principles.

Count IV
(U.S. Constitution – Spending Clause)

89. This Court has inherent equitable power to enjoin executive conduct that violates the Constitution.

90. The Spending Clause, U.S. Const. art. I, § 8, cl. 1, vests in Congress broad discretion to tax and spend for the general welfare, including the funding of state or private programs and activities.

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91. Courts have recognized that, although the Spending Clause authorizes Congress to impose conditions on recipients of federal spending, the Spending Clause also places limits on the type of conditions that can be attached to federal funds. As relevant here, any conditions must be unambiguous, so that potential grantees can make a knowing decision when accepting a federal award. In addition, conditions on federal grants must be related to the federal interest the agency is carrying out with the funds in question. When Congress authorizes the Executive Branch to set conditions on grant funding, these same principles apply.

92. The Challenged Conditions fail to unambiguously set out their requirements, leaving potential grantees like Plaintiffs to guess what rights they are giving up and what requirements they must satisfy if they accept a USDA grant award.

93. The Challenged Conditions are also disconnected from the purposes of USDA's grant programs. Rather than ensuring that USDA grantees can carry out their work as Congress instructed, the Challenged Conditions attempt to force USDA grantees to adopt the Trump Administration's preferred viewpoint on substantial issues of social policy, including on issues of race and diversity, gender identity, and immigration.

94. Thus, in addition to being unauthorized by Congress, the Challenged Conditions are unlawful because they are inconsistent with the Spending Clause's limits.

Count V
(APA – Agency Action in Excess of Statutory Authority)

95. The APA directs courts to hold unlawful and set aside agency actions that are "in excess of statutory jurisdiction, authority, or limitations or short of statutory right." 5 U.S.C. § 706(2)(C).

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96. No statute authorizes USDA to impose the Challenged Conditions on USDA grantees, or to condition the acceptance of USDA grant funds on adopting the Trump Administration's preferred viewpoint on race and diversity, gender identity, and immigration.

97. Defendants therefore acted in excess of their statutory authority in adopting the Challenged Conditions.

Count VI
(APA – Arbitrary and Capricious Agency Action)

98. The APA directs courts to hold unlawful and set aside agency actions that are "arbitrary, capricious, [or] an abuse of discretion." 5 U.S.C. § 706(2)(A).

99. USDA's adoption and imposition of the Challenged Conditions is arbitrary and capricious. The Challenged Conditions purport to impose new obligations on USDA grantees without offering any meaningful guidance on what conduct or speech is prohibited and while exposing grantees to serious penalties—ranging from the recoupment of grant funds to civil and even criminal liability. Through these Conditions, USDA unreasonably requires grantees to agree to a variety of undefined or confusing restrictions, including agreeing to abide by terms of Executive Orders that do not have any clear application to federal grantees. In addition, USDA failed to consider substantial aspects of the issue when adopting the Challenged Conditions. Among other things, USDA did not consider the conflict between the Challenged Conditions and the purposes Congress set out for a variety of different USDA grant programs that specifically focus on ensuring that USDA funds go to support underserved or underrepresented communities. And USDA offered no reasoned explanation for why it chose to impose the new obligations in the Challenged Conditions.

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Count VII
(APA – Agency Action Contrary to Constitutional Right)

100. The APA directs courts to hold unlawful and set aside agency actions that are "contrary to constitutional right, power, privilege, or immunity." 5 U.S.C.§ 706(2)(B).

101. For the reasons set out in Counts I through IV, the Challenged Conditions are unconstitutional: They violate Plaintiffs' First Amendment rights, are void for vagueness under the Fifth Amendment's Due Process Clause, run afoul of separation-of-powers principles, and/or were imposed in violation of the Spending Clause.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that this Court:

a. Declare the Challenged Conditions unconstitutional and unlawful;

b. Vacate and set aside the Challenged Conditions;

c. Preliminarily and permanently enjoin Defendants, their agents, and all persons acting in concert or participation with Defendants from imposing, implementing, or enforcing the Challenged Conditions;

d. Award Plaintiffs their costs and attorneys' fees for this action; and

e. Grant any other relief as this Court deems appropriate.

DATED this 30th day of July, 2026.

Respectfully submitted,

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**Pro hac vice application forthcoming*