

CERTIFICATION OF ETHICS AGREEMENT COMPLIANCE Senate Confirmed Presidential Appointee		
1. Appointee's Information	a. Appointee's Name:	to be completed by OGE Ben R. Wagner
	b. Position Title:	to be completed by OGE Inspector General
	c. Agency:	to be completed by OGE Tennessee Valley Authority
	d. Date Ethics Agreement Signed:	to be completed by OGE September 24, 2021
	e. Date Confirmed:	to be completed by OGE May 26, 2022
	f. Due Date for Certification of Ethics Agreement Compliance:	to be completed by OGE August 31, 2022
2. Resignations	<i>I completed all of the resignations indicated in my ethics agreement before I assumed the duties of my current government position.</i>	☒ Yes ☐ No ☐ N/A
3. Divestitures	a. <i>I have completed all of the divestitures indicated in my ethics agreement. I also understand that I may not repurchase these assets during my appointment without OGE's prior approval.</i>	☐ Yes ☐ No ☒ N/A
	b. <i>I have filed a periodic transaction report, or periodic transaction reports, (OGE Form-T) to disclose the completion of these agreed upon divestitures.</i>	☐ Yes ☐ No ☒ N/A Filing Date(s) of OGE Form 278-T Report(s):
4. Managed Accounts	<i>If I have a managed account or use the services of an investment professional, I have notified the manager or professional of the limitations indicated in my ethics agreement. In addition, I am continuing to monitor purchases.</i>	☐ Yes ☐ No ☒ N/A
5. Interim Recusals	<i>I complied with my interim recusal obligations pending the divestitures required by my ethics agreement.</i>	☐ Yes ☐ No ☒ N/A

6. Recusals <i>(Note: These factual statements describe the appointee's current status. They are not intended to modify ethics agreement commitments or create new recusal obligations.)</i>	a. <i>As required by 18 U.S.C. § 208, I will continue to recuse from particular matters in which I know I have a <u>personal or imputed</u> financial interest directly and predictably affected by the matter, unless I receive a waiver or qualify for a regulatory exemption.</i>	☒ Yes ☐ No
	b. <i>I am recusing from particular matters in which any former employer or client I served in the past year is a party or represents a party, unless I have been authorized under 5 C.F.R. § 2635.502(d).</i>	☒ Yes ☐ No ☐ N/A
	c. <i>I am recusing from particular matters in which any former employer or client I served in the two years prior to my appointment is a party or represents a party, unless I have received a waiver under Exec. Order 13989.</i>	☒ Yes ☐ No ☐ N/A
7. Waivers and Authorizations <i>(Consult with your agency's DAEO if uncertain under what authority a waiver or authorization was granted.)</i>	a. <i>I received a waiver pursuant to 18 U.S.C. § 208.</i> If yes, indicate the date of the waiver and indicate the financial interest covered by the waiver.	☐ Yes ☒ No Date: Financial interest:
	b. <i>I received a waiver pursuant to Executive Order 13989.</i> If yes, indicate the date of the waiver and the subject of the waiver (i.e., applicable paragraph of the ethics pledge, parties, particular matters, specific issue areas, as applicable).	☐ Yes ☒ No Date: Subject:
	c. <i>I received an authorization pursuant to 5 C.F.R. § 2635.502(d).</i> If yes, indicate date of authorization and identify the covered person(s) as to whom you have been authorized (e.g., former employer, former client, spouse's employer, spouse's current client, etc.).	☐ Yes ☒ No Date: Covered person(s):
	d. <i>I received a waiver pursuant to 5 C.F.R. § 2635.503(c).</i> If yes, indicate the date of the waiver and identify the former employer or payer.	☐ Yes ☒ No Date: Former employer or payer:

8. Payments, Accelerations, or Divestitures Required to be Completed Prior to Entering Government Service	Mark this box if not applicable: ☒	a. <i>If I committed that I would forfeit a financial interest or payment, unless it was received or accelerated prior to my assumption of the duties of the government position:</i>	☐ <i>I received it (or it was accelerated) prior to my assumption of the duties of the position.</i> ☐ <i>I received it (or if was accelerated after my assumption of the duties of the position.</i> ☐ <i>I forfeited it.</i>
9. Requirements for Regular Appointees	<i>I have completed my initial ethics briefing, pursuant to 5 C.F.R. § 2638.305.</i> If you are a Special Government Employee (SGE) or career Foreign Service Officer (FSO), select N/A.	☒ Yes ☐ No ☐ N/A	<i>I have signed the ethics pledge pursuant to Executive Order 13989.</i> If you are a SGE or career FSO or previously signed the pledge, select N/A. ☒ Yes ☐ No ☐ N/A
10. Additional Ethics Agreement Requirements	to be completed by OGE	to be completed by appointee <i>I am complying with these requirements as described in the adjacent box.</i> ☒ Yes ☐ No ☐ N/A	11. Comments of Appointee
Any intentionally false or misleading statement or response provided in this certification is a violation of law punishable by a fine or imprisonment, or both, under 18 U.S.C. § 1001.			
<i>I certify that the information I have provided is complete and accurate.</i>	Appointee's Signature: <i>Don R Wagner</i>	Date: <i>6-7-2022</i>	

Privacy Act Statement	Section 110 of the Ethics in Government Act of 1978, as amended, requires the reporting of this information. The primary use of the information on this report is for review by Government officials to determine an appointee's compliance with applicable Federal laws and regulations, and the appointee's Ethics Agreement. Failure to provide the requested information may result in notification of lack of compliance to the Senate and the head of the appointee's agency, or the White House, and/or could result in OGE declining to certify the appointee's financial disclosure reports. The appointee could also be required to recuse from matters based on uncertainty as to whether they have divested or resigned from a matter determined to raise potential conflicts. This information will be publically posted to the OGE website at www.oge.gov in accordance with OGE/GOVT-1, Executive Branch Personnel Public Financial Disclosure Reports and Other Name-Retrieved Ethics Program Records (routine use "k."). Please see OGE/GOVT-1 for more information about the maintenance and disclosure of this information.
Filing the Certification of Ethics Agreement Compliance	Your position as one of our government's most senior leaders brings with it extraordinary responsibilities. One of those responsibilities is to serve as a role model for all executive branch employees by demonstrating a commitment to ethical principles and actively seeking to avoid conflicts of interest. This includes compliance with the ethics agreement you signed prior to and as a condition of your confirmation. By signing this Certification of Ethics Agreement Compliance (Certification) you certify that you have complied with the terms of your ethics agreement. The information below is intended to help you timely meet your obligation to complete and submit this form to the U.S. Office of Government Ethics (OGE). You are required to comply with the provisions of your ethics agreement within three months of the date of your confirmation, unless otherwise specified. Please: • Review your ethics agreement carefully. • If your ethics agreement requires you to resign from an outside position, please note that resignations are generally required "upon confirmation." • Identify any provisions of your ethics agreement that may require coordination with an account manager or other third party. • Initiate any necessary action early enough to timely comply with your ethics agreement. • If you qualify for and wish to request a Certificate of Divestiture, please submit your request as soon as possible through your agency's Designated Agency Ethics Official (DAEO). If your ethics agreement specifies that you have more than three months to comply with a particular provision, you must still comply with the remaining provisions within the standard three-month period and submit a Certification (through your agency's DAEO) within seven days thereafter. If you have not complied with a provision of your ethics agreement, please provide an explanation in Box 11, Comments of Appointee. You will be provided with an additional Certification to complete and submit to OGE to certify that you have complied with all provisions of your ethics agreement. Extensions: OGE may grant an extension of time for complying with a provision of your ethics agreement if, in its sole discretion, it determines that an unusual hardship has/will prevent you from complying timely. Generally, waiting for an account manager to sell an interest, not being able to locate records, or waiting for OGE to process a request for a Certificate of Divestiture are not considered unusual hardships. As noted in the Privacy Act Statement above, not submitting your Certification may result in notification of lack of compliance to the Senate, the head of your agency, or the White House. OGE may also decline to certify your financial disclosure reports. You may also be required to recuse from matters based on uncertainty as to whether you have completed required divestitures and resignations. OGE may also post a notice on its website, in place of your Certification, stating that you have not yet submitted the required certification. While it is your personal responsibility to take the steps necessary to comply with your ethics agreement, your agency's DAEO is available to assist you in completing this Certification and submitting it to OGE. Any questions you may have should be directed to your agency's DAEO.

Ben R. Wagner

September 24, 2021

David Fountain
Executive Vice President, General Counsel
and Designated Agency Ethics Official
Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902-1401

Dear Mr. Fountain:

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 to the position of Inspector General of the Tennessee Valley Authority. It is my responsibility to understand and comply with commitments outlined in this agreement.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 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 particular 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.

In the event that an actual or potential conflict of interest arises during my appointment, I will consult with an agency ethics official and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset.

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 regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will receive a live ethics briefing from a member of the ethics office after my confirmation but not later than 15 days after my appointment pursuant to the ethics program regulation at 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will submit my Certification of Ethics Agreement Compliance which documents my compliance with this ethics agreement.

I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13989) and that I will be bound by it. Among other obligations, I will be required to recuse from particular matters involving specific parties involving my former employer or former clients for a period of two years after I am appointed, with the exception of states, local and federal government.

I will not modify this ethics agreement without your approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – EMPLOYMENT-RELATED RESIGNATIONS

Upon confirmation, I will resign from my positions with Bicentennial Volunteers Incorporated/National Emergency Assistance and with BWX Technologies, Inc. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 3 – SPOUSE EMPLOYMENT

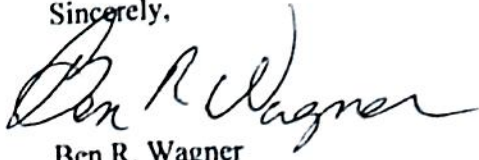
My spouse is employed by Maryville City Schools, in a position for which she receives an hourly fee. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for as long as my spouse continues to work for the Maryville City Schools, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 4 – PUBLIC POSTING

I have been advised that this ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 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.

David Fountain
Page 3
September 24, 2021

Sincerely,



Ben R. Wagner