



U.S. Department of Justice

Washington, D.C. 20530

David J. Apol, Acting Director
and General Counsel
Office of Government Ethics
Suite 500
1201 New York Avenue, NW
Washington, DC 20005-3919

APR 20 2018

Dear Mr. Apol:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of Erica H. MacDonald. President Trump has nominated Ms. MacDonald to serve as United States Attorney for the District of Minnesota.

We have conducted a thorough review of the enclosed report and have counseled Ms. MacDonald on the ethics rules. Although it is not possible to provide for all of the specific circumstances which might give rise to a financial conflict of interest because the work of United States Attorneys involves a wide variety of matters involving specific parties, and it is not possible to predict where conflicts will arise until specific parties are identified, we have counseled Ms. MacDonald on the applicable conflict-of-interest laws and regulations and, in particular, on the application of 18 U.S.C. § 208.

As required by 18 U.S.C. § 208 and the provisions of 5 C.F.R. § 2635.401 et seq., Ms. MacDonald will not participate personally and substantially in any particular matter in which she knows that she has a financial interest directly and predictably affected by the matter, or in which she knows that a person whose interests are imputed to her has a financial interest directly and predictably affected by the matter, unless she first obtains a written waiver, pursuant to Section 208(b)(1), or qualifies for a regulatory exemption, pursuant to Section 208(b)(2). Ms. MacDonald understands that the interests of the following persons are imputed to her: her spouse; minor children; any general partner of a partnership in which she is a limited or general partner; any organization in which she serves as an officer, director, trustee, general partner or employee; and any person or organization with which she is negotiating or has an arrangement concerning prospective employment. In determining whether a particular matter has a direct and predictable effect on her financial interests or on those of any other person whose interests are imputed to her, Ms. MacDonald will consult with the Executive Office for United States Attorneys (EOUSA), General Counsel's Office, and will follow the procedures outlined in the United States Attorneys' Manual, Section 3-2.170 et seq. As stated in the attachment to this Ethics Agreement, Ms. MacDonald understands and agrees to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in this agreement.

Upon confirmation, Ms. MacDonald will resign from her position as a District Court Judge for the Minnesota First Judicial District. For a period of one year after her resignation, Ms. MacDonald will have a “covered relationship” under 5 C.F.R. § 2635.502 with the Minnesota First Judicial District. Pursuant to 5 C.F.R. § 2635.502, Ms. MacDonald will seek written authorization to participate in particular matters involving specific parties in which the Minnesota First Judicial District is a party or represents a party. However, Ms. MacDonald will not be authorized to participate personally and substantially in any particular matters involving specific parties in which she previously participated in her capacity as a District Court Judge for the Minnesota First Judicial District.

Ms. MacDonald has been advised that the duties of the position of United States Attorney may involve particular confidential matters identified by the United States Attorney’s Office (USAO) that may affect her financial interests. EOUSA has determined that it is not necessary at this time for Ms. MacDonald to divest her financial interests because her recusal from particular matters in which these interests pose a conflict of interest will not substantially limit her ability to perform the essential duties of the position of United States Attorney. Immediately upon confirmation, EOUSA will prepare recusals for all particular matters in which Ms. MacDonald will not be granted a waiver or will not qualify for a regulatory exemption.

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

Ms. MacDonald’s spouse is an equity owner of GeneriSys, LLC. For as long as Ms. MacDonald’s spouse continues to be an equity owner of GeneriSys, LLC, she will not participate personally and substantially in any particular matter that to her knowledge has a direct and predictable effect on the financial interest of this entity unless she first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1). Ms. MacDonald also will not participate personally and substantially in any particular matter involving specific parties in which she knows a client of her spouse is a party or represents a party, unless she is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Ms. MacDonald’s spouse is employed by OptiSource, LLC, from which he receives a fixed salary and a bonus tied to his performance. Ms. MacDonald’s spouse also receives consulting fees from GeneriSys Consulting, GLG Consulting, and Guidepoint Advisors. For as long as her spouse continues to work for or receive consulting fees from one of these entities, she will not participate personally and substantially in any particular matter that to her knowledge has a direct and predictable effect on her spouse’s compensation or employment with that entity, unless she first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1). Ms. MacDonald will also not participate personally and substantially in any particular matter involving specific parties in which she knows OptiSource, LLC, GeneriSys Consulting, GLG Consulting, Guidepoint Advisors, or any client of her spouse is a party or represents a party, unless she is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, Ms. MacDonald will resign from her positions with the Minnesota District Judges Foundation and Saint Thomas Academy. Ms. MacDonald previously resigned from

positions with the Minnesota District Judges Association and the 2016 Canvassing Board. For a period of one year after her resignation from each of these organizations, she will not participate personally and substantially in any particular matter involving specific parties in which that organization is a party or represents a party, unless she is first authorized to participate, pursuant to 5 CFR § 2635.502(d).

The USAO has conducted a conflict review, and has found no additional conflicts of interest. Should additional conflicts arise, the USAO will seek the necessary waiver(s) or recusal(s) of the nominee immediately upon her confirmation. An appropriate screening mechanism will be identified and immediately upon appointment of the new United States Attorney, all necessary USAO personnel will be advised in writing of all matters in which the new United States Attorney may not participate. The notification will specifically list the matters and identify the Acting United States Attorney for those matters.

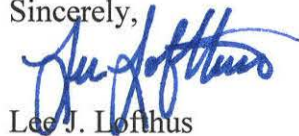
Ms. MacDonald will meet in person with the United States Attorney's Office ethics advisor during the first week of her service in the position of United States Attorney for the District of Minnesota in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of her confirmation, she will document her compliance with this ethics agreement by notifying the Executive Office for United States Attorneys, General Counsel's Office, in writing when she has completed the steps described in this ethics agreement.

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

Finally, Ms. MacDonald understands that as an appointee she is required to sign the Ethics Pledge (Exec. Order No. 13770) and that she will be bound by the requirements and restrictions therein in addition to the commitments she has made in this ethics agreement.

Based on the above agreements and counseling, I am satisfied that the report presents no conflicts of interest under applicable laws and regulations and that you can so certify to the Senate Judiciary Committee.

Sincerely,

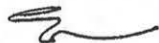


Lee J. Lofthus
Assistant Attorney General
For Administration and
Designated Agency Ethics Official

Enclosure

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General for Administration and Designated Agency Ethics Official on April 20, 2018, and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the agreement. In addition, I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.



Erica H. MacDonald

April 20, 2018
Date