

October 26,2021

P. Michele Ellison
Acting General Counsel and Designated Agency Ethics Official
Federal Communications Commission
45 L Street, NE
Washington, DC 20002

Dear Ms. Ellison:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Commissioner of the Federal Communications Commission. 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 an 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.

As required by the Communications Act, 47 U.S.C. § 154(b)(2), I will not acquire or hold a financial interest in any entity that has a significant interest in matters that are the subject of regulation by the Commission. Nor will I accept any official relationship with any entity

significantly regulated by the Commission. In addition, as also required by the Communications Act, 47 U.S.C. § 154(b)(4), I will not engage in any other business, vocation, profession, or employment.

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 federal, state and local 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 – NON-FEDERAL POSITIONS

Upon confirmation, I will resign from my positions with the following entities:

- Georgetown Law Institute for Technology Law & Policy
- Benton Institute for Broadband & Society
- Electronic Frontier Foundation
- Sports Fans Coalition NY, 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).

In addition, I have provided services to the following member entities of an expert network:

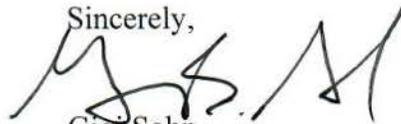
- Capstone, LLC
- Gerson Lehrman Group, Inc.
- Guidepoint Global, LLC
- AlphaSights, Inc.
- Third Bridge, Inc.

These services involved the provision of information for clients of the member entities, though I generally do not know the identities of these clients of the member entities. Upon confirmation, I will terminate my relationship with these member entities and cease providing such services.

Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after I terminated my relationship with each of these member 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). In addition, for a period of one year after I last provided service to a known client of a member entity, I will not participate personally and substantially in any particular matter involving specific parties in which I know the client 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 – 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.

Sincerely,

Gigi Sohn