

September 25, 2021

Mr. Richard C. Visek  
Principal Deputy Legal Adviser and  
Designated Agency Ethics Official  
Office of the Legal Adviser  
U.S. Department of State  
Washington, D.C. 20520

Re: Ethics Undertakings

Dear Mr. Visek:

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 Ambassador to the Republic of Panama. It is my responsibility to understand and comply with commitments outlined in this agreement.

#### SECTION 1 – GENERAL COMMITMENTS

I am committed to the highest standards of ethical conduct for government officials. If confirmed as the U.S. Ambassador to the Republic of Panama, 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.

I understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Panama, because they may be more likely than other companies to seek official assistance from or make contact with the Embassy or otherwise be affected by policies and engagement implemented by the Embassy. I will remain alert to the possible need for recusal where appropriate.

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.

In addition, I will recuse myself from participation on a case-by-case basis in any particular matter involving specific parties in which I determine that a reasonable person with knowledge of the relevant facts would question my impartiality in that matter, unless I am first authorized to participate, pursuant to the impartiality regulations at 5 C.F.R. Part 2635, Subpart E.

I have a managed account. I will direct the account manager or investment professional to obtain 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 monitor whether the account manager or investment professional is following this direction regarding prior approval.

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 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 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 – RESIGNATIONS

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

- College of William and Mary
- International Association of Women Judges
- International Senior Lawyers Project
- Community Capital Corporation
- Family Member Trust
- Family Member Estate

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 – DIVESTITURES

As soon as practicable but not later than 90 days after my confirmation, I will divest my interests in the entities listed in Appendix A. With regard to each of these entities, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the entity until I have divested it, 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 have verified that I will be able to carry out the divestitures within the timeframe described above.

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets. I understand that I must timely submit my request for a Certificate of Divestiture to allow for adequate time for OGE to process the Certificate of Divestiture, and in order to divest assets within the agreed upon timeframe.

I will not repurchase any asset I was required to divest without consulting with my agency ethics official and the U.S. Office of Government Ethics.

### SECTION 4 – INVESTMENT FUNDS

You have advised me that, at this time, I do not need to divest my interests in the following entities:

- Fund A, LP
- Resolute Fund II SIE, LP
- Resolute Fund IV, LP
- Siguler Guff Bric Opportunities Fund

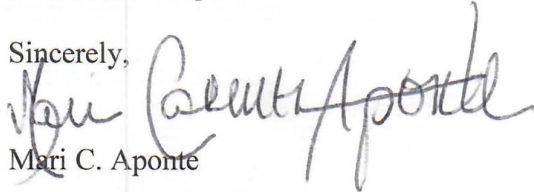
At this time, the funds do not pose any conflicts of interest. However, you have explained that there is a heightened risk of a conflict of interest if any of these funds are acquiring new holdings. I understand that I am personally responsible for avoiding conflicts of interest with respect to these funds and their holdings and I will monitor the investment information made available to me regarding these funds and consult as appropriate with the Office of the Legal Adviser for Ethics and Financial Disclosure at the Department of State. If in the future the holdings of any of these funds are determined to pose a conflict with the performance of my official duties, then I may be directed to divest my interest in such funds. In that event, I will do so within 90 days of such order, unless, I am unable to divest within 90 days pursuant to the terms of the investment fund. In that situation, I will divest at the earliest opportunity allowed under the terms of the investment fund. With regard to each of these funds, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the fund or its underlying holdings, 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). Finally, with respect to each fund that does not qualify as an excepted investment fund, pursuant to 5 C.F.R. § 2634.309, I will also timely file periodic transaction reports (OGE Form 278-T) for all covered transactions involving holdings of the fund.

#### SECTION 5 – 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,

  
Mari C. Aponte

## APPENDIX A

Abbott Laboratories  
AT&T 4.750% Ser-C PFD  
Bank of America Corp. (BAC) 6%-PFD Ser GG  
Bank of America Corp. (BAC) 5.875% PFD SER-HH  
Bank of America 7.25% PFD Ser-L  
Bank of America CO 5.00% PFD SER -LL  
Bank of America COR 4.375% PFD SER-NN  
Bristol-Myers Squibb Co.  
CHS INC. 7.50% PFD CL B  
CHS INC. 6.75% PFD CL B  
CHS INC 7.10% PFD CL B  
Capital One Financial Co. 6% PFD Ser- H  
Capital One Financial Co. 5% PFD Ser-I  
Citigroup Inc. 7.125% PFD Ser-J  
Citigroup, Inc. (C) 6.875% PFD Ser-K  
Citigroup Capital XIII 7.875% PFD  
The Goldman Sachs Group Inc. 5.5%. PFD Ser-J  
The Goldman Sachs Group, Inc. 6.37% PFD Ser-K  
JPMorgan Chase & Co. (JPM) 4.625% PFD Ser-LL  
Merck & Co. Inc.  
Organon & Co.  
PepsiCo, Inc.  
Pfizer Inc.  
Viatris, Inc.  
Wells Fargo & Co 4.70% PFD CL A  
Wells Fargo & Co 7.5% PFD CL A  
Wells Fargo & Co 5.85% PFD Ser-Q  
Wells Fargo & Co 6.625% PFD Ser- R  
Wells Fargo & Co 5.5% PFD SER-X  
Wells Fargo & Co 4.75% PFD SER-Z  
  
iShares Inc MSCI Japan ETF