

October 6, 2017

Ms. Ruth Vetter
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington DC 20310

Dear Ms. Vetter:

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 Assistant Secretary of the Army for Civil Works.

As required by 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 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.

Upon confirmation, I will resign from my position on the Mississippi River Commission for the U.S. Army Corps of Engineers.

I am the sole owner of a farm in New Madrid, Missouri. I will continue to have a financial interest in this farm, but I will not manage it or provide any services to it. Instead, I will receive only passive investment income from it. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on my financial interest in the farm, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my positions with the Riley James Family Limited Partnership and OSI Farms, LLC. I will continue to have a financial interest in these entities, but I will not provide services material to the production of income. Instead, I will receive only passive investment income from them. 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 either of these entities, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my position as manager of my spouse's farm. I will continue to have a financial interest in this farm, but I will not manage it or provide any services to it. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on my financial interest in the farm, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my positions with the following entities: AC Riley Cotton Co, LLC; AC Riley Land Co, LLC; and AC Riley Equipment Co, LLC. I will continue to have a financial interest in these entities. As Assistant Secretary, 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 any of these entities, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my position as trustee of the following trusts: Spouse's Generation Skipping Trust; Spouse's Trust; and Spouse's CFP GST. I will continue to have a financial interest in these trusts. As Assistant Secretary, 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 any of these trusts, 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).

Upon confirmation, I will resign from my position as trustee of the following trusts: Family Member Generation Skipping Trust; Family Member Trust; and Family Member CFP GST. 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).

Within 90 days of my confirmation, my spouse and I will divest our interests in the following stock:

Astrazeneca
AT&T
Dominion Resources
General Electric
Intel
IBM
Lockheed Martin
Pfizer
Royal Dutch Shell
Thomson Reuters
Verizon Communications

Until my spouse and I have divested these stocks, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on

these companies, 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 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.

The land owned outright by me or my spouse does not border on U.S. navigable waters and does not have wetlands. Some of the land held in trust for my wife and a member of her family borders U.S. navigable waters, is adjacent to the Mississippi River, or is adjacent to drainage ditches. There are wetlands on some of the property held in trust for my wife and a member of her family. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the properties held in trust for my wife and a member of her family, 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).

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 exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will meet in person with the appropriate senior Army ethics official during the first week of my service in the position of Assistant Secretary of the Army for Civil Works in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I understand that as an appointee I will be 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.

I have 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.

Sincerely,



Rickey D. James