

August 29, 2018

Ms. Susan E. Daniel
Designated Agency Ethics Official
International Joint Commission
United States Section
1717 H. Street NW, Ste. 835
Washington, D.C. 20006

Dear Ms. Daniel:

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 International Joint Commission.

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.

My position as a Director of Gibraltar Industries, Inc. ended with my resignation in May of 2018. I have common stock deferred share units and vested restricted stock units in Gibraltar Industries. I do not have vested restricted stock or any other stock awards outstanding, including stock options. Upon my resignation from Gibraltar Industries, I forfeited all of my unvested restricted stock and unvested restricted stock units. Vested restricted stock units in Gibraltar Industries will be converted to cash based on the stock price averaged over the 200 day period prior to my resignation, and distributed to me in December of 2018, the first calendar month after the six months after my resignation. In addition, pursuant to the standard practice for departing board members, I will be issued my deferred share units in common stock in November of 2018, six months after my resignation. The company has calculated and fixed the number of shares I will be issued for my deferred share units as of my May 2018 resignation from the Board of Gibraltar Industries. Because I will continue to have to have a financial interest in Gibraltar Industries, 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 Gibraltar Industries, 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 my position with the Philip M. and Jane Lewis Corwin Foundation. For a period of one year following my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know the Philip M. and Jane Lewis Corwin Foundation is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign my position with the Craig and Nanette Rung Irrevocable Family Trust. For a period of one year following my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know the Craig and Nanette Rung Irrevocable Family Trust is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

My spouse and I have a financial interest in Corwin Holdings LLC and Corwin Development LLC, family investment partnerships which specialize in long-term investments in commercial real estate. I do not hold a position with either entity. I will continue to hold a financial interest in each entity, but will not provide services material to the production of income. Instead, I will receive only passive investment income from 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 Corwin Holdings LLC or Corwin Development LLC, or their underlying assets, 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 reported financial interests in the following entities, which I will divest within 90 days of my confirmation:

3M MMM
Alfa Laval AB ADR ALFVY
Dow DuPont Inc DWDP
Enbridge Inc ENB
PPG Industries, Inc PPG
Quaker Chemical Corp. KWR
Williams Co. Inc WMB
Nextera Energy Inc

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 also will divest my interest in the Eaton Vance Worldwide Health Sciences, SPDR Select Sector Utilities, SPDR S&P Oil and Gas Exploration, SPDR Select Sector Financial and Vanguard Health (VCHCX) funds within 90 days of my confirmation. Until I have completed the divestiture of each fund, 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 holding of the fund that is invested in the sector in which the fund concentrates, 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.

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), or obligations of the United States.

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 will meet in person with you during the first week of my service in the position of Commissioner 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 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,

A handwritten signature in blue ink, appearing to read 'Jane Lewis Corwin', with a stylized, flowing script.

Jane Lewis Corwin