

March 16, 2025

Tracianna L. Winston
Designated Agency Ethics Official/
Chief Counsel Ethics Specialty Team
Department of Veterans Affairs
810 Vermont Ave, NW, Suite 1175
Washington, DC 20005

Dear Ms. Winston:

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 General Counsel for the Department of Veterans Affairs. 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;
- 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, even if uncompensated; 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.

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 – LAW OFFICES OF JAMES BAEHR, LLC

I am the sole proprietor of my law firm, which does business as The Law Offices of James Baehr, LLC. Upon confirmation, my law firm will cease engaging in any business, including the representation of clients. During my appointment to the position of General Counsel, Department of Veterans Affairs, the law firm will remain dormant and will not advertise. I will not perform any services for the firm, except to comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the law firm while it is in an inactive status. I will irrevocably transfer to a third party my interest in five contingency fee cases before assuming the duties of the position of General Counsel and will not receive any payments relating to these cases or the transfer of my interests in the same. In addition, all amounts owed to me by any of my clients will be fixed before I assume the duties of the position of General Counsel, and I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the ability or willingness of any of these clients to pay these amounts.

As General Counsel, 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 Law Offices of James Baehr LLC. In addition, pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, I will not participate personally and substantially in any particular matter involving specific parties in which I know a former client of mine is a party or represents a party for a period of one year after I last provided service to that client or until the client satisfies any outstanding bill, whichever is later, unless first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 3 – RESIGNATIONS

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

- The Pelican Institute of Public Policy
- Representatives Indemnity Company, Inc.
- Students and Academics for Free Expression, Speech and Political Action in Campus Education, Inc.
- America First Policy Institute
- Louisiana's Veteran's Affairs Commission

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

the entity 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 also will resign from my position as Counsel with Just Well Law. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know Just Well Law 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, pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, I will not participate personally and substantially in any particular matter involving specific parties in which I know a former client of mine is a party or represents a party for a period of one year after I last provided service to that client, unless first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 4 – FOX NEWS NETWORK, LLC

My spouse is employed by Fox News Network LLC, in a position for which she receives a fixed annual salary. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for as long as my spouse continues to work for Fox News Network LLC, I will not participate personally and substantially in any particular matter involving specific parties in which I know Fox News Network LLC, is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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,


James Baehr