July 31, 2025

Anika S. Cooper
General Counsel
Surface Transportation Board
395 E Street, S.W., Room 1272
Washington, DC 20423-0001

Dear Ms. Cooper:

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 Board Member of the Surface Transportation Board. 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, 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 Surface Transportation Board 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 (OGE) pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – INTEGRITY RAIL PARTNERS

I am the sole owner of my consulting firm, which does business as Integrity Rail Partners, Inc. Upon confirmation, the consulting firm will cease engaging in any business, including client engagements. During my appointment to the position of Board Member, the firm will remain dormant and will not advertise. I will not perform any services for the firm, except that I will comply with any court orders or subpoenas and any requirements involving legal filings, taxes, and fees that are necessary to maintain the firm while it is in an inactive status. As a Board Member, 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 Integrity Rail Partners, Inc. All amounts owed to me by any of my clients will be fixed before I assume the duties of the position of Board Member, 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. 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 I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Within the last year, I provided services to Marmon Holdings, Inc., and to L. E. Peabody & Associates, Inc. Marmon Holdings, Inc., is a subsidiary of Berkshire Hathaway, Inc., which has other subsidiaries, including BNSF Railway Company, an entity to which I provided no services within the past year. I may seek a limited written authorization to participate personally and substantially in particular matters involving specific parties in which I know BNSF Railway Company or L. E. Peabody & Associates, Inc., is a party or represents a party. Until such an authorization is granted, I will recuse pursuant to the impartiality regulation at 5 C.F.R. § 2635.502. I understand that any authorization for L. E. Peabody & Associates, Inc., will not allow me to participate personally and substantially in any particular matter involving specific parties in which I previously participated on behalf of L. E. Peabody & Associates, Inc.

SECTION 3 – OTHER CONSULTING RELATIONSHIPS

Upon confirmation, I will cease providing expert consulting services through the following entities:

- AlphaSights Ltd.
- Capvision Pro Corporation

- Gerson Lehrman Group, Inc.
- Guidepoint Global LLC

All amounts owed to me will be fixed before I assume the duties of the position of Board Member, 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 the entities, or related clients, pay these amounts. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after I terminate my relationship with 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 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 I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 4 – COMMTREX

I have been advised that the duties of the position of Board Member may involve particular matters affecting the financial interests of Commtrex. The agency has determined that it is not necessary at this time for me to divest my interest in this entity because the likelihood that my duties will involve any such matter is remote. Accordingly, 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 Commtrex, 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).

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,

Richard J. Kloster

Richard Kloster

7/31/25