

October 6, 2022

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 the United States Ambassador to Barbados, the Federation of St. Kitts and Nevis, Saint Lucia, Antigua and Barbuda, the Commonwealth of Dominica, Grenada, and Saint Vincent and the Grenadines. 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; 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.

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 understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Barbados, the Federation of St. Kitts and Nevis, Saint Lucia, Antigua and Barbuda, the Commonwealth of Dominica, Grenada, and Saint Vincent and the Grenadines, because they may be more likely than other companies to seek official assistance from or make other 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.

I have a managed account and during my appointment, I will direct the account managers 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 managers are following this direction regarding prior approval.

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 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 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 – NYHUS COMMUNICATIONS, LLC; NYHUS HOLDINGS, INC.; NYHUS COMMUNICATIONS, LLC 401(k) PROFIT SHARING PLAN

On June 30, 2022, I sold my ownership interest in Nyhus Communications, LLC (the “Firm”), which was held through my holding company, Nyhus Holdings, Inc. (the “Seller”), to Desautel Hege, Inc. (the “Purchaser”) in exchange for cash and a note payable to the Seller that is not secured by the Firm. The name of the Firm has been changed to “DH Puget Sound, LLC.” The purchase price was fixed by the purchase agreement (plus a payment for “excess working capital” which was determined by the accountants for the Firm and the Purchaser as of June 30th and has been paid). The Seller will transfer the note to me and upon receipt of the note, I will dissolve Nyhus Holdings, Inc. Until dissolution is complete, 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 Nyhus Holdings, Inc. or its underlying assets, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1). I have not retained and do not otherwise have any right to repurchase or repossess any ownership interest in the Firm. I have resigned from my

position as Managing Member of the Firm and will assist only to help in the transition to the Purchaser but will not provide any services after I assume the duties of the position of Ambassador.

Until the note is paid in full, 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 Purchaser to make payments on the note, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1). In addition, until any amounts owed by the Purchaser have been paid in full or for a period of one year after I last provide services to Purchaser, whichever is later, I will not participate personally and substantially in any particular matter involving specific parties in which I know the Purchaser is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I also 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).

Effective on the sale (June 30th), I resigned from my position as trustee of the Nyhus Communications, LLC 401(k) Profit Sharing Plan. The name of this entity has been changed to DH Puget Sound, LLC 401(k) Profit Sharing Plan. For a period of one year from my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know the DH Puget Sound, LLC 401(k) Profit Sharing Plan is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

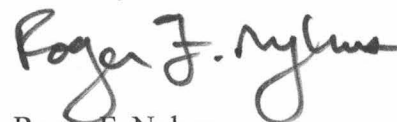
SECTION 3 – OTHER RESIGNATIONS

I previously resigned from my positions as Board Member and Executive Committee Member with the Downtown Seattle Association in June 2022. 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 the Downtown Seattle Association is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 4 – 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,

A handwritten signature in black ink that reads "Roger F. Nyhus". The signature is written in a cursive, flowing style.

Roger F. Nyhus