

NOV 27 2019

Mr. Scott Thompson
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington, DC 20301

Dear Mr. Thompson:

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 Navy (Energy, Installations & Environment).

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.

I will divest my interests in the entities identified in Attachment A within 90 days of my confirmation. 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 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.

I am the sole proprietor and Chief Executive Officer (CEO) of Commercial Realty LLC. Upon my confirmation, I will put Commercial Realty LLC in a dormant status. I will continue to be the CEO of Commercial Realty LLC, and will continue to have a financial interest in this entity, but I will not provide services material to the production of income. 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 Commercial Realty LLC unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I am the sole owner of CW Properties LLC of St. Louis, Missouri, CAW Properties LLC of Dover Delaware, and CAW Properties LLC of Alton Illinois. During my appointment as

Assistant Secretary of the Navy (Energy, Installations and Environment), I will continue to be the owner of CW Properties LLC, CAW Properties LLC of Dover Delaware and CAW Properties LLC of Alton Illinois and will continue to have a financial interest in these entities, but I will not provide services material to the production of income. I will retain a third-party manager for CW Properties LLC. 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 CW Properties LLC, CAW Properties LLC of Dover Delaware or CAW Properties LLC of Alton Illinois, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I am a non-managing member in WSK Properties LLC. During my appointment as Assistant Secretary of the Navy (Energy, Installations and Environment), I will continue to be a non-managing member of WSK Properties LLC, and will continue to have a financial interest in this entity, but I will not provide services material to the production of income. 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 the financial interests of WSK Properties LLC, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I resigned from Vet.Jobs.Com in June 2019. 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 this firm is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I am an investor in one limited partnership, Lindbergh Technology Fund, which makes venture capital investments, principally by investing in and holding equity in privately held companies. I am contractually locked into this limited partnership agreement. The underlying holdings of the limited partnerships are currently not on the DoD contractor list. I will be notified of investments as they are made. I will promptly notify my ethics official to determine if any company is on the DoD contractor list or poses a conflict of interest with my duties as Assistant Secretary. Any such entity will be added to my screening arrangement. For as long as I am invested with Lindbergh Technology 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 Lindbergh Technology Fund, or the underlying assets of the funds in which I am invested, 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 am personally responsible for avoiding conflicts of interest with respect to the funds and their holdings, and I will monitor the investment information made available to me regarding the funds and consult with you as appropriate. If in the future the holdings of any of the funds are determined to pose a conflict with the performance of my official duties, then I may be directed to divest my interests in the funds. In that event, I will do so within 90 days of such order. Finally, I will also timely file periodic transaction reports (OGE Form 278-T) for all covered transactions involving holdings of the fund.

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.201(b) with regard to any of my financial interests in sector mutual funds, I will monitor the value of those interests. If the aggregate value of my interests in sector mutual funds that concentrate in any one sector exceeds \$50,000, I will not participate personally and substantially in any particular matter that to my

Mr. Scott Thompson

Page 3

knowledge has a direct and predictable effect on the financial interests of any holdings of the funds that are in the specific sector in which the funds concentrate, 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 rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests in securities, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate personally and substantially in the particular matter that to my knowledge has a direct and predictable effect on the interests, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

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 Navy ethics official during the first week of my service in the position of Assistant Secretary of the Navy (Energy, Installations & Environment) 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 the appropriate senior Navy ethics official 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,

A handwritten signature in cursive script, appearing to read "C. Williams", written in dark ink.

Charles A. Williams

Attachment A

Johnson Controls
American Electric Power
Bank of America
British Petroleum
Dominion Energy
Exxon Mobil
General Motors
AT&T
Chevron
Emerson Electric
Goodyear Tire and Rubber
Nextera Energy