June 5, 2025

Ms. Danica Irvine
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington, DC 20310

Dear Ms. Irvine:

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 Army (Financial Management and Comptroller). 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 ethics office after my confirmation but not later than 7 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 – ANDERSEN ADVISORY, LLC

I am the sole proprietor of my consulting firm, which does business as Andersen Advisory LLC. Through this LLC, I receive compensation for services as a Senior Advisor to Ernst & Young LLP and as Chairman of the Board of Advisors for VTech Solution, Inc. I have no other clients through the firm. Upon confirmation, my consulting firm will cease engaging in any business, including the representation of clients. During my appointment to the position of Assistant Secretary, 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 Assistant Secretary, 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 Andersen Advisory LLC.

SECTION 3 – ERNST & YOUNG LLP

I previously served as a Senior Partner with Ernst & Young LPP (EY), a position from which I retired July 2024. I currently provide Senior Advisor services through Andersen Advisory LLC, as noted in Section 2, for which I receive cash fees. Upon confirmation, I will cease providing services to the firm, and any outstanding fees will be fixed before I assume the duties of Assistant Secretary. My estimated partnership earnings for 2024 will be finalized when the firm finalizes the 2024 K-1 in September 2025. At that time, I will receive any needed adjustment payment, including any refund of excess tax withholding. The calculation of any adjustment payment is based solely on firm activities in 2024, and I am owed no further payments, other than my regular retirement payments as a participant in the EY cash balance pension plan and EY defined benefit pension plan. Until I receive any needed adjustment payment from the K-1 and my outstanding Senior Advisor fees, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the firm's ability or willingness to make either payment, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after I last provide services to EY as Senior Advisor, I will not participate personally and substantially in any particular matter involving specific parties in which I know the firm 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 – VTECH SOLUTIONS, INC.

I currently serve as Chairman of the Board of Advisors of VTech Solution, Inc., and receive compensation through Andersen Advisory LLC, as noted in Section 2. I receive monthly cash fees and I am owed a fixed cash receivable in lieu of stock appreciation rights. I hold no equity, vested or unvested, in the firm. Upon confirmation, I will resign from the Board of Advisors and cease providing services to the firm. I will receive all payments due to me before assuming the duties of Assistant Secretary. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.503, for a period of two years after my receipt of these payments, I will not participate personally and substantially in any particular matter involving specific parties in which VTech Solutions, Inc., is a party or represents a party, unless I first receive a written waiver, pursuant to 5 C.F.R. § 2635.503(c).

SECTION 5 – OTHER RESIGNATIONS

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

- Americas Warrior Partnership
- Trustar Youth Foundation
- Virginia Veterans Services Foundation

I previously ended my position with Tesla Government Inc. in April 2025. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, 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 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).

SECTION 6 – RETAINED POSITION

I will retain my position as a trustee of my revocable living trust. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Assistant Secretary. 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 trust, unless I first obtain a written wavier 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 7 – IRONGATE FUNDS

I have an equity interest in IronGate Union LLC Class B and IGPH II LLC. As soon as practicable but not later than 90 days after my confirmation, I will divest my interests in IronGate Union LLC Class B and IGPH II LLC. With regard to each of these funds, 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 fund or its underlying holdings 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 have verified that I will be able to carry out the divestitures within the timeframe described above.

SECTION 8 – SPOUSE EMPLOYMENT

My spouse is an executive with Trustar Bank and she holds stock, restricted stock, stock options, and warrants in the firm. I also hold stock and warrants in the firm. 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 Trustar Bank unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

In addition, my spouse serves as a director for the Forge Insurance Group. She holds restricted and unrestricted stock in the Forge Insurance Group. 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 Forge Insurance or Forge Insurance Group unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

SECTION 9 - OTHER COMMITMENTS

In addition to the impartiality regulation at 5 C.F.R. § 2635.502, I understand that as an employee of the Department of Defense I will be required to comply with Section 1117 of the National Defense Authorization Act for Fiscal Year 2022. Therefore, for a period of two years after my resignation from any organization, including a trade organization, for which I served as an employee, officer, director, trustee, or general partner, I will not knowingly participate personally and substantially in any particular matter involving specific parties in which that organization is a party or represents a party to the matter, unless I am authorized to participate, pursuant to Section 1117(b).

SECTION 10 – 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,

Marc Andersen