

September 14, 2021

Mr. Dev Jagadesan
Designated Agency Ethics Official
U.S. International Development Finance Corporation
1100 New York Avenue, NW
Washington, DC 20527

Dear Mr. Jagadesan:

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 Chief Executive Officer of the U.S. International Development Finance Corporation. 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.

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 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 – POSITIONS BEING RETAINED

I will retain my positions with the following entities through which I manage my personal investments:

- Bechler River Partners LLC
- 19 North Holdings LLC
- Atlantic Neptune Investment Holdings LLC
- Atlantic Neptune Impact LLC
- Atlantic Neptune International Holdings LLC
- Windermere Lot 23 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 any of these entities unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

SECTION 3 – RESIGNATIONS; RETAINING A PASSIVE INVESTMENT INTEREST

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

- Atlantic Neptune Ventures LLC
- Sixth Orbit 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 any of these entities unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

SECTION 4 – OTHER RESIGNATIONS

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

- The Scott A. Nathan Charitable Trust

I have already resigned from my positions with the Barbuda Relief Fund, Bedford JL Partners LLC, the Center for American Progress Action Fund, Democracy Forward Foundation, the League of Conservation Voters, National Security Action, and Wilderness Society Action. 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 5 – FAMILY TRUSTS

I will retain my position as a trustee of the following family trusts:

- Family Trust #1
- Family Trust #5
- Family Trust #6
- Family Trust #7
- Family Trust #8
- Family Trust #9
- Family Trust #10
- Family Trust #11

I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Chief Executive Officer. 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 any of these trusts, 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 6 – INVESTMENT FUNDS THAT I WILL MONITOR

I hold an interest in the following investment funds:

- Qiming U.S. Healthcare Fund II, L.P.
- Magnetar Structured Credit Fund, LP

I have been advised that there is a possibility that the duties of the position of Chief Executive Officer may involve particular matters affecting the financial interests of these entities. I have been advised that I will be responsible for monitoring the holdings of these funds for conflicts of interest and I will be provided information about particular matters involving specific parties in which I am expected to participate. The agency has determined that it is not necessary at this time for me to divest my interests in these entities. I understand that I am personally responsible for avoiding conflicts of interest with respect to these funds and their holdings and I will monitor the investment information made available to me regarding these funds and consult as appropriate with the ethics office at the U.S. International Development Finance Corporation. If in the future the holdings of any of these funds are determined to pose a conflict with the performance of my official duties, then I may be directed to divest my interest in such funds. In that event, I will do so within 90 days of such order. 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, 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). Finally, with respect to each fund that does not qualify as an excepted investment fund, pursuant to 5 C.F.R. § 2634.309, I will also timely file periodic transaction reports (OGE Form 278-T) for all covered transactions involving holdings of the fund.

SECTION 7 – 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,



Scott Nathan