

Mr. James Payne  
Designated Agency Ethics Official and  
Deputy General Counsel for Environmental Media and  
Regional Law Offices  
U.S. Environmental Protection Agency  
1200 Pennsylvania Avenue, NW  
Washington, DC 20460

Dear Mr. Payne:

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 Administrator for Research and Development, Office of Research and Development, for the U.S. Environmental Protection Agency (US EPA). 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 must continue to abide by the Ethics Pledge (Exec. Order No. 13989) that I previously signed and that I will continue to 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 governments.

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 – LEAVE OF ABSENCE

In February 2021, I took an unpaid two-year leave of absence from my position as a professor at North Carolina State University. Upon confirmation, I will remain on an unpaid leave of absence. 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 North Carolina State University, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for either the exemption for employees on leave from institutions of higher learning allowing participation in certain particular matters of general applicability at 5 C.F.R. § 2640.203(b), or another regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

## SECTION 3 – RESIGNATIONS

In February 2021, I took an unpaid two-year leave of absence from my position as Adjunct Professor with the Hong Kong University of Science & Technology. Upon confirmation, I will resign from this position. Additionally, my position as Member of the Editorial Board with Atmospheric Environment ended in April 2021. 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 4 – SPOUSAL EMPLOYMENT

My spouse is the sole proprietor of a personal wellness company, which does business as Bluesykes Journey, 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 Bluesykes Journey, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

## SECTION 5 – OUTSIDE CONSULTING BUSINESSES

I am the managing member of Energy, Air, and Risk Associates, LLC, an engineering consulting business. This entity has been inactive since February 2021 and all payments owed by me by my prior clients were fixed and paid prior to my entering government service in February 2021. During my appointment to the position of Assistant Administrator, this entity will remain dormant and will not advertise. I will not perform any services for this entity, except that I will comply with any requirements involving legal filings, taxes, and fees that are necessary to maintain the entity while it is in an inactive status. As Assistant Administrator, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on Energy, Air, and Risk Associates, LLC. 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 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).

I also have performed ad hoc consulting work, but have not formed a legal entity for this purpose. I ceased providing consulting services in February 2021, and all payments owed to me by my prior clients were fixed and paid prior to my entering government service in February 2021. During my appointment to the position of Assistant Administrator, I will not perform consulting work. 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, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

## SECTION 6 – 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, appearing to read 'H. Frey', written in a cursive style.

Henry Christopher Frey

cc: Justina Fugh, Alternate Designated Agency Ethics Official, US EPA