

July 26, 2018

Mr. Clifford D. Tatum
Designated Agency Ethics Official
Election Assistance Commission
1335 East West Highway, Suite 4300
Silver Spring, MD 20910

Dear Mr. Tatum:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interests in the event that I am confirmed for the position of Commissioner of the Election Assistance Commission (EAC).

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 am the sole proprietor of my consulting firm, which does business as Palmer Squared, Inc. Upon confirmation, the consulting firm will cease engaging in any business. During my appointment to the position of Commissioner, the consulting firm will remain dormant and will not advertise. I will not perform any services for the firm, except that I will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the firm while it is in an inactive status. As Commissioner, 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 Palmer Squared, Inc. All amounts owed to me by any of my clients will be fixed before I assume the duties of the position of Commissioner, and 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 any of these clients to pay these amounts. In addition, I will not participate personally and substantially in any particular matter involving specific parties in which I know a former client of mine, with the exception of the State of Ohio, 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).

For a period of one year after I last provided service to the State of Ohio, I will have a "covered relationship" under 5 C.F.R. § 2635.502 with the State of Ohio. Pursuant to 5 C.F.R. § 2635.502(d), I will seek written authorization to participate in particular matters involving specific parties in which the State of Ohio is a party or represents a party. However, during my appointment to the position of Commissioner, I will not participate personally and substantially

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in any particular matter involving specific parties in which I previously participated as a consultant to the State of Ohio.

Upon confirmation, I will resign from my positions with the Bipartisan Policy Center and the Center for Election Cybersecurity Innovation, Inc. 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).

My spouse is employed by Hilton Hotel and Resorts, in a position for which she receives a fixed annual salary. For as long as my spouse continues to work for Hilton Hotel and Resorts, I will not participate personally and substantially in any particular matter involving specific parties in which I know Hilton Hotel and Resorts, is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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.

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 will meet in person with you during the first week of my service in the position of Commissioner 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 you in writing when I have completed the steps described 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 black ink, appearing to read 'D. Palmer', with a long horizontal line extending to the right.

Donald L. Palmer