January 5, 2017

Joseph B. Maher Designated Agency Ethics Official Department of Homeland Security Washington, D.C. 20528-0485

Dear Mr. Maher:

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 Secretary of the Department of Homeland Security.

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.

Upon confirmation, I will resign from my positions with the following entities: DynCorp; DC Capital Partners; Flatter & Associates; and Beacon Global Strategies. 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).

I am the sole proprietor of my consulting business, Oak Square Perspectives, LLC, which is dormant and has never had any clients. During my appointment to the position of Secretary of Homeland Security, Oak Square Perspectives, LLC, will remain dormant and will not advertise. I will not perform any services for the business, except that I will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the business while it is in an inactive status. As 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 Oak Square Perspectives, LLC.

I am owed a payment from the Australian government for a speaking engagement that I have now completed. I received an emoluments clause authorization from the Department of Defense, pursuant to 37 U.S.C. § 908, prior to engaging in this activity. Until I have received full

payment, I will not participate personally and substantially in any particular matter involving specific parties in which Australia, is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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, John Francis Kelly