

MAR - 7 2018

Mr. Kevin S. Minoli
Designated Agency Ethics Official
U.S. EPA (2310A)
1200 Pennsylvania Avenue, NW
Washington, DC 20460

Dear Mr. Minoli:

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 the Office of Land and Emergency Management of the United States Environmental Protection Agency.

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 position with The Dow Chemical Company, a wholly owned subsidiary of DowDuPont, Inc. Within 90 days following my resignation, I will receive a severance payment from DowDuPont, Inc. The amount of the severance payment will be fixed as of the date of my termination with the company and the payment will be determined by an objective method in accordance with the company's standard policy for such payments. Following my resignation, I will receive a bonus for calendar year 2017, as is the corporation's practice. The Dow Chemical Company will use an objective formula to calculate this bonus. 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 The Dow Chemical Company or DowDuPont, Inc. to provide these payments, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I own shares of DowDuPont, Inc. and I hold vested deferred shares and vested performance shares in DowDuPont, Inc. I do not hold stock options, restricted stock, or restricted stock units. Pursuant to company policy, DowDuPont, Inc. will accelerate the issue date of DowDuPont stock in connection with my deferred and performance shares and will release the stock to me within 30 days of my separation. Within 90 days of my confirmation, I will divest all of my stock in DowDuPont, Inc., to include any stock resulting from settlement of my deferred and performance shares. Until I have divested all of these financial interests, 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 Dow Chemical Company or DowDuPont, Inc. or its subsidiaries 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 I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets.

I will continue to participate in The Dow Chemical Company defined benefit pension plan, but 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 The Dow Chemical Company or DowDuPont, Inc. to provide this contractual benefit, 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). In addition, I will not participate personally and substantially in any particular matter involving specific parties in which I know The Dow Chemical Company or DowDuPont, Inc. or any of its subsidiaries is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign from my positions with the National Association of Wabash Men and the Lambda Chi Alpha Home Association of Wabash College. 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).

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, or municipal bonds.

I will meet in person with you during the first week of my service in the position of Assistant Administrator 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 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 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 yours,

A handwritten signature in black ink, appearing to be "Peter C. Wright", written over a horizontal line.

Peter C. Wright