

May 5, 2021

FROM: Mae Wu
Deputy Under Secretary for Marketing and Regulatory Programs
USDA

TO: Stuart Bender
Designated Agency Ethics Official and
Director, Office of Ethics
USDA

SUBJECT: Ethics Agreement

The purpose of this letter is to acknowledge my obligation to avoid any actual or apparent conflicts of interest with my duties as Deputy Under Secretary for Marketing and Regulatory Programs. The following agreement is designed to address potential ethics issues identified by the Office of Ethics based upon its review of the information I provided in my OGE 278 Public Financial Disclosure report. I understand that the Department leadership, in coordination with the Office of Ethics, may require amendments to this agreement to account for changed circumstances.

AGREEMENT

I understand that I am responsible to know the ethics rules applicable to me and to abide by those rules. I understand that a change in my circumstances may precipitate the need for an ethics agreement that specifically addresses the issue(s) raised by the circumstance.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my financial interests or those of any person whose interests are imputed to me, 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). "Particular matter," for purposes of this paragraph, includes not only matters involving a specific proceeding affecting the legal rights of the parties, such as contracts, claims, controversies, investigations, grants, loans, agreements, litigation, and other arrangements involving a specific party or parties, but also legislation, regulation, broad policymaking, and program development that are focused on a particular sector or the interests of a discrete and identifiable class of persons. 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. By law, this means that all financial interests of these persons are considered to be mine as if I owned them personally.

On January 22, 2021, before entering Federal service, I resigned from my positions as Senior Director, at the Natural Resources Defense Council (NRDC), a nonprofit organization. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from this entity, I will not participate personally and substantially in any particular matter involving specific parties in which I know that the entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Biden Administration Ethics Pledge Commitments

On January 20, 2021, President Biden signed an Executive Order titled "Executive Order on Ethics Commitments by Executive Branch Personnel" (E.O. 13989). Among other things, this Executive Order requires every "appointee" in each executive agency appointed on or after January 20, 2021, to sign the Ethics Pledge established therein. I understand that as a Biden Administration appointee I must continue to abide by the Ethics Pledge that I signed on January 25, 2021. I am bound by its requirements and restrictions in addition to the

commitments I have made in this ethics agreement, which may overlap. Of particular note in the Ethics Pledge is the following provision:

2. Revolving Door Ban — All Appointees Entering Government. I will not for a period of 2 years from the date of my appointment participate in any particular matter involving specific parties that is directly and substantially related to my former employer or former clients, including regulations and contracts.

The Ethics Pledge contains a more expansive definition of “particular matter involving specific parties” than that set forth in section 2641.201(h) of title 5, Code of Federal Regulations. More specifically, under the Ethics Pledge, the term “particular matter involving specific parties” also includes any meeting or other communication relating to the performance of one’s official duties that involve a former employer, unless the communication applies to a particular matter of general applicability and participation in the meeting or other event is open to all interested parties. However, the Office of Government Ethics (OGE) has advised that “the expanded definition of party matter is not intended to interfere with the ability of appointees to consult with experts at educational institutions and ‘think tanks’ on general policy matters, at least where those entities do not have a financial interest, as opposed to an academic or ideological interest.” See OGE Legal Advisory DO-09-11 “Ethics Pledge: Revolving Door Ban--All Appointees Entering Government.” (Issued March 26, 2009) at footnote 3. I have been advised that my former employer, NRDC, is properly considered a “think tank” under OGE guidance and, as a result, I am permitted to discuss general policy matters with NRDC unless they have a financial interest, as opposed to an academic or ideological interest, in the matter to be discussed.

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests in securities, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate personally and substantially in the particular matter that to my knowledge has a direct and predictable effect on the interests, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

I believe that the above actions will serve to keep my free from any actual or apparent violation of conflicts laws and regulations. This agreement is effective immediately. If I have any questions regarding the scope or application of this agreement, I will consult the USDA Office of Ethics.

I have been advised that this ethics agreement, as well as my OGE Form 278 Public Financial Disclosure Report, will be available to the public upon request, consistent with ethics agreements and OGE Form 278s of other employees who file public financial disclosure reports.

Sincerely,

Mae Wu Digitally signed by Mae Wu
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Mae Wu
Deputy Under Secretary for Marketing and Regulatory Programs
USDA