

MAR 24 2009

Ms. Patricia K. Hirsch
Designated Agency Ethics Official
U.S. EPA (2310A)
1200 Pennsylvania Avenue, NW
Washington, DC 20460

Dear Ms. Hirsch:

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 International Affairs 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 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). 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 my position as Program Officer of the Ford Foundation (the "Foundation"). Pursuant to its standard employment agreement, the Foundation will pay me a severance payment of up to \$67,468. Until I have received this payment, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of the Foundation to make this payment to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). In addition, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which the Foundation 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 also resign my positions as a Board Member of the following three organizations: Grist.org, Center for Constitutional Rights and Environmental Grantmakers Association. Pursuant to 5 C.F.R. § 2635.502(d), I will not participate personally and substantially for a period of one year in any particular matter involving specific parties in which any of these organizations is a party or represents a party, unless I am first authorized to participate.

Sincerely yours,



Michelle DePass

01268-EPA-185

"Depass, Michelle"
<M.Depass@fordfound.org>
06/19/2009 11:06 AM

To Richard Windsor
cc
bcc
Subject RE: CEQ

Cool thanks. I sent Diane a little inquiry too this morning.

*Michelle DePass
Program Officer
The Ford Foundation
Community and Resource Development
320 East 43rd Street
New York, N.Y. 10017
Tel:212-573-4641
Fax:212-351-3659
m.depass@fordfound.org
For questions about scheduling, please contact my Administrative Assistant, Brian Mori (b.mori@ fordfound.org).
For questions about a current grant, please contact my Grants Administrator, Rowena Nixon
(r.nixon@fordfound.org).*

From: Windsor.Richard@epamail.epa.gov [mailto:Windsor.Richard@epamail.epa.gov]
Sent: Friday, June 19, 2009 11:03 AM
To: Depass, Michelle
Subject: Re: CEQ

I think its a fine idea and can only help EPA in the long-run. I'll check with Diane.

From: "Depass, Michelle" [M.Depass@fordfound.org]
Sent: 06/19/2009 08:03 AM AST
To: Richard Windsor
Subject: Fw: CEQ

In Shalini's role at Resources for the Future, she has been attending meetings at CEQ. This week they mentioned that they were negotiating some Rockefeller money to bring people on temporarily. I told her she could quietly tell them that she is moving through the system for OIA so they would back off. Below was their response.

What do you think?

Shalini is an expert on adaptation and we were planning on making that a signature piece of our Copenhagen and beyond climate push. So, it does figure that they are trying to get her their (thankfully, we got her first-phew!)

On the other hand it could be helpful for OIA in the future for her to stake our claim their. Also, no idea how far Shalini's paperwork is right now.

Thanks,

Md

Sent from My BlackBerry

----- Original Message -----

From: Vajjhala, Shalini <Shalini@rff.org>
To: Depass, Michelle
Sent: Fri Jun 19 07:27:26 2009
Subject: CEQ

Hi Michelle,

I chatted with Jason Bordoff at CEQ again after we talked yesterday. I mentioned (quietly) that I was planning to join OIA and the paperwork was moving through the system.

He was glad to hear it, and opened up the chance to spend a short time at CEQ (as a detailee, still on RFF's payroll and staff) until the move to EPA was finalized.

CEQ is trying to tackle international climate adaptation finance and coordination issues with (USAID, MMC, NOAA, OSTP and others). He framed it as a chance to get in at the ground level on the White House adaptation working group and then carry any conversations straight to OIA.

What do you think? Am I missing something here? I don't want to do anything that would interfere with the move to EPA, but it seems like a really exciting opportunity, and a great lead-in to dealing with a lot of the international climate, EJ, and related trade/finance issues that are already part of the OIA portfolio.

Of course, I still need to make sure that RFF is okay with paying me to be at the White House for a short while. That said, any suggestions on how to proceed?

Thanks!
Shalini

01268-EPA-186

"Depass, Michelle"
<M.Depass@fordfound.org>
06/19/2009 11:17 AM

To Diane Thompson, Richard Windsor
cc (b) (6) Privacy
bcc
Subject RE: CEQ

Thanks Diane, I will wait a day or two to see if we hear from Mary Grace, but will suggest that timing also.

*Michelle DePass
Program Officer
The Ford Foundation
Community and Resource Development
320 East 43rd Street
New York, N.Y. 10017
Tel: 212-573-4641
Fax: 212-351-3659
m.depass@fordfound.org
For questions about scheduling, please contact my Administrative Assistant, Brian Mori (b.mori@ fordfound.org).
For questions about a current grant, please contact my Grants Administrator, Rowena Nixon (r.nixon@fordfound.org).*

From: Thompson.Diane@epamail.epa.gov [mailto:Thompson.Diane@epamail.epa.gov]
Sent: Friday, June 19, 2009 11:16 AM
To: Windsor.Richard@epamail.epa.gov
Cc: (b) (6) Privacy Depass, Michelle
Subject: Re: CEQ

My thought exactly. The more inside connections the better. I have Marygrace going back to White House personnel on timing, but it is always hard to predict. Should could propose short-term thru July 27 when Michelle is going to start, or until she is cleared, whichever comes later. DT

Diane E. Thompson
Chief of Staff
U. S. Environmental Protection Agency
202-564-6999

From: Richard Windsor/DC/USEPA/US
To: "Michelle DePass" <m.depass@fordfound.org>
Date: 06/19/2009 11:02 AM
Subject: Re: CEQ

I think its a fine idea and can only help EPA in the long-run. I'll check with Diane.

From: "Depass, Michelle" [M.Depass@fordfound.org]
Sent: 06/19/2009 08:03 AM AST
To: Richard Windsor
Subject: Fw: CEQ

In Shalini's role at Resources for the Future, she has been attending meetings at CEQ. This week they mentioned that they were negotiating some Rockefeller money to bring people on temporarily. I told her she could quietly tell them that she is moving through the system for OIA so they would back off. Below was their response.

What do you think?

Shalini is an expert on adaptation and we were planning on making that a signature piece of our Copenhagen and beyond climate push. So, it does figure that they are trying to get her their (thankfully, we got her first-phew!) On the other hand it could be helpful for OIA in the future for her to stake our claim their. Also, no idea how far Shalini's paperwork is right now.

Thanks,

Md

Sent from My BlackBerry

----- Original Message -----

From: Vajjhala, Shalini <Shalini@rff.org>
To: Depass, Michelle
Sent: Fri Jun 19 07:27:26 2009
Subject: CEQ

Hi Michelle,

I chatted with Jason Bordoff at CEQ again after we talked yesterday. I mentioned (quietly) that I was planning to join OIA and the paperwork was moving through the system.

He was glad to hear it, and opened up the chance to spend a short time at CEQ (as a detailee, still on RFF's payroll and staff) until the move to EPA was finalized.

CEQ is trying to tackle international climate adaptation finance and coordination issues with (USAID, MMC, NOAA, OSTP and others). He framed it as a chance to get in at the ground level on the White House adaptation working group and then carry any conversations straight to OIA.

What do you think? Am I missing something here? I don't want to do anything that would interfere with the move to EPA, but it seems like a really exciting opportunity, and a great lead-in to dealing with a lot of the international climate, EJ, and related trade/finance issues that are already part of the OIA portfolio.

Of course, I still need to make sure that RFF is okay with paying me to be at the White House for a short while. That said, any suggestions on how to proceed?

Thanks!
Shalini