

# CENTRAL INTELLIGENCE AGENCY

WASHINGTON, D.C. 20505

Office of General Counsel

11 June 2021

MEMORANDUM TO: Deputy Director, Central Intelligence Agency

FROM: Chris Ray  
Alternate Designated Agency Ethics Official

SUBJECT: Limited Waiver of Ethics Pledge – David S. Cohen

REFERENCE: A. Ethics Commitments by Executive Branch Personnel,  
Executive Order 13989 (Ethics Pledge)

B. Waiver Authority and Making Waivers Public under Section 3 of  
Executive Order 13989..., U.S. Office of Government Ethics Legal  
Advisory, 21-04

1. Following consultation with the White House Counsel's Office on 05 May 2021, I grant you a limited waiver from the requirements of paragraph 2 of the Ethics Pledge. This limited waiver specifically authorizes you to participate in certain particular matters that directly and substantially relate to your former client, prior CIA Director John Brennan.

2. **Legal Background:** You signed the Ethics Pledge required by Reference A on 26 January 2021. Upon signing, you committed in paragraph 2 of that Ethics Pledge to refrain for a period of two years from date of appointment from participating in any specific-party matter that is directly and substantially related to a former client. The Acting Director of the Office of Management and Budget delegated authority to grant a waiver of the Ethics Pledge to executive agency Designated Agency Ethics Officials (DAEO). References A and B. Following discussion with the White House Counsel's Office, I understand that as the CIA Alternate DAEO I have the authority to grant this waiver in the absence of a Presidentially-appointed, Senate-confirmed, CIA General Counsel who typically serves in the CIA DAEO role.

3. I may grant the waiver, upon consultation with the Counsel to the President, if I certify in writing that the literal application of the restriction is inconsistent with the purposes of the restriction or that it is in the "public interest" to grant the waiver. Reference A. The public interest includes, but is not limited to, exigent circumstances relating to national security, the economy, public health, or the environment. Id.

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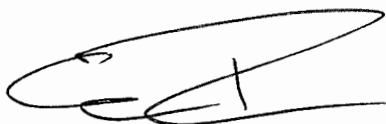
4. Upon granting a waiver, I must make the waiver public within 10 days, which requires me to post this waiver on the CIA website and to provide a hyperlink of such to the U.S. Office of Government Ethics (OGE) to include on OGE's website. References A and B.

5. **Factual Background:** Mr. Brennan is your former client. You represented Mr. Brennan pro bono from 2018 through 2019. You represented Mr. Brennan on his request, under Executive Order 13526 (section 4.4), and in accordance with CIA's procedures outlined in the Code of Federal Regulations, to access his CIA records for purposes of writing his memoirs to ensure, in the interest of national security, they are drafted in a manner that avoids the release of classified information and the revelation of intelligence sources and methods.

6. With respect to your current duties as the CIA Deputy Director, it is customary and expected for someone in your position to consult with former CIA Directors like Mr. Brennan to leverage their experience and expertise on national security matters generally, and the operation of the CIA specifically. I appreciate too that Mr. Brennan may learn information of current interest to the CIA that he may wish to share with you as the Deputy Director. You require this waiver to discuss those matters with Mr. Brennan in more detail.

7. Mr. Brennan will not receive compensation from the CIA for his support to you. You will continue to recuse from the CIA's consideration of any other request involving Mr. Brennan similar to the matter on which you represented him in 2018-2019.

8. **Certification:** The purposes of the Ethics Pledge are to restore and maintain public trust in government and to ensure that decision-making is on the merits and exclusively in the public interest, without regard to private gain or personal benefit. A literal application of the Ethics Pledge to prohibit you from working with Mr. Brennan on the matters described above is inconsistent with the purposes of the Ethics Pledge. Authorizing you to work with Mr. Brennan to take advantage of his knowledge, wisdom, and experience is exclusively in the public interest (i.e., national security), and not diminished in any way by your previous pro bono support to Mr. Brennan on a discrete matter that has since been resolved. As such, I certify that the application of the restriction is inconsistent with the purposes of the restriction, or in the alternative, that it is in the public interest to grant a waiver.

A handwritten signature in black ink, appearing to read 'Chris Ray', written over a horizontal line.

Chris Ray