

Recusal Memorandum for Governor Kathy Hochul

## RECUSAL MEMORANDUM

**To:** Governor Kathy Hochul  
**From:** Counsel's Office  
**Date:** August 15, 2023  
**Re:** Recusals

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On August 23, 2021, and on October 27, 2021, you executed Recusal Memoranda ("Recusals") related to Delaware North. At the time that you executed the Recusals, First Gentleman William Hochul was employed as Executive Vice President and General Counsel of Delaware North, a privately held global food service and hospitality company headquartered in Buffalo, New York.

The purpose of the Recusals was to avoid a conflict of interest or the appearance of a conflict of interest pursuant to Sections 73 and 74 of the Public Officers Law. However, in light of changes in circumstances new guidance must be provided.

As of August 15, 2023, Mr. Hochul's employment with Delaware North will conclude and his financial relationship with Delaware North will conclude as well. On the basis of representations from Delaware North, Mr. Hochul will have no financial connection to Delaware North following his departure. After August 15, 2023, Mr. Hochul:

- will no longer receive a salary from Delaware North or its subsidiary entities;
- will no longer receive benefits from Delaware North or its subsidiary entities;
- does not and will not hold ownership interests in Delaware North or its subsidiary entities;
- does not and will not own stock in Delaware North or its subsidiary entities;
- will not receive payment of any kind from Delaware North or its subsidiary entities; and
- will not receive any other thing of value from Delaware North or its subsidiary entities.

Sections 74 of the Public Officers Law notes that public officials must not engage in conduct "with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties."

In light of the complete termination of any financial ties between Mr. Hochul and Delaware North, and the lack of any "direct or indirect financial interest" between yourself or the First Gentleman and the company, the August 23, 2021, and October 27, 2021, Recusals are rescinded and are no longer in effect.

Recusal Policies Relating to Secretary Karen P. Keogh



State of New York  
Executive Chamber

MEMORANDUM

To: Karen Persichilli Keogh  
From: David Perino, Assistant Ethics Officer  
Date: August 23, 2021  
Re: Recusal Agreement

This Memorandum provides guidance to you in order for you to avoid any conflicts of interest or appearance of conflicts under New York State Public Officers Law Section 74. In particular, this Section 74 of the Public Officers Law prevents employees and officers of the State from having any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity, or incur any obligation of any nature, which is in substantial conflict with the proper discharge of their duties in the public interest. I understand that your husband, Michael Keogh, is a partner at Bolton St. Johns, LLC ("Bolton St. Johns"), a firm that provides government relations and public affairs services for clients and often represents clients with interests before the State of New York.

In order to ensure that you avoid any actual conflicts of interest or the appearance of such conflicts that could arise from your husband's affiliation with Bolton St. Johns, you should recuse yourself from any matters that are the subject of a representation by Bolton St. Johns and from meetings or communications with representatives of Bolton St. Johns on any state business matters.

In the event that you have any questions regarding the applicability of this recusal guidance, please consult with the Chamber Ethics Officer. Your signature below evidences your understanding of this recusal guidance, your commitment to conduct yourself in accordance with the guidance set forth herein and your ongoing commitment to abide by the standards set forth under the Public Officers Law. Nothing in this letter shall be interpreted to limit your existing and ongoing obligations under the Public Officers Law. This Memorandum is subject to approval by the Joint Commission on Public Ethics.

**ACKNOWLEDGED AND AGREED TO:**

By:   
Karen Persichilli Keogh

Date: 8/23/21



State of New York  
Executive Chamber

**MEMORANDUM**

To: Karen Persichilli Keogh, Secretary to the Governor  
From: Julia Pinover Kupiec, Ethics Counsel  
Date: September 29, 2021  
Re: Recusal Agreement and Procedure

Dear Ms. Keogh:

As you are aware, the State's Code of Ethics, contained in Public Officers Law Section 74, prohibits a State officer or employee from engaging in activities which give rise to actual conflicts of interest or the appearance of such conflicts, with respect to the individual's public responsibilities. Under the State's Code of Ethics, among other things, you should not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of your duties in the public interest. As a Public Officer you are bound to perform your State functions at all times impartially, with integrity, without favoritism, and with regard for the confidentiality that your State service requires. Public Officer's Law permits public officers to achieve compliance with the law by implementing procedures to ensure ongoing recusals from any issue or matter that gives rise to either an actual conflict or an appearance of a conflict.

To effectuate compliance with these ethical standards, you initiated and have been operating under recusal agreement executed prior to your assumption of office. This document confirms those ongoing obligations and details specific steps you hereby agree to undertake. This document also confirms that you have operated in accordance with this recusal policy since the start of your State service. This document supersedes all previous memoranda and shall be interpreted as the controlling recusal policy applicable to you. Specifically:

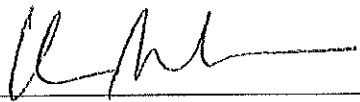
- (1) On the advice of counsel, you understand that when the Secretary to the Governor is related to a lobbyist, in most situations, they may satisfy their ethical obligations by recusing themselves from the being lobbied by their family member and refraining from making any favorable decisions that directly pertain to the clients of their family member. As applied to you, you may satisfy your baseline ethical obligations by:

- a. Recusing yourself from being lobbied by your husband, Michael Keogh, who is a registered lobbyist at Bolton St. John;
  - b. Recusing yourself from participating in decision-making on any matter that is identified in the current lobbying registration on file at JCOPE where Michael Keogh is identified as a "lobbyist" or "additional lobbyist".
  - c. Recusing yourself from participating in decision-making on any matter that will have a direct, foreseeable, and proximate impact on any matter covered by 1(b).
- (2) Further, in your capacity as Secretary to the Governor, you agree to multiple additional steps, namely:
- a. You agree that no lobbyist or employee from Bolton St. John will directly lobby you; and
  - b. Your husband, Michael Keogh, has agreed that he will not engage in direct lobbying of any persons in the Executive Chamber.
- (3) To implement the above policy, you will direct the Executive Chamber to institute the following procedures:
- a. On a monthly basis, Counsel in the Executive Chamber (or a designee) will obtain a list, (the Lobbying List) from JCOPE filings, of Michael Keogh's current lobbying clients (i.e., lobbying clients whose matters on which Mr. Keogh is listed as a "lobbyist" or "additional lobbyist").
  - b. The Counsel in the Executive Chamber will review the Lobbying List and the Counsel to the Governor or his or her designee will circulate it to you, and any Chamber staff he or she deems appropriate, as well as to all support staff who schedule meetings for you.
  - c. You shall instruct persons who participate in your scheduling to direct any calls or meetings on specific matters identified the lobbying list with the corresponding persons or entities on the Lobbying List, to be handled by the Counsel to the Governor or their designee. Such meetings shall, to the extent practicable, not be put on your calendar, you should not attend such meetings, and in the event of any error you shall leave such a meeting as soon as possible.
  - d. Should your staff have any questions about implementing this procedure, they should seek guidance from Counsel in the Executive Chamber.
- (4) To mitigate any other appearances of conflict:
- a. I am aware that in certain circumstances, for the next two years, the "reverse revolving door" doctrine may require me to step away from decision-making with respect to my prior employer, J.P. Morgan Chase & Co., and accordingly I will consult with Counsel in the Executive Chamber on a case-by-case basis to solicit guidance.

- b. I will abide by an ongoing recusal to refrain from decision-making on any matter that will have a direct, foreseeable, and proximate impact on the following non-profit organizations: the Citizens Budget Commission, the Irish Repertory Theater, and the East Hampton Trails Preservation Society.

In the event that you have any questions regarding the applicability of this recusal procedure, please consult with the Joint Commission on Public Ethics or the Chamber Ethics Officer. Your signature at the end of this memorandum evidences your agreement to follow this recusal procedure and to conduct yourself in accordance with the terms and conditions set forth herein. Nothing in this letter shall be interpreted to limit your existing ongoing obligations under Public Officers Law and your signature at the end of this memorandum evidences your ongoing commitment to abide by the standards set forth under Public Officers Law.

**ACKNOWLEDGED AND AGREED TO:**

By:   
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Karen Persichilli Keogh  
Secretary to the Governor

Date: 9/30/21



State of New York  
Executive Chamber

MEMORANDUM

To: Karen Persichilli Keogh, Secretary to the Governor  
From: Julia Pinover Kupiec, Ethics Counsel  
Date: October 27, 2021  
Re: Recusal Agreement and Procedure

Dear Ms. Keogh:

You previously executed two recusal memoranda: one August 23, 2021, and another on September 27, 2021 (“the prior recusal memoranda”) which stated that there were various topics from which you will recuse yourself. The purpose of those recusals was to avoid a conflict of interest or the appearance of a conflict of interest pursuant to Section 74 of the Public Officers Law. This Memorandum constitutes an addendum to the prior recusal memoranda. The purpose of this addendum is to memorialize the process that the Executive Chamber will follow in order to implement your recusal.

- (1) On the advice of counsel, you understand that when you are related to a lobbyist, you must satisfy your ethical obligations by recusing yourself from matters where your family member is lobbying the state, and from matters where a favorable decision on an issue would result in a financial benefit to yourself or your family members. To that end, you commit to:
  - a. Recusing yourself from being lobbied by your husband, Michael Keogh (“Husband”), who is a registered lobbyist at Bolton St. Johns;
  - b. Recusing yourself from participating in decision-making on any matter that is identified in the current lobbying registration on file at JCOPE where your Husband is identified as a “lobbyist” or “additional lobbyist”.
  - c. Recusing yourself from participating in decision-making on any matter that will have a direct, foreseeable, and proximate impact on any matter covered by 1(b).
  - d. Refraining from using your official role to benefit your Husband’s practice, which means that, as Secretary, you will not intentionally take any action, formal or



informal, that would in benefit your Husband's practice in any direct, foreseeable, and proximate way.

(2) To implement the above policy, you will direct the Executive Chamber to institute the following procedures:

- a. On a monthly basis, Counsel in the Executive Chamber (or a designee) will obtain a list, (the Lobbying List) from JCOPE filings, of your Husband's current lobbying clients (i.e., lobbying clients whose matters on which your Husband is listed as a "lobbyist" or "additional lobbyist").
- b. Counsel to the Governor (or a designee) will review and circulate the Lobbying List to you, any Chamber staff they deem appropriate, as well as to relevant support staff. You and such recipients will promptly review the Lobbying List upon receipt.
- c. You shall instruct persons who participate in your scheduling to direct any calls or meetings on the specific matters identified on the Lobbying List and the corresponding persons or entities on the Lobbying List, to be handled by the Counsel to the Governor or her designee. Such meetings shall not be put on your calendar. These processes also include barring you from internal calls or meetings on these issues;
- d. When recusal is warranted, the Counsel to the Governor shall handle substantive decision-making on the recused matter or issue. In carrying out this duty, the Counsel to the Governor shall be bound by her duty to the people of the State of New York and the New York State Government, and not by any allegiance to the Secretary to the Governor. The Counsel to the Governor shall not communicate with the Secretary to the Governor on any matters where the Secretary's recusal is active.
- e. Should your staff have any questions about implementing this procedure, they should seek guidance from Counsel in the Executive Chamber.

(3) Additionally, you and your Husband have agreed to the following::

- a. You agree that no lobbyist or employee from Bolton St. John will directly lobby you; and
- b. Your Husband has agreed that he will not engage in direct lobbying of any persons in the Executive Chamber.

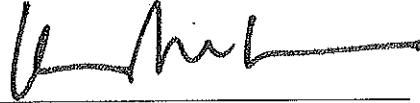
(4) To mitigate any other appearances of conflict:

- a. You recently were employed by JP Morgan Chase & Co. and you are aware that in certain circumstances, for the next two years, the "reverse revolving door" doctrine may require you to recuse yourself from decision-making on matters that involve your prior employer. Accordingly, when interacting with your prior employer, you agree to consult with the Counsel to the Governor or her designee to solicit guidance.

- b. You sit on the board of the East Hampton Trails Preservation Society. As such, you agree to recuse yourself from any matters that directly involve this organization or which may have a direct, foreseeable, and proximate impact on this organization.
- c. Your Husband sits on the board of the Citizens Budget Commission and the Irish Repertory Theater. As such, you agree to recuse yourself from any issues directly involving this organization or which will have a direct, foreseeable, and proximate impact on these organizations.

In the event that you have any questions regarding the applicability of this recusal procedure, please seek legal guidance. Your signature below evidences your agreement to follow this addendum in connection with the prior recusal memorandum and to conduct yourself in accordance with the terms and conditions set forth herein.

**ACKNOWLEDGED AND AGREED TO:**

By: 

Karen Persichilli Keogh  
Secretary to the Governor

Date: 10/27/21