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**Subject:** Re: PIR Change of Control - Updated PIC

**Date:** Tuesday, April 7, 2020 at 10:57:56 AM Pacific Daylight Time

**From:** Brian F. Cimbolic

**To:** John Jeffrey

**CC:** Peg Rettino, Jon Nevelt

John:

As we discussed yesterday, Ethos is updating the proposed PIC based on input in your April 3<sup>rd</sup> letter. In making these changes, they specifically focused on changes that go to the clarity and enforceability of the PICs as you mentioned in your letter. We will address all of ICANN's questions related to the PIC in our written responses to Attachment B of your letter. At this point, Ethos has proposed a PIC based on concerns raised by the community; revised the PIC after we conducted a public engagement process with the community; and now are making further revisions based on ICANN's input.

Attached are the revisions to the PIC in both clean and redline forms. The specific changes made are as follows:

1. Included a pricing table to provide further clarity around the applicable Maximum Service Fee in any year;
2. Clarified that the Stewardship Council must be up and running within 6 months of the PIC being appended to the Registry Agreement. ICANN's question around timing for the Council was helpful and this clarification was made to allow the nomination and selection process (being run by an independent search firm) to run its course;
3. Clarified that no equity owner or immediate family member of any PIR employee, officer, director or equity owner shall serve on the Council;
4. Clarified in the Stewardship Council PIC that the reservation of rights to comply with "policy" meant "ICANN policy," not some broader carve out;
5. Agreed to transparency reporting being required in our Annual Report, showing the number of domains acted upon via our Anti-Abuse Policy or through court order; and
6. Clarified that for amendment, the PIC must go through the then applicable public comment period for revisions to PICs.

We appreciate the constructive suggestions and significant changes were made based on ICANN's input

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