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Digitally signed
by Kathryn Ross
Date: 2018.05.02
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A handwritten signature in cursive script, appearing to read "Kathryn Ross".

Michael E. Toner
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April 30, 2018

VIA E-MAIL

Jeff S. Jordan, Esq.
Assistant General Counsel
Complaints Examination & Legal Administration
Federal Election Commission
1050 First Street NE
Washington, DC 20463

Re: MUR 7340 – Republican National Committee

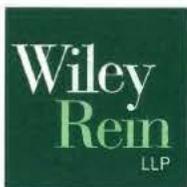
Dear Mr. Jordan:

We represent the Republican National Committee (the “RNC”) and Anthony Parker in his official capacity as Treasurer of the RNC in the above-captioned matter.

We have reviewed the complaint filed on March 6, 2018 by Common Cause (the “Complaint”) alleging that the RNC, through Bradley J. Parscale, “an agent acting on behalf of” the RNC, solicited so-called soft-money funds in violation of the Federal Election Campaign Act of 1971, as amended (“FECA” or the “Act”), and Federal Election Commission (“FEC” or the “Commission”) regulations.

These claims are groundless. As explained below, the Complaint consists solely of erroneous and speculative allegations that fail to state a claim that a violation has occurred. Common Cause offers no evidence that Mr. Parscale was an “agent” of the RNC within the meaning of FEC regulations, let alone that Mr. Parscale solicited soft-money funds while “acting on behalf of” the RNC. In addition, the Complaint’s rank speculation is further refuted by the RNC’s independent contractor agreement with Mr. Parscale’s business, Parscale Strategy LLC, which clearly reflects both parties’ understanding and agreement that Mr. Parscale was not an “agent” of the RNC and was prohibited from soliciting soft money on behalf of the RNC.

For these and the other reasons detailed below, the Commission should find no reason to believe that the RNC violated the Act or Commission regulations and should promptly dismiss this matter.



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FACTS

Although the RNC has a robust in-house digital team, it also retains a number of consultants to advise the RNC in their respective areas of expertise. These consultants are independent contractors, who, as a matter of law, have the freedom to contract with other clients besides the RNC.

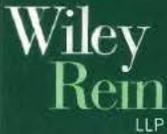
In March 2017, the RNC retained Parscale Strategy LLC, a political consulting firm owned by Bradley J. Parscale, to advise the RNC's management on digital strategy and online fundraising. During the 2016 election cycle, Mr. Parscale was the digital director of Donald J. Trump for President, Inc. He also has extensive experience in digital marketing. Although Parscale Strategy LLC was retained, in part, to advise the RNC on its online fundraising program, the firm was not retained to solicit contributions on behalf of the RNC. Instead, the firm advised the RNC on the RNC's own solicitations.

The RNC's independent contractor agreement with Parscale Strategy LLC made clear that the contract was "based on an Independent Contractor relationship" and was not to be "construed to create any manner of agency or employment relationship."¹ Moreover, recognizing Parscale Strategy LLC's ability as an independent contractor to perform consulting services for other clients besides the RNC, the independent contractor agreement further stated that:

While providing services for any other political committees, entities, or individuals, Independent Contractor shall have no authority, actual or apparent, to act on behalf of the RNC and shall not be an agent of the RNC or hold itself out, or otherwise represent itself, as an agent of the RNC. . . .

[W]hile acting within the scope of this agreement, Independent Contractor shall not solicit, receive from, or direct to another person or organization any contribution, donation, or transfer of funds or any other thing of value, or spend any RNC funds, that are

¹ See March 8, 2017 Independent Contractor Agreement between Parscale Strategy LLC and the Republican National Committee, at 2 (redacted copy attached hereto as Exhibit A) (hereinafter, the "IC Agreement").



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not subject to the contribution limits, source prohibitions, and reporting requirements of the FECA (“Non-Federal Funds”). *Independent Contractor is not an agent of the RNC and expressly agrees not to represent itself as an agent of the RNC in the course of, or in connection with, the raising of any Non-Federal Funds.*²

THE LAW

National Party Committee Soft Money Fundraising Restrictions

Under FECA, “[a] national committee of a political party . . . may not solicit, receive, or direct to another person a contribution, donation, or transfer of funds or any other thing of value, or spend any funds, that are not subject to the limitations, prohibitions, and reporting requirements of this Act.”³ This prohibition, often referred to as the “soft money ban,” applies to both a national party committee and to “an officer or agent *acting on behalf of a national party committee.*”⁴

“To solicit” means “to ask, request, or recommend, explicitly or implicitly, that another person make a contribution, donation, transfer of funds, or otherwise provide anything of value.”⁵ “A solicitation is an oral or written communication that, construed as reasonably understood in the context in which it is made, contains a clear message asking, requesting, or recommending that another person make a contribution, donation, transfer of funds, or otherwise provide anything of value.”⁶

An “agent” of a national party committee is “any person who has actual authority, either express or implied,” to engage in either of the following activities “on behalf of” the national party committee:

² *Id.* at 3 (emphasis added).

³ 52 U.S.C. § 30125(a)(1).

⁴ 11 C.F.R. § 300.10 (emphasis added).

⁵ *Id.* § 300.2(m).

⁶ *Id.*



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(i) To solicit, direct, or receive any contribution, donation, or transfer of funds; or

(ii) To solicit any funds for, or make or direct any donations to [a 501(c) tax-exempt organization or a Section 527 organization] other than a political committee, a State, district, or local committee of a political party, or the authorized campaign committee of a candidate for State or local office.⁷

The Commission has “emphasize[d] that . . . a principal cannot be held liable [under the soft money ban] for the actions of the agent unless (1) the agent has actual authority, (2) the agent is acting on behalf of his or her principal, and (3) the agent is engaged in one of the specific activities described” in FEC regulations, *i.e.*, soliciting, directing, or receiving any contribution, donation, or transfer of funds, or soliciting funds for, or making or directing donations to, section 501(c) and 527 organizations.⁸

A. Only an individual who has “actual authority” to solicit, direct, or receive any contribution, donation, or transfer of funds on behalf of a principal satisfies the definition of an “agent.”

The Commission’s definition of “agent” “does not apply to individuals who do not have any actual authority to act on their [principals’] behalf,” including individuals who have “only ‘apparent authority’ to do so.”⁹

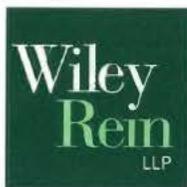
“[A]ctual authority is created by manifestations of consent (express or implied) made by the principal *to the agent*.”¹⁰

⁷ *Id.* § 300.2(b)(1).

⁸ *Explanation and Justification for Prohibited and Excessive Contributions: Non-Federal Funds or Soft Money*, 67 Fed. Reg. 49064, 49082 (July 20, 2002) (hereinafter “2002 Soft Money E&J”).

⁹ *Id.* at 49082.

¹⁰ *Explanation and Justification for Definitions of “Agent” for BCRA Regulations on Non-Federal Funds or Soft Money and Coordinated and Independent Expenditures*, 71 Fed. Reg. 4975, 4976 (Jan. 31, 2006) (emphasis in original) (hereinafter “2006 Agency E&J”).



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“Express authority” means “actual authority that a principal has stated in very detailed or specific language.”¹¹

“Implied authority” means actual authority “to act in a manner in which an agent believes the principal wishes the agent to act based on the agent’s reasonable interpretation of the principal’s manifestation in light of the principal’s objectives and other facts known to the agent.”¹² “It is well settled that whether an agent has implied authority is within the control of the principal.”¹³ Thus, “a principal may not be held liable, under an implied actual authority theory, unless the principal’s own conduct reasonably causes the agent to believe that he or she had authority.”¹⁴ Importantly, “[i]mplied authority is a form of actual authority” and “should not be confused with apparent authority, which is a distinct concept.”¹⁵

Because the Commission’s definition of “agent” is limited to persons possessing actual authority granted by the principal, “merely acting in a manner that benefits another is not necessarily acting on behalf of that person.”¹⁶

B. “Agents” of national party committees are only subject to the soft money ban while “acting on behalf of” the national party committee.

Under FEC regulations, “a principal can only be held liable for the actions of an agent when the agent is acting on behalf of the principal, and not when the agent is acting on behalf of other organizations or individuals.”¹⁷ The Commission has emphasized that “it is not enough that there is some relationship or contact between the principal and agent; rather, the agent must be acting on behalf of the principal to

¹¹ Restatement (Third) of Agency § 2.01, cmt. b (2006).

¹² *Id.*

¹³ 2002 Soft Money E&J, 67 Fed. Reg. at 49083.

¹⁴ *Id.*

¹⁵ *Id.* at 49082-83 (citations omitted).

¹⁶ 2006 Agency E&J, 71 Fed. Reg. at 4979 (citing Restatement (Second) of Agency 13 (1958)).

¹⁷ 2002 Soft Money E&J, 67 Fed. Reg. at 49083.



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create potential liability for the principal.”¹⁸ Instead, liability can only attach “to the agent’s performance of prohibited acts *for the principal*.”¹⁹

C. An agent of a national party committee may “wear multiple hats” and may solicit soft money as long as the individual is acting on behalf of a third party and not on behalf of the national party committee.

FECA does not prohibit agents of a national party committee “from also raising non-Federal funds for other political parties or outside groups.”²⁰ Instead, as explained above, the soft money ban only applies to individuals who are agents of a national party committee when the agent is acting on behalf of the national committee.²¹

The Commission specifically designed the soft money regulations to “preserve the ability of individuals to solicit funds on behalf of multiple entities.”²² “[I]t is clear that individuals, . . . can, consistent with BCRA, wear multiple hats, and can raise non-Federal funds . . . without violating the prohibition against non-Federal fundraising by national parties.”²³ For example, “State party chairmen and chairwomen, who also serve as members of their national party committees, . . . can raise non-Federal funds for their State party organizations” without violating the soft money ban for national party committees.²⁴ Similarly, “a fundraiser, whether professional or volunteer, may rais[e] funds for more than one candidate or committee.”²⁵

¹⁸ *Id.*

¹⁹ *Id.* (emphasis added).

²⁰ 2006 Agency E&J, 71 Fed. Reg. at 4979.

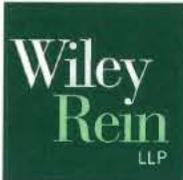
²¹ 11 C.F.R. § 300.2; *see also* FEC Adv. Op. 2003-10 (Reid), at 5 (June 16, 2003) (“[T]he Commission’s definition of ‘agent’ contemplates a dual-agency scenario.”).

²² 2006 Agency E&J, 71 Fed. Reg. at 4979.

²³ 2002 Soft Money E&J, 67 Fed. Reg. at 49083.

²⁴ *Id.*

²⁵ FEC Adv. Op. 2005-02 (Corzine), at 10 (April 22, 2005).



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The Commission has confirmed this key principle of wearing “multiple hats” in a series of advisory opinions concerning the soft money ban as applied to agents of federal candidates. Specifically, “the Commission has concluded that individuals who are agents of federal candidates may solicit funds on behalf of other organizations if the individuals act in their own capacities ‘exclusively on behalf of’ the other organizations when fundraising for them, ‘not on the authority of’ the candidates, and raise funds on behalf of the candidates and the other organizations ‘at different times.’”²⁶

DISCUSSION

I. The Complaint fails to meet even the minimum procedural requirements for a “reason to believe” finding and should be dismissed on this basis alone.

Commission regulations require that a complaint “contain a clear and concise recitation of the facts which describe a violation of a statute or regulation over which the Commission has jurisdiction.”²⁷ The Commission may find “reason to believe” a violation has occurred “only if a complaint sets forth sufficient specific facts, which, if proven true, would constitute a violation of the FECA.”²⁸ “Unwarranted legal conclusions from asserted facts . . . or mere speculation . . . will not be accepted as true.”²⁹ Moreover, “[p]urely speculative charges, especially when accompanied by a direct refutation, do not form an adequate basis to find a reason to believe that a violation of the FECA has occurred.”³⁰

The Complaint contends that the RNC should be liable for Mr. Parscale’s alleged soft money solicitations for America First Action and/or America First Policies, but

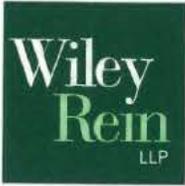
²⁶ FEC Adv. Op. 2015-09 (Senate Majority PAC), at 7 (Nov. 13, 2015) (quoting FEC Adv. Op. 2003-10 (Reid), at 5 (June 16, 2003); FEC Adv. Op. 2007-05 (Iverson), at 5 (May 4, 2007)).

²⁷ 11 C.F.R. § 111.4(d)(3).

²⁸ MUR 4960 (Hillary Rodham Clinton for U.S. Senate Exploratory Committee), Statement of Reasons of Commissioners David M. Mason, Karl J. Sandstrom, Bradley A. Smith, and Scott E. Thomas at 1 (Dec. 21, 2000).

²⁹ *Id.* at 2.

³⁰ MUR 6296 (Buck), Statement of Reasons of Vice Chair Caroline C. Hunter and Commissioners Donald F. McGahn and Matthew S. Petersen at 5 (June 14, 2011) (quoting MUR 5467 (Moore), First General Counsel’s Report at 5 (July 23, 2004)).



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fails to offer specific facts that, if proven true, would constitute such a violation. *First*, the Complaint speculates that Mr. Parscale was a “fundraising agent” for the RNC because the RNC reported paying his firm for “management consulting,” but offers no evidence that the RNC gave Mr. Parscale actual authority to solicit funds on its behalf. *Second*, the Complaint baldly claims that Mr. Parscale “solicit[ed] ‘soft money’ on the authority of the [RNC]” because, “[b]ased on published reports,” the America First Entities “did not contact Brad Parscale on their own, but, instead, contacted him at the request or suggestion of . . . the [RNC] or agents thereof.”³¹ Putting aside the merits of this legal theory, the Complaint does not identify the source of these purported “published reports” or even discuss how the RNC allegedly requested or suggested that the America First entities contact Mr. Parscale. *Finally*, it is worth noting that the Complaint fails to identify even a single soft money solicitation that Mr. Parscale allegedly made on behalf of the America First entities.

Put simply, the Complaint’s only purported “evidence” of a potential soft money violation for the RNC is that Mr. Parscale’s political consulting firm simultaneously provided independent contractor consulting services to the RNC and the America First entities, which is permissible as a matter of law. Given that the Complaint falls far short of even the rudimentary procedural requirements for a “reason to believe” finding, the Commission should promptly dismiss the complaint against the RNC on that basis alone.

II. There is no reason to believe the RNC violated FECA’s soft money restrictions through the actions of Mr. Parscale.

The Complaint does not allege that the RNC itself or any of the RNC’s officers solicited soft money. Instead, the Complaint contends that the RNC is liable for Mr. Parscale’s alleged soft money solicitations for the America First entities. As a matter of law, however, Mr. Parscale’s alleged soft money solicitations would create liability for the RNC:

(1) *Only if* Mr. Parscale was an “agent” of the RNC within the meaning of FEC regulations; and

³¹ Compl. at 44-45.



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(2) *Only if* Mr. Parscale was “acting on behalf of” the RNC when he purportedly solicited soft money.³²

As explained below, neither of these legal conditions was met here. Accordingly, there is no reason to believe that the RNC violated FECA’s soft money restrictions, and the Commission should promptly dismiss the complaint against the RNC.

A. Mr. Parscale was not an “agent” of the RNC because he did not have actual authority, express or implied, to solicit *any* funds—let alone soft money—on the RNC’s behalf.

The Complaint asserts that Mr. Parscale was a “fundraising ‘agent’” of the RNC because the RNC reported disbursements to Parscale Strategy LLC for “management consulting.”³³ Merely performing services for a national party committee, however, is not sufficient to establish that a person was an “agent” of the party committee within the meaning of FEC regulations. To qualify as an “agent” of a national party committee for purposes of the soft money ban, an individual must have “actual authority, either express or implied . . . to solicit, direct, or receive any contribution, donation, or transfer of funds” or “solicit any funds for, or make or direct any donations to” a 501(c) organization or 527 organization.³⁴

The RNC retained Parscale Strategy LLC to provide consulting services related to digital strategy and online fundraising. Although the services, in part, related to online fundraising, Parscale Strategy LLC did not solicit contributions on behalf of the RNC. Instead, Parscale Strategy LLC advised the RNC on the RNC’s own solicitations. The RNC’s independent contractor agreement with Parscale Strategy LLC, as well as the nature of the services Parscale Strategy LLC provided to the RNC, make clear that Mr. Parscale did not have express or implied actual authority to solicit *any* funds on behalf of the RNC.

³² 11 C.F.R. § 300.10(c)(1) (applying the national party soft money restrictions to an “agent acting on behalf of a national party committee”).

³³ Compl. at 43.

³⁴ 11 C.F.R. § 300.2(b)(1).



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1. The RNC did not give Mr. Parscale express actual authority to solicit funds on its behalf.

“Express authority” is present when “a principal has stated in very detailed or specific language” that the agent has actual authority.³⁵ The RNC gave no such instruction to Mr. Parscale. In fact, the RNC’s independent contractor agreement with Parscale Strategy LLC clearly stated that Mr. Parscale was *not* an “agent” of the RNC:

Independent Contractor acknowledges and agrees that the Fees paid (if any) to Independent Contractor are based on an Independent Contractor relationship *and in no way shall be construed to create any manner of agency*

*Independent Contractor is not an agent of the RNC*³⁶

Moreover, the RNC’s independent contractor agreement with Parscale Strategy LLC expressly forbade Mr. Parscale from acting, holding himself out as, or representing himself as an “agent” of the RNC when performing services for other clients or when soliciting soft money:

While providing services for any other political committees, entities, or individuals, Independent Contractor *shall have no authority, actual or apparent, to act on behalf of the RNC and shall not be an agent of the RNC* or hold itself out, or otherwise represent itself, as an agent of the RNC. . . .

[W]hile acting within the scope of this agreement, Independent Contractor shall not solicit, receive from, or direct to another person or organization any contribution, donation, or transfer of funds or any other thing of value, or spend any RNC funds, that are

³⁵ Restatement (Third) of Agency § 2.01, cmt. b (2006).

³⁶ IC Agreement at 2-3 (emphasis added).



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not subject to the contribution limits, source prohibitions, and reporting requirements of the FECA (“Non-Federal Funds”). *Independent Contractor is not an agent of the RNC and expressly agrees not to represent itself as an agent of the RNC* in the course of, or in connection with, the raising of any Non-Federal Funds.³⁷

As this contractual language categorically demonstrates,³⁸ the RNC did not give Mr. Parscale express actual authority to act as an agent of the RNC, nor to solicit soft money for other organizations on behalf of the RNC. To the contrary, the RNC expressly prohibited Mr. Parscale from doing so.³⁹

2. The RNC’s conduct could not have reasonably caused Mr. Parscale to believe he had implied actual authority to solicit funds on behalf of the RNC.

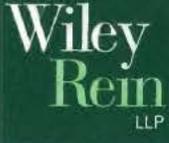
“Implied authority” means actual authority “to act in a manner in which an agent believes the principal wishes the agent to act based on the agent’s reasonable interpretation of the principal’s manifestation in light of the principal’s objectives and other facts known to the agent.”⁴⁰ Both the nature of the services Parscale Strategy LLC provided to the RNC and the express contractual terms between the firm and the RNC indicate that it would not have been reasonable for Mr. Parscale

³⁷ *Id.* at 3 (emphasis added).

³⁸ The Commission recently recognized that a “contemporaneous engagement letter” which “clarified [the parties’] understanding that [an individual] did not have [actual] authority” was sufficient to rebut “individually suggestive” facts that the individual might have actual authority. MUR 7151 (Great America PAC, *et al.*), First General Counsel’s Report at 9-10 (June 1, 2017).

³⁹ Moreover, the Complaint contains no evidence that the RNC authorized Mr. Parscale to act as an “agent” and raise soft money on its behalf. Thus, notwithstanding the fact that the RNC’s independent contractor agreement with Parscale Strategy LLC specifically disclaimed agency and prohibited Mr. Parscale from soliciting soft money while acting on behalf of the RNC, the Complaint’s failure to allege facts that would result in a violation of the Act or Commission regulations warrants dismissal of the Complaint on this basis alone.

⁴⁰ Restatement (Third) of Agency § 2.01, cmt. b (2006).



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to believe that he had implied actual authority from the RNC to act as an “agent” and solicit funds on behalf of the RNC.

The RNC retained Parscale Strategy LLC to provide consulting services related to digital strategy and online fundraising. The RNC did not retain the firm to “solicit” funds within the meaning of FEC regulations. “A solicitation is an oral or written communication that, construed as reasonably understood in the context in which it is made, contains a clear message asking, requesting, or recommending that another person make a contribution, donation, transfer of funds, or otherwise provide anything of value.”⁴¹ Parscale Strategy LLC’s services included advising the RNC on strategy for making its own solicitations. Such consulting services, although related to fundraising generally, did not include making solicitations under Commission regulations.

In addition, Mr. Parscale agreed in his independent contractor agreement with the RNC that he was not an “agent” of the RNC and would not act, hold himself out, or represent himself as such. These explicit contractual provisions to which Mr. Parscale agreed, combined with Parscale Strategy LLC’s scope of work, clearly indicate that the RNC did not want Mr. Parscale to act as an “agent” and solicit funds on its behalf. In light of these provisions, it would be unreasonable for Mr. Parscale to believe that he had implied authority to do so.

Mr. Parscale was not an “agent” of the RNC because he did not have express or implied actual authority from the RNC to solicit, direct, or receive funds on the national party committee’s behalf. And because Mr. Parscale was not an “agent” of the RNC, as a matter of law, the RNC cannot be liable for any of Mr. Parscale’s alleged fundraising activities for any other organizations.

B. Even if Mr. Parscale were an “agent” of the RNC—and he was not—any soft money solicitations he allegedly made were not “on behalf of” the RNC.

The Complaint appears to contend that Mr. Parscale must have “solicit[ed] ‘soft money’ on the authority of the [RNC]” because he was purportedly a “fundraising ‘agent’” for the RNC and the America First entities at the same time.⁴² However,

⁴¹ 11 C.F.R. § 300.2(m).

⁴² Compl. at 44-45.



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even if Mr. Parscale were an “agent” of the RNC within the meaning of FEC regulations—and he clearly was not—the fact that Mr. Parscale provided independent contractor consulting services to more than one client does not mean that Mr. Parscale was “acting on behalf of” the RNC when he provided services to his other clients.

FECA “does not prohibit individuals who are agents of [national party committees] from also raising non-Federal funds for other political parties or outside groups.”⁴³ Instead, as explained above, the national party committee soft money restrictions only apply to “agents” when they are “acting on behalf of a national party committee.”⁴⁴ Likewise, “a [national party committee] can only be held liable for the actions of an agent when the agent is acting on behalf of the [national party committee], and not when the agent is acting on behalf of other organizations or individuals.”⁴⁵ The Commission specifically designed the soft money regulations in this manner to “preserve the ability of individuals to solicit funds on behalf of multiple entities.”⁴⁶ Thus, “individuals . . . can, consistent with BCRA, wear multiple hats, and can raise non-Federal funds . . . without violating the prohibition against non-Federal fundraising by national parties.”⁴⁷ For example, “State party chairmen and chairwomen, who also serve as members of their national party committees, . . . can raise non-Federal funds for their State party organizations” without violating the soft money ban.⁴⁸ Similarly, “a fundraiser, whether professional or volunteer, may rais[e] funds for more than one candidate or committee.”⁴⁹

The Complaint contends that “an individual who is a fundraising agent of a . . . national party committee may also serve as a fundraising agent of an entity that raises ‘soft money’ *only if* the ‘soft money’ entity contacts the individual on their

⁴³ 2006 Soft Money E&J, 71 Fed. Reg. at 4979.

⁴⁴ 11 C.F.R. § 300.10(c)(1); *see also* FEC Adv. Op. 2003-10 (Reid), at 5 (June 16, 2003) (“[T]he Commission’s definition of ‘agent’ contemplates a dual-agency scenario.”).

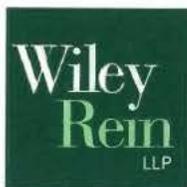
⁴⁵ 2002 Soft Money E&J, 67 Fed. Reg. at 49083.

⁴⁶ 2006 Agency E&J, 71 Fed. Reg. at 4979.

⁴⁷ 2002 Soft Money E&J, 67 Fed. Reg. at 49083.

⁴⁸ *Id.*

⁴⁹ FEC Adv. Op. 2005-02 (Corzine), at 10 (April 22, 2005).



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own and not at the request or suggestion of the . . . federal party committee for whom the individual is an agent”⁵⁰ The Complainant concocts this dubious theory of law based purportedly on Advisory Opinion 2015-09, in which two super PACs requested confirmation from the FEC that individuals who are agents of a federal candidate could also solicit soft money for the super PACs under proposed factual circumstances, which included the individuals soliciting funds “on their own” and “not at the request or suggestion of” federal candidates.⁵¹ The Commission confirmed that individuals who are agents of federal candidates may solicit soft money for the super PACs “as proposed.”⁵² However, nowhere in the opinion did the Commission state or even imply that an individual who is an agent of a federal candidate may solicit soft money for other organizations “only” under the proposed factual circumstances contained in the advisory opinion request. Moreover, the Commission has previously reached the opposite conclusion and determined that “a request that a person raise funds in connection with a non-Federal election does not in and of itself create an agency relationship.”⁵³

Even under its dubious legal theory, the Complaint fails to meet its factual burden. The Complaint blithely concludes, “[b]ased on published reports,” that the America First entities “did not contact Brad Parscale on their own but, instead, contacted him at the request or suggest of . . . the [RNC] or agents thereof.”⁵⁴ The Complaint does not identify these alleged “published reports” nor otherwise provide any evidence that the RNC “requested” or “suggested” that the America First entities “contact” Mr. Parscale.

In any event, Mr. Parscale’s work for other organizations was undertaken on his own and not under any express or implied actual authority from the RNC. As was detailed at length above, the RNC’s independent contractor consulting agreement with Parscale Strategy LLC made it expressly clear that Mr. Parscale was not an “agent” of the RNC and explicitly prohibited him from soliciting soft money while performing services for the RNC.

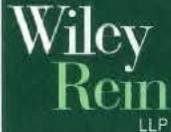
⁵⁰ Compl. at 43 (emphasis in original).

⁵¹ FEC Adv. Op. 2015-09, at 7.

⁵² *Id.*

⁵³ FEC Adv. Op. 2003-03 (Cantor) at 9 (Apr. 29, 2003) (superseded on other grounds).

⁵⁴ Compl. at 44.



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Jeff S. Jordan, Esq.
April 30, 2018
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The facts set forth above clearly demonstrate that even if Mr. Parscale were an “agent” of the RNC—which he was not—and even if he made any soft money solicitations for any other entities—about which the Complaint can only speculate—any such solicitations were not made while “acting on behalf of” the RNC.

CONCLUSION

For all of the reasons set forth above, the Commission should find no reason to believe the RNC violated FECA and should promptly dismiss this matter.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "Michael E. Toner".

Michael E. Toner
Brandis L. Zehr
A. Louisa Brooks

Exhibit A



**Republican
National
Committee**

Counsel's Office

March 8, 2017

Mr. Brad Parscale
Parscale Strategy, LLC
321 Sixth Street
San Antonio, TX 78215

Dear Mr. Parscale:

Upon the proper signatures by all parties hereto, this letter will serve as the Agreement between Parscale Strategy, LLC ("Independent Contractor") and the Republican National Committee ("RNC").

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Independent Contractor acknowledges and agrees that the Fees paid (if any) by the RNC to Independent Contractor are based on an Independent Contractor relationship and in no way shall be construed to create any manner of agency or employment relationship.

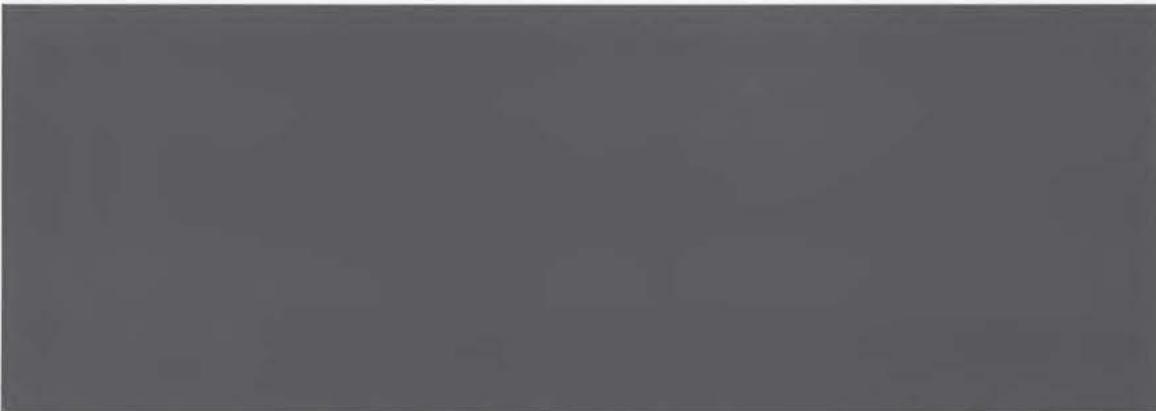
[REDACTED]

[REDACTED]

[REDACTED]

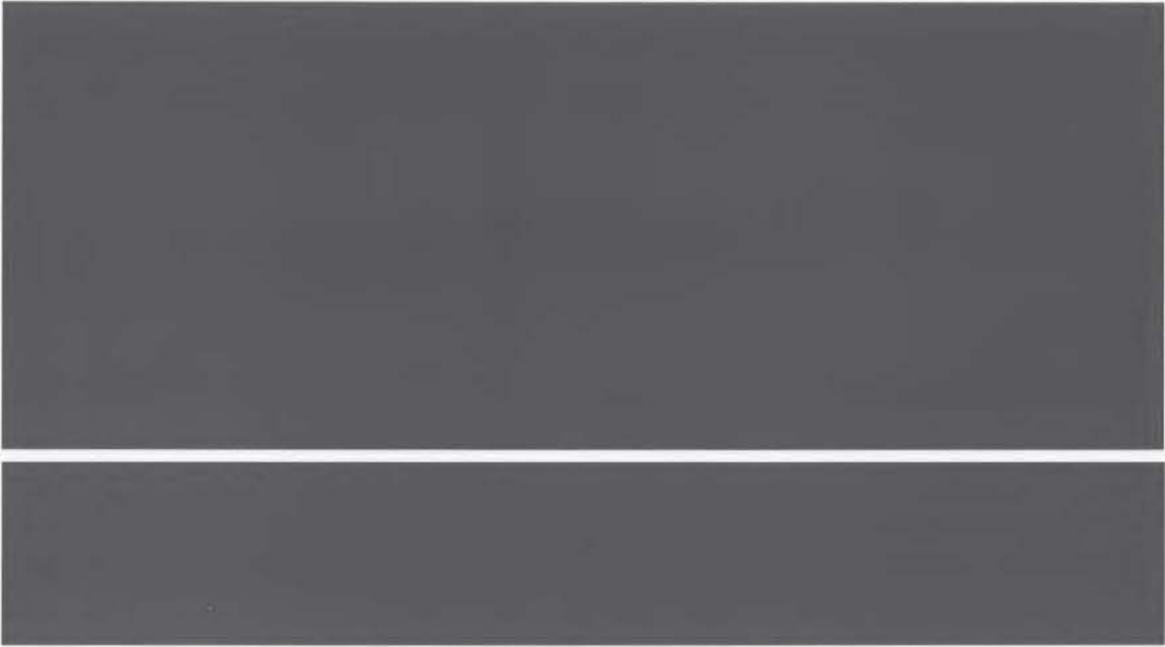


While performing services for any other political committees, entities, or individuals, Independent Contractor shall have no authority, actual or apparent, to act on behalf of the RNC and shall not be an agent of the RNC or hold itself out, or otherwise represent itself, as an agent of the RNC.



Independent Contractor also represents and agrees that while acting within the scope of this Agreement, Independent Contractor shall not solicit, receive from, or direct to another person or organization any contribution, donation, or transfer of funds or any other thing of value, or spend any RNC funds, that are not subject to the contribution limits, source prohibitions, and reporting requirements of the FECA ("Non-Federal Funds"). Independent Contractor is not an agent of the RNC and expressly agrees not to represent itself as an agent of the RNC in the course of, or in connection with, the raising of any Non-Federal Funds. The raising of any Non-Federal Funds is beyond the scope of this Agreement.





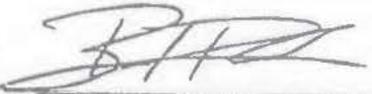
Sincerely,

A handwritten signature in black ink, appearing to read "S. Cooper Hawley", is written over the typed name.

S. Cooper Hawley
Associate Counsel

ACCEPTED AND AGREED TO:

For Independent Contractor:



Signature

Brad Parscale Owner

Print Name and Title

3/15/2017

Date



For the RNC:



Maggie Boyd
Chief Operating Officer

3/28/17

Date