



FEDERAL ELECTION COMMISSION
WASHINGTON, D.C.

February 18, 2025

VIA EMAIL ONLY

Elliot S. Berke, Esq.
Berke Farah LLP
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Washington, DC 20001
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RE: MUR 8146

Dear Mr. Berke:

On September 21, 2023, the Federal Election Commission notified your clients, Bolduc 2022, Inc., of a complaint alleging violations of certain sections of the Federal Election Campaign Act of 1971, as amended. A copy of the complaint was forwarded to your client at that time.

Upon further review of the allegations contained in the complaint, and information supplied by respondents, the Commission, on January 14, 2025, voted to dismiss the allegations that Bolduc 2022, Inc, violated 52 U.S.C. § 30121(a)(2) by knowingly accepting or receiving prohibited foreign national donations or contributions, and closed the file effective February 18, 2025. Any applicable Factual and Legal Analysis or Statements of Reasons available at the time of this letter's transmittal are enclosed.

Documents related to the case will be placed on the public record today. *See* Disclosure of Certain Documents in Enforcement and Other Matters, 81 Fed. Reg. 50,702 (Aug. 2, 2016).

If you have any questions, please contact Nick Mueller, the attorney assigned to this matter, at (202) 694-1577 or nmueller@fec.gov.

Sincerely,

Ana J. Peña-Wallace

Ana J. Peña-Wallace
Assistant General Counsel



FEDERAL ELECTION COMMISSION
WASHINGTON, D.C. 20463

BEFORE THE FEDERAL ELECTION COMMISSION

In the Matter of)	
)	
ECN Capital Corporation, <i>et al.</i>)	MUR 8146
)	

**STATEMENT OF REASONS OF COMMISSIONER SHANA M. BROUSSARD,
COMMISSIONER JAMES E. “TREY” TRAINOR, III, COMMISSIONER ALLEN J.
DICKERSON, AND COMMISSIONER DARA LINDENBAUM**

On January 14, 2025, the Commission voted to dismiss allegations that ECN Capital Corporation (“ECN”), a Canadian corporation, its U.S.-based subsidiaries (“ECN subsidiaries”), and two corporate officers contributed to sixteen different state and federal political committees.¹ The Commission agreed with the Office of General Counsel’s recommendations to dismiss the allegations, but did not approve a Factual and Legal Analysis. This statement explains the basis for our dismissal.

I. BACKGROUND

The Complaint alleged ECN made prohibited foreign national contributions in connection with state elections to three recipient committees during the 2018 and 2022 cycles.² The Complaint also alleged that five ECN subsidiaries made prohibited foreign national contributions in connection with both state and federal elections to three recipient committees.³ Finally, the Complaint alleges that two corporate officers, Steven K. Hudson and Michael Lepore, made contributions in their personal capacities to multiple state and federal committees.⁴

¹ See Certification ¶¶ 1-4 (Jan. 14, 2025), MUR 8146 (ECN Capital Corporation, *et al.*).

² See First Gen. Counsel’s Rpt. (“FGCR”) at 2, 10 (Nov. 22, 2024) (detailing ECN’s contributions to Florida Democratic Party and Francine Addie Garcia in her official capacity as treasurer; Empower Parents PAC (f/k/a Friends of Ron DeSantis) and Nancy H. Watkins in her official capacity as treasurer; and Ron DeSantis for Governor 2022 and Nancy H. Watkins in her official capacity as treasurer).

³ See *id.* at 3, 11 (detailing contributions by ECN subsidiaries to Ron DeSantis for Governor 2018 and Nancy H. Watkins in her official capacity as treasurer; Team Rick Scott and Salvatore A. Purpura in his official capacity as treasurer; and Empower Parents PAC (f/k/a Friends of Ron DeSantis) and Nancy H. Watkins in her official capacity as treasurer).

⁴ See *id.* at 4, 11-12 (detailing contributions by Hudson and Lepore to Friends of Milo Thorton and Russell S. Doster in his official capacity as treasurer; Make America Great Again PAC (f/k/a Donald J. Trump for President, Inc.) and Bradley T. Crate in his official capacity as treasurer; Team Graham, Inc. and Cabell Hobbs in his official capacity as treasurer; Team Rick Scott and Salvatore A. Purpura in his official capacity as treasurer; Trump Save America and Bradley T. Crate in his official capacity as treasurer; Laxalt for Senate and Cameron Phillips in his official capacity as treasurer; Blake Masters for Senate and Ashley Ragan in her official capacity as treasurer; Team Herschel and Salvatore Purpura in his official capacity as treasurer; and Bolduc 2022 and Bradley T. Crate in his official capacity as treasurer).

ECN and the ECN subsidiaries collectively responded that all donations were directed and controlled by officers and directors with U.S. citizenship or legal permanent residence and with money from U.S. companies.⁵ As for the corporate officers, both obtained legal permanent residence prior to any contributions within the statute of limitations.⁶

II. LEGAL ANALYSIS

Under the Federal Election Campaign Act of 1971, as amended (“the Act”), foreign nationals are prohibited from directly or indirectly making a contribution of money or other thing of value in connection with a U.S. federal, state, or local election.⁷ The Act defines “foreign national” as an individual who is not a U.S. citizen or national and who is not lawfully admitted for permanent residence in the U.S.⁸ “Foreign national” also includes a partnership, association, corporation, or organization organized under the laws of or having its principal place of business in a foreign country.⁹

Under the Commission’s regulations, a foreign national cannot “direct, dictate, control, or directly or indirectly participate in the decision-making process” of an entity’s U.S. election-related activities, such as decisions concerning the making of contributions.¹⁰ Accordingly, foreign nationals who serve as corporate officers of a U.S. company are prohibited from participating in decisions about whether to make political contributions.¹¹

As noted earlier, the Commission dismisses the allegations in this complaint. Foremost, the 2018 contributions, including the contribution(s) from ECN and the ECN subsidiaries, are barred by the statute of limitations.¹² The contributions from Hudson and Lepore (which fell within the statute of limitations) did not violate the Act or Commission regulations because the individuals had obtained legal permanent residence prior to their contributions.¹³ ECN responded that only officers and directors who were U.S. citizens directed and controlled its contributions with money from U.S.-based ECN (US) Holdings and its U.S.-based subsidiaries.¹⁴ Finally, the same reasons for dismissing the allegations that

⁵ See *id.* at 3-4, 7-9.

⁶ According to ECN’s response, Hudson and Lepore are both legal permanent residents. ECN Resp. at 2. In a subsequent response, Hudson stated he has held legal permanent residence since December 2020, and Lepore stated he obtained legal permanent residence in August 2020. See Lepore Resp., Hudson Resp.

⁷ 52 U.S.C. § 30121(a); 11 C.F.R. § 110.20(b).

⁸ 52 U.S.C. § 30121(b); 11 C.F.R. § 110.20(a)(3).

⁹ 52 U.S.C. § 30121(b); 22 U.S.C. § 611(b)(3); 11 C.F.R. § 110.20(a)(3).

¹⁰ 11 C.F.R. § 110.20(i).

¹¹ See *id.*; see also Factual and Legal Analysis at 9, MUR 7613 (Zekelman Industries, Inc., *et al.*) (stating “the key issue is not whether a U.S. citizen or national had final decision-making authority or final say regarding the making of the contribution or donation, but whether any foreign national directed, dictated, controlled, or directly or indirectly participated in a decision-making process in connection with election-related spending.”).

¹² See FGCR at 15 (citing *Heckler v. Chaney*, 470 U.S. 821 (1985)).

¹³ See *id.* at 11-12. See also *supra* note 6.

¹⁴ See ECN Resp. at 2. To be sure, the only direct evidence that a named corporate officer directed or controlled ECN’s decision-making about contributions were copies of checks or donation/contributions forms Lepore signed. See, e.g., Team Rick Scott and Salvatore A. Purpura in his official capacity as treasurer Resp. Att. A (contribution form) and Ron DeSantis for Governor 2018 & 2022 and Nancy H. Watkins in her official capacity as treasurer Resp. Exh. C (signed check).

ECN, its subsidiaries, and officers made prohibited foreign contributions likewise justified dismissal of the allegations against the recipient committees.¹⁵

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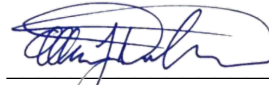
Date



Shana M. Broussard
Commissioner

2/14/2025

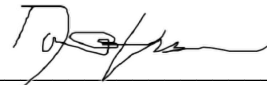
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Allen J. Dickerson
Commissioner

2/14/2025

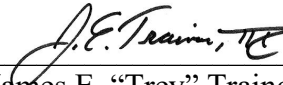
Date



Dara Lindenbaum
Commissioner

2/14/2025

Date



James E. "Trey" Trainor, III
Commissioner

¹⁵ See *id.* at 23-26.