



FEDERAL ELECTION COMMISSION
WASHINGTON, D.C.

June 2, 2025

VIA Electronic Mail Only
politicallaw@gobergroup.com

Eric Wang
The Gober Group
P.O. Box 341016
Austin, TX 78734

RE: MUR 8218

Dear Mr. Wang,

On February 27, 2024, the Federal Election Commission notified your client, Sam Brown, of a complaint indicating violations 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 April 30, 2025, voted to dismiss this matter effective June 2, 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 Luis Lipchak, the attorney assigned to this matter, at (202) 694-1331.

Sincerely,

Mark Shonkwiler

Mark Shonkwiler
Assistant General Counsel

FEDERAL ELECTION COMMISSION**FACTUAL AND LEGAL ANALYSIS**

RESPONDENTS: Sam Brown **MUR 8218**
MWE Group, LLC
Citizens for Nevada PAC Inc. and
Mike McCauley in his official capacity as treasurer

I. INTRODUCTION

The Complaint alleges that 2022 U.S. Senate candidate Sam Brown — acting either directly or indirectly through his agent, a political fundraising firm called MWE Group, LLC (“MWE”) — established, financed, maintained, or controlled (“EFMC’ed”) Citizens for Nevada PAC, Inc. and Mike McCauley in his official capacity as treasurer (“CFN”), an independent-expenditure only committee (“IEOPC”), and that Brown, MWE, and CFN violated 52 U.S.C. § 30125(e)(1) of the Federal Election Campaign Act of 1971, as amended (the “Act”), when Brown and/or MWE caused four individual donors to provide CFN with non-federal funds later used to make independent expenditures in support of Brown’s campaign.

Respondents deny the allegations. MWE states that, although one of its two partners worked for the Brown campaign, the other partner, operating in accordance with a firewall policy, only worked for CFN and did not work for the Brown campaign. Accordingly, MWE asserts that its partner who solicited funds on behalf of CFN did not act as Brown’s agent, and that neither Brown, nor the MWE partner acting as Brown’s agent, impermissibly directed non-federal funds to CFN. CFN argues that campaign donors are not prohibited from also contributing to an IEOPC supporting the same candidate, nor are campaign committees and IEOPCs prohibited from using the same fundraising consulting firm when a firewall policy is in

1 place. Brown likewise denies involvement with CFN's fundraising and states that the affidavits
2 submitted by the two MWE partners establish that the partner working for CFN, who was
3 firewalled from the partner working for Brown, obtained the donor information for CFN's
4 solicitations from MWE's database.

5 As explained below, the available information does not provide a basis to reasonably
6 conclude that Brown was directly or indirectly involved with CFN's fundraising. Therefore, the
7 Commission dismisses the allegation that Brown, MWE, and CFN violated 52 U.S.C.
8 § 30125(e)(1) by directing, soliciting, receiving, or spending non-federal funds in connection
9 with a federal election.

10 **II. FACTUAL BACKGROUND**

11 Sam Brown was a 2022 U.S. Senate candidate in Nevada, and Sam Brown for Nevada is
12 his principal campaign committee.¹

13 CFN was an IEOPC that raised \$45,801.23 from four donors during the 2022 election
14 cycle and made one independent expenditure for mailers in support of Brown for \$35,460.50.²
15 CFN filed a termination report on January 24, 2023.³

16 MWE is a fundraising consultant partnership that includes two partners, Falcia Mandel

¹ Sam Brown for Nevada, Statement of Organization at 2 (July 7, 2021), <https://docquery.fec.gov/pdf/155/202107079450988155/202107079450988155.pdf>. The Sam Brown for Nevada committee established for the 2022 campaign was converted to a nonqualified PAC named Sam Brown PAC and filed its final termination report February 16, 2023. Sam Brown PAC, FEC Form 3 at 1 (February 16, 2023), <https://docquery.fec.gov/pdf/243/202302169578647243/202302169578647243.pdf>. A new committee for Sam Brown's 2024 campaign registered using the name Sam Brown for Nevada. Sam Brown for Nevada, Statement of Organization at 2 (July 10, 2023), <https://docquery.fec.gov/pdf/187/202307109582471187/202307109582471187.pdf>.

² CFN, FEC Form 3X at 2-4 (Dec. 6, 2022), <https://docquery.fec.gov/pdf/548/202212069547170548/202212069547170548.pdf>.

³ CFN, FEC Form 3X at 1 (Feb. 24, 2022), <https://docquery.fec.gov/pdf/677/202301249574939677/202301249574939677.pdf>.

1 and Lindsey Seitchik.⁴ During the 2022 election cycle, MWE contracted to provide fundraising
2 services to both Sam Brown for Nevada and CFN.⁵ MWE states that it operated with a firewall
3 policy in place to prevent non-public campaign information from being shared between the two
4 committees.⁶ In accordance with the firewall policy, MWE assigned its two members to
5 different clients for the 2022 election cycle: Mandel was assigned to the Brown campaign, and
6 Seitchik was assigned to CFN.⁷ Mandel and Seitchik both submitted affidavits affirming that
7 neither was involved in fundraising decisions related to the other's client, and that non-public
8 information about campaign plans, projects, and activities was not shared across the firewall.⁸ In
9 her affidavit, Seitchik affirmed that she personally solicited the four CFN donors using data from
10 MWE's donor database and that she did not consult with Mandel regarding fundraising strategy
11 for CFN.⁹

12 The Complaint alleges that Brown, acting either directly or through MWE, directed funds
13 to CFN, thus EFMC'ing CFN and subjecting it to the Act's soft money prohibition, and that CFN
14 in turn impermissibly received and spent these non-federal funds when it made independent
15 expenditures in support of Brown.¹⁰ Specifically, the Complaint alleges two alternative theories
16 regarding the allegation that Brown financed CFN.¹¹ First, the Complaint alleges that Brown
17 may have directly provided the names of four donors to his campaign to CFN and in doing so,

⁴ MWE Resp. at 2 (Apr. 12, 2024).

⁵ *Id.* at 3.

⁶ *Id.* at 2.

⁷ *Id.* at 3.

⁸ *Id.*

⁹ *Id.*

¹⁰ Compl. at 2.

¹¹ *Id.* at 5.

1 arranged for CFN to receive non-federal funds comprising all of its contributions for the election
2 cycle.¹² The Complaint does not provide any specific information to support this contention but
3 speculates that it occurred based on the fact that the four donors had previously contributed to
4 Brown’s campaign, and on the “close ties and ongoing relationship” between Brown’s campaign,
5 CFN, and MWE.¹³ Alternatively, the Complaint alleges that MWE, acting as Brown’s agent,
6 provided donor names to CFN and thus arranged for CFN to receive non-federal funds.¹⁴ Again,
7 the Complaint offers no specific evidence that Brown authorized MWE to act as his agent for
8 this purpose, relying instead on MWE’s role as a vendor for both Brown’s campaign and CFN,
9 and Mandel’s dual roles at MWE and as finance director for Brown for Nevada.¹⁵

10 In response, Brown argues that the Complaint fails to establish that MWE acted as his
11 agent in soliciting funds to finance CFN.¹⁶ His Response asserts that CFN and Brown’s
12 campaign received separate fundraising services from different members of MWE pursuant to a
13 firewall policy.¹⁷ Brown asserts that neither he nor any agent of his campaign were involved in
14 CFN’s fundraising.¹⁸

15 MWE asserts that it did not provide any funding to CFN, and that Brown, as a matter of
16 law, cannot be considered to have EFMC’ed CFN through the contributions of third-party
17 individuals under the Act.¹⁹ MWE states that its efforts to assist CFN with fundraising were

12 *Id.*

13 *Id.* at 6.

14 *Id.* at 5.

15 *Id.* at 4.

16 Brown Resp. at 1-5.

17 *Id.* at 1.

18 *Id.* at 2.

19 MWE Resp. at 3-6.

1 completely separate from the services it provided Brown’s campaign, and provides copies of its
2 firewall policy prohibiting the sharing of information between the two committees serviced by
3 each of its two partners.²⁰ MWE explains that Mandel was assigned to the Brown campaign and
4 Seitchik was assigned to CFN during the 2022 election cycle in order to comply with the firewall
5 policy.²¹ Additionally, MWE includes with its Response affidavits from its partners, Mandel and
6 Seitchik, affirming their adherence to the firewall policy, that neither was involved in fundraising
7 decisions related to the other’s respective client, and that non-public information about campaign
8 plans, projects, and activities was not shared across the firewall.²² Seitchik’s affidavit states that
9 she solicited the CFN donors using donor information from MWE’s own donor database.²³

10 CFN asserts that the Complaint fails to provide sufficient evidence to support the
11 allegations.²⁴ Its Response asserts that the law does not prohibit a campaign’s donors from also
12 contributing to an IEOPC supporting that campaign, and that a campaign and an IEOPC are not
13 prohibited from sharing a vendor if appropriate procedures are in place.²⁵

14 **III. LEGAL ANALYSIS**

15 The Act prohibits federal candidates and officeholders, their agents, and entities directly
16 or indirectly established, financed, maintained or controlled by or acting on behalf of one or
17 more candidates or individuals holding federal office, from “solicit[ing], receiv[ing], direct[ing],
18 transfer[ing], or spend[ing] funds in connection with an election for Federal office, . . . unless the

²⁰ *Id.* at 1-3, 13-23.

²¹ *Id.* at 3.

²² *Id.* at 24-28.

²³ *Id.* at 24-26.

²⁴ CFN Resp. at 1.

²⁵ *Id.*

1 funds are subject to the limitations, prohibitions, and reporting requirement of [the] Act.”²⁶ The
2 Act limits contributions to non-authorized, non-party committees to \$5,000 in any calendar
3 year.²⁷ The Commission’s regulations define “to solicit” as to ask, request or recommend,
4 explicitly or implicitly, that another person make a contribution, donation, transfer of funds or
5 otherwise provide anything of value.²⁸ “To direct” means to guide, directly or indirectly, a
6 person who has expressed an intent to make a contribution, donation, transfer of funds or
7 otherwise provide anything of value, by identifying a candidate, political committee or
8 organization for the receipt of such funds or things of value.²⁹

9 To determine whether a candidate or his or her agent directly or indirectly EFMC’s an
10 entity, the Commission considers ten non-exhaustive factors “in the context of the overall
11 relationship between the sponsor and the entity.”³⁰ These factors include whether a sponsor,
12 directly or through its agent, causes or arranges for funds in a significant amount or on an
13 ongoing basis to be provided to the entity, or whether such sponsor has common or overlapping
14 officers or employees with the entity.³¹

15 An “agent” is defined as any person who has actual authority, either express or implied,
16 to engage in certain activities on behalf of another, including to “solicit, receive, direct, transfer,
17 or spend funds in connection with any election.”³² The agent must in fact be acting on behalf of

²⁶ See 52 U.S.C. §30125(e)(1)(A); 11 C.F.R. § 300.61.

²⁷ 52 U.S.C. § 30116(a)(1)(C).

²⁸ 11 C.F.R. § 300.2(m).

²⁹ *Id.* § 300.2(n).

³⁰ *Id.* § 300.2(c)(2).

³¹ *Id.* § 300.2(c)(2)(i)-(x).

³² *Id.* § 300.2(b)(3). In defining “agency” the Commission explained “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.” 67 Fed. Reg. 49, 064, 49,083. The Commission further stated, “it is not

1 the principal to create potential liability, and an agent of a federal candidate may solicit non-
2 federal funds for another entity if the agent is operating independently or on behalf of another
3 entity, and not at the request or suggestion of the federal candidate.³³

4 The Complaint alleges that Brown indirectly EFMC'ed, *i.e.*, financed, CFN by either
5 personally providing the names of four individual contributors to CFN or by authorizing MWE
6 to do the same, which resulted in CFN receiving contributions from those individuals..

7 The available information does not suggest that Brown personally gave CFN the names
8 of potential contributors.³⁴ The Complaint presumes this may have happened because the
9 individuals who contributed to CFN previously contributed to Brown for Nevada, but to assume
10 based on this connection that Brown must have provided CFN with their names or solicited them
11 is speculative.³⁵ Further, in his Response, Brown asserted that neither he nor any of his agents
12 were involved in CFN's fundraising.³⁶ Moreover, Seitchik explains in her affidavit that she
13 solicited the CFN donors using donor information from MWE's own donor database and adhered
14 to the firewall policy to ensure that non-public information was not shared between the
15 committees.³⁷

16 Second, the available information does not suggest that MWE, acting as Brown's agent,
17 solicited the four contributors. As stated above, Seitchik, the MWE partner assigned to CFN,

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 create potential liability for the principal." *Id.*

³³ *Prohibited and Excessive Contributions: Non-Federal Funds or Soft Money*, 67 Fed. Reg. 49, 064, 49,083 (July 29, 2002); *see also* Advisory Opinion 2015-09 at 7 (Senate Majority PAC/House Majority PAC) (permitting agents of federal candidates to solicit funds when doing so independently and not at the request or suggestion of a federal candidate).

³⁴ Brown Resp. at 3; *see* MWE Resp. at 25.

³⁵ Compl. at 5.

³⁶ Brown Resp, at 2.

³⁷ MWE Resp. at 24-26.

1 affirmed that she used donor information from MWE's database to personally solicit donors for
2 CFN and that, when doing so, she operated under a firewall policy that prevented her from
3 communicating about her actions with the Brown campaign.³⁸ The statements from the two
4 partners contend that information from Brown for Nevada was not shared with CFN and that the
5 solicitations for each entity were done entirely independently.³⁹

6 In short, the available information does not provide a reasonable basis to conclude that
7 Brown directly or indirectly through MWE assisted CFN with its fundraising. As such, it does
8 not appear that Brown or MWE as his agent violated the soft money provision or that Brown
9 EFMC'ed CFN, and there is thus no basis to conclude that CFN was subject to the soft money
10 provision as an EFMC'ed entity. Therefore, the Commission dismisses the allegations that
11 Brown, MWE or CFN violated 52 U.S.C. § 30125(e)(1) by directing, soliciting, receiving, and
12 spending non-federal funds in connection with a federal election.

³⁸ *Id.* at 24-26.

³⁹ *Id.*