

Republican Party of Virginia
115 East Grace Street
Richmond, VA 23219

Patrick M. McSweeney
General Counsel

May 28, 2014

Steven Albertson, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Dear Steve:

This is in response to your request for my ruling on the following question: On what questions should a General Counsel's ruling issued pursuant to Article X (A) [of the Party Plan] be considered binding? Because this question has been posed to me informally every day since I was appointed General Counsel, I hasten to provide my ruling and analysis.

Given the absence of a specific provision addressing the effect of a General Counsel's ruling, the answer must be found in the intent of the Party Plan as indicated by its provisions, particularly those regarding General Counsel rulings and appeals from them. Article X, §A (1) provides for an appeal within 30 days of the date on which a ruling is posted on the RPV website. That provision does not specify who has standing to appeal. If standing is limited to those directly affected by the ruling, it would be illogical to give the ruling binding effect on those who lack capacity to challenge it.

Even if an appeal could be filed by individuals who were not directly affected by the ruling or by individuals who were not members of the Official Committee the action of which was the subject of the ruling, the ruling would not bind other individuals in perpetuity or without regard for subsequent amendments to the Party Plan or significant differences in the facts involved in a future case. Just as a decision of an appellate court has no binding effect in future cases where the facts are significantly different, a ruling by General Counsel would not be binding in future cases in which the facts are significantly different regarding the legal issue involved. Put another way, where the facts of a subsequent case can be distinguished from the facts involved in the prior ruling, the prior ruling has no binding effect.

Unless and until a ruling of General Counsel is overturned on appeal, it is binding on those immediately involved in, or directly affected by, the action that is the subject of the ruling. Any ruling has some persuasive effect in future cases, however, even if it is not binding.

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Very truly yours,

/ s /

Patrick M. McSweeney

cc: Chairman Pat Mullins
First Vice-Chairman Mike Thomas
Shaun Kenney, Executive Director