SETTLEMENT AGREEMENT

By and through their undersigned counsel, the State of Vermont (the "State"); and Pam Pac, Decker Zinn, LLC ("Decker Zinn"), and Pamela Mackenzie ("Mackenzie") (collectively, "Respondents") hereby agree to resolve the campaign finance complaint filed by Paul Engels pertaining to the March 2013 South Burlington City Council election as follows:

WHEREAS, Paul Engels filed a complaint with the Vermont Attorney General's Office alleging that Decker Zinn and Pam Pac had violated campaign finance laws in connection with the 2013 South Burlington City Council election;

WHEREAS, Respondents wish to resolve this matter without litigation; and

WHEREAS, the State and Respondents agree that the following facts are true and accurate:

1. Pamela Mackenzie is an individual.

2. Decker Zinn, LLC, is a Vermont limited liability company wholly owned by Mackenzie.

3. Pam Pac was a committee formed by Mackenzie and Decker Zinn, LLC, in 2013. Pam Pac is not a corporation, limited liability company, partnership, or other separate legal entity.

4. Pam Pac did not register its name, address, treasurer or bank account with the Secretary of State's Office as a political committee.

5. Pam Pac did not maintain a single checking account in a single bank publicly designated as its bank account for the financial transactions of the political committee.

6. Mackenzie filed pre-election campaign finance reports for Pam Pac with the South Burlington City Clerk and the Secretary of State on February 21, 2013, and signed the

reports as treasurer of Pam Pac. These reports included the completed cover page with signed certification on behalf of Pam Pac, a completed page titled "Details of Contributions Over $100," and a completed page titled "Details of Expenditures." The reports did not include page 2, titled "Contribution and Expenditure Summary." Since Pam Pac received no contributions of $100 or less, in-kind contributions, or loans during the time period covered by the pre-election report, the inclusion of the "Contribution and Expenditure Summary" would not have provided any information not already shown on the other pages of the report.

7. Mackenzie inaccurately stated in the February 21, 2013, pre-election campaign finance report that Pam Pac had received a contribution of $1,090 on February 7, 2013, from Decker Zinn and that Pam Pac had made an expenditure of $1,090 on February 7, 2013, for advertising in *The Other Paper*.

8. Mackenzie believes she mailed a post-election campaign finance report for Pam Pac to the South Burlington City Clerk and to the Secretary of State on March 8, 2013, and retained a copy for her records, but neither office has a copy in its files.

9. Pam Pac received contributions from 10 single sources during February and March 2013. Mackenzie contributed $2,000; Decker Zinn contributed $2,000; and $100 was contributed by each of eight individuals.

10. One or more of the Respondents placed advertisements advocating votes in support of candidates Patricia Nowak and Chris Shaw ("Advertisements") that appeared in *The Other Paper* on February 14, 21, and 28, 2013, and in the *Burlington Free Press* on March 1, 2013.

11. The Advertisements included lists of people who indicated they supported Patricia Nowak and Chris Shaw for election. The total expenditure for the Advertisements was $4,782.

12. The attribution on these four advertisements read, "Paid for by DeckerZinn, LLC, Pam Mackenzie." It did not include the name and address of Pam Pac.

WHEREAS, the State adopts the following conclusions of law. Respondents disagree with these conclusions but choose not to undertake the burden and expense of contesting them:

1. Pam Pac was a political committee that accepted contributions and made expenditures of more than $500.00 in 2013 in support of candidates Patricia Nowak and Chris Shaw prior to the March 2013 South Burlington City Council election. Pam Pac failed to register as a political committee pursuant to 17 V.S.A. §2831(a). Pam Pac failed to maintain a checking account as required by 17 V.S.A. § 2802.

2. Pam Pac failed to file complete campaign finance reports in connection with the March 2013 South Burlington City Council election pursuant to 17 V.S.A. § 2831(b). Pam Pac failed to file a post-election campaign finance report for Pam Pac with the South Burlington City Clerk as required by 17 V.S.A. § 2831(b). Pam Pac filed an inaccurate pre-election campaign finance report for Pam Pac in violation of 17 V.S.A. § 2803.

3. Pam Pac ran four advertisements in support of candidates in the March 2013 South Burlington City Council election but failed to include the appropriate identification of Pam Pac required by the electioneering communication provision of 17 V.S.A. § 2892.

4. Pam Pac's advertisements were facilitated, solicited, or approved by candidates Shaw and Nowak and thus were contributions to those candidates pursuant to 17 V.S.A. § 2809(a) & (c). Pam Pac contributed advertisements valued at $4,782.00 to Chris Shaw and

Patricia Nowak, exceeding the $3,000.00 per election limit on contributions from political committees to candidates set forth in 17 V.S.A. § 2805(b) as amended by 1987 Vt. Acts & Resolves 263, § 3 (Adj. Sess.).

NOW, THEREFORE, the State and Respondents agree to settle this matter by taking the following actions:

A. The State covenants and agrees not to sue, or to file a complaint or other charge (either civil or criminal), or to seek any other legal or administrative enforcement action against Respondents, or any of them, or their affiliates, officers, directors, employees, agents, members, contributors or donors, successors, or assigns, for enforcement of any campaign finance violations (whether known or unknown) by Pam Pac, Pamela Mackenzie, Decker Zinn LLC, or any of them, during the 2013 South Burlington City Council election cycle;

B. Respondents agree to pay $2,000.00 to the State as a civil penalty within thirty (30) days of the signing of this Stipulated Settlement; and

C. Respondents agree to file campaign finance reports, in form and substance attached hereto, with the Vermont Secretary of State, covering the 2013 South Burlington City Council election cycle, within 21 days of signing this Stipulated Settlement.

STATE OF VERMONT

WILLIAM H. SORRELL
ATTORNEY GENERAL

March 16, 2015

By: Eve Jacobs-Carnahan

Eve Jacobs-Carnahan
Assistant Attorney General
Office of the Attorney General
109 State Street
Montpelier, VT 05609-1001
(802) 828-3176

DECKER ZINN, LLC

March 22, 2015 By: _____
Pamela Mackenzie, Duly Authorized Agent

PAM PAC

March 22, 2015 By: _____
Pamela Mackenzie, Treasurer

March 22, 2015 _____
PAMELA MACKENZIE, Individually

APPROVED AS TO FORM:

_____
Ellen Mercer Fallon, Esq.
LANGROCK SPERRY & WOOL, LLP
Attorneys for Respondents
645457.1

AMENDED

CAMPAIGN FINANCE DISCLOSURE FORM

CERTIFICATION FOR **POLITICAL ACTION COMMITTES (PACs) OR POLITICAL PARTIES**

NAME OF COMMITTEE/PARTY: Pam Pac

CONTACT PERSON: Pam Mackenzie

ADDRESS: 40 Hummingbird Lane TOWN: S. Burlington STATE: VT ZIP: 05403

TELEPHONE: 802-497-1340

THIS THE REPORT DUE: 2/23/13 (Fill in date.)

We have made contributions to affect a **local (municipal) election** held in: S. Burlington

The election was/will be held on: 3/5/13 (Date of election) **THIS IS OUR REPORT DUE:**
- [ ] 30 days prior to election.
- [x] 10 days prior election
- [ ] 14 days after election

[ ] **NO ACTIVITY TO REPORT-** There has been no activity in the campaign account since the previously filed report.

ALL PACs/PARTIES: This report amends one previously filed on: 2/21/13 (ONLY if changing a PREVIOUSLY FILED report.)

SURPLUS FROM previous campaign TOTAL surplus from 20___: $_____

TOTAL CARRYFORWARD to **current campaign** (surplus – donations + interest): $_____

(NOTE: *Complete this section ONLY for first report of new campaign cycle if carrying forward surplus funds from a prior campaign)*

WE HAVE COMPLETED AND ATTACHED THE FOLLOWING FORMS for this reporting period:
- [x] Certification of PAC or party – This sheet (REQUIRED)
- [x] Contribution & Expenditure Summary (As needed)
- [x] Details of Contributions Over $100 (As needed)
- [x] Details of Expenditures (As needed)

[ ] **FINAL REPORT:** This is our FINAL REPORT for the current Campaign Cycle and closes out our current campaign by indicating the disposition of any surplus or debt, and all contributions and expenditures for this cycle are accounted for. (*Only* check when filing final report.) Note: A FINAL REPORT is required to close out a campaign. This does NOT mean that your account must be closed.

CHECK ONE ONLY:

[ ] We have $_____ surplus from the current campaign and this amount will be carried forward to the new campaign.

[ ] Surplus funds from the current campaign in the amount of $_____ have been donated to the charity, candidate, PAC or political party listed in the attached Details of Expenditures sheet, leaving a balance of $0.

I hereby certify, under the pains and penalties of perjury, that the information provided on all pages of this campaign finance disclosure report is true and accurate to the best of my knowledge, information and belief.

By checking this box, no signature is needed and you agree to the terms and conditions above under Vermont law. [ ]

3/22/15	Pamela	Pamela Mackenzie
Date	Treasurer Signature	Name of person signing form (PRINT)

A PDF of this report can be sent to campaignfinance@sec.state.vt.us and must be received by 5 PM on the reporting deadline.

Name of PAC/Party:

CONTRIBUTION and EXPENDITURE SUMMARY

CONTRIBUTIONS

CONTRIBUTIONS *OVER* $100	(1) Total Contributions – this reporting period:	$ 1090
	(2) Total Contributions – Campaign to Date:	$ 1090

NOTE: *If you received contributions over $100, you must attach the Details of Contributions Over $100 sheet(s).*

CONTRIBUTIONS $100 OR LESS	(3) Total Contributions – this reporting period:	$ 0
	(4) Number of contributors – this reporting period:	0
	(5) Total Contributions – Campaign to Date:	$ 0
	(6) Number of contributors – Campaign to Date:	

GRAND TOTAL OF *ALL* CONTRIBUTIONS		
FOR THIS REPORTING PERIOD	(7) Subtotal of non-monetary (in-kind) contributions:	$ 0
	(8) Subtotal of monetary contributions (Lines 1+ 3 – 7):	$ 1090
	(9) TOTAL – This Reporting Period (Lines 7 + 8):	$ 1090
CAMPAIGN TO DATE	(10) Subtotal of non-monetary (in-kind) contributions:	$ 0
	(11) Subtotal of monetary contributions (Lines 2 + 5 – 10):	$ 1090
	(12) TOTAL – Campaign to Date (Lines 10 + 11):	$ 1090

EXPENDITURES

GRAND TOTAL OF *ALL* EXPENDITURES	**TOTAL – This Reporting Period:**	$ 1090
	TOTAL – Campaign to Date:	$ 1090

NOTE: *If you have made expenditures for this reporting period, you will need to attach the Details of Expenditures sheet(s)*

LOANS OR OTHER DEBT

TOTAL PRIVATE LOANS OR OTHER OBLIGATIONS CURRENTLY OUTSTANDING	Total Loans – This Reporting Period:	$ 0
	Total Loans – Campaign to Date:	$ 0
TOTAL DEBT/OBLIGATIONS FORGIVEN	Total Loans – This Reporting Period:	$ 0
	Total Loans – Campaign to Date:	$ 0

NOTE: *If you have loans or other debt outstanding or debt that has been forgiven, you will need to attach the Details of Loans/Other Obligations sheet(s).*

CAMPAIGN FINANCE DISCLOSURE REPORT - DETAILS OF EXPENDITURES

Note: Expenditures occur on both a cash basis and an accrual basis; report whichever occurs first. You must report expenses when promised to be paid or when payment is disbursed, which ever occurs first. 17 V.S.A. §2801(3)

Date of Expenditure	Amount of Expenditure	To Whom Paid	Address	Town/City	State	Zip	Purpose of Expenditure
2/14/13	1090.	The Other Paper	1340 Williston Rd	South Burlington	VT	05403	Advertising for P. Nowak and C. Shaw

Name of candidate or PAC: Pam Pac

CAMPAIGN FINANCE DISCLOSURE REPORT - DETAILS OF CONTRIBUTIONS OVER $100

Date of Contribution	Amount of Contribution	Contributor's Total Contributions to Date	Name of Contributor	Address	Town/City	State	Zip	If In-kind Contribution, Please Describe	Town of Residence
2/14/13	1090.	1090.	Pam Mackenzie	40 Hummingbird Lane	South Burlington	VT	05403		South Burlington

Name of candidate or PAC: Pam Pac

AMENDED

CAMPAIGN FINANCE DISCLOSURE FORM

CERTIFICATION FOR **POLITICAL ACTION COMMITTEES (PACs) OR POLITICAL PARTIES**

NAME OF COMMITTEE/PARTY: Pam Pac

CONTACT PERSON: Pam Mackenzie

ADDRESS: 40 Hummingbird Lane TOWN: South Burlington STATE: VT ZIP: 05403

TELEPHONE: 802-497-1340

THIS THE REPORT DUE: 3/15/13 (Fill in date.)

We have made contributions to affect a **local (municipal) election** held in: S. Burlington

The election was/will be held on: 3/5/13 (Date of election) **THIS IS OUR REPORT DUE:** ☐ 30 days prior to election. ☐ 10 days prior election ☑ 14 days after election

☐ **NO ACTIVITY TO REPORT-** There has been no activity in the campaign account since the previously filed report.

ALL PACs/PARTIES: This report amends one previously filed on: 3/8/13 (ONLY if changing a PREVIOUSLY FILED report.)

SURPLUS FROM previous campaign TOTAL surplus from 20___: $_____

TOTAL CARRYFORWARD to **current campaign** (surplus – donations + interest): $_____

(NOTE: *Complete this section ONLY for first report of new campaign cycle if carrying forward surplus funds from a prior campaign)*

WE HAVE COMPLETED AND ATTACHED THE FOLLOWING FORMS for this reporting period:

☑ Certification of PAC or party – This sheet (REQUIRED) ☑ Contribution & Expenditure Summary (As needed)

☑ Details of Contributions Over $100 (As needed) ☑ Details of Expenditures (As needed)

☐ **FINAL REPORT:** This is our FINAL REPORT for the current Campaign Cycle and closes out our current campaign by indicating the disposition of any surplus or debt, and all contributions and expenditures for this cycle are accounted for. (*Only* check when filing final report.) Note: A FINAL REPORT is required to close out a campaign. This does NOT mean that your account must be closed.

CHECK ONE ONLY:

☐ We have $_____ surplus from the current campaign and this amount will be carried forward to the new campaign.

☐ Surplus funds from the current campaign in the amount of $_____ have been donated to the charity, candidate, PAC or political party listed in the attached Details of Expenditures sheet, leaving a balance of $0.

I hereby certify, under the pains and penalties of perjury, that the information provided on all pages of this campaign finance disclosure report is true and accurate to the best of my knowledge, information and belief.

By checking this box, no signature is needed and you agree to the terms and conditions above under Vermont law. ☐

3/22/15 — Date

Pamela — Treasurer Signature

Pamela Mackenzie — Name of person signing form (PRINT)

A PDF of this report can be sent to campaignfinance@sec.state.vt.us and must be received by 5 PM on the reporting deadline.

Name of PAC/Party:

CONTRIBUTION and EXPENDITURE SUMMARY

CONTRIBUTIONS

CONTRIBUTIONS *OVER* $100	(1) Total Contributions – this reporting period:	$ 2910.
	(2) Total Contributions – Campaign to Date:	$ 4000.

NOTE: *If you received contributions over $100, you must attach the Details of Contributions Over $100 sheet(s).*

CONTRIBUTIONS $100 OR LESS	(3) Total Contributions – this reporting period:	$ 800.
	(4) Number of contributors – this reporting period:	8
	(5) Total Contributions – Campaign to Date:	$ 800
	(6) Number of contributors – Campaign to Date:	8

GRAND TOTAL OF *ALL* CONTRIBUTIONS		
FOR THIS REPORTING PERIOD	(7) Subtotal of non-monetary (in-kind) contributions:	$ 0
	(8) Subtotal of monetary contributions (Lines 1+ 3 – 7):	$ 3710.
	(9) TOTAL – This Reporting Period (Lines 7 + 8):	$ 3710.
CAMPAIGN TO DATE	(10) Subtotal of non-monetary (in-kind) contributions:	$ 0
	(11) Subtotal of monetary contributions (Lines 2 + 5 – 10):	$ 4800.
	(12) TOTAL – Campaign to Date (Lines 10 + 11):	$ 4800.

EXPENDITURES

GRAND TOTAL OF *ALL* EXPENDITURES	**TOTAL – This Reporting Period:**	$ 3692.
	TOTAL – Campaign to Date:	$ 4782.

NOTE: *If you have made expenditures for this reporting period, you will need to attach the Details of Expenditures sheet(s)*

LOANS OR OTHER DEBT

TOTAL PRIVATE LOANS OR OTHER OBLIGATIONS CURRENTLY OUTSTANDING	Total Loans – This Reporting Period:	$ 0
	Total Loans – Campaign to Date:	$ 0
TOTAL DEBT/OBLIGATIONS FORGIVEN	Total Loans – This Reporting Period:	$ 0
	Total Loans – Campaign to Date:	$ 0

NOTE: *If you have loans or other debt outstanding or debt that has been forgiven, you will need to attach the Details of Loans/Other Obligations sheet(s).*

CAMPAIGN FINANCE DISCLOSURE REPORT - DETAILS OF EXPENDITURES

Note: Expenditures occur on both a cash basis and an accrual basis; report whichever occurs first. You must report expenses when promised to be paid or when payment is disbursed, which ever occurs first. 17 V.S.A. §2801(3)

Date of Expenditure	Amount of Expenditure	To Whom Paid	Address	Town/City	State	Zip	Purpose of Expenditure
2/21/13	1090.	The Other Paper	1340 Williston Rd.	South Burlington	VT	05403	Advertising for P. Nowak and C. Shaw
2/28/13	1090.	The Other Paper	1340 Williston Rd.	South Burlington	VT	05403	Advertising for P. Nowak and C. Shaw
3/1/13	1512.	Free Press Media	P.O. Box 822840	Philadelphia	PA	19182	Advertising for P. Nowak and C. Shaw

Name of candidate or PAC: Pam Pac

CAMPAIGN FINANCE DISCLOSURE REPORT - DETAILS OF CONTRIBUTIONS OVER $100

Date of Contribution	Amount of Contribution	Contributor's Total Contributions to Date	Name of Contributor	Address	Town/City	State	Zip	If In-kind Contribution, Please Describe	Town of Residence
2/21/13	1090.	1090.	Decker Zinn, LLC	40 Hummingbird Lane	South Burlington	VT	05403		South Burlington
2/28/13	910.	2000.	Pam Mackenzie	40 Hummingbird Lane	South Burlington	VT	05403		South Burlington
3/1/13	910.	2000.	Decker Zinn, LLC	40 Hummingbird Lane	South Burlington	VT	05403		South Burlington

Name of candidate or PAC: Pam Pac