

NORTH CAROLINA DEMOCRATIC PARTY

BEFORE THE COUNCIL OF REVIEW

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JOHN D. BURNS; GREG FLYNN; TREVA R.  
JOHNSON; and MONTICA TALMADGE,

Petitioners,

v.

RANDOLPH VOLLER,  
Chairman, North Carolina Democratic Party,

Respondent.

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SETTLEMENT AGREEMENT

Pursuant to the Plan of Organization, Petitioners John D. Burns, Greg Flynn, Treva R. Johnson, and Montica Talmadge, and Respondent Randolph Voller (collectively "the Parties") -- all of whom are good and loyal Democrats -- have met in mediation and discussed the issues raised in the petition in the above-captioned dispute, in the context of their common goals as North Carolina Democrats.

The Parties have mutually recognized ambiguities and lack of clarity in certain sections of the Plan of Organization and have agreed as follows:

1. That the Plan of Organization is deficient in its provisions relating to a vacancy in the office of the Executive Director of the North Carolina Democratic Party. The petitioners agree that Chairman Voller was in a difficult position in deciding how to fill the position of Interim Executive Director. In light of the issues raised in the Petition, the Parties agree that, going forward, future vacancies should be filled only after consultation with and approval by the Executive Council. In the event of a vacancy in the office of Executive Director, there should be a mechanism for the Chairperson to call an emergency meeting of the Executive Council for the purpose of filling that vacancy on as little as 48-hours advance notice. The Parties further agree that this appointment procedure consistent with this paragraph should be codified by the appropriate body of the North Carolina Democratic Party as soon as practicable.
2. That the Plan of Organization does not specifically enumerate the number of co-chairs of the Sustaining Fund who can be appointed by the Chairperson and who can vote on the Executive Council. In light of the concerns raised in the petition, the Chairman agrees that, prior to the next Executive Council meeting, he will designate up to, but not more than,

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three voting co-chairs for the purposes of voting membership on the Executive Council. The Chairman may also designate any other co-chairs of the Sustaining Fund as non-voting co-chairs, who may attend Executive Council meetings as nonvoting *ex officio* members. All Parties request that this clarification be codified by the appropriate body of the North Carolina Democratic Party as soon as practicable.

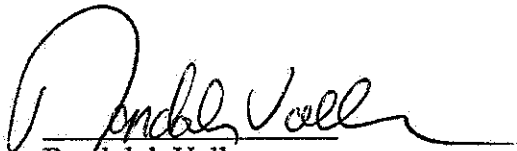
3. That the Chairman will instruct the Executive Director to terminate the contracts of the North Carolina Democratic Party with the Agema Group and with CC Associates, effective either immediately or at such time as the Executive Director deems is in the best interest of the Democratic Party, but in no event later than June 30, 2013. Going forward, future decisions on contracts with the North Carolina Democratic Party shall be made by the Executive Director, with notification to the Executive Council and in accordance with the Plan of Organization.
4. That the Chairman has spoken to Mr. William Franklin and he has agreed as a team player and a loyal Democrat to be replaced by the Chairman prior to the next Executive Council meeting as an at-large member of the Executive Council. The replacement does not reflect upon Mr. Franklin's service to the Executive Council, but rather a move by the undersigned parties and Mr. Franklin toward party unity.
5. That the Chairman agrees to seek advice and input from a broad cross-section of the Democratic Party and to provide means of regular communications with him.
6. That all Democrats should focus their attention and efforts not on internecine disputes within the Party structure but rather on re-electing Senator Kay Hagan and electing Democrats across the board to elected offices, in order to defeat Republicans and stop their harmful agenda. In the spirit of party unity, the petitioners recognize Randy Voller as the duly elected Chairman of the North Carolina Democratic Party, agree to support him in working towards these common goals, and call on all Democrats to do the same.

Execution of this document shall be accomplished by signed counterparts, to be submitted to the Mediator, M. Gray Styers, Jr., via e-mail on or before close of business, June 17, 2013, who will forward it to the Chairman of the Council of Review. Upon execution by all Parties, and approval by the Chairman of the Council of Review, the Petitioners will withdraw their petition pursuant to the applicable section of the Plan of Organization.

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Agreed, in Raleigh, this 17th day of June, 2013.



Randolph Voller  
Chairman, NC Democratic Party  
Respondent



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Petitioner

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Greg Flynn  
Petitioner

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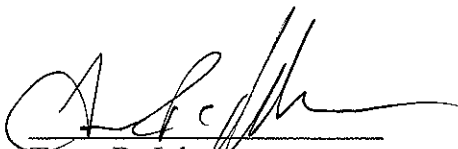
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