

SETTLEMENT AGREEMENT

WHEREAS, officers and precinct committeepersons of Legislative District 19 Republican Party Committee (“District 19 RPC”), the chairman of the Cochise County Republican Party, and the chairman of the Greenlee County Republican Party (together, “the Plaintiffs”) filed suit in Pima County Superior Court Case No. C20221370 (“the Litigation”) against defendant Shelly Kais in her capacity as Chairwoman of the Pima County Republican Party (“PCRP”), seeking injunctive and declaratory relief as to certain *ultra vires* actions undertaken by Chairwoman Kais purporting to bind District 19 RPC; and

WHEREAS, Dave Smith (“Smith”) succeeded to Ms. Kais as Chairperson of the PCRP, and thus, succeeded to Ms. Kais as the defendant in the Litigation; and

WHEREAS, Smith, in his capacity as PCRP Chairperson, and the Plaintiffs, have reached amicable settlement of the matters disputed in the Litigation;

Smith and the Plaintiffs hereby agree as follows:

1. District 19 RPC and PCRP jointly recognize District 19 RPC as the only lawful Republican Party Committee for Arizona Legislative District 19, and jointly recognize that the duly-elected officers of District 19 RPC are the only persons competent to take action on behalf of District 19 RPC.
2. District 19 RPC and PCRP recognize that any efforts to usurp the functions of District 19 RPC by Defendant Kais were and are unlawful, null and void, and of no legal effect.
3. Neither Smith, nor his successors as Chairperson of PCRP, shall take any further actions to usurp the proper functions of District 19 RPC, including, but not limited to making any representations that another organizational meeting for District 19 RPC will occur, and taking any steps to effectuate such unlawful organizational meeting.
4. In accordance with A.R.S. Section 16-823, paragraphs B and C, the duly-formed District 19 RPC is independent of any County-level party organization, and PCRP has no statutory or other authority to interfere in the affairs of District 19 RPC.
5. District 19 RPC is an independent and sovereign organization, subject to its own governance, as the Precinct Committeemen of same shall determine through the Bylaws and rules of governance for District 19 RPC.
6. The duly-formed District 19 RPC properly elected State Committeepersons at its first meeting on November 19, 2022, and that District 19 RPC has the

authority to elect/appoint State Committeepersons to the State Committee, in accordance with A.R.S. Section 16-823 and A.R.S. Section 16-825, and District 19 RPC's own Bylaws and rules of governance.

7. PCRCP recognizes the authority of District 19 RPC to elect State Committeepersons and confer them to the State Committee without modification or manipulation by PCRCP.
8. Any vacancy in the office of a State Committeeperson elected by District 19 RPC shall be filled in accordance with A.R.S. Section 16-825.01(B).
9. Within seven days of the execution of this Settlement Agreement, Plaintiffs and Smith will file a stipulated motion to dismissal the Litigation with prejudice, with each party to bear its own attorney's fees and costs incurred.
10. Nothing in this Settlement Agreement shall be interpreted as contradicting, circumventing, or superseding the Revised Statutes or Constitution of the State of Arizona, or as limiting the rights of any person to seek appropriate relief for claims arising in the future.

Effective on the date of the last signature below:

Defendant



Dave Smith, Chairman
Pima County Republican Party
Succeeding to defendant Shelly Kais

Dated: 3/21/23

Approved by:



Anastasia Tsatsakis
2nd Vice Chariwoman, Pima County Republican Party

Dated: 3/21/23

Plaintiffs

Plaintiff Rafael A. Ihly
Chairman/Precinct Committeeman, District 19 RPC

Dated: _____