

# **EXHIBIT A**



“Moreover, the Rules require that the Texas Democratic Party (hereinafter “TDP”) hold its State Convention in June of even-numbered years. Thus, in conformity with the vote of the SDEC membership and Party Rules, the 2008 Texas State Democratic Convention is to be held at the Austin Convention Center on June 6-7, 2008.

“A change to the Party Rules – such as one allowing the selection of a venue, date and time of the State Convention closer in time to the actual convention – would require either a temporary rule change by the SDEC at a special meeting of the membership called for such purpose with the requisite 30 days advance notice and a  $\frac{3}{4}$  vote (Rules, Art. VI.B.2) or the proposal and adoption of a resolution pertaining to a Party rule change by a simple majority of the Delegates (and Alternates raised to Delegate status) in attendance at the State Convention. (Rules Art.IV.D.5.(d) and (g)); Art.VI.B.1).

“In addition to acting in direct contradiction to the Rules and SDEC vote, changing the date and location of the TDP State Convention presents practical and logistical hardships. Initially, the availability of a venue on certain dates narrows the choice of venue. There is a further consideration of the size of the venue. Given the expected number of convention attendees, it would be insurmountably difficult for the TDP to secure a new appropriately-sized venue. The TDP anticipates nearly 15,000 Delegates and Alternates from Senate Districts throughout Texas to attend the 2008 State Convention, in addition to members of the media, guests, elected officials, volunteers and TDP staff. The convention is likely to be the longest in state history. The next largest venue in Travis County, the Travis County Expo Center, has a maximum occupancy of 9,500 in Luedecke Arena (Travis County Expo Website, [http://www.co.travis.tx.us/exposition\\_center/pdfs/Rates.pdf](http://www.co.travis.tx.us/exposition_center/pdfs/Rates.pdf)), and Palmer Events Center in downtown Austin can accommodate just over 6,000 seated theater style (Palmer Events website, <http://www.austinconventioncenter.com/PEC/Palmer%20Insert2003.pdf>). With either venue, there is simply not enough space to accommodate the Texas Democratic State Convention, the size of which rivals our National Convention in Denver.

“Contractually, the TDP has made myriad commitments to hotels throughout Austin to house the convention attendees. On balance, housing to hold the nearly 15,000 Delegates and Alternates, guests, etc., has been secured through the use of room blocks. Room blocks have been secured at no less than 14 hotels. While the hotel guests who reserve and stay at their chosen hotel are responsible for the charges incurred, the TDP (as is standard business practice) is required to meet certain revenue guarantees to the hotel as part of the contract the hotel will make its rooms available to our convention attendees. Should the TDP’s guarantee fall below a contractually prescribed minimum (whether due to low numbers of reservations or cancellation of the contract in whole or in part), the hotel is deemed to have suffered harm and is thus entitled to liquidated damages based on a sliding scale. Importantly, the closer the cancellation to the date of the event, the higher the percentage of liquidated damages the hotel is entitled to receive. Given that the State Convention is approximately three (3) weeks away, a majority of the contracts signed by the TDP envision liquidated damages between 80% - 100% of the total revenues anticipated by the hotel. Even with a “Force Majeur” provision in a contract to cover illegality/impossibility of performance, significant financial hardship will be incurred by the hotels who acted in reliance on the contract with the TDP and who now will, in all probability, be unable to sell out those same rooms.

Affidavit of Isabel Zermeno – Page 2

"In addition to the contracts with the hotels, other vendor contracts (e.g. Audio/Visual, entertainment, food and beverage, convention material printing) have also been executed by the TDP. Our budget for the 2008 State Convention, as approved by the SDEC Finance Committee, totals nearly \$365,000. Moreover, to accommodate the additional attendees expected at the convention, the TDP had to revise its original budget estimates and sign subsequent contracts for unanticipated expenses such as additional chair rentals (approximately \$34,000).

"At the convention site itself, numerous exhibitors have purchased exhibit booths. Booths secured by various merchants and special interest groups generate revenue for the TDP, which, in turn, help offset costs incurred by the State Party in putting on a production the caliber and size of the State Convention. Should the TDP be required to change venues and/or move dates, TDP faces a loss of significant revenue from vendors who may be unable to attend the rescheduled convention due to conflicting business commitments. Such losses undercut the TDP's ability to pay for the convention the Party is required to host under Party Rules and undermines the ability of the TDP to fulfill its contractual commitments, the result of which may be legal and financial liability of devastating proportion.

"Importantly, it is not simply financial or legal consequences the TDP faces should the State Convention be cancelled and/or rescheduled – there are myriad intangible consequences as well, the most important of which is the loss of good will by Delegates, Alternates, elected officials, guests, donors, etc. Such a loss of good will can have adverse long-term consequences on the health of the TDP, including a decrease in/loss of sustaining members, donors, etc. The TDP, like numerous other non-profit organizations, relies on its ability to raise money to invest in technology/infrastructure, personnel, and reach out to voters. It is a virtual certainty that our fundraising efforts would be compromised by the cancellation/rescheduling of the Convention and would cripple the Party's ability to reach out to the over 2.2 million Democratic Primary voters and the nearly 1.1 million caucus participants.

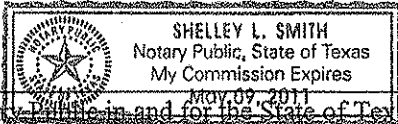
"Further, Affiant sayeth-not."

Signed this 15 day of May, 2008.

Isabel Zermeno  
ISABEL ZERMENO, Affiant  
1900A Prairie Knoll Ct  
Street  
Austin, Tx 78758  
City, State, Zip Code

SUBSCRIBED AND SWORN TO BEFORE ME on this the 15 day of May, 2008, to certify which witness my hand and seal of office.

*Shelley L. Smith*  
Notary

The notary seal is rectangular with a double-line border. On the left side, there is a circular emblem containing a five-pointed star and the words "NOTARY PUBLIC STATE OF TEXAS". To the right of the emblem, the text reads: "SHELLEY L. SMITH", "Notary Public, State of Texas", "My Commission Expires", and "May 09, 2011". Below the seal, the text "Notary Public in and for the State of Texas" is printed, followed by a line for the signature and another line for the commission expiration date.  
SHELLEY L. SMITH  
Notary Public, State of Texas  
My Commission Expires  
May 09, 2011  
Notary Public in and for the State of Texas  
My Commission Expires: \_\_\_\_\_

# **EXHIBIT B**



election to the State Convention), the formula provides for the election of one delegate and one alternate for every 180 votes (or major fraction thereof) cast in the county for the Democratic gubernatorial candidate in the last General Election (here, 2006). Rules, Art.IV.C.8(a).

“The specific formulas used at both the precinct and county/senatorial district levels were passed by the State Democratic Executive Committee (SDEC) as temporary rule changes to accommodate the expected turnout. The Rules provide for this temporary change to the State Party Rules between State Conventions by  $\frac{3}{4}$ -vote of the members of the SDEC at a meeting called for this purpose and with appropriate notice to the members. (Rules, Art. VI.B.2). Importantly, these temporary rule changes must be presented before this year’s State Convention for approval, as State Party Rules specify that the Rules themselves may only be amended by a majority vote of the State Convention Delegates (Rules, Art. VI.B.1); however, the changes are still in effect in the interim (Rules, Art.VI.B.2).

“The use of the raw votes cast for the Democratic gubernatorial candidate in the last General Election in order to calculate and allocate delegates and alternates has been in effect since at least 1988. The intent in utilizing the votes cast for the Democratic gubernatorial candidate as the gauge by which to calculate delegate allocations is to encourage participation among Democratic voters in the General Election and to reward political subdivisions based on their turnout for the Democratic nominee in the non-presidential years. This helps grow the local state party.

“The Rules governing the election of Delegates to the National Convention is governed by a combination of the Rules of the Democratic National Committee (hereinafter “DNC Rules”), the Call for the 2008 Democratic National Convention (hereinafter “Call”) and the Texas Delegate Selection Plan for the 2008 Democratic National Convention (hereinafter “DSP”). The formula which apportions 75% of our base delegation through the results of the presidential primary within each of the 31 Senate Districts and the other 25% through an at-large nominations process is enumerated with the DNC Rules (DNC Rules, 8.C). Texas is allocated 168 “base delegates” – defined as those elected from a combination of Senate District caucus elections and at-large election (Call, Appendix B). The balance of Texas’ 228 National Delegates are comprised of Party Leader/Elected Official (or “PLEO’s”); Democratic Members of Congress; members of the DNC Texas delegation; Distinguished party leaders; Democratic Governors (as applicable) and “Add-on’s” (Call, Appendix B).

“The DNC Rules provide for the apportionment of National Delegates elected from their respective senatorial districts caucuses at the Texas State Convention based on the selection and implementation of one of four prescribed formulas (DNC Rules, 8.A). The DNC Rules base their formulas on factors such as the number of votes for the Democratic presidential candidate and the Democratic gubernatorial candidate in their most recent elections and prescribe the weight given to each factor – e.g. giving equal weight to the factors (DNC Rules, 8.A). Of the four, Texas selected the formula giving equal weight to the vote for the Democratic candidates in the most recent presidential and gubernatorial elections (DSP, Section III.D.1). The intent in utilizing the votes cast for the Democratic presidential and gubernatorial candidates as the gauge by which to calculate National delegate allocations is to encourage participation among

Democratic voters in the General Election and to reward higher performing areas turning their voters out for the Democratic nominees. These rules help grow the national and local parties.

“In order for a state to move forward with the election of its share of National Delegates, however, the State must first receive approval of its DSP by the DNC Rules and Bylaws Committee. Rule 1.A. of the DNC Rules dictates that a State Party must adopt a comprehensive DSP addressing all aspects of the state’s delegate selection process. A model DSP is provided to the states; however, a state must work to revise and craft a DSP appropriate to the state’s unique circumstances (e.g. Texas’ use of Senate Districts, as opposed to Congressional Districts, when allocating delegates).

“Texas submitted its plan to the Rules and Bylaws Committee in early 2007. The RBC considered the Texas Delegate Selection Plan on June 30, 2007. At that meeting, the RBC voted to find the Plan in “Conditional Compliance.” According to Regulation 2.6., this finding meant the Plan complied with the spirit and generally the substance of the Rules, the Call and the Regulations but had certain minor deficiencies or omissions that needed to be corrected. These minor deficiencies/clarifications were made to the plan, and the State Party resubmitted its plan on September 14, 2007. The RBC voted to find Texas’ plan in full compliance on October 18, 2007. The Texas Democratic Party cannot now change the plan without approval of the RBC.

“Texas’ plan includes provisions for outreach to historically-underrepresented groups through the inclusion of affirmative action provisions which passed overwhelming by the SDEC at its April 28, 2007 meeting. At the meeting, a motion was made to adopt the Delegate Selection Plan, and the motion passed by more than 75%.

“Texas’ plan also ensures significant representation of historically underrepresented groups in its National Delegation. For example, Minorities and African-Americans have actually gained in representational strength in the Delegate Selection Process over last year. While 4-5 seats were lost in Texas from last year’s National Delegate allotment overall, African Americans and other minority groups now comprise more of the delegation – and thus increased numerically as compared to other groups/individuals under the terms of our Plan.

“Finally, to my knowledge, and upon conferring with colleagues who have worked on previous National Delegate Plans for Texas, Texas has never been asked nor required to submit the Texas Plan for preclearance by the Department of Justice or the United States District Court for the District of Columbia.

Further, Affiant sayeth not.”

Signed this 15<sup>th</sup> day of May, 2008.

Stephanie Leavitt  
STEPHANIE LEAVITT, Affiant

11316 Jollyville Rd #191  
Street

Austin, TX 78759  
City, State, Zip Code

SUBSCRIBED AND SWORN TO BEFORE ME on this the 15 day of May, 2008, to certify which witness my hand and seal of office.

Shelley L. Smith  
Notary Public in and for the State of Texas  
My Commission Expires: 5/9/11

