

COMMONWEALTH OF MASSACHUSETTS
OFFICE OF CAMPAIGN AND POLITICAL FINANCE

DISPOSITION AGREEMENT

This Disposition Agreement is entered into on November 19, 2025, by and between the Office of Campaign and Political Finance (“OCPF”) and Antoine Nader (“Nader”) on behalf of and in his capacity as chairperson of the Mass Freedom Independent Expenditure Political Action Committee (“Mass Freedom”), in which the parties mutually agree, for the purposes of this Agreement, as follows:

I. INTRODUCTION

1. Mass Freedom, at all times relevant to this Agreement, was a duly organized political committee subject to the provisions of M.G.L. c. 55, the Massachusetts campaign finance law, having organized with OCPF as an independent expenditure political action committee on July 1, 2022.
2. Nader served as chair of Mass Freedom from its date of organization.
3. Kayla Glaze (“Glaze”) served as treasurer of Mass Freedom from its date of organization.
4. OCPF has the authority to review and investigate the legality, validity, completeness, and accuracy of all reports required to be filed and all actions required to be taken by political committees, candidates, campaign treasurers, and any other person pursuant to M.G.L. c. 55 or any other laws of the Commonwealth relative to campaign contributions and expenditures.
5. The political contributions, expenditures, and other activities noted in this Agreement are subject to the provisions of M.G.L. c. 55 and the regulations promulgated by OCPF in accordance with M.G.L. c. 55.

II. FACTS

1. In January 2023, OCPF initiated a review of certain activity relative to the 2022 gubernatorial election.
2. As part of its review of publicly-filed campaign finance reports, OCPF noted that

Mass Freedom reported making three payments to MITTCOM (“MITTCOM”), a communications and marketing agency, in 2022, totaling \$155,000. In IEPAC reports filed by Mass Freedom, the expenditures were described as being made for radio ads in support of gubernatorial candidate Geoff Diehl (“Diehl”), and in opposition to gubernatorial candidate Maura Healey (“Healey”).

3. OCPF noted that the Diehl Committee also retained the services of MITTCOM, with one expenditure in the amount of \$7,000 on November 17, 2022. Diehl’s running mate, Leah Allen (“Allen”), also reported an expenditure to MITTCOM in the amount of \$10,000 on November 22, 2022.

4. During its review, OCPF interviewed MITTCOM’s principal, Bruce Mittman (“Mittman”), who acknowledged that MITTCOM simultaneously provided consulting and media services for Mass Freedom, and the Diehl and Allen Committees in October and November 2022.

5. Mittman further acknowledged that MITTCOM did not have a firewall in place to prevent the exchange of strategic, non-public information between Mass Freedom and the Diehl campaign, nor did its employees operate as though a firewall were in place. In fact, Mittman acknowledged in conversations with OCPF staff that he provided consulting services for Mass Freedom and the Diehl Committee in October and November 2022.

6. A review of documents and emails obtained during the course of OCPF’s investigation confirmed that Mass Freedom, and the Diehl Committee were simultaneously working with MITTCOM on advertising campaigns in support of Diehl, and in opposition to Healey in October and November 2022.

7. On October 14, 2022, the Diehl Committee appointed MITTCOM as its media agent, which included the development, production, creation and placement of advertising on radio, as well as on broadcast and cable television stations.

8. As media agent of the Diehl Committee, MITTCOM and Mittman knew the non-public campaign strategy of the Diehl Committee, the financial needs of the Diehl Committee, as well as the content, frequency, and location of advertising for the Diehl Committee.

9. On or about October 24, 2022, Mass Freedom engaged MITTCOM to produce,

create and place advertising on radio stations in support of the election of Diehl and in opposition to the election of Healey.

10. On October 25, 2022, Mittman, in an email to Nader, requested the status of payment for the radio advertising.

11. On October 26, 2022, Mass Freedom wired \$140,000 to MITTCOM for radio advertisements in support of the Diehl campaign and in opposition to the Healey campaign.

12. On October 27, 2022, Mittman, in a text to Nader, confirmed that all radio advertising spots were running.

13. MITTCOM and Mittman created and deployed radio advertising in support of Diehl in opposition to Healey for Mass Freedom.

14. MITTCOM and Mittman coordinated the purchase of radio advertisements, including content, placement, timing, location, and frequency for Mass Freedom in support of Diehl and in opposition to Healey.

15. In its campaign finance reports, Mass Freedom disclosed total expenditures in the amount of \$426,000, primarily for its expenditures to MITTCOM and for non-candidate digital advertising. Mass Freedom disclosed total monetary receipts in the amount of \$426,000, including contributions from a corporation in Massachusetts, Nader, and the Republican Governors Association.

III. OCPF CONCLUSIONS

1. M.G.L. c. 55, §§ 1, 7A, and 18A; 970 C.M.R. 2.02, 2.21 and 2.22 – IE PAC Activity

An independent expenditure political action committee (“IE PAC”) is a political committee that is organized to receive contributions for the purpose of making independent expenditures to support or oppose a candidate or candidates. Unlike a traditional political action committee (“PAC”), an IE PAC may receive contributions from individuals without limit, and from corporations and other entities that are otherwise prohibited from contributing to a traditional PAC. See 970 CMR 2.02.

IE PACs may not make contributions directly to a candidate or candidate’s committee. Further, an IE PAC may not make coordinated expenditures on behalf of a candidate or

candidate's committee or a party committee; that is, IE PACs may not make an expenditure "in concert with, or at the request or suggestion of, any candidate, or any nonelected political committee organized on behalf of a candidate or agent of such candidate." See M.G.L. c. 55, §§1 and 18A, and 970 CMR 2.21. An agent of a candidate or committee is a person or entity who has actual authority, either express or implied, to engage in activities on behalf of the candidate or committee. 970 CMR 2.21(3).

Pursuant to OCPF's regulations, an expenditure benefitting a candidate or committee is presumed coordinated if the person or entity making the expenditure retains the services of a media consultant, who concurrently provides either the candidate or the committee with professional services related to strategy for the current campaign. 970 CMR 2.21(6)(b) and 970 CMR 2.21(3). Therefore, if an IE PAC and a candidate, candidate's committee, party committee, or an agent concurrently retain the services of a consultant after January 1 through the general election in that same year, and the candidate, candidate's committee, or party committee benefit from expenditures made by that IE PAC, the expenditures made by the IE PAC are presumed coordinated pursuant to 970 CMR 2.21.

Such presumption may be rebutted by a written firewall policy, or other evidence indicating that the common consultant actually prohibited the flow of strategic, non-public information between the IE PAC and the candidate, candidate's committee, party committee, or agent. See 970 CMR 2.21(7). If the presumption is not rebutted, the expenditures are presumed coordinated and, accordingly, are deemed contributions if they fund communications that expressly advocate for the nomination, election, or defeat of a clearly identified candidate. See 970 CMR 2.21(4).

Because IE PACs are prohibited from making contributions to candidates and party committees, however, contributions made by an IE PAC to a candidate or party committee convert the IE PAC into a traditional PAC and subject the IE PAC to contribution limits applicable to traditional PACs. See 970 CMR 2.22(1)(b). Therefore, an IE PAC that converts to a traditional PAC may not accept contributions from any individual in excess of \$500 in the aggregate per calendar year, nor may it accept corporate contributions or contributions from an entity that has corporate funds in its general treasury. See M.G.L. c. 55, §§7A and 8; 970 CMR 1.22(2).

While it was organized as an IE PAC in 2022, Mass Freedom made expenditures to MITTCOM totaling \$155,000 for communications that expressly advocated for the election of Diehl and were in opposition to the election of Healey. At the same time, during the 2022 “current campaign,” the Diehl Committee also made expenditures to MITTCOM for communications that expressly advocated for the election of Diehl. MITTCOM’s status as a common consultant, as that is defined under 970 CMR 2.21, triggered the presumption of coordination. Neither MITTCOM nor Mass Freedom rebutted that presumption by producing evidence that a written firewall existed to prevent the flow of strategic, non-public information between Mass Freedom and the Diehl Committee, nor were they able to provide evidence indicating that such strategic flow of information was actually prohibited by MITTCOM and its agents. As a result, all expenditures made by Mass Freedom to MITTCOM for the benefit of Diehl are deemed coordinated or not independent and, therefore, contributions. Such contributions, to the extent they exceeded the contribution limits set forth in Section 7A, violated the campaign finance law and its related regulations, as discussed herein.

2. Prohibited and Excess Contributions – M.G.L. c. 55, §§7, 7A, and 8; 970 C.M.R. 1.22

The campaign finance law limits contributions to traditional PACs to \$500 per individual, per calendar year. See M.G.L. c. 55, § 7A. Section 8 further prohibits corporate entities from making contributions to candidates, traditional PACs, and party committees. Contributions may not be made by business entities prohibited from contributing by M.G.L. c. 55, § 8, or by associations funded, in whole or in part, by such entities. See 970 CMR 1.22(2). Political committees may only raise and spend funds in a manner authorized by the statute. See M.G.L. c. 55, § 7.

By engaging a common consultant and failing to obtain a written firewall policy, or to otherwise ensure that strategic, non-public information was not shared by that common consultant, Mass Freedom made expenditures that are presumed coordinated and, consequently, are considered contributions to a candidate or candidate committee. As a result, Mass Freedom transformed from an IE PAC into a PAC, subject to all of the restrictions and requirements applicable to traditional PACs under Chapter 55 and its related regulations. Specifically, the Committee, once it became a traditional PAC, could not accept contributions without limit; instead, it could only accept up to \$500 per person, per calendar year, and it could not accept

corporate contributions or contributions from any entity with corporate funds in its general treasury. Therefore, to the extent the Committee received and deposited contributions from individuals in excess of \$500 per calendar year, or contributions from corporations or entities that have corporate funds in their general treasuries, said contributions exceeded the limits applicable to PACs and violated with the campaign finance law and its related regulations, as discussed herein.

IV. RESPONDENTS' POSITION

The Mass Freedom Independent Expenditure Political Action Committee was formed in July of 2022. Its guiding principle was promoting foundational Judeo Christian family values. That remains a guiding light in my life. The political purpose behind forming the IE PAC was to increase the volume of faithful voices supporting those values. I provided financial support to further that purpose. I have contributed on numerous occasions to many Democratic and Republican candidates who share those values. I did so within the boundaries set forth in the campaign finance law. That law is complex and I have never before contributed to or served as an official of any IE PAC. The IE PAC proved to be the wrong way to achieve the Committee's goals, but principled approaches to issues involving parental rights and education, anti-religious restrictions and family values remain goals well worth pursuing, whether by politicians or otherwise.

V. RESOLUTION

In order to resolve the matter now before OCPF, the parties agree, pursuant to M.G.L. c. 55, §3 and 970 CMR 3.07(1), as follows:

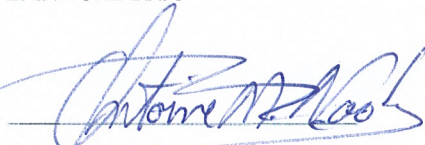
1. Antoine Nader, in his capacity as chairperson of Mass Freedom, has agreed to make payments totaling \$60,000 as follows:
 - a. \$15,000 payable to the Commonwealth upon execution of this Agreement;
 - b. \$45,000 payable to a charity or charities of his choice no later than December 31, 2025, with proof provided to OCPF no later than January 15, 2026.
2. Failure to make a timely charitable payment shall result in the outstanding balance becoming payable to the Commonwealth no later than January 30, 2026. There is no

restriction on prepayment.

3. OCPF agrees not to refer Mass Freedom, its officers or administration, or the candidates and committees referenced in this Agreement to any other governmental agency, including, without limitation, the Office of the Attorney General, for any failure to comply with the provisions of M.G.L. c. 55 cited herein, with respect to the conduct that is specifically referenced in this Agreement.
4. OCPF may, at any time, review compliance with this Agreement. If it believes that the provisions of this Agreement have been violated, after notice to Mass Freedom, its Chairperson, its Treasurer, and its attorney, OCPF may, notwithstanding the provisions of the foregoing paragraph, proceed with any action consistent with M.G.L. c. 55 or otherwise authorized by law without the necessity of further hearings under Section 3.
5. This Agreement shall be binding upon OCPF, Nader, Mass Freedom, and their successors in interest.
6. The parties have entered into this Agreement, knowingly and voluntarily, in an effort to resolve all matters set forth in the Agreement.
7. This Agreement is a public record under M.G.L. c. 4, §7 and shall be subject to public inspection as required by M.G.L. c. 66, §10.

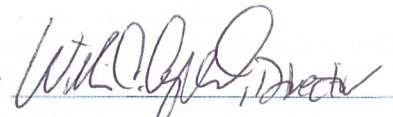
MASS FREEDOM INDEPENDENT
EXPENDITURE PAC

By:


Antoine Nader, Chairperson

OFFICE OF CAMPAIGN AND
POLITICAL FINANCE

By:


William C. Campbell, Director