

(On Letterhead Of Organization)

_____, 201__

The Shanahan Law Firm LLC



Re: Civic Initiative – [NAME OF ORGANIZATION]

Dear Ladies and Gentlemen:

As a condition to the Commitment from the Firm’s Civic Initiative to _____ (“Organization”) for the period beginning with the delivery of this letter to you as executed by the Organization and extending through _____, 201__, you have asked us to provide this Comfort Letter.

For the time period of the Commitment from the Firm’s Civic Initiative and for the time periods described below, the Organization confirms and acknowledges the following:

1. Without this Comfort Letter, the Firm would not consider the Organization for a Commitment from its Civic Initiative.
2. In the event any information provided in this Comfort Letter proves not to be accurate during the term of the Commitment from the Firm’s Civic Initiative, the Organization will immediately notify the Firm. We understand that the Firm may then not be willing or able to continue the Commitment.
3. No donor to the Organization has made any claim against, threatened to make a claim against, sued or threatened to sue the Organization in connection with the donor’s contribution to the Organization or the use by the Organization of that donor’s contribution. No donor to the Organization of \$10,000 or more in any fiscal year has informed the Organization that it has ceased or will cease to contribute to the Organization because the Organization has breached the intent of the contribution or made unauthorized or inappropriate use of the contribution.
4. No one in either a civil or criminal context has made any claim against, threatened to make a claim against, sued or threatened to sue the Organization or any officer or Board member alleging fraud, theft, misappropriation, breach of fiduciary duty or an unauthorized or inappropriate use of the Organization or its assets.
5. Neither the Internal Revenue Service nor any federal, state or other governmental body has challenged or contested or threatened to challenge or contest the status of the Organization as a not-for-profit corporation or as a tax exempt organization under the Internal Revenue Code.
6. No officer of the Organization or member of the management team in the last five years has been charged with, indicted for or convicted of a felony.
7. During the last five years, there has been no litigation between the Organization and any officer, member of the management team or Board member of the Organization.
8. In the last four years, no Board member, principal officer, CEO, President, Head of School, Executive Director or other member of the management team of the Organization has resigned for reasons relating to fundamental disagreement of policy, the Organization’s mission or the execution of the Organization’s mission.

9. No federal, state or other governmental body or agency that provides funds to the Organization has alleged or claimed that the funds provided to the Organization have been used, spent or allocated in violation of any applicable laws or regulations.

10. The Organization is not insolvent.

11. Pursuant to paragraph 4 of “The Firm’s Expectations Of Its Clients” on the Firm’s website, subject to scheduling, the principal full time professional who leads our Organization, in our case our _____, is prepared to meet on a quarterly basis at a time convenient to the schedule of our _____ and to one of the professionals in the Firm in connection with the Organization, the issues and challenges facing the Organization, the issues on which the Firm is advising the Organization and the Commitment from the Firm’s Civic Initiative. As the Firm may feel helpful, other members of the Organization’s management team will be available to meet with one of you.

12. Subject to scheduling, the Chair or President of our Board is prepared to meet on a basis, no less often than every three or four months, at a time convenient to the schedule of our Chair or President of our Board and to one of the professionals in the Firm in connection with the Organization, the issues and challenges facing the Organization, the issues on which the Firm is advising the Organization and the Commitment from the Firm’s Civic Initiative.

13. Subject to scheduling and prior notice, to assist the Firm in its service and advice to the Organization, a representative of the Firm can attend Board meetings of the Organization and from time to time, you will want to meet with certain members of the Board in connection with various issues on which you may be advising the Organization.

14. Our Board has been informed of the contents of and/or received copies of: (a) the discussions between the Firm and the Organization; (b) the terms of the Commitment from the Firm’s Civic Initiative; (c) the background materials on the Firm and its professionals that are available on the Firm’s website; (d) the “Frequently Asked Questions” (“FAQ”) for the Organization dated _____, which you have provided to the Organization and are available on the Firm’s website, with particular attention to the sections titled, “What Are The Firm’s Expectations Of The Organization,” “What Kinds Of Legal Matters Are Frequently Included Within The Commitment,” and “What Kinds Of Legal Matters Have Been “Project” Work In The Past,” and (e) this Comfort Letter.

15. To facilitate the Board’s understanding and appreciation of the issues and matters that require the Firm’s assistance, the communication between the Firm and various members of the Board and the Board’s appreciation of the professional resources that the Organization will need at the end of the Commitment from the Firm’s Civic Initiative, the Firm’s quarterly invoices, appropriately redacted, will be shared on a confidential basis with either: (a) all the members of the Board, or (b) the officers, members of the Executive Committee, if there is an Executive Committee, and chairs of each Committee of the Board, if there are Committees.

16. The Organization represents that it does not have regular legal counsel and that any professional services included in the Commitment that the Organization is presently receiving or has access to is strictly on a volunteer basis. The Organization acknowledges that a material inducement for the Firm to extend a Civic Initiative Commitment to the Organization is that but for the Commitment, the Organization would not have reliable access to the volunteer professional services the Commitment includes.

17. We have reviewed and are familiar with the terms of the Commitment from the Firm’s Civic Initiative and any information included in the FAQ and understand the scope and the limitations on the Commitment from the Firm’s Civic Initiative.

Sincerely,

[NAME OF ORGANIZATION]

By: _____

Its: _____