

# THE SHANAHAN LAW FIRM LLC

## CIVIC INITIATIVE

### FREQUENTLY ASKED QUESTIONS (“FAQ”)

Length Of Commitment:	Through _____ subject to extension.
What Is Being Committed:	This Firm’s contribution of professional services on subjects and issues this Firm and the Organization feel this Firm can be helpful. Subject to certain limitations, the subjects and issues can be in any or all of the following three areas: (1) strategic, (2) legal, (3) macro financial and (4) long range planning.
Who Is The Client:	The Organization.
What Are The Firm’s Goals During The Commitment:	See “The Firm’s Goals In Each Client Relationship” that are listed on the Firm’s website and that were already provided to the Organization.
What Are The Firm’s Expectations Of The Organization:	See “The Firm’s Expectations Of Its Clients” that are listed on the Firm’s website and that were already provided to the Organization.

For Civic Initiative Clients, there are some additional expectations that the Firm wants to highlight: (1) the Firm will need the commitment of the professional head of the Organization to meet quarterly with a representative of the Firm, (2) the Firm will need the commitment of the Chair or President of the Board to meet separately every 3-4 months during the commitment period with a representative of the Firm, (3) the Firm will need the commitment of the Organization that a representative of the Firm may attend the meetings of the Board of Directors/Trustees, (4) the Firm receives whatever a member of the Board receives, (5) if not included in no. 4, the Firm receives the Agenda and Minutes of Board meetings along with any attachments and handouts, periodic and annual financial statements shared with the Board and the Strategic Plan and any updates, and (6) 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 and chairs of each Committee of the Board.

#### Strategic Planning

What Kinds Of Strategic Planning Matters Are Frequently Included Within The Commitment:	Review and commenting on the strategic plan, observing at strategic planning sessions, assisting in the refinement of the expression of the strategic plan, mergers, consolidations, joint ventures, etc.
What Kinds Of Strategic Planning Matters Will Not Be Part Of The	Drafting the strategic plan and facilitating the strategic planning process.

Firm's Commitment:

Can A Firm Professional Serve On The Board Of A Civic Initiative Client:

No, because of the conflict of interest the Firm has with respect to each of the Firm's other Civic Initiative clients.

Legal

What Kinds Of Legal Matters Are Frequently Included Within The Commitment:

Operating issues; contractual matters; corporate, personnel and labor matters; routine regulatory issues; ongoing asset issues, real estate or otherwise; negotiations preliminary to transactions, joint ventures, mergers, etc.; ongoing lender relationships; governance; tax; intellectual property other than USPTO filings, disputes or claims short of litigation, arbitration or hearings, etc.

What Kinds Of Legal Matters Will Not Be Part Of The Firm's Commitment:

The commitment covers everything except for what the Firm refers to as "Project" work. The commitment will not include "Project" work.

What Kinds Of Legal Matters Have Been "Project" Work In The Past:

The Organization should not presume or prejudge the Firm's decision. The Civic Initiative, by philosophy, tries to be inclusive not exclusive. Generically, "Project" work has included, but not always, disputes and claims that result in litigation or arbitration; agency or regulatory hearings or investigations; material "for profit" initiatives; transactions after preliminary negotiations and USPTO filings and proceedings.

How Will The Organization Know When The Matter Is Or Has Become A "Project":

The Firm will let the Organization know and discuss with the Organization the Firm's thoughts on how the Organization should proceed with the "project."

What Happens If The Legal Matter Is "Project" Work:

The Organization determines whether the law firm of a member of its Board or a friend of the Organization will volunteer the professional services needed or whether the Organization wants to engage the Firm for the "Project" work on a billable basis. If the Organization cannot obtain the professional services needed for the "Project" on a volunteer basis, absent compelling extenuating circumstances, the Firm would expect to be engaged for the Project instead of another firm that does not have the record of the Firm in contributing professional services to the Organization.

Even Though The Organization Will Not Be Billed For Professional Services For "Non-Project" Work,, Will The Organization Receive Periodic Summaries Of The Matters With Which The Firm Has Assisted:

Yes. Quarterly, the Firm will try to provide the professional and volunteer leadership of the Organization a narrative invoice showing "Total Amount Due: \$0" and what the Firm's "Suggested Value Of Services" would have been but for the Civic Initiative. A sample of the invoice form was in the Firm materials that were forwarded to the Organization and is listed on the Firm's website.

What About Firm Out Of Pocket Costs And Disbursements:

The Firm materials you received indicate that the Firm only bills clients for material and not routine disbursements. The Organization would be treated the same way.

What If An Issue Comes Up Or There Is A Need And The Firm Feels It Needs The Assistance Of Outside Counsel:

These situations come up when there is a special expertise needed that the Firm does not have. The Organization can secure the commitment of an outside law firm to volunteer the professional services or the Firm would ask for the Organization's authority to choose an outside law firm to help.

If Outside Counsel Has To Be Involved, What Role Does The Firm Play? Will The Firm Help To Manage And Coordinate The Use Of Outside Counsel:

In essence, the Firm, at that point, plays the role of volunteer "in house counsel." The Firm's commitment includes managing:

- Outside Counsel;
- The resolution of the matter;
- The decisions to be made;
- Tactics and strategies;
- Minimizing the intrusion of the issue on the time and attention the management team spends on operations;
- Quality control;
- The paperwork; and
- The budget for Outside Counsel.

Can The Organization Be Considered For the Civic Initiative in future years:

Yes, but renewals are reviewed in the same manner as a new nomination.

What If Commitment Period Ends And The Organization Is In The Middle Of A Crisis:

Subject to the Firm's new Civic Initiative commitments at that time, the Firm will not walk away in the middle of a crisis for the Organization if there is no alternative assistance.

### **Macro Financial**

What Kinds Of Financial Matters Are Frequently Included Within The Commitment:

General fund raising strategy, financings, big picture balance sheet and P&L issues, and reviewing and commenting on grant proposals with respect to effectiveness of Organization in telling its story.

What Kinds Of Financial Matters Will Not Be Part Of The Firm's Commitment:

Accounting questions and issues, fund raising, making financial contributions, identification of specific contributors or sources of contributions, and review and advice on solicitation of specific contribution prospect. The principal reason for most of the exclusions is the conflict of interest the Firm has with respect to each of the Firm's other Civic Initiative clients.

Will The Firm Buy Tickets To Fund Raisers, Annual Meetings, etc.:

Because the Firm's contribution of professional services typically amounts to tens of thousands of dollars, the Firm will not. If the Organization wants for its own reasons to invite professional(s) in the Firm to be the Organization's guests at the fund raiser, annual meeting, etc., subject to schedule, the Firm's professionals, subject to schedule, would attempt to attend.

### **General**

Is The Commitment A Contract:

No, just an offer to be helpful so long as the Firm is able to.

What Kinds Of Developments Could

Acquisition by another law firm, loss of certain Firm

Make The Firm's Assistance Unavailable: professionals for any reason, decline in number of referrals of new fee paying clients, etc.