
**Briefing Document On Agenda Item 4.4: Fasken Martineau Invoice Re CNCA Continuance
June 10, 2014 CAFII Board Meeting**

CAFII's CNCA compliance/continuance work is now largely complete. And based on a pro forma invoice from Fasken Martineau that was recently shared and discussed with Brendan Wycks, the amount of time that lawyers Kathryn Beck and Koker Christensen spent on our CNCA Continuance file amounts to well over the \$9,000 estimated in the firm's proposal to CAFII.

The pro forma invoice -- which Faskens has not yet issued and about which Koker called Brendan Wycks to discuss -- amounts to \$22, 266.10 or more than \$13K higher than the proposal.

It's not surprising that the billing is higher than the original proposal/estimate, given that some of what the EOC ended up asking Faskens to do was out-of-scope from the proposal. What is perhaps surprising is the magnitude/quantum of the difference.

The main driver of the overage is the fact that we asked Faskens to expand their work and help the Association navigate through the legal requirements of a **two-stage** process, which would allow us to remove Associate Members as a membership class, as a first step, before then having Foundation and Voting Members approve a revised Bylaw for ratification by the full membership (which would no longer include "Associates") at an Annual and Special Meeting on June 10.

That said, at no point did Faskens provide an early warning to CAFII or a revised estimate of what moving to a two-stage approach would mean in terms of a revised legal services invoice.

In calling Brendan Wycks to provide a heads-up and discuss the pending invoice, Koker did not take a hard line and did not say that CAFII must pay the full amount that is due. Rather, he recognizes that the amount of the invoice will be something of an unpleasant surprise; and Faskens is definitely interested in cultivating a long-term client relationship with CAFII.

Koker offered to send over the pro forma invoice for consideration and discussion among the Association's leaders. He essentially is now looking to CAFII to come back to him with a proposal on the amount of the billing and how we can settle the account in a win-win manner.

Brendan Wycks tried to connect with Koker Christensen for a follow-up discussion, based on on the EOC's feedback, on two occasions since May 27 but had not heard back from him by June 6.