



CFTPA
*Representing television, film
and interactive production in Canada*

ACPFT
*Porte-parole de l'industrie de la production
cinématographique, télévisuelle et interactive au Canada*

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Richard Stursberg
Executive Director
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Dear Richard,

The Canadian Film and Television Association (CFTPA) greatly appreciates the opportunity to participate in discussions on issues critical to the success of the production community in Canada. We applaud Telefilm Canada (Telefilm) for its efforts to increase the transparency, efficiency and predictability of its administrative and funding policies, and address significant capitalization issues facing production companies.

The CFTPA formed a CTF Task Force (Task Force) comprised of representatives of small, medium and large-size Canadian production companies to resolve issues surrounding the Canadian Television Fund. This document reflects the Task Force's collective comments on Telefilm's industry consultation and policies on the following: producer fees and corporate overhead, recoupment for television productions, standards of service, completion protection, chain-of-title, accounting and reporting requirements, and default policy. They have been grouped in order of priority as outlined in our letter of November 26.

I. PRODUCER FEES AND CORPORATE OVERHEAD

We understand that Telefilm's consultations are intended to help formulate policies to enhance production companies, and improve their capitalization. However, we feel that the current proposal to restrict producer fees and overhead will have a significant negative impact on many of the companies Telefilm is hoping to strengthen.

Producing fees and overhead are the foundations upon which successful production companies are built: very few producers have access to other sources of income. As distribution returns have been historically small and virtually nonexistent in the current market, it is essential that producing fees and overhead, our primary source of revenue, be at a level to cover costs, overhead, and operating risks so that the independent producers who create 90% of all Canadian programs can remain healthy. However, the current levels of producer fees and overhead are significantly out of sync with our costs, and Telefilm's proposed changes will further aggravate this reality.

The international financing environment has changed dramatically in the past years: the role of the producer and the challenge of maintaining corporate viability have never been more complicated. The CFTPA and producers in general have been asking for a fee increase for a number of years due to the increasing complexity and risk inherent in producing. The main factors responsible for this change in the production environment include:

- Cost of administration

The amount of time it takes to complete a project, from development to production and beyond, has increased from two to five years. Business Affairs needs, in particular, have increased dramatically in all genres. Unresolved issues primarily related to the collection of tax credits, multi-partnering and banking have forced many companies to triple their business administration staff.

- Cost of co-productions

Co-productions within Canada have become a fact of life because of the ongoing financial incentives built into the system. For example, Barna-Alper Productions has made six movies-of-the-week in the past six years, all with at least one partner. The effect of this has been that their portion is 35-40% of allowable fees - only if there are no cost overruns.

- Distribution

With the collapse of sales around the world, secondary revenues for companies have disappeared. On a go-forward basis, the other effect of poor world sales is that minimum guarantees have shrunk, forcing producers to invest an ever-larger part of their fees. The likelihood of a return to a healthy distribution market in the foreseeable future is unlikely. A fee increase can partially compensate for this decline.

We have raised with Telefilm our recommendation to increase the level of allowable producer fees and overhead, and while Telefilm's current proposal makes some nominal gestures to accommodate current realities, the proposal does not address the fundamental problems and, in some areas, exacerbates them:

- The proposal does not recognize or allow for the sharing of fees and overhead in co-productions
- There is no allowance for a fee increase even though every single union and guild that producers work with has seen significant increases to their fees over the past 10 years
- The proposal and the accompanying study assume that producers make 100% of their fees on all productions, yet this is rarely the case; and, most importantly,
- The new proposal is an attack on the key individuals in our production structure that is the producer/show runner/writer/sometimes actor and director.

A. Parties and services to be considered within the cap

The Telefilm proposal states that "*Telefilm is increasingly being challenged on the definition of "producer fees" to be considered within the cap(s) as outlined in the guidelines*", and that the individuals in the cap should be those who have a controlling interest in the development, financing, production and subsequent exploitation and revenue management of the production. While we agree with this proposition, we must stress that these individuals are not necessarily identified by the credits they receive.

Producer credits are subjective in nature and are granted for a wide variety of reasons not related to the functions listed above. These reasons include, but are not limited to, recognition of industry experience, recognition of exceptional performance, remuneration in lieu of money, result of contract negotiation, competition from the US market, way into industry forums and programs.

We would recommend that the individuals included in the cap should be those who have a controlling interest in the development, financing, production and subsequent exploitation and revenue management of the production: this is best defined as those parties who have copyright ownership in the production and whose fees and overhead are at risk either through investment, deferral, participation in overages, or being signatories to the financing and borrowing contracts for the production.

This could be more simply defined as the shareholders of the single purpose production companies. These parties are the only ones who are not guaranteed payment, who shoulder all of the risk and who are with the project from the beginning to the end. We would recommend that producers should have the discretion to grant producer-related credits, and these credits should not fall under the cap. Removal of all third parties from the cap will improve stability and internal strength of production companies.

Telefilm has proposed that where the related-party producer's fulfil other roles in the production, payments for these functions should be included in the cap. These other functions include show running, writing, directing, acting, story editing, DOP and editing. By including all fees gained by a producer into the cap, we are insuring the demise of Canadian drama series, be it adult or children's dramas, as well as the demise of high-end documentaries made by producer/writer/directors. Telefilm's proposed inclusion of these payments for other services in the cap provides a disincentive for producers to perform them, which could well result in higher costs overall to the production as well as have a negative impact on many creative aspects of the production.

The notion that the most versatile and creative people on our shows, our country's most treasured and talented individuals, be now restricted from enjoying their entitlement to a producing credit or that they yield ownership in the production and control is certain to ensure that those talented individuals will not stay at home. Companies need to provide an environment in which individuals like Paul Gross, Chris Haddock, Steve Lucas, and others can bring all of their talents to bear. We understand this proposal has provoked a strong negative reaction from a number of creator/producers and there is clearly a widely held industry view that Telefilm needs to reconsider its proposed approach in this area.

As well, it is important that services such as legal/business affairs, production accounting, and publicity which are provided in-house which otherwise would be contracted out, not be included in the cap on producer fees. We understand this to be the current practice of Telefilm and it is not one that should change.

Recommendations:

- 1) Fees included in the cap should only be those related to the function of producing (i.e. producer fees and overhead)***
- 2) Individual producers included in the cap should be those who have a controlling interest in the development, financing, production and subsequent exploitation and revenue management of the production***
- 3) Producers should have the discretion to grant producer-related credits, and the remuneration paid for them should not fall under the cap***

B. The level of the cap

i. Re-evaluating current level of 20% of B + C

Telefilm has recommended that the cap on producer fees and overhead remain at the current level of 20% of B + C, based on its review which established that the “20% cap was adequate to provide producers/production companies, with sufficient funds to cover the administration expenses required to keep a company viable.” This proposition assumes that the current formula yields fees and overhead of 15-16% of total production costs. Typically the percentage is significantly less than that: from a varied group of producers and project sizes and genres, this percentage is less than 10%. When one removes the portion of the fees and overhead paid to co-producers and third party producers, the percentage drops to 6-8%.

In addition to achieve fees and overhead of 15% of total production costs with the current formula, the B + C section of the budget must represent 75-80% of the budget. In the Task Force’s experience, these sections run typically from 60-70%. Whatever the percentages, the reality is the current formula does not result in fees and overhead adequate to support the ongoing viability of production companies in Canada: fees and overhead are currently not enough to cover a producer’s costs and operating risk. The formula for producer fees and overhead needs to be changed to increase fees to a level that will ensure continuity and capitalization of production companies.

Recommendations:

One of two options (note: both options include fees taken, if any, in development):

1) Increasing the formula to 30% of B+ C

Assuming that B + C represents 65% of the budget, this will result in fees and overhead of approximately 20% of total costs. This is higher than the levels in your study, to take into account costs missing from your company model such as insurance, interest on an operating line necessary to bridge cash flow and to finance 5 year production cycles, adequate staffing levels, staff of a quality to run a successful business and the cost of risk inherent in an industry where fees and overhead act as security in the event of cost overages. It will also more appropriately recognize the reality of co-producing in Canada; **OR,**

2) Fees and overhead calculated at 20% of total production costs

This option provides a simpler formula less subject to manipulation through subjective budget classification.

ii. Re-evaluating the \$1M ceiling

Telefilm has proposed that the \$1M ceiling on the cap remain in effect. This ceiling assumes that there is the same complexity, same risk, same overhead, same development time and cost, and same carrying costs to produce projects \$6.67M and up (assuming your 15% of production cost model). This is not the case. Larger projects generally involve more partners. They are riskier and more complex. The ceiling sounds like one that is based on it “being a large number” rather than being based on a level that will capitalize production companies, cultivate and retain creative talent and build a vibrant Canadian production community.

Fees and overhead cannot rise to unacceptable levels. Each and every financier has approval over the production budget. All parties, especially the producer, share the interest of producing the best show possible. External market forces will set a cap on larger projects.

Recommendation: Removing the \$1M ceiling of the cap on producer fees and corporate overhead

We will demonstrate our proposed fee calculations on three different types and sizes of productions: a big budget drama-series, a children’s series and a one-off documentary, both using the model of 30% of B + C and 20% of the total production budget.

30% of B + C

	Big Budget Drama Series-budget of \$13M	Children’s Series-budget of \$7M	One-off Documentary-budget \$0.4M
B + C	\$8.45M	\$4.55M	\$0.26M
Fee Calculation			
30% of B + C	(30%*8.45M)	(30%*\$4.55M)	(30%*\$0.26M)
Total fees and overhead	\$2.535M	\$1.365M	\$0.078M

Based on 20% of total budget

	Big Budget Drama Series-budget of \$13M	Children's Series-budget of \$7M	One-off Documentary-budget \$0.4M
Fee Calculation	(20%*\$13M)	(20%*\$7M)	(20%*\$0.4M)
Total fees and overhead	\$2.6M	\$1.4M	\$0.08M

II. RECOUPMENT POLICY FOR TELEVISION PRODUCTIONS

We appreciate the opportunity to comment on this issue and Telefilm's willingness to consider other approaches. We share Telefilm's concern that the issue of recoupment has been an outstanding one for far too long and the lack of a consistent approach has clearly caused the following to occur:

- Delays in the contractual process which impacts on production cash-flow
- Lack of predictability. Producers are unable to make deals with distributors and other financiers as all recoupment matters must be approved by Telefilm.
- Inconsistent practices, and lack of predictability plus recoupment arrangements that are out of line with the international marketplace have created a disincentive to invest in Canadian production - a trend exacerbated by the down turn in the international market for Canadian productions
- Structural disincentives for producers and affiliated distributors to invest in their own Canadian productions.

While we accept Telefilm's desire for recoupment given that recoupment is a valued source of revenue to Telefilm and its program budgets, we need to find the appropriate balance. We also need to ensure that Telefilm's recoupment policy reflects the current environment of Telefilm investing in the most Canadian productions, the tough economic climate, and the fact that based on Telefilm's own numbers, distributor financing represents about 10% of production budgets.

We would propose this approach in the interest of establishing a clear, predictable, standardized recoupment policy for all producers and Telefilm. We would also recommend that it would be possible to negotiate outside this standard, depending on the realities of a given financing structure (eg. when U.S. presales are included in the financing structure).

Recommendations:

1) Distribution advances (and/or cash producer investment) whether arm's length or non-arm's length, can recoup 100% on first tier from all sources except the U.S. up to a maximum of 15% of the production budget. The U.S. market would be the open territory for investors.

2) In cases of distribution advances or producer investment exceeding 15% of the production budget, and/or situations where a U.S. pre-sale is used in production financing, such situations be subject to negotiation as between the producer, Telefilm and other recoupment participants

3) In first position from the U.S., and following recovery of the Distribution Advance(s) outside of the U.S., all equity including Telefilm, other priority funds, producer equity (including tax credits) would recoup pro-rata.

4) Telefilm's profit participation would be its equity as a percentage of the production budget

5) Should Telefilm implement this policy, any series renewals would have the choice of the previous year's arrangement or this new policy, to ensure appropriate grandfathering of investment decisions made in prior seasons

6) That Telefilm consult broadly with other participants who provide production financing, such as private funds, to ensure broad acceptance of our recommendations

In addition to our recommendations, we offer the following comments on specific paragraphs in the draft recoupment policy:

Paragraph 2.2: We understand that the issue from Telefilm's perspective is not that producers should not be vertically integrated with distribution operations, and that related distribution arms should be able to help finance production through distribution advances, rather the issue is one of fair market value. We do not agree with the underlying principle set out in paragraph 2.2. If implemented, the across-the-board pro rata recoupment policy proposed for related distribution companies would have immediate adverse negative impact on the financing of many important Canadian dramas, children's programming and documentaries. Vertical integration between production and distribution entities is a structural fact of our industry.

Paragraph 3.1: We believe that consideration needs to be made by Telefilm with respect to recoupment of producer equity. Also, the draft refers to a section 1.2 which was not set out in the memo.

Paragraph 3.2: We need to ensure parity between arm's length and non-arm's length distribution arrangements, and to ensure that non-Canadian distributors are never treated preferentially to Canadian distributors.

Paragraph 4.1: We generally support a 30% across the board fee structure for television, except that:

- Distributors should be entitled to a 15% over-ride where sub-distributors are involved
- Video should include DVD, and a commission structure based on revenue doesn't work given that the industry operates within a royalty-based system. We propose a royalty equal to 20% of distributor's gross receipts, except that if the wholesale selling price is at or less than the typical sell-through price to wholesalers (currently \$30 per unit), the royalty falls to 10%.

Paragraph 4.2: With respect to the 10% cap on distribution expenses, the exclusions from the cap need to include creation of submasters used to service licensees, conversion of NTSC to PAL, duplication of delivery materials required to be forwarded to licensees, duties, shipping and handling associated with deliveries to licensees, censorship fees and re-cutting fees if needed for censorship, audit and legal fees to collect funds, and costs of refurbishing masters. It is critical that Telefilm ensure that it does not create contractual disincentives to sell Canadian programming in minor territories where the cost of servicing is expensive and far in excess of the 10% cap.

Paragraph 5.10: With respect to the limit of time to contest reports, Telefilm needs to use the industry standard terms of 5 years given that it is impractical to contest beyond that period and in light of statutory rules on maintaining corporate records.

Paragraph 5.11: With respect to reporting, Telefilm should maintain its policy of moving to annual after 5 years so that overhead costs are kept in check.

Appendix B: With regard to the Standard Distribution Report, we would like this proposal to be further reviewed with Canadian distributors. We cannot, and at this time, support this recommendation.

III. STANDARDS OF SERVICE

While not presented in the document, we appreciate that as discussed in our meeting in Toronto, Telefilm is reviewing its procedures within the corporation to improve its own efficiency and standards of service. We support Telefilm in this initiative and encourage it to announce that it will be implementing a standards of service policy for its fiscal year. We also encourage Telefilm to influence the CTF Licence Fee Program to adopt a similar policy.

Recommendations:

- 1) That Telefilm publish an official standards of service policy in its guidelines**
- 2) That Telefilm put in place standards of service benchmarks addressing turnaround times for:**
 - Issuing commitment letters from date of application**
 - Signing Telefilm contract**
 - Issuing Telefilm drawdowns**
 - Approval by Telefilm of final production audits and payment of final payment.**
- 3) That standards of service be designed so that longform Telefilm investment agreements are in place prior to start of principal photography. In the case of the Telefilm audit payment, the standard should be a maximum of 30 days from submission to Telefilm.**
- 4) Where Telefilm is unable to meet its standards of service, that Telefilm would pay interest on the outstanding amount from the day it is due so as to mirror exactly its default policy (ie. same interest rate, same method of calculation, etc.).**
- 5) Should Telefilm be unable to meet the drawdown schedule of the contract (i.e. production payments), it should advance such funds on the basis of promissory notes up to such time as the contract can be entered into for all payments up to audit (in the extreme situation).**
- 6) With respect to approval of final production audits, that there needs to be an outside “deemed” accepted date – we would propose 3 months.**
- 7) That Telefilm monitor its standards of service and publish the results in its annual report, subsequently verified by its auditors. CAVCO recently announced a standard of service to turn around applications for certification, which we support, and CCRA has already had in place for several years standards of service, which it reports in its annual report.**
- 8) That Telefilm implement a materiality policy (i.e. if costs exceed or don't meet a contractual threshold, both Telefilm and the Producer accept their validity so as not to slow down the entire process for immaterial sums of money). We would propose this materiality rule be in the 2 to 3% range.**
- 9) As we discussed during our meeting, that Telefilm consider implementing a direct deposit mechanism, akin to that already adopted by the CCRA and currently enjoyed by many producers.**

IV. TELEFILM CANADA'S COMPLETION PROTECTION POLICY

We appreciate the work and research that Telefilm has put into this policy. We are, however, concerned that given the uncertainty currently prevailing within the secondary insurance market and the small number of companies in the bonding business in Canada, the Telefilm policies, both existing and proposed, are unduly onerous on Canadian production companies. The key issues that pose the most serious problems for producers are addressed below.

A. Letter of credit

The requirement that producers put up a letter of credit covering 10% of the production budget is by far the most onerous requirement and, if pursued by Telefilm, would result in a huge reduction in production in Canada, assuming that the current market conditions prevail. There are very few producers in Canada that have the financial ability to post a letter of credit equal to 10% of a production budget. To do so requires a credit facility at a bank that is significantly greater than the amount of the letter of credit. An average production budget of \$6.5 million would require a letter of credit of \$650,000 - a virtual impossibility for 90% of the production community and a tax on the credit facilities of the rest. In addition, letters of credit have a cost and the mechanics of release of funds are designed to guarantee payment between banks, not complex matters such as television production.

B. Contingency

The requirement for a 10% contingency is a potential problem as it can increase the overall budgets significantly, especially in larger budget productions. The bonders themselves are generally content with a 6% contingency.

C. Requirement for completion protection

The completion guarantee industry in Canada is a shrinking one with only two bonding companies left (*The Completion Guarantors* and *Film Finances*). Reduced competition in the industry has led to less choice for producers and increased bonding costs. There is little room for negotiation when obtaining a completion guarantee.

The timing and delays in setting up bonds put enormous financial stress on production budgets. Even when a producer is able to secure a completion guarantee, the bond quite often will not close until shooting is almost complete; this means that the production company has not been able to access any interim financing. Maximum dollars, therefore, are not going on the screen but to lawyers and banks for fees and interest charges.

The secondary insurance market is shrinking and bonders are having difficulties obtaining re-insurance. This, in turn, makes it difficult for many producers to even secure a completion bond. This is occurring more frequently since September 11th and has absolutely nothing to do with the film industry itself. The Task Force noted that in both the UK and the U.S., it is extremely rare to ever bond television production and that Canada is an anomaly in this respect. The bonding business is essentially a motion picture business in those competitive industries. The track record of bonding of Telefilm funded television productions in Canada has been an excellent one to date and was reflective of the very low rates in the industry prior to Sept. 11. It is also important to note that most unforeseen circumstances, such as faulty film stock, lost film and illness among key creative personnel, are subject to production insurance and are unrelated to completion bonds.

D. Telefilm decision process

The process used to determine the need for a completion bond is a cause for concern in that it adds a significant measure of uncertainty to both the budgeting and production financing process. The absence of standardized non-bond terms increases costs and delays the producer's ability to access funds for production while it negotiates terms and conditions with Telefilm.

Producers must know in advance whether a bond will be required, rather than after financing has been secured and budgets without provisions for a completion bond have been locked. As such, we appreciate the proposal to standardize and clarify the conditions that must be present for a production over the set out budget limits to go without a bond.

We propose the following suggestions to deal with completion guarantees to help alleviate the problems inherent in the current Telefilm policy:

Recommendations:

- 1) That Telefilm implement a primary policy that would see no bond required.**
- 2) In cases where producers have produced less than 3 productions with Telefilm involvement, a bond will be required, or, in lieu of a bond:**
 - a) producers would give a corporate guarantee from its parent company; OR,**
 - b) producers would agree to defer fees in an amount equal to 1 ½% of B+C, released in increments at agreed upon milestones (eg. completion of principal photography, ...)**

3) That Telefilm eliminate the requirement for contingency equal to 10% of a production budget

4) That Telefilm eliminate the requirement for a letter of credit equal to 10% of a production budget

5) That Telefilm and the CFTPA work together on a producer's consortium for self-bonding

6) That Telefilm act as a completion guarantor

V. CHAIN-OF-TITLE

While we agree that processes should be streamlined, we recognize the need for a chain-of-title opinion in instances where chain-of-title is complex and where the facts are unclear. However, Telefilm's requirement for legal opinions prepared by independent counsel is financially onerous to producers: the legal costs associated with drafting legal opinions average \$5000. While we recognize that Telefilm is trying to reduce its administrative costs, said costs should not be passed on to producers.

Recommendations:

1) That Telefilm waive the requirement for independent legal opinions on chain-of-title; OR,

2) That Telefilm accept legal opinions prepared by in-house counsel

VI. ACCOUNTING AND REPORTING REQUIREMENTS

In response to the draft policy on accounting and reporting requirements, we offer the following comments:

Paragraph 4.5: Telefilm should accept as matter of course interest overages as allowable production costs, provided producers provide the relevant cash-flow and interest schedules.

Paragraph 4.5.1: Legal fees payable to lenders' counsel should be included in interim financing costs.

Paragraph 4.10.3: As presented, the new policy on rental of assets/real estate assets by related parties does not seem workable, and is a substantial deviation from the current practice and concept of fair market value. We do not support this approach. In most cases, there would not be three outside suppliers providing the needed services. In areas of specialization, the services may be unique to one source and in most Canadian production centres, three competitive suppliers don't even exist.

Telefilm's issue here should be ensuring that fair market value is used to discourage undue inflation of costs. If Telefilm takes issue with a particular cost, the producer should be able to justify the non-arm's length costs by providing information on the pricing it used to provide similar service to third parties as a benchmark or existing rate cards used in the industry. We also urge Telefilm to use the principal of materiality to ensure production audits don't get endlessly caught up in debates where abuse is currently not present. We raise this matter as producers currently must also meet the criteria of many other funding agencies (eg. tax credits and provincial funding), which require audited costs based on criteria such as nationality and provincial residency of labour and non-labour costs, loan-out versus non loan-out, and single purpose versus multi-owned companies.

It is our view that this is not a material issue for Telefilm or the industry, and we must be careful to not make it impractical for production companies to provide production services; these services are often sources of revenue to diversify against the very real risky nature of securing orders to produce television programming. We believe the fair market test is the only test that should be used for the benefit of all participants.

Recommendation: That Telefilm, at its own expense, submit the revised accounting policy to several of the accounting firms who regularly perform television production audits for them, to assess probable incremental costs, time delays, issues of practicality, and whether or not they will sign the statements as drafted (we would be pleased to provide a list of the accounting firms to choose from)

VII. DEFAULT POLICY

The CFTPA fully supports matters of accountability for Telefilm funding and we encourage transparency of Telefilm's default policy. As is normally the case in all contractual relations, it would be useful for Telefilm to acknowledge that minor default should not trigger the very strong remedies contemplated by the policy. A customary period of time should be established to allow the default to be cured without Telefilm being entitled to avail itself of its remedies.

Under paragraph 2, if a producer is involved in any litigation of any magnitude or if a judgment or order of any magnitude is rendered against the Producer, Telefilm could deem default and terminate all agreements with producer or any related producer (example 7d). As discussed during our meeting, we respectfully request that example 7d be removed from the policy. This example of default only aggravates production lenders and we fail to see how Telefilm's position would be compromised if producers commence litigation to protect their rights.

A more formal notification of default policy should be implemented, and such notices should be served to the appropriate officer of the applicant. Again, such an approach is standard in most industry contracts.

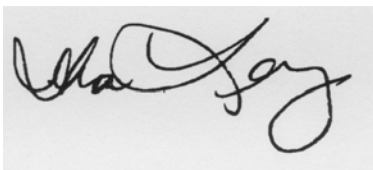
We do not support the increase in interest rate. We would be more open to this increase if and when Telefilm itself pays interest on late payment to ensure additional potential costs to Producers are balanced in a reciprocal manner to ensure fairness. Also, we assume interest is applied to late payments only.

Recommendations:

- 1) That Telefilm establish a customary period of time to allow the default to be cured before availing itself of its remedies***
- 2) That Telefilm not declare default if a producer is involved in litigation or if a judgment or order is rendered against the producer***
- 3) That Telefilm eliminate from paragraph 2, example 7d as an event that can trigger default***
- 4) That Telefilm implement a more formal notification of default***
- 5) That Telefilm not increase the interest rate charged to producers***
- 6) That Telefilm clarify what other default events are contemplated in paragraph 2, example 7f***

Thank you for your consideration of these points. We have forwarded our comments with the intention of strengthening the production industry as well as our relationship with Telefilm. We will be pleased to meet with you and your staff at a mutually convenient time in the new year to discuss these issues in further detail. As we also have many other financing partners, we would like to provide them the opportunity to comments on these issues following our meeting.

Yours sincerely,



Ira Levy
Chair, CFTPA CTF Task Force



Julia Keatley
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