

9.



City of West Allis Matter Summary

7525 W. Greenfield Ave.
West Allis, WI 53214

File Number	Title	Status
-------------	-------	--------

2007-0088 Communication In Committee

Communication from Quarles & Brady LLP regarding Waiver of Conflict of Interest in reference to State Fair Park Exposition Center Inc. Project.

Introduced: 2/20/2007

Controlling Body: Administration & Finance Committee

COMMITTEE RECOMMENDATION

Approval of PDF

ACTION DATE:

FEB 20 2007

MOVER SECONDER

_____	_____	Barczak
_____	_____	Czaplewski
_____	_____	Dobrowski
_____	_____	Kopplin
_____	_____	Lajsic
_____	_____	Narlock
_____	_____	Reinke
_____	_____	Sengstock
_____	_____	Vitale
_____	_____	Weigel

AYE	NO	PRESENT	EXCUSED
✓			
✓			
✓			
✓			
✓			
✓			
✓			
✓			
✓			

Original to Scott P. for signature 2/27/07

TOTAL

5

SIGNATURE OF COMMITTEE MEMBER

Chair

Vice-Chair

Member

COMMON COUNCIL ACTION

APPROVAL

ACTION DATE:

FEB 20 2007

MOVER SECONDER

_____	_____	Barczak
_____	_____	Czaplewski
_____	_____	Dobrowski
_____	_____	Kopplin
_____	_____	Lajsic
_____	_____	Narlock
_____	_____	Reinke
_____	_____	Sengstock
_____	_____	Vitale
_____	_____	Weigel

AYE	NO	PRESENT	EXCUSED
✓			
✓			
✓			
✓			
✓			
✓			
✓			
✓			
✓			
✓			

TOTAL

10



411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497
Tel 414.277.5000
Fax 414.271.3552
www.quarles.com

Attorneys at Law in:
Phoenix and Tucson, Arizona
Naples, Florida
Chicago, Illinois
Milwaukee and Madison, Wisconsin

Writer's Direct Dial: 414.277.5773
E-Mail: jdp@quarles.com

February 13, 2007

VIA EMAIL AND U.S. MAIL

Scott Post, Esq.
City Attorney, City of West Allis
7525 W. Greenfield Avenue
West Allis, WI 53214

Re: City of West Allis – State Fair Park Exposition Center Inc. Project

Dear Mr. Post:

As you know, we are currently serving as counsel to the City of West Allis, Wisconsin (the "City") as special issuer's counsel in connection with the pending financing for the above-referenced project. We also serve as the City's regular bond counsel and represent the City in connection with environmental matters, redevelopment projects and other matters.

As we have discussed, we have recently been asked to provide certain legal services to Lehman Brothers ("Lehman"), the underwriter for the State Fair Park Exposition Center financing. The law firm of McDermott Will & Emery LLP, which is serving as counsel to Lehman for the financing generally, has asked us to review certain financing documents for Lehman. In particular, we have been asked to review the Mortgage, Assignment of Leases and Rents and Security Agreement to be executed in connection with the financing, to make sure that those documents are sufficient and are in recordable form for purposes of Wisconsin law.

Because of our representation of the City, we must comply with certain legal ethics requirements in order to provide legal services to Lehman as described above. Specifically, we must reasonably believe that our representation of Lehman will not adversely affect our relationship with the City or limit our representation of the City in any way, and we must obtain the City's consent. We believe that our representation of Lehman as described above will not result in any such adverse effect or limitation, and we understand that you agree with our assessment in this respect.

QBMKE6044232.1

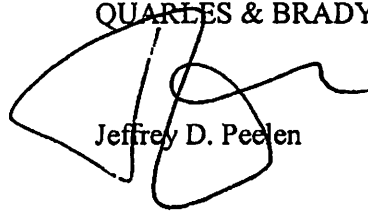
Scott Post, Esq.
February 13, 2007
Page 2

We understand that you will present this subject to the Common Council at its meeting on February 20, 2007. If we can provide you with additional information before then, please let me know.

If the City consents to our representation of Lehman under the circumstances described above, please sign, date, and return the copy of this letter in the envelope provided. Please give me a call with any questions, and thank you for your cooperation.

Sincerely,

QUARLES & BRADY LLP



Jeffrey D. Peelen

JDP:akf

cc: Isaac Marcus, Esq. (w/ encl., via email)
Brian Lanser, Esq. (w/ encl., via email)

Accepted and Approved:

CITY OF WEST ALLIS, WISCONSIN

By: _____

Its: _____

Title

Date: _____



411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497
Tel 414.277.5000
Fax 414.271.3552
www.quarles.com

Attorneys at Law in:
Phoenix and Tucson, Arizona
Naples, Florida
Chicago, Illinois
Milwaukee and Madison, Wisconsin

Writer's Direct Dial: 414.277.5773
E-Mail: jdp@quarles.com

February 13, 2007

VIA EMAIL AND U.S. MAIL

Scott Post, Esq.
City Attorney, City of West Allis
7525 W. Greenfield Avenue
West Allis, WI 53214

Re: City of West Allis – State Fair Park Exposition Center Inc. Project

Dear Mr. Post:

As you know, we are currently serving as counsel to the City of West Allis, Wisconsin (the "City") as special issuer's counsel in connection with the pending financing for the above-referenced project. We also serve as the City's regular bond counsel and represent the City in connection with environmental matters, redevelopment projects and other matters.

As we have discussed, we have recently been asked to provide certain legal services to Lehman Brothers ("Lehman"), the underwriter for the State Fair Park Exposition Center financing. The law firm of McDermott Will & Emery LLP, which is serving as counsel to Lehman for the financing generally, has asked us to review certain financing documents for Lehman. In particular, we have been asked to review the Mortgage, Assignment of Leases and Rents and Security Agreement to be executed in connection with the financing, to make sure that those documents are sufficient and are in recordable form for purposes of Wisconsin law.

Because of our representation of the City, we must comply with certain legal ethics requirements in order to provide legal services to Lehman as described above. Specifically, we must reasonably believe that our representation of Lehman will not adversely affect our relationship with the City or limit our representation of the City in any way, and we must obtain the City's consent. We believe that our representation of Lehman as described above will not result in any such adverse effect or limitation, and we understand that you agree with our assessment in this respect.

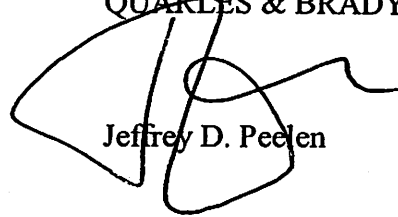
Scott Post, Esq.
February 13, 2007
Page 2

We understand that you will present this subject to the Common Council at its meeting on February 20, 2007. If we can provide you with additional information before then, please let me know.

If the City consents to our representation of Lehman under the circumstances described above, please sign, date, and return the copy of this letter in the envelope provided. Please give me a call with any questions, and thank you for your cooperation.

Sincerely,

QUARLES & BRADY LLP



Jeffrey D. Peelen

JDP:akf

cc: Isaac Marcus, Esq. (w/ encl., via email)
Brian Lanser, Esq. (w/ encl., via email)

Accepted and Approved:

CITY OF WEST ALLIS, WISCONSIN

By: Scott Post
Its: City Attorney
Title

Date: 2-23-07