

RESOLUTION R-2007-052

*Approving execution of a Conflict Waiver with the McNair Law Firm
for representation in the TIF Dispute with Richland County*

ORIGINAL
STAMPED IN REC


BE IT RESOLVED by the Mayor and City Council this 29th day of August, 2007 that the City Manager is hereby authorized to execute a conflict waiver with the McNair Law Firm for the continued representation of the City of Columbia in the TIF Dispute with Richland County.

Requested by:




Mayor

Approved by:



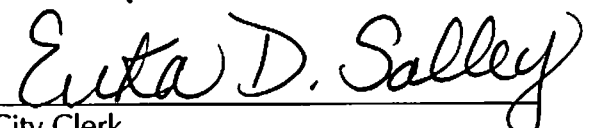
City Manager

Approved as to form:



Interim City Attorney

ATTEST:



City Clerk

Introduced: 8/29/2007
Final Reading: 8/29/2007

MCNAIR LAW FIRM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

DANIEL R. MCLEOD, JR.
dmcleod@mcnair.net

www.mcnair.net

BANK OF AMERICA PLAZA
101 NORTH MAIN STREET, SUITE 900
GREENVILLE, SOUTH CAROLINA 29601

POST OFFICE BOX 447
GREENVILLE, SOUTH CAROLINA 29602
TELEPHONE (864) 271-4940
FACSIMILE (864) 271-4015

August 28, 2007

Privileged Attorney/Client communication exempt from disclosure under the South Carolina Freedom of Information Act, pursuant to S.C. Code Ann. §30-4-40(a)(4) and (7).

Mr. Charles P. Austin
City Manager
City of Columbia, South Carolina
1737 Main Street
Columbia, SC 29201

Re: Arbitration between City of Columbia and Richland County concerning
Tax Increment Finance District Revenues.

Dear Mr. Austin:

As you know, the City of Columbia (the "City") and Richland County (the "County") are involved in a dispute concerning whether the City has complied with that certain agreement between the City and the County known as the Agreement to Modify Congaree Vista Redevelopment District and to Provide for Additional Tax Increment Financing (the "1999 Agreement"). To resolve this dispute, the City and the County entered into the Agreement to Resolve a Dispute Regarding Tax Increment District Revenues, which calls for the dispute between the City and the County concerning the 1999 Agreement to be decided by an arbitrator.

McNair Law Firm, P.A. ("McNair") has been asked to represent the City in that arbitration including, without limitation, any proceedings incident thereto. The County is represented in the matter by Ray E. Jones, Esq. of Parker Poe in Columbia.

McNair represented the City in connection with the 1999 Agreement and the issuance of the City's 2001 Tax Increment Bonds; the County consented to the issuance of the Bonds under the terms of the 1999 Agreement. McNair now represents the County (primarily as bond counsel) in matters unrelated to the above-described dispute and arbitration.

Pursuant to the Rules of Professional Responsibility in effect in South Carolina, lawyers are prohibited from representing two clients if the representation involves a concurrent conflict of interest (which may exist if (1) a representation of one client will be directly adverse to another client or (2) there is a significant risk that the representation of one or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person or by a personal interest of the lawyer) unless, among other things, the lawyer reasonably believes that it will be able to provide competent and diligent representation to each affected client and each affected client gives informed consent, confirmed in writing.

Mr. Charles P. Austin
August 28, 2007
Page 2

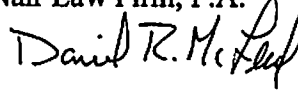
Because McNair's representation of the County has not involved any issues which are the subject of the dispute described above, we believe that McNair's representation of the City would not be impacted by McNair's representation of the County in other matters. Nevertheless, because the City and the County are clients of McNair, representation of the City in this matter without the informed written consent of both the City and the County would preclude McNair from proceeding in this matter. Thus, McNair hereby is requesting that the City give written consent to McNair's representation of the City in the above-described dispute and arbitration with the knowledge that McNair also represents the County in unrelated matters.

If the City agrees to consent to McNair's representation of the City in the dispute arbitration as described above, please so indicate by executing the Client Consent below and returning a signed copy of this letter to us in the enclosed stamped envelope. I have enclosed a copy of this letter for the City's records.

If you should have any questions, please contact me. With kind regards, I am

Very truly yours,

McNair Law Firm, P.A.



By: Daniel R. McLeod, Jr.

DRM:jsm

Cc: James S. Meggs, Esquire

CONSENT OF CITY OF COLUMBIA, SOUTH CAROLINA

The City of Columbia, South Carolina, a political subdivision of the State of South Carolina, governed by the City Council of the City of Columbia, South Carolina (the "City"), does hereby, through its duly authorized representative, state that the City has considered the foregoing request of McNair Law Firm, P.A. ("McNair") that the City consent to McNair's representation of the City in the dispute between the City and Richland County, South Carolina (the "County") concerning the Agreement to Modify Congaree Vista Redevelopment District and to Provide for Additional Tax Increment Financing, entered into between the City and the County in 1999 (the "1999 Agreement"), including, without limitation, representation of the City

MCNAIR LAW FIRM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Mr. Charles P. Austin
August 28, 2007
Page 3

in the arbitration between the City and the County and all proceedings incident thereto. The City has been advised that McNair also represents the County in matters unrelated to the above-described dispute and arbitration. Having considered these matters, the City's consent to McNair's representation of the City in the above-described dispute and arbitration is hereby granted.

City of Columbia, South Carolina

By: 

Its: City Manager

Date: August 29, 2007

GREENVILLE 243550v1