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MEMORANDUM

Confidential—Attorney Work Product and Privileged Communication

To: Hon. Bob Kiss, Mayor
Burlington City Councilors
Kenneth Schatz, City Attorney

From: Joseph E. McNeil, Esq. *JEM*
William F. Ellis, Esq. *WE*

Date: October 30, 2009

Re: Burlington Telecom

In response to the City Council's Resolution passed at its meeting on October 26, 2009, we are providing you with all substantive communications between McNeil, Leddy & Sheahan, P.C. and its client, the City of Burlington, acting through the individuals assigned to the Burlington Telecom project, for the period August 1, 2008 through May 31, 2009. City Council President Keogh also asked this firm to include in its submission any general guidance we may have provided to the City regarding the Certificate of Public Good issued by the Vermont Public Service Board, and we have done so.

In order to limit the number of documents produced, we have not included simple transmittal letters concerning draft motions, discovery responses, etc. We, of course, can make those documents available at the City's request.

We advise you the documents submitted fall within the privilege of communications between attorney and client. This is the client's privilege. You may determine to waive it. We cannot do so. We would thus caution that these communications should not be shared with anyone outside the scope of the privilege until the privilege is formally waived.

Should you have any questions concerning this submission we shall certainly make ourselves available to you.