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March 13, 1995

FACSIMILE COVER SHEET

To: The Hon. Herman T. Guerrero  
Delegate, Third Northern Marianas  
Constitutional Convention  
Commonwealth of the Northern  
Mariana Islands  
Saipan, MP 96950

Telecopier: (670) 322-5096 5102

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VIA TELECOPIER  
670/322-5096

The Hon. Herman T. Guerrero  
Delegate, Third Northern Marianas  
Constitutional Convention  
Office of the Governor  
Saipan, MP 96950

Dear Mr. Guerrero:

Lieutenant Governor Borja tells us you have again been elected a delegate to the Constitutional Convention. Congratulations! -- it appears the voters prefer your elective service be conducted at the Constitutional level.

I'm sure this Convention will be an exciting one. Your experience will allow you to contribute a steady influence on the deliberations. Do you anticipate seeking the Convention Chair? Regardless, we are glad you have been chosen.

As we discussed during your visit earlier this spring, our firm would like to contribute to the Convention in several areas. Our experience as counsel to the Covenant Section 902 Consultations has made us aware of and informed about many of the issues that face the Constitutional Convention. We believe that issues concerning ocean resources and submerged lands, the role of the Resident Representative to the United States, Constitutional self-government under Section 103 of the Covenant, restraints on alienation of land under Section 805 of the Constitution, the power and functions of local governments, and eligibility to vote will be addressed during the new convention.

With our extensive files and institutional memory on these and other subjects, we believe we could provide legal advice and counsel on many of the Constitutional issues at a lower cost to the Convention than could other legal counsel. We are not sure

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whether or how the Convention will be funded for staff work. It was our impression that the Second Northern Marianas Constitutional Convention was not funded commensurate with the seriousness of its task. We would like a chance to make a proposal on the listed subjects and any others that might be of particular interest to you.

Please give us your advice on how and to whom we might submit such a proposal.

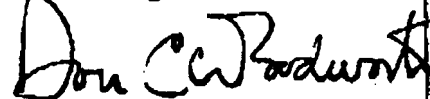
\* \* \* \*

On another matter, we still await payment of our statements of January 1 and February 1, 1995 for the fishery management project work under Contract No. #C50083-01 and for all recent work on the Covenant Section 902 Consultations. We would appreciate it if you could check the status of those payments.

\* \* \* \*

Again, Congratulations! With best personal regards.

Sincerely,



Donald C. Woodworth

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MacMeekin & Woodworth is a specialized law firm, focused on serving the legal needs of Pacific island communities in Washington, D.C. and of individuals, businesses and other institutions undertaking activities in the Pacific islands.

The firm has extensive expertise with the Pacific Islands, as set out in the individual biographies below. Consequently, the firm does not need to spend large amounts of billable time in learning the customs, cultures, constitutional regimes, land tenure patterns or political statuses of the islands.

The firm has assisted clients located or doing business in the Northern Mariana Islands, Guam, Hawaii, the Republic of the Marshall Islands, the Federated States of Micronesia, Palau, the Philippine Islands, New Caledonia, and Hong Kong. In addition, the firm has done legal work for a number of firms and individuals in the Washington, D.C. area and elsewhere that do not have particular interests in the Western Pacific.

MacMeekin & Woodworth has served as counsel to the Special Representatives of the Governor of the Commonwealth of the Northern Mariana Islands for the Covenant Section 902 Consultations with the Special Representative of the President of the United States from 1986 to the present time. The firm has also provided legal services to the Resident Representative to the United States for the Commonwealth of the Northern Mariana Islands.

Because of its location in Washington, D.C., the firm has access to (and familiarity with) the unique resources of the Library of Congress, the National Archives, the federal agencies, and other research facilities in the national capital of the United States. The firm is equipped to communicate rapidly by fax and electronic mail.

Daniel H. MacMeekin

Mr. MacMeekin served from September 1980 to August 1985 as the Executive Director of the presidentially-appointed Northern Mariana Islands Commission on Federal Laws in Washington, D.C. The Commission, as directed by the United States Congress, examined the entire body of U.S. federal law to determine its effect on the Northern Mariana Islands, now a Commonwealth of the United States, and recommended changes in federal law where appropriate. Mr. MacMeekin was the principal author of the two-volume

Welcoming America's Newest Commonwealth: The Second Interim Report of the Northern Mariana Islands Commission on Federal Laws (1985).

From 1971 to 1980, Mr. MacMeekin was employed as an attorney for the Micronesian Legal Services Corporation, a private non-profit corporation providing legal services to Pacific Islanders. In 1971 Mr. MacMeekin established the Truk (Chuuk) office of the program in what is now the Federated States of Micronesia and served as its first directing attorney. In 1973 Mr. MacMeekin moved to Saipan in the Northern Mariana Islands and became Director of Litigation and Law Reform and, subsequently, Deputy Director of the program. In that capacity, he frequently traveled to Palau, the Federated States of Micronesia, and the Marshall Islands to supervise and assist the program's offices in those jurisdictions.

Prior to moving to Micronesia, Mr. MacMeekin was employed by a legal aid agency serving the Navajo Indians in Arizona, New Mexico, and Utah. From 1964 to 1966 Mr. MacMeekin was a Peace Corps Volunteer in Chile, where he provided technical assistance in the establishment and management of housing and agricultural cooperatives.

He graduated from Stanford University Law School in 1970. At Stanford he was Executive Editor of the Stanford Law Review. He earned his Bachelor of Science degree and a Master's degree in Business Administration from Pennsylvania State University.

Mr. MacMeekin is admitted to practice law in the District of Columbia, California, the Northern Mariana Islands, the Federated States of Micronesia, the Trust Territory of the Pacific Islands, and various federal courts. His publications include "Land Law and Change in Truk," in The Impact of Urban Centers in the Pacific (Roland W. Force and Brenda Bishop, eds., 1975), at 145; "The Navajo Tribe's Water Rights in the Colorado River Basin," reprinted in Hearings on the Federal Protection of Indian Resources before the Subcommittee on Administrative Practice and Procedure of the United States Senate Committee on the Judiciary, 92d Cong., 1st Sess., at 763 (1972); and "Red, White, and Gray: Equal Protection and the American Indian," 21 Stanford Law Review 1236 (1969).

Mr. MacMeekin is married to Elisha Aldan, of Palau and Saipan.

Donald C. Woodworth

Mr. Woodworth was General Counsel to the Resident Representative to the United States for the Northern Mariana Islands from January 1984 to November 1986. In that capacity, he provided legal representation to the Resident Representative on a wide variety of federal legislative and administrative matters. Mr. Woodworth was frequently called upon, in that position, to

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examine federal legislation and explain to federal officials why the programs they administered should, or should not, be made applicable to the Northern Mariana Islands.

Prior to that, Mr. Woodworth was Legislative Counsel for the Northern Mariana Islands Senate from 1982 to 1984. As chief counsel to the Senate, he was responsible for all fiscal, administrative, and legal staff work. He drafted bills and resolutions for enactment and provided legal opinions for Senate committees. Among the bills he drafted were the Commonwealth Planning and Budgeting Act (P.L. 3-68), the Northern Marianas Probate Code, and the Constitutional Convention Act of 1983.

Mr. Woodworth was an attorney for Micronesian Legal Services Corporation between 1976 and 1982. He established and directed the program's office in Kosrae, in the Federated States of Micronesia, and later directed the program's office in the Northern Mariana Islands. Mr. Woodworth speaks, reads and writes the Kosraen language. Prior to moving to Micronesia, Mr. Woodworth was a directing attorney for the Spokane Legal Services Corporation.

Mr. Woodworth is particularly interested in the law governing the management, conservation, and development of ocean resources, including fisheries and seabed minerals. He was lead counsel in the Olwol case, Marianas Fisheries, Inc. v. Krebs, which challenged the applicability of the Magnuson Fishery Conservation and Management Act to the Northern Mariana Islands. That action resulted in U.S. Presidential Proclamation 4726, which suspended application of the vessel documentation laws of the United States to the Commonwealth of the Northern Mariana Islands and allowed the plaintiff fishermen and others to continue using foreign-hulled fishing vessels in Northern Marianas waters.

Mr. Woodworth's article, "U.S. Tuna: A Proposal for Resource Management in the American Pacific Islands," appeared in 10 University of Hawaii Law Review 151 (1988). Mr. Woodworth was also the co-author, with Tim Bruce, of "United States' Claims to Pacific Island Ocean Resources Trouble its Political Union with the Commonwealth of the Northern Mariana Islands," 2 Territorial Sea Journal 297 (1992). At the 1993 Insular Policy Conference at George Washington University, Mr. Woodworth presented his paper, "The Exclusive Economic Zone and the U.S. Insular Areas: A Case for Shared Sovereignty." A revised version of that paper was published in 25 Ocean Development and International Law 365 (1994).

Mr. Woodworth is a 1971 graduate of the University of Washington School of Law. He has a Bachelor of Arts in Political Science from Whitman College. He is admitted to the bars of the District of Columbia, Washington State, the Northern Mariana Islands, the Federated States of Micronesia, the Trust Territory of

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the Pacific Islands, and the United States Court of International Trade. He is a member of the American Society of International Law.

Mr. Woodworth is married to Antonia C. Terlaje, of Saipan.

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The following is a sampling of legal issues the firm has addressed in depth are:

- \* the strengths and weaknesses of the Covenant as a document defining political status;
- \* local autonomy and the application of federal laws;
- \* the constitutional ability of the Federal Government to cede power and authority to the Commonwealth irrevocably;
- \* the enforceability of mutual consent as a limitation on the plenary power of the United States Congress;
- \* the rights of the Commonwealth to its resources, and especially to its fisheries, submerged lands, marine minerals, and other marine resources;
- \* the lawfulness of federal land takings in the insular areas and the adequacy of compensation for such takings;
- \* the history of land takings by the Naval Government of Guam;
- \* claims arising out of World War II deaths, injuries, and takings of property;
- \* the fiduciary obligations of the Federal Government government toward indigenous peoples and toward the peoples of the insular areas;
- \* the relation between federal and insular tax systems, including federal tax turnover obligations, "delinkage" and implementation agreements under the Tax Reform Act of 1986, and the tax-exempt status of Commonwealth bonds;



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- \* the ability of the Commonwealth to participate in international and regional organizations and arrangements;
- \* the ability of the Commonwealth to accept aid or assistance from nations other than the United States;
- \* statutory vs. 14th Amendment citizenship in the insular areas;
- \* parens patriae standing of the Commonwealth in litigation on behalf of its citizens;
- \* local control of immigration, including control of alien labor and control of immigration from the freely associated states of Micronesia;
- \* the duty-free status of Commonwealth products;
- \* the application of federal coastwise, vessel documentation, and vessel crewing laws to the Commonwealth;
- \* the structure of Commonwealth relations with the executive and legislative branches of the Federal Government;
- \* multi-year federal financial assistance to the Commonwealth and the pledge of the full faith and credit of the United States;
- \* the protection of indigenous populations and their resources, particularly land, and the equal protection clause of the U.S. Constitution; and
- \* the history and role of the nonvoting delegate in the U.S. House of Representatives.