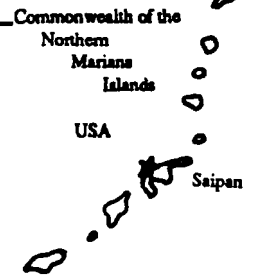


Law Offices of
DAVID A. WISEMAN

*David A. Wiseman**
*R. Darrin Class***



March 17, 1995

JOAQUIN P. VILLAGOMEZ
Delegate Elect
CONSTITUTIONAL CONVENTION
P.O. Box 2522 C.K.
Saipan, MP 96950

Re: Proposal for Legal Services

Dear Mr. Villagomez:

My most sincere congratulations to you and your colleagues on your victory in obtaining a delegate position to the Constitutional Convention (Con Con).

I am writing this letter to express my interest in working with the Con Con, and in particular, with the Pre-Convention Committee (Committee). For the reasons stated below, I submit that the Law Offices of David A. Wiseman could be a significant compliment to the endeavors of the Con Con and its Committee.

As you may know, I have, for sometime now, been a serious student of Constitutional Law and Parliamentary Procedure in the Commonwealth of the Northern Mariana Islands (CNMI). On several occasions, I have worked with this government in positions which were involved with the sensitive core issues of the Constitutional dimensions within the CNMI.

During my role as a Peace Corps attorney on Rota in 1977 and 1978, I was deeply involved in the transitional issues of the incipient Commonwealth, and consequently, explored and dealt with the detailed history of the Constitutional development of the CNMI.

I believe that my experience and cultural exposure in the CNMI, of almost two decades, has provided me with the needed sensitivity and experience to provide the Committee and the Con Con with the guidance and counsel it will require in the monumental task of the implementation of Public Law 9-18.

* Admitted to practice in:
- United States Commonwealth
of the Northern Mariana Islands
- Republic of Belau
- Supreme Court of the United States of
America

Second Floor, Sablan Building, San Jose
P.O. Box 2607 C.K., Saipan MP 96950 USA
Tel. Nos.: (011) (670) 234-7520 / 7860 / 235-5147
Fax: (011) (670) 234-0375

** Admitted to Practice in:
- United States Commonwealth of
the Northern Mariana Islands
- Washington State
- United States Virgin Islands

EXPERIENCE AND QUALIFICATIONS OF LAW OFFICE OF DAVID A. WISEMAN

The Law Offices of David A. Wiseman provides a full range of legal services to the business and governmental community, from corporate and governmental consultation and planning, to legislative, litigation and appellate work. As a result, we are in a position to anticipate and respond to the unique needs of the Pre-Convention Committee of the Constitutional Convention.

In addition to myself, we employ an associate attorney, Darrin Class, and another attorney, licensed in the Republic of the Philippines, who serves as a full time paralegal, a legal intern from San Diego, two legal secretaries, an administrative assistant and a messenger. Our support staff is highly trained and most efficient. In addition, we presently are interviewing for another associate attorney to join our firm.

We have one of the most complete private law libraries on the island, including major law libraries and materials on CD Rom. Our computers are connected to the major electronic legal research bureaus. I also maintain good working relationships with legal experts in the United States and internationally as well.

We are in a position to offer the legal services needed by the Committee on a full time or as needed basis. A specific proposal showing a flat rate fee and an alternate proposal for hourly fees is attached hereto as is background information of myself and a resume of my associate, Darrin Class.

SUMMARY OF LEGAL EXPERIENCE

David A. Wiseman

I have been in the CNMI since 1977 and have been in private practice since 1982. My practice has primarily consisted of corporate, administrative, and commercial matters as well as serving several government agencies.

Prior to entering private practice, I served the CNMI government in the following positions:

Legal counsel for the Mayor and Municipality of Rota
(Peace Corps 1977-1978);

Assistant Legislative counsel for the First Northern
Marianas Commonwealth Legislature;

Minority Legislative counsel for the Second Northern
Marianas Commonwealth Legislature;

Senate Committee Counsel for the Second and Third
Northern Mariana Commonwealth Legislature.

Counsel to the Senate Committee on Executive Appointments
for the 5th Northern Mariana Commonwealth Legislature.

In the foregoing positions, I often researched constitutional issues, prepared legislation, and wrote opinions on a variety of issues, and consequently, became well acquainted and versed with the constitutional ramifications of our Commonwealth.

My office also provided legal services to the Civil Service Commission and the Retirement Fund. At the present time, we provide occasional legal services to the Mayor and Municipality of Saipan and to the Northern Mariana Housing Corporation.

Darrin Class

Darrin Class joined my office in August of 1993, and since that time has been involved in significant research of governmental issues and has engaged in trial and appellate litigation in the Commonwealth courts. Prior to joining my office, he practiced law in the State of Washington, and is licensed in the CNMI and the United States Virgin Islands.

We know that in addition to its duties under the Con Con, the delegates selected for the Pre-Convention Committee will be intensely involved in the monumental and complicated task of laying down the organization for a new order of business, pursuant to the Con Con's mandate. We believe that with our several years of combined governmental, corporate, administrative, and litigation experience, and, in particular, the cultural and social sensitivity that we have developed, that our office can advise and successfully assist the Pre-Convention Committee in the myriad of organizational issues that will undoubtedly arise in the implementation of Public Law No. 9-18.

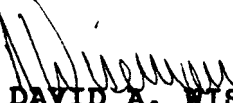
In view of the foregoing, and considering my most sincere desire to work in the capacity as legal advisor and counsel to the Pre-Convention Committee, I submit that the legal services that my office could provide to the Pre-Convention Committee would satisfy and compliment the Committee's desires, objectives and activities.

If our firm is selected as counsel, the undersigned will be the attorney to act as general counsel.

Joaquin P. Villagomez
March 16, 1995
Page 04 of 04

Thank you in advance for your consideration of our proposal for legal services. Attached for your review is our fee proposal. If you need additional information or have questions about our proposal, please do not hesitate to contact us.

Truly yours,



DAVID A. WISEMAN
Attorney at Law

DAW:vsdlc

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**PROPOSED FEE SCHEDULE FOR PROVIDING LEGAL
SERVICES TO THE PRE-CONVENTION COMMITTEE**

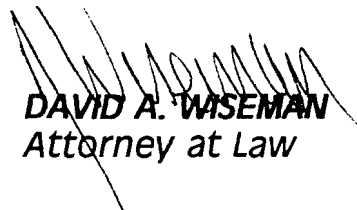
My preference and proposal is to provide legal services on a flat rate basis. For the duration of the Pre-Convention Committee's (Committee) existence under Public Law No. 9-18, we will provide all legal services necessary for, and required by the Committee, for the sum of \$25,000.00.

As an alternate proposal for the Committee to consider, we would provide our services on a reduced hourly fee basis. My usual hourly fee is \$195.00 per hour and for Darrin Class it is \$170.00 per hour, however, as an alternate proposal, we would provide legal services at a reduced hourly fee of \$145.00 per hour for either one of us.

We would welcome the opportunity to discuss this fee proposal in more detail with you or the Committee.

Thank you for your cooperation.

Truly yours,


DAVID A. WISEMAN
Attorney at Law

ADMITTED TO PRACTICE

Commonwealth of the Northern Marianas Islands

Washington State

U.S. Virgin Islands

EDUCATION

Juris Doctor - University of Washington School of Law. Seattle. Washington. June 1992. Graduated with Honors, Top 20% of Class.

Master of Business Administration - Double Major: International Business and Management. University of Oregon, Eugene, Oregon. June 1989.

Bachelor of Science - Double Major: Finance and Marketing. University of Oregon, Eugene, Oregon. August 1987. Graduated Cum Laude, Top 15% of Class.

LEGAL EMPLOYMENT

9/93-Present

Associate Attorney: Law Offices of David A. Wiseman, Saipan, CNMI

- Handle pre and post trial duties including: Initial Client Intake; Drafting of Complaint/Answer, Motions, Discovery Requests, Trial Memoranda, Appeal Briefs. Witness interviews and Preparation; .
- Trial Assistant: Prepare Exhibits, Witness Summaries, Witness Questions, and Objections.
- General Client Consulting; Drafting and Reviewing of regulations, statutes, contracts, letters.

9/92-9/93

Contract Attorney: Washington Education Association, Federal Way, WA

10/92-9/93

Contract Attorney: Robertson, Phillips & Knight, Bellevue, WA

- Handled pre and post trial projects including the preparation of Complaints, Discovery Materials, Motions - Drafting and Argument, Trial Memoranda. Orders, and Appellate Briefs.
- General Client Consulting, Drafting and Reviewing of routine documents and contracts.

6/91-6/92

Law Clerk: Washington State Attorney General. Education Division, Seattle, WA

- Conducted Legal Research, Prepared Trial Memoranda, and Advisory Letters.
- Specialized in Administrative law. Eminent Domain, and Personnel Board Hearings.
- Revised the Administrative Code of Four Community Colleges.

7/90-9/90

Extern: King County Prosecuting Attorney's Office, Special Drug Unit, Seattle, WA

EDUCATIONAL ACTIVITIES

1991-1992

Class Representative: Student Bar Association. University of Washington School of Law

1990-1992

President, Vice president: Phi Alpha Delta Law Fraternity, University of Washington

1986-1997

Selections Chair: Mortar Board Senior Honor Society, University of Oregon

1983-1985

Representative, Chair Academic Relations Committee: Associated Students of the University of Alaska: Fairbanks

1983-1985

Member: NCAA Division I Swim Team, University of Alaska: Fairbanks

EDUCATIONAL HONORS

University Publishers "Outstanding Third Year Student" Scholarship Recipient, U. of Washington

Phi Alpha Delta Law Fraternity: National Service Scholarship Recipient; Outstanding Third Year Chapter

Member: Outstanding Second Year Chapter Member, University of Washington

Mortar Board National Senior Honor Society, University of Oregon

Golden Key National Honor Society, University of Oregon

Beta Gamma Sigma National Business Academic Honor Society, University of Oregon

INTERESTS

Outdoor activities include skiing, biking, swimming, and rollerbalding. Experimented with mountain climbing and skydiving. Currently taking scuba lessons. Academic interests include avid reading, work with computers and writing.