

# LONG & BROWN

*Attorneys at Law*

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**G. ANTHONY LONG  
PAMELA BROWN**

Tel. Nos. (670) 235-4802  
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April 3, 1995

VIA FAX: 664-4759

Chairman, Pre-Convention Committee  
Third CNMI Constitutional Convention  
Second Floor, Joeten Dandan Commercial Center  
Saipan, MP 96950

**Re: Legal Services for Third CNMI Constitutional Convention**

Dear Chairman:

In response to the Notification of Proposed Action with Respect to Retaining Legal Consultants dated March 29, 1995 and conveyed to us by Delegate Herman T. Guerrero, we hereby submit our proposal to provide legal services to both the Pre-Convention Committee and the Third CNMI Constitutional Convention. This proposal supersedes the proposal submitted on March 20, 1995.

Our proposal is formatted to respond to the six concerns listed in the Notification with additional information to assist the Committee in making its final selection of legal consultants.

**1. Legal Services:**

Pamela Brown, Esq., partner in Long & Brown Attorneys-At-Law will be responsible for directing the legal services to be provided by our firm to the Pre-Convention Committee and the Convention. She will be assisted by Charles Rotbart, Esq. and Lana Buffington, Esq.

The Law Office of G. Anthony Long was formed on January 2, 1992, by G. Anthony Long, Esq. Mr. Long practiced as a sole practitioner until June 1, 1994, when Pamela Brown, Esq. joined the office as a partner. Upon Ms. Brown joining the office, the firm's name was changed to Long & Brown, Attorneys-at-Law.

The firm represents clients in many areas of Law. Our practice ranges from business, commercial and corporate law to labor law.

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We do not represent any executive branch agencies and do not have any clients or cases which are adverse to the Committee or the Convention.

A. Directing Attorney

Ms. Brown will coordinate the legal services provided by the firm to both the Pre-Convention Committee and Convention. Ms. Brown has a B.A. degree from the University of Washington, an M.A. degree from the University of Washington and a J.D. degree from the University of Washington. Prior to attending law school, Ms. Brown worked for the U.S. Environmental Protection Agency Region X where she gained experience in federal grant application review and enforcement procedures. She also was a news editor with the ABC Seattle affiliate, Komo-TV for several years. Ms. Brown has practiced law for 6 years. Before becoming a partner in Long & Brown, Ms. Brown also served as a Prosecuting Attorney both in the CNMI and King Co., Washington, as a defense attorney in Seattle, Washington and as a law clerk in the Consumer Protection Division of Washington State Office of the Attorney General.

As CNMI Chief Senate Legal Counsel from 1990-1994, Ms. Brown acquired extensive experience in public law including but not limited to legislation, appropriations, public land leasing and administrative law. During this period, Ms. Brown was a member of the Secretariat of the Association of Pacific Island Legislatures (APIL). As the CNMI's member, she co-chaired the Secretariat during the Tenth General Assembly APIL Convention June 30 - July 7, 1991. In this capacity, she organized events, scheduled and supervised support staff and directed legal counsel in drafting and finalizing all resolutions, committees reports and other convention communiques.

Moreover, Ms. Brown served as a member of several committees of the Western Legislative Council of the State Council of Governments. These include Westrends, and the Legislative Services and Research Directors from 1990 to her retirement in 1994. As a member of these committees, Ms. Brown gained training and experience in effective, innovative management and delivery of support services to legislative bodies, committees and working groups. Further, Ms. Brown staffed general assemblies as a member of the CNMI's delegation. Finally, Ms. Brown was a delegate to the 27th General Assembly of the Asian Pacific Parliamentary Union in Taipei, Taiwan in the fall of 1992. One of her duties was the drafting and editing of the Assembly's communique. Through this participation, Ms. Brown gained valuable experience in working in a cooperative enterprise on behalf of a multi-national governmental assembly.

B. Associate Attorney

Charles R. Rotbart is joining our team as an Associate for the purposes of providing the Convention with a balanced, comprehensive perspective. Mr. Rotbart graduated from University of California, Berkeley in 1981. Following this, he worked in Beverly Hills with the investment firm of Girard & Associates. Much of his work at that time involved counseling sophisticated investors about the advantages of investment quality collectibles over real estate, oil and gas leases, stocks, bonds, and other types of investments. The clientele was quite sophisticated and his work required him to become quite conversant with all aspects of finance, taxes, projected rates of return, depreciation and liquidity. He learned a great deal about business and investments during those two years and as a result Mr. Rotbart understands the real life forces that drive businesses and the economy. He left the investment field to seek foreign language training and gain business skills in Japan.

During the first of the four years, he completed an immersion Japanese language course, accepted employment with advertising agency, and acted as a consultant for some of Japan's major electronics manufacturers, including Sharp, Sony and Matsushita. In 1986, prior to attending law school, he had his own translation and advertising business which was grossing over \$500,000 per year with fourteen employees.

Mr. Rotbart attended law school at the University of Santa Clara in California, where he was a member of both the Santa Clara Law Review, as well as The Santa Clara Computer And Law Journal. His contribution on Law Review was to edit, analyze and cite check a very lengthy article about the U.S. Constitution and presidential power. This involved an extensive analysis of U.S. Constitution. In law school, Mr. Rotbart was an intern in the Federal Public Defender's Office and an extern for the Honorable Patricia Trumbull, a Federal Magistrate.

After law school, Mr. Rotbart practiced for three years with the international law firm of Graham & James, one of the world's largest and most prestigious law firms. During that time, he worked on a number of complicated cases involving land transactions, building contracts, investments and banking. On one case Mr. Rotbart represented the Resolution Trust Corporation ("RTC") and was responsible for investigating and bringing suit against the former members of a failed savings and loan ("American Savings"). In total, the board of directors had diverted \$640 million to off-shore banks using dummy corporations and falsified documentation. Approximately one-third of the funds were recovered, and seven people are in federal prison as a result of the suits brought by Graham & James in federal court.

During the past two years, Mr. Rotbart has been a prosecutor with the CMMI Office of the Attorney General. As author of the

brief to the Ninth Circuit in CNMI v. Campbell, he analyzed critical issues concerning the rights of CNMI citizens under the CNMI Constitution versus the U.S. Constitution, and the jurisdiction of the Ninth Circuit to review CNMI decisions that are based on local law. This experience sharpened his understanding of local constitutional issues.

C. Legal Specialist.

D. Landon ("Lana") Buffington, Esq. has been retained as a legal specialist by our firm. A copy of Ms. Buffington's resume is attached hereto for your reference. She is a young attorney with impressive credentials, and we are proud to have recruited her to assist us in this project.

Ms. Buffington has an A.B. degree in History from Stanford University and a J.D. from the University of California, Hastings College of the Law. She is a member in good standing of the California Bar Association and admitted to practice law before the courts of that state as well as federal courts.

After graduating from Stanford University, Ms. Buffington worked for four years as a Senior Paralegal for Wilson, Sonsini, Goodrich & Rosati in Palo Alto, California in the field of high-tech corporate law. She then worked at Apple Computer, Inc. for two years as a legal specialist.

After graduating from University of California law school, Ms. Buffington started her practice as an associate with Brobeck, Phleger & Harrison, one of the five largest law firms in California and one of the premier corporate firms in the country in the field of high technology.

After visiting Saipan and falling in love with it in 1993, Ms. Buffington left a promising career in corporate law to come to the islands to "make a difference" in the position of Senate Legal Counsel. At the Senate, she began working with Ms. Brown in April 1994 shortly before her retirement. After a challenging and rewarding year with the Senate, Ms. Buffington is leaving that position and will be available this month to be a full-time member of our team.

**2. Legal Staffing**

A. Pre-Convention Committee Staffing

Our firm will provide hands on legal services to the Pre-Convention Committee. In our estimate that means the presence of, at least, one of the attorneys at every meeting of the Committee.

We believe that such coverage is vital from the earliest phase of the convention process to ensure the delivery of the best work product. Optimal staffing would be two attorneys at each meeting.

In addition to legal advice concerning conducting the Committee's business, and the drafting and promulgation of the Rules of Procedure for the Convention, the Committee would be well served if we conduct an "Issues Survey" of all delegates to determine the proposed agenda for adoption by the Convention. The benefits of this issue survey would be two-fold.

First, we would conduct such a survey through individual interviews of each delegate. Upon compiling the results of these interviews, this list would be submitted to each delegation for its prioritization. After such delegation in-put, the issues could be arranged according to committees. Finally, a draft agenda could then be identified for presentation by the Committee for the approval of the entire Convention.

Second, through this process, we can identify and begin to draft specific, concrete proposed amendments which the delegates wish to offer within these major areas of concern. Consequently, the Convention should be able to minimize time expended in preparation for consideration of these matters; thus, freeing them to devote their time and efforts to substantive matters instead of housekeeping.

#### B. Convention Staffing

As to this phase of staffing, we wish to offer the Committee two alternate proposals. The proposals are virtually identical in most respects. The major difference being the level of direct attorney participation.

1) Our first alternative is to have direct attorney involvement at each level of the Convention. This translates into an attorney being present at every committee meeting as well as during Convention sessions. In our minds, this approach is more desirable as it would provide the committees with much needed legal advice during actual deliberations and not simply, issue spotting on an ad hoc basis. In addition, this level of legal services would allow the committees to function in real time instead of being forced to table issues; refer them to counsel; and interrupt later deliberations to re-visit old issues. We believe this would result in time savings and therefore, increased productivity for the committees.

Of course, the same can be said for our direct participation in each Convention session. By having legal counsel present and able to field questions on the spot, the Convention can smoothly and efficiently address each proposed amendment. Such approach

would thus provide the means of producing the best work product in the optimal amount of time.

All of our estimates in this proposal are based on the assumption that the Convention will proceed with four to five committees. (This assumption is in recognition that each of the prior conventions utilized four committees.) Thus, we envision that at least two attorneys will be required on a full-time basis to staff the committees or Convention. The third attorney would be busy full-time in research, writing, and other legal tasks.

2) We prepared the second alternative in recognition that monetary resources may be consideration in the Committee's decision on retention of legal services. This alternative provides that the staff and not attorneys would attend each committee meeting in order to record the committee events and to act as courier between the attorneys and the committees. The attorneys' main role in this scenario would be as legal consultants. Committees could request legal analysis and opinions on a matter; refer it to the attorneys through staff personnel; and then receive an analysis at a later date. We anticipate that the actual attorney time required under this alternative would be approximately half the time provided under alternative number 1.

### **3. Attorney Fees**

#### A. Pre-Convention Committee.

Our usual hourly rate is \$150.00 per hour for attorney's fees with any additional services such as copying, and other costs and expenses charged at cost to the firm. However, considering the anticipated number of hours necessary, we propose that the Pre-Convention Committee agree to a lump sum payment in return for the legal services which we stand ready to provide. Our anticipated number of hours for such work is a minimum of 200 and a maximum of 300. Therefore, we propose a payment of lump sum of \$35,000.00 for attorney's fees with costs in addition thereto depending on whether it is the Committee's decision to contract this out or to utilize the facilities available in the Executive or Legislative Branches as contemplated by Section 17 of P.L. 9-18

#### B. Convention Legal Services.

1) Under alternative number 1, in anticipation of the large number of hours required and in recognition of the important public interest to be served by this Convention, we are prepared to offer our services for the sum of \$220,000.00 which is calculated at a substantial discount from our usual hourly rate. Our discounting stems from our belief that the Convention will be best served by a

high level of participation by our team of attorneys. By providing this discount, we are hoping to make this proposal more attractive to the Committee.

2) If the Committee prefers a lower level of participation as outlined above, the fee for our services (no discount applies under this scenario) would be \$150,000.00.

Again, the above figures do not include any extra costs such as copying, and other costs and expenses. As stated above, if the Convention desires to contract such work out, then those costs will be as set forth below. However, again, Section 17 anticipates that such costs will be better defrayed by use of available government facilities.

#### **4. Experts Fees.**

Our collective educational level and knowledge in the field are both broad and current. Accordingly, we estimate sparing use of experts. We have contacted and intend to utilize MacMeekin and Woodworth, the Washington D.C. firm responsible for much of the legal services provided to the 902 Covenant teams over the last decade, for expert research or analysis as required. In addition, both Ms. Buffington and Mr. Rotbart were recently associated with large California law firms from whom they can obtain full-service and up to date expert legal advice in virtually every field if discrete issues should so warrant. We estimate the costs of experts will be approximately \$46,000.

#### **5. Support Staff.**

Again, should the Committee determine to retain support staff from outside of the government, we estimate that a minimum of three clerical staff and two general support staff will be necessary. Should such persons be unavailable either through volunteers or government employment, we can provide such services could for approximately by \$18,000.00.

#### **6. Equipment Costs.**

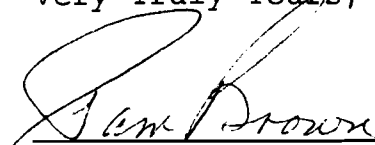
We already have most of the basic equipment necessary for this project. Certain additional equipment such as an extra photocopier and specialized stenographic and transcription equipment will be necessary to accomplish the level of work product we intend to create. These costs plus the costs of supplies will be approximately, \$11,000.

**CONCLUSION**

The legal team offered by Long & Brown, Attorneys-At-Law, has extensive experience in the day to day application of Constitutional law here in the Commonwealth. Each is currently practicing in the CNMI. The firm is eager and well-qualified to offer impartial, well founded analysis and drafting services. Ms. Brown's extensive experience in media is also a valuable asset if the Convention wishes to utilize our services to assist in conducting public hearings, pocket meetings or press-release.

If the Committee wishes to hire a local firm with the experience, and talents necessary to conduct an efficient and effective Convention then Long & Brown, Attorneys at Law, offers such services.

Very Truly Yours,

  
\_\_\_\_\_  
Pamela Brown, Esq.

Attachments - 3



D. Landon Buffington, Esq.  
AAA-3787  
Caller Box 10001  
Saipan MP 96950

April 3, 1995

Pamela S. Brown, Esq.  
Long & Brown  
AAA-1797  
Caller Box 10001  
Saipan, MP 96950

Dear Pam:

I was thrilled and honored when you asked me to become a part of your team in your bid to provide legal guidance and support to the delegates of the Third Commonwealth Constitutional Convention. As Senate Legal Counsel for the past year, I have been involved from the ground up in the process leading to this historic event and would like nothing better than to be directly involved as legal counsel to the Convention. I was thrilled at the results of the elections and think that this will be the finest group of delegates ever brought together.

As you know, I have already given notice that I am leaving my current job, so I will be able to work full-time with you and Charles Rotbart on this project.

One of the reasons I agreed so readily to join you (besides the fact that you are, by far, the single attorney most qualified to perform this task) was that I know you and Mr. Rotbart share my view of the attorney's role and, if you will, "duty" in this convention. Specifically, we appreciate the importance of this convention and the need for accessible, knowledgeable, hardworking and proactive attorneys to be involved with all aspects of the convention. When I say "proactive" I must stress that I mean only in the legal and administrative sense and not in the "political" sense. I have nothing but the utmost respect for all the delegates elected by the people and know that our role is to serve and facilitate accomplishment of their need.

As anyone who has encountered the work product of the last convention can attest, even the best intentions and skill cannot excel when organization and adequate, devoted support are lacking. The record, or lack thereof, left by that convention is, to put it mildly, disappointing. I know you and Mr. Rotbart share my desire to leave a powerful, scholarly and accessible written record from this convention, including organized and indexed volumes of the entire proceedings, committee reports with meaningful analysis and clear legislative history, comprehensive legal research and clear, concise legal opinions and a summary analysis book, similar to but more comprehensive than, that created during the first convention.

I am also enclosing my suggestions regarding the proposal you are submitting on our behalf. Pursuant to our discussions, I would again stress my preference for the proposal with the more comprehensive participation by us. Because I think the higher level of participation will best serve the interests of the people of the Commonwealth, I am also confirming in writing that I am willing to work at a reduced hourly rate to make this alternative more attractive to the delegates involved in the selection process.

I am enclosing a copy of my resume for inclusion in the proposal. If you have any questions or need any further information, please contact me at 664-5104 (work) or 322-3395 (home). I look forward to hearing from you and to working as a team to help the delegates realize their goal of making this the best Constitutional Convention in Commonwealth history.

Sincerely,



D. Landon ("Lana") Buffington

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**DONNA LANDON BUFFINGTON**

AAA-3787  
Caller Box 10001  
Saipan, MP 96950

**EDUCATION:**

J.D. 5/93 U.C. HASTINGS COLLEGE OF THE LAW - Graduated in top 15% of the class. Received a grade of "A" in Constitutional Law, Legal Writing and Research, Law and Economics, Corporations, Criminal Law, and Science and Law. Received an "A-" in Torts, Civil Procedure, Jurisprudence and Investment Management.

Member in good standing of the California Bar Association.

A.B. 6/83 STANFORD UNIVERSITY - History degree. Undergraduate course work included chemistry, physics, computer science, calculus, music and one quarter studying advanced French at the Stanford campus in Tours, France.

**EXPERIENCE:**

4/94 - present **SENATE LEGAL COUNSEL**  
**Ninth Northern Marianas Commonwealth Legislature**

Extensive experience in research and drafting of bills, resolutions, committee reports and correspondence. Researched and drafted numerous legal opinions on Covenant, constitutional, statutory and procedural issues. Successfully defended the Senate against a law suit attacking Section 203(c) of the Covenant and Article II, Section 2(a) of the Commonwealth Constitution in the Superior Court and recently completed appellate brief for the same case before the Commonwealth Supreme Court.

Attended Asian Pacific Parliamentarians Union in Chaing Mai Thailand in November 1994.

11/93 - 4/94 **ATTORNEY**  
**Brobeck, Phleger & Harrison**  
Palo Alto, California

General corporate and securities practice in one of the five largest firms in California.

5/91 - 8/92 **SUMMER ASSOCIATE POSITIONS:**

8/92 **Heller, Ehrman, White and McAuliffe**  
5/92 - 7/92 **Brobeck, Phleger & Harrison**  
5/91 - 8/91 **Heller, Ehrman, White and McAuliffe**

At both firms, completed projects in general corporate, securities and intellectual property law, and participated in two pro bono cases - one involving fourth amendment violations.

2/88 - 8/89 **LEGAL SPECIALIST**  
**Apple Computer, Inc.**  
Cupertino, California

Provided legal assistance to the Corporate Counsel. Work included drafting, and filing numerous documents with the Securities and Exchange Commission; coordinating Apple's 1989 Annual Meeting of Shareholders and presentations to employee groups concerning insider trading laws.

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Also worked with Apple's Strategic Investment Group providing legal and business analysis for their transactions, including substantial work on one acquisition, three venture capital investments and six convertible note financings.

5/86 - 2/88  
6/83 - 5/86

SENIOR PARALEGAL  
PARALEGAL  
**Wilson, Sonsini, Goodrich & Rosati**  
Palo Alto, California

Assistant to two corporate/securities partners. Work included direct involvement, client contact and drafting responsibilities on ten public offerings, nine mergers and reorganizations, 14 venture capital financings and numerous filings with the Securities and Exchange Commission. Drafted and administered employee stock plans. Handled small venture capital financings under minimal supervision by senior attorneys.

Extensive general legal research and drafting experience. Proficient in using Lexis.

Law Offices Of Charles R. Rotbart, PC  
Lim's Building, Second Floor  
CLR Box 10001, AAA-23  
Saipan, MP 96950  
(670) 322-6440

April 3, 1995

Pamela Brown, Esq.  
Lim's Building, Second Floor  
Saipan, MP 96950

Re: Constitutional Convention  
PROPOSAL FOR SERVICES

Dear Pam:

I am very interested in working with you on the Constitutional Convention. I believe that you, myself and Lana Buffington would make a very high powered local team. Each of us has hands-on experience with the laws and the Constitution of the CNMI and its people, and as attorneys working here we have an inherent understanding the real issues and the impact on the community. I also believe that the quality of legal services that we can provide would be superior. We have diverse view points to bring to the table coupled with great analytical skills. Although I have told you about some of my background, I would like you to have more information about me to include in our proposal.

PERSONAL BACKGROUND AND CREDENTIALS

I graduated from University of California, Berkeley in 1981. Following this I worked in Beverly Hills with the investment firm of Girard & Associates. Much of my work at that time involved counseling sophisticated investors about the advantages of investment quality collectibles over real estate, oil and gas leases, stocks, bonds, and other types of investments. The clientele was quite sophisticated and my work required me to become quite conversant with all aspects of finance, taxes, projected rates of return, depreciation and liquidity. I learned a great deal about business and investments during those two years and as a result I understand the real life forces that drive businesses and the economy. I left the investment field to seek foreign language training and gain business skills in Japan.

I lived and worked in Japan for four years. During the first year I was enrolled in an immersion Japanese language course. Soon after that I was employed by an advertising agency and acted as a consultant for some of Japan's major electronics manufacturers, including Sharp, Sony and Matsushita. I started an advertising and

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translation business, "TECHNICA 6," in 1984 employing one secretary. In 1986, prior to attending law school, I had fourteen employees and was doing over \$500,000 in business. Hence, I am familiar with Japanese business and customs, as well as the demands of running a small business.

I left Japan to attend law school at the University of Santa Clara in California. I was a member of both the Santa Clara Law Review, as well as The Santa Clara Computer And Law Journal. My contribution on Law Review was to edit, analyze and cite check a very lengthy article about the U.S. Constitution and the power it grants to president to declare war. This involved an extensive analysis of the U.S. Constitution and case law as well as many hundreds of hours of review of the congressional record. As you know, positions on law review or law journal are awarded for scholastic excellence. During my first year of law school I was an intern in the Federal Public Defender's Office where I learned much about criminal law and the true application of the Bill of Rights. Following this I spent a year as an extern for the Honorable Patricia Trumbull, a Federal Magistrate.

After passing the bar I was employed by the international law firm of Graham & James, one of the largest and most prestigious law firms in the world. I was an associate in the commercial litigation section for three years. During that time I worked on a number of complicated cases involving land transactions, building contracts, investments and banking. On one case that lasted more than a year the client was the Resolution Trust Corporation ("RTC"). I was given the responsibility of investigating and bringing suit against the former members of a failed savings and loan ("American Savings"). In total the board of directors had diverted \$640 million to off-shore banks using dummy corporations and falsified documentation. Approximately one-third of the funds were recovered, and seven people are in federal prison as a result of the suits brought by Graham & James in federal court.

As you know, during the past two years I have been employed by the Office of the Attorney General as a prosecutor. During that time I have spent thousands of hours in court dealing with serious problems concerning the diverse ethnic groups that live and work here in the CNMI. I understand many of the inherent difficulties with the CNMI Constitution, the Covenant and existing case law. As you may know, I am the author of the brief to the Ninth Circuit in CNMI v. William Campbell, and that brief demanded analysis of some of the critical issues concerning the rights of CNMI citizens under the CNMI Constitution versus the U.S. Constitution, and the jurisdiction of the Ninth Circuit to review CNMI decisions that are based on local law.

**PROPOSAL FOR CON-CON LEGAL SERVICES**

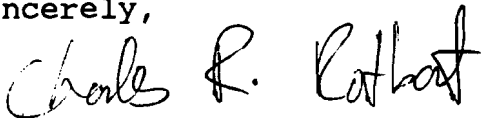
As I am just beginning to establish a private practice, it is a simple matter for me to devote all of my time and resources to the Con-Con. In that capacity I would offer my office as the site for the work center for Con-Con activities. I currently have extra space that can accommodate both personnel and office equipment. I believe this would be an efficient way to organize our efforts.

As regards the substantive aspects of the Con-Con, I believe all three of us are of like mind. The most desirable course would be allowed the opportunity to provide full service to the Con-Con delegates and the entire process. It is apparent that anything less can and will seriously impact the final results in negative ways. Although it is my intention to bill out at \$175 per hour, I am willing to reduce this fee to \$110. I hope that this reduction will enable the award of the bid to provide full service to the delegates. I do recognize that the budget may not accommodate this high goal, which is a great loss for such an important event. However, given this economic reality, we could alternatively provide legal services on an "as needed" basis, and in effect field problems when they arise. This would cut the number of hours of participation significantly, and hence our bid. My only concern is to provide the delegates with the best legal advice available, and that is difficult if you do not understand the evolution of the problem submitted nor, in fact, whether it is a true problem in context of the process.

I am very enthusiastic about the Con-Con and our team proposal. If we are awarded the contract it will be a wonderful experience and give us a chance to contribute to a better form of government through a more carefully modified Constitution.

Thank you for considering me as part of the team. I would be happy to meet with you to discuss this matter further or provide a resume or references. Please feel free to contact me at work or at home.

Sincerely,



Charles R. Rotbart

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AAA 1797, Caller Box 10001  
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Should problems occur with this transmission, please contact this office by telephone or facsimile. **THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE.** If the reader of this message is not the intended recipient or an employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

**TO:** Chairman, Pre-Convention Committee  
Third CNMI Constitutional Convention  
c/o: Herman T. Guerrero

**FROM:** LONG & BROWN ATTORNEYS AT LAW  
ATTORNEY: Pamela Brown

**RE:** Proposed Action With Respect To Retaining Legal Consultants

**SENT BY:** Valerie

**FAX NO.:** (670) 664-4759  PAGES INCLUDING COVER SHEET

THE FOLLOWING:

DATE	DOCUMENT
April 03, 1995	Proposed Action With Respect To Retaining Legal Consultants.

IS/ARE TRANSMITTED HERE FOR

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|--|--|
| <input checked="" type="checkbox"/> Your Information | <input type="checkbox"/> Necessary Action                  |
| <input type="checkbox"/> Your Files                  | <input type="checkbox"/> Confirmation Per Our Conversation |
| <input type="checkbox"/> Your Review & Comment       | <input type="checkbox"/> Return Executed Copy to           |
| <input checked="" type="checkbox"/> Per Your Request | Our Office.  |

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*Attorneys at Law*

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**G. ANTHONY LONG  
PAMELA BROWN**

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April 3, 1995

VIA FAX: 664-4759

Chairman, Pre-Convention Committee  
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Ms. Brown will coordinate the legal services provided by the firm to both the Pre-Convention Committee and Convention. Ms. Brown has a B.A. degree from the University of Washington, an M.A. degree from the University of Washington and a J.D. degree from the University of Washington. Prior to attending law school, Ms. Brown worked for the U.S. Environmental Protection Agency Region X where she gained experience in federal grant application review and enforcement procedures. She also was a news editor with the ABC Seattle affiliate, Komo-TV for several years. Ms. Brown has practiced law for 6 years. Before becoming a partner in Long & Brown, Ms. Brown also served as a Prosecuting Attorney both in the CNMI and King Co., Washington, as a defense attorney in Seattle, Washington and as a law clerk in the Consumer Protection Division of Washington State Office of the Attorney General.

As CNMI Chief Senate Legal Counsel from 1990-1994, Ms. Brown acquired extensive experience in public law including but not limited to legislation, appropriations, public land leasing and administrative law. During this period, Ms. Brown was a member of the Secretariat of the Association of Pacific Island Legislatures (APIL). As the CNMI's member, she co-chaired the Secretariat during the Tenth General Assembly APIL Convention June 30 - July 7, 1991. In this capacity, she organized events, scheduled and supervised support staff and directed legal counsel in drafting and finalizing all resolutions, committees reports and other convention communiques.

Moreover, Ms. Brown served as a member of several committees of the Western Legislative Council of the State Council of Governments. These include Westrends, and the Legislative Services and Research Directors from 1990 to her retirement in 1994. As a member of these committees, Ms. Brown gained training and experience in effective, innovative management and delivery of support services to legislative bodies, committees and working groups. Further, Ms. Brown staffed general assemblies as a member of the CNMI's delegation. Finally, Ms. Brown was a delegate to the 27th General Assembly of the Asian Pacific Parliamentary Union in Taipei, Taiwan in the fall of 1992. One of her duties was the drafting and editing of the Assembly's communique. Through this participation, Ms. Brown gained valuable experience in working in a cooperative enterprise on behalf of a multi-national governmental assembly.

## B. Associate Attorney

Charles R. Rotbart is joining our team as an Associate for the purposes of providing the Convention with a balanced, comprehensive perspective. Mr. Rotbart graduated from University of California, Berkeley in 1981. Following this, he worked in Beverly Hills with the investment firm of Girard & Associates. Much of his work at that time involved counseling sophisticated investors about the advantages of investment quality collectibles over real estate, oil and gas leases, stocks, bonds, and other types of investments. The clientele was quite sophisticated and his work required him to become quite conversant with all aspects of finance, taxes, projected rates of return, depreciation and liquidity. He learned a great deal about business and investments during those two years and as a result Mr. Rotbart understands the real life forces that drive businesses and the economy. He left the investment field to seek foreign language training and gain business skills in Japan.

During the first of the four years, he completed an immersion Japanese language course, accepted employment with advertising agency, and acted as a consultant for some of Japan's major electronics manufacturers, including Sharp, Sony and Matsushita. In 1986, prior to attending law school, he had his own translation and advertising business which was grossing over \$500,000 per year with fourteen employees.

Mr. Rotbart attended law school at the University of Santa Clara in California, where he was a member of both the Santa Clara Law Review, as well as The Santa Clara Computer And Law Journal. His contribution on Law Review was to edit, analyze and cite check a very lengthy article about the U.S. Constitution and presidential power. This involved an extensive analysis of U.S. Constitution. In law school, Mr. Rotbart was an intern in the Federal Public Defender's Office and an extern for the Honorable Patricia Trumbull, a Federal Magistrate.

After law school, Mr. Rotbart practiced for three years with the international law firm of Graham & James, one of the world's largest and most prestigious law firms. During that time, he worked on a number of complicated cases involving land transactions, building contracts, investments and banking. On one case Mr. Rotbart represented the Resolution Trust Corporation ("RTC") and was responsible for investigating and bringing suit against the former members of a failed savings and loan ("American Savings"). In total, the board of directors had diverted \$640 million to off shore banks using dummy corporations and falsified documentation. Approximately one-third of the funds were recovered, and seven people are in federal prison as a result of the suits brought by Graham & James in federal court.

During the past two years, Mr. Rotbart has been a prosecutor with the CMMI Office of the Attorney General. As author of the

brief to the Ninth Circuit in CNMI v. Campbell, he analyzed critical issues concerning the rights of CNMI citizens under the CNMI Constitution versus the U.S. Constitution, and the jurisdiction of the Ninth Circuit to review CNMT decisions that are based on local law. This experience sharpened his understanding of local constitutional issues.

### C. Legal Specialist.

D. Landon ("Lana") Buffington, Esq. has been retained as a legal specialist by our firm. A copy of Ms. Buffington's resume is attached hereto for your reference. She is a young attorney with impressive credentials, and we are proud to have recruited her to assist us in this project.

Ms. Buffington has an A.B. degree in History from Stanford University and a J.D. from the University of California, Hastings College of the Law. She is a member in good standing of the California Bar Association and admitted to practice law before the courts of that state as well as federal courts.

After graduating from Stanford University, Ms. Buffington worked for four years as a Senior Paralegal for Wilson, Sonsini, Goodrich & Rosati in Palo Alto, California in the field of high-tech corporate law. She then worked at Apple Computer, Inc. for two years as a legal specialist.

After graduating from University of California law school, Ms. Buffington started her practice as an associate with Brobeck, Phleger & Harrison, one of the five largest law firms in California and one of the premier corporate firms in the country in the field of high technology.

After visiting Saipan and falling in love with it in 1993, Ms. Buffington left a promising career in corporate law to come to the islands to "make a difference" in the position of Senate Legal Counsel. At the Senate, she began working with Ms. Brown in April 1994 shortly before her retirement. After a challenging and rewarding year with the Senate, Ms. Buffington is leaving that position and will be available this month to be a full-time member of our team.

## 2. Legal Staffing

### A. Pre Convention Committee Staffing

Our firm will provide hands on legal services to the Pre-Convention Committee. In our estimate that means the presence of, at least, one of the attorneys at every meeting of the Committee.

We believe that such coverage is vital from the earliest phase of the convention process to ensure the delivery of the best work product. Optimal staffing would be two attorneys at each meeting.

In addition to legal advice concerning conducting the Committee's business, and the drafting and promulgation of the Rules of Procedure for the Convention, the Committee would be well served if we conduct an "Issues Survey" of all delegates to determine the proposed agenda for adoption by the Convention. The benefits of this issue survey would be two-fold.

First, we would conduct such a survey through individual interviews of each delegate. Upon compiling the results of these interviews, this list would be submitted to each delegation for its prioritization. After such delegation input, the issues could be arranged according to committees. Finally, a draft agenda could then be identified for presentation by the Committee for the approval of the entire Convention.

Second, through this process, we can identify and begin to draft specific, concrete proposed amendments which the delegates wish to offer within these major areas of concern. Consequently, the Convention should be able to minimize time expended in preparation for consideration of these matters; thus, freeing them to devote their time and efforts to substantive matters instead of housekeeping.

#### B. Convention Staffing

As to this phase of staffing, we wish to offer the Committee two alternate proposals. The proposals are virtually identical in most respects. The major difference being the level of direct attorney participation.

1) Our first alternative is to have direct attorney involvement at each level of the Convention. This translates into an attorney being present at every committee meeting as well as during Convention sessions. In our minds, this approach is more desirable as it would provide the committees with much needed legal advice during actual deliberations and not simply, issue spotting on an ad hoc basis. In addition, this level of legal services would allow the committees to function in real time instead of being forced to table issues; refer them to counsel; and interrupt later deliberations to re-visit old issues. We believe this would result in time savings and therefore, increased productivity for the committees.

Of course, the same can be said for our direct participation in each Convention session. By having legal counsel present and able to field questions on the spot, the Convention can smoothly and efficiently address each proposed amendment. Such approach

would thus provide the means of producing the best work product in the optimal amount of time.

All of our estimates in this proposal are based on the assumption that the Convention will proceed with four to five committees. (This assumption is in recognition that each of the prior conventions utilized four committees.) Thus, we envision that at least two attorneys will be required on a full-time basis to staff the committees or Convention. The third attorney would be busy full-time in research, writing, and other legal tasks.

2) We prepared the second alternative in recognition that monetary resources may be consideration in the Committee's decision on retention of legal services. This alternative provides that the staff and not attorneys would attend each committee meeting in order to record the committee events and to act as courier between the attorneys and the committees. The attorneys' main role in this scenario would be as legal consultants. Committees could request legal analysis and opinions on a matter; refer it to the attorneys through staff personnel; and then receive an analysis at a later date. We anticipate that the actual attorney time required under this alternative would be approximately half the time provided under alternative number 1.

### 3. Attorney Fees

#### A. Pre-Convention Committee.

Our usual hourly rate is \$150.00 per hour for attorney's fees with any additional services such as copying, and other costs and expenses charged at cost to the firm. However, considering the anticipated number of hours necessary, we propose that the Pre-Convention Committee agree to a lump sum payment in return for the legal services which we stand ready to provide. Our anticipated number of hours for such work is a minimum of 200 and a maximum of 300. Therefore, we propose a payment of lump sum of \$35,000.00 for attorney's fees with costs in addition thereto depending on whether it is the Committee's decision to contract this out or to utilize the facilities available in the Executive or Legislative Branches as contemplated by Section 17 of P.L. 9-18

#### B. Convention Legal Services.

1) Under alternative number 1, in anticipation of the large number of hours required and in recognition of the important public interest to be served by this Convention, we are prepared to offer our services for the sum of \$220,000.00 which is calculated at a substantial discount from our usual hourly rate. Our discounting stems from our belief that the Convention will be best served by a

high level of participation by our team of attorneys. By providing this discount, we are hoping to make this proposal more attractive to the Committee.

2) If the Committee prefers a lower level of participation as outlined above, the fee for our services (no discount applies under this scenario) would be \$150,000.00.

Again, the above figures do not include any extra costs such as copying, and other costs and expenses. As stated above, if the Convention desires to contract such work out, then those costs will be as set forth below. However, again, Section 17 anticipates that such costs will be better defrayed by use of available government facilities.

#### **4. Experts Fees.**

Our collective educational level and knowledge in the field are both broad and current. Accordingly, we estimate sparing use of experts. We have contacted and intend to utilize MacMeekin and Woodworth, the Washington D.C. firm responsible for much of the legal services provided to the 902 Covenant teams over the last decade, for expert research or analysis as required. In addition, both Ms. Buffington and Mr. Rotbart were recently associated with large California law firms from whom they can obtain full-service and up to date expert legal advice in virtually every field if discrete issues should so warrant. We estimate the costs of experts will be approximately \$46,000.

#### **5. Support Staff.**

Again, should the Committee determine to retain support staff from outside of the government, we estimate that a minimum of three clerical staff and two general support staff will be necessary. Should such persons be unavailable either through volunteers or government employment, we can provide such services could for approximately by \$18,000.00.

#### **6. Equipment Costs.**

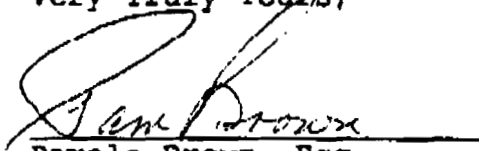
We already have most of the basic equipment necessary for this project. Certain additional equipment such as an extra photocopier and specialized stereographic and transcription equipment will be necessary to accomplish the level of work product we intend to create. These costs plus the costs of supplies will be approximately, \$11,000.

**CONCLUSION**

The legal team offered by Long & Brown, Attorneys-At-Law, has extensive experience in the day to day application of Constitutional law here in the Commonwealth. Each is currently practicing in the CNMI. The firm is eager and well-qualified to offer impartial, well founded analysis and drafting services. Ms. Brown's extensive experience in media is also a valuable asset if the Convention wishes to utilize our services to assist in conducting public hearings, pocket meetings or press-release.

If the Committee wishes to hire a local firm with the experience, and talents necessary to conduct an efficient and effective Convention then Long & Brown, Attorneys at Law, offers such services.

Very Truly Yours,



Pamela Brown, Esq.

Attachments - 3

D. Landon Buffington, Esq.  
AAA-3787  
Caller Box 10001  
Saipan MP 96950

April 3, 1995

Pamela S. Brown, Esq.  
Long & Brown  
AAA-1797  
Caller Box 10001  
Saipan, MP 96950

Dear Pam:

I was thrilled and honored when you asked me to become a part of your team in your bid to provide legal guidance and support to the delegates of the Third Commonwealth Constitutional Convention. As Senate Legal Counsel for the past year, I have been involved from the ground up in the process leading to this historic event and would like nothing better than to be directly involved as legal counsel to the Convention. I was thrilled at the results of the elections and think that this will be the finest group of delegates ever brought together.

As you know, I have already given notice that I am leaving my current job, so I will be able to work full-time with you and Charles Rotbart on this project.

One of the reasons I agreed so readily to join you (besides the fact that you are, by far, the single attorney most qualified to perform this task) was that I know you and Mr. Rotbart share my view of the attorney's role and, if you will, "duty" in this convention. Specifically, we appreciate the importance of this convention and the need for accessible, knowledgeable, hardworking and proactive attorneys to be involved with all aspects of the convention. When I say "proactive" I must stress that I mean only in the legal and administrative sense and not in the "political" sense. I have nothing but the utmost respect for all the delegates elected by the people and know that our role is to serve and facilitate accomplishment of their need.

As anyone who has encountered the work product of the last convention can attest, even the best intentions and skill cannot excel when organization and adequate, devoted support are lacking. The record, or lack thereof, left by that convention is, to put it mildly, disappointing. I know you and Mr. Rotbart share my desire to leave a powerful, scholarly and accessible written record from this convention, including organized and indexed volumes of the entire proceedings, committee reports with meaningful analysis and clear legislative history, comprehensive legal research and clear, concise legal opinions and a summary analysis book, similar to but more comprehensive than, that created during the first convention.

I am also enclosing my suggestions regarding the proposal you are submitting on our behalf. Pursuant to our discussions, I would again stress my preference for the proposal with the more comprehensive participation by us. Because I think the higher level of participation will best serve the interests of the people of the Commonwealth, I am also confirming in writing that I am willing to work at a reduced hourly rate to make this alternative more attractive to the delegates involved in the selection process.

I am enclosing a copy of my resume for inclusion in the proposal. If you have any questions or need any further information, please contact me at 664-5104 (work) or 322-3395 (home). I look forward to hearing from you and to working as a team to help the delegates realize their goal of making this the best Constitutional Convention in Commonwealth history.

Sincerely,



D. Landon ("Lana") Buffington



**DONNA LANDON BUFFINGTON**

AAA-3787

Caller Box 10001

Saipan, MP 96950

**EDUCATION:**

**J.D. 5/93** U.C. HASTINGS COLLEGE OF THE LAW - Graduated in top 15% of the class. Received a grade of "A" in Constitutional Law, Legal Writing and Research, Law and Economics, Corporations, Criminal Law, and Science and Law. Received an "A-" in Torts, Civil Procedure, Jurisprudence and Investment Management.

Member in good standing of the California Bar Association.

**A.B. 6/83** STANFORD UNIVERSITY - History degree. Undergraduate course work included chemistry, physics, computer science, calculus, music and one quarter studying advanced French at the Stanford campus in Tours, France.

**EXPERIENCE:**

**4/94 - present** SENATE LEGAL COUNSEL  
Ninth Northern Marianas Commonwealth Legislature

Extensive experience in research and drafting of bills, resolutions, committee reports and correspondence. Researched and drafted numerous legal opinions on Covenant, constitutional, statutory and procedural issues. Successfully defended the Senate against a law suit attacking Section 203(c) of the Covenant and Article II, Section 2(a) of the Commonwealth Constitution in the Superior Court and recently completed appellate brief for the same case before the Commonwealth Supreme Court.

Attended Asian Pacific Parliamentarians Union in Chaing Mai Thailand in November 1994.

**11/93 - 4/94** ATTORNEY  
Brobeck, Phleger & Harrison  
Palo Alto, California

General corporate and securities practice in one of the five largest firms in California.

**5/91 - 8/92** SUMMER ASSOCIATE POSITIONS:

**8/92** Heller, Ehrman, White and McAuliffe  
**5/92 - 7/92** Brobeck, Phleger & Harrison  
**5/91 - 8/91** Heller, Ehrman, White and McAuliffe

At both firms, completed projects in general corporate, securities and intellectual property law, and participated in two pro bono cases - one involving fourth amendment violations.

**2/88 - 8/89** LEGAL SPECIALIST  
Apple Computer, Inc.  
Cupertino, California

Provided legal assistance to the Corporate Counsel. Work included drafting, and filing numerous documents with the Securities and Exchange Commission; coordinating Apple's 1989 Annual Meeting of Shareholders and presentations to employee groups concerning insider trading laws.

Also worked with Apple's Strategic Investment Group providing legal and business analysis for their transactions, including substantial work on one acquisition, three venture capital investments and six convertible note financings.

5/86 - 2/88  
6/83 - 5/00

**SENIOR PARALEGAL  
PARALEGAL  
Wilson, Sonsini, Goodrich & Rosati  
Palo Alto, California**

Assistant to two corporate/securities partners. Work included direct involvement, client contact and drafting responsibilities on ten public offerings, nine mergers and reorganizations, 14 venture capital financings and numerous filings with the Securities and Exchange Commission. Drafted and administered employee stock plans. Handled small venture capital financings under minimal supervision by senior attorneys.

Extensive general legal research and drafting experience. Proficient in using Lexis.

Law Offices Of Charles R. Rotbart, PC  
Lim's Building, Second Floor  
CLR Box 10001, AAA-23  
Saipan, MP 96950  
(670) 322-6440

April 3, 1995

Pamela Brown, Esq.  
Lim's Building, Second Floor  
Saipan, MP 96950

Re: Constitutional Convention  
PROPOSAL FOR SERVICES

Dear Pam:

I am very interested in working with you on the Constitutional Convention. I believe that you, myself and Lana Buffington would make a very high powered local team. Each of us has hands-on experience with the laws and the Constitution of the CNMI and its people, and as attorneys working here we have an inherent understanding the real issues and the impact on the community. I also believe that the quality of legal services that we can provide would be superior. We have diverse view points to bring to the table coupled with great analytical skills. Although I have told you about some of my background, I would like you to have more information about me to include in our proposal.

PERSONAL BACKGROUND AND CREDENTIALS

I graduated from University of California, Berkeley in 1981. Following this I worked in Beverly Hills with the investment firm of Girard & Associates. Much of my work at that time involved counseling sophisticated investors about the advantages of investment quality collectibles over real estate, oil and gas leases, stocks, bonds, and other types of investments. The clientele was quite sophisticated and my work required me to become quite conversant with all aspects of finance, taxes, projected rates of return, depreciation and liquidity. I learned a great deal about business and investments during those two years and as a result I understand the real life forces that drive businesses and the economy. I left the investment field to seek foreign language training and gain business skills in Japan.

I lived and worked in Japan for four years. During the first year I was enrolled in an immersion Japanese language course. Soon after that I was employed by an advertising agency and acted as a consultant for some of Japan's major electronics manufacturers, including Sharp, Sony and Matsushita. I started an advertising and

translation business, "TECHNICA 6," in 1984 employing one secretary. In 1986, prior to attending law school, I had fourteen employees and was doing over \$500,000 in business. Hence, I am familiar with Japanese business and customs, as well as the demands of running a small business.

I left Japan to attend law school at the University of Santa Clara in California. I was a member of both the Santa Clara Law Review, as well as The Santa Clara Computer And Law Journal. My contribution on Law Review was to edit, analyze and cite check a very lengthy article about the U.S. Constitution and the power it grants to president to declare war. This involved an extensive analysis of the U.S. Constitution and case law as well as many hundreds of hours of review of the congressional record. As you know, positions on law review or law journal are awarded for scholastic excellence. During my first year of law school I was an intern in the Federal Public Defender's Office where I learned much about criminal law and the true application of the Bill of Rights. Following this I spent a year as an extern for the Honorable Patricia Trumbull, a Federal Magistrate.

After passing the bar I was employed by the international law firm of Graham & James, one of the largest and most prestigious law firms in the world. I was an associate in the commercial litigation section for three years. During that time I worked on a number of complicated cases involving land transactions, building contracts, investments and banking. On one case that lasted more than a year the client was the Resolution Trust Corporation ("RTC"). I was given the responsibility of investigating and bringing suit against the former members of a failed savings and loan ("American Savings"). In total the board of directors had diverted \$640 million to off-shore banks using dummy corporations and falsified documentation. Approximately one-third of the funds were recovered, and seven people are in federal prison as a result of the suits brought by Graham & James in federal court.

As you know, during the past two years I have been employed by the Office of the Attorney General as a prosecutor. During that time I have spent thousands of hours in court dealing with serious problems concerning the diverse ethnic groups that live and work here in the CNMI. I understand many of the inherent difficulties with the CNMI Constitution, the Covenant and existing case law. As you may know, I am the author of the brief to the Ninth Circuit in CNMI v. William Campbell, and that brief demanded analysis of some of the critical issues concerning the rights of CNMI citizens under the CNMI Constitution versus the U.S. Constitution, and the jurisdiction of the Ninth Circuit to review CNMI decisions that are based on local law.

**PROPOSAL FOR CON-CON LEGAL SERVICES**


As I am just beginning to establish a private practice, it is a simple matter for me to devote all of my time and resources to the Con-Con. In that capacity I would offer my office as the site for the work center for Con-Con activities. I currently have extra space that can accommodate both personnel and office equipment. I believe this would be an efficient way to organize our efforts.

As regards the substantive aspects of the Con-Con, I believe all three of us are of like mind. The most desirable course would be allowed the opportunity to provide full service to the Con-Con delegates and the entire process. It is apparent that anything less can and will seriously impact the final results in negative ways. Although it is my intention to bill out at \$175 per hour, I am willing to reduce this fee to \$110. I hope that this reduction will enable the award of the bid to provide full service to the delegates. I do recognize that the budget may not accommodate this high goal, which is a great loss for such an important event. However, given this economic reality, we could alternatively provide legal services on an "as needed" basis, and in effect field problems when they arise. This would cut the number of hours of participation significantly, and hence our bid. My only concern is to provide the delegates with the best legal advice available, and that is difficult if you do not understand the evolution of the problem submitted nor, in fact, whether it is a true problem in context of the process.

I am very enthusiastic about the Con-Con and our team proposal. If we are awarded the contract it will be a wonderful experience and give us a chance to contribute to a better form of government through a more carefully modified Constitution.

Thank you for considering me as part of the team. I would be happy to meet with you to discuss this matter further or provide a resume or references. Please feel free to contact me at work or at home.

Sincerely,



Charles R. Rotbart

# LONG & BROWN

*Attorneys at Law*

AAA 1797 Caller Box 10001, Second Floor Lim's Bldg.  
Oleai, Saipan, MP 96950

**G. ANTHONY LONG  
PAMELA BROWN**

Tel. Nos. (670) 235-4800  
(670) 235-4800  
Fax No. (670) 235-4800

March 20, 1995

**HAND DELIVERY**

Chairman Carlos S. Camacho  
Third Senatorial District Delegation  
Third Constitutional Convention  
c/o: Herman T. Guerrero  
Office of the Governor  
Capitol Hill  
Saipan, MP 96950

**Re: Legal Services for Third Constitutional Convention**

Dear Chairman Camacho:

By this letter, our firm conveys its proposal to provide legal services to both the Pre-Convention Committee and the Third Constitutional Convention. It is our understanding that you are the Chairman of the Saipan Delegation. We are also providing this proposal to each of other delegates of the Third Constitutional Convention.

Our proposal is broken into two parts:

A. Legal Services with subsections:

1. Pre-Convention Committee legal services and
2. Convention legal services.

B. Firm Qualifications.

**A. Legal Services:**

1. Pre-Convention Committee Legal Services

According to P.L. 9-18, Section 10(b), the Pre-Convention Committee (Committee) must be called to order no later than April 4, 1995. Moreover, Section 11 of P.L. 9-18 requires that the work of the Committee must be completed no later than May 6, 1995. In

light of the deadline and the tasks set forth in paragraph (d) of Section 10, we submit the following proposal:

Our hourly rate is \$150.00 per hour for attorney's fees with any additional services such as copying, and other costs and expenses charged at cost to the firm. However, considering the anticipated number of hours necessary, we propose that the Pre-Convention Committee agree to a lump sum payment in return for the legal services which we stand ready to provide. Our anticipated number of hours for such work is a minimum of 200 and a maximum of 300. Therefore, we propose a payment of lump sum of \$35,000.00 for attorney's fees with costs in addition thereto depending on whether it is the Committee's decision to contract this out or to utilize the facilities available in the Executive or Legislative Branches as contemplated by Section 17.

## 2. Convention Legal Services

It is mandated by P.L. 9-18 that the Convention will last a maximum of seventy-five (75) days. While it may not be in the best interests of our firm, we believe that the people of the Commonwealth would be best served by the Convention if more than one firm was retained to provide legal services to the Convention. We propose that the Convention consider retaining the services of one of the Legislative counsel presently employed by the Legislative Bureau; and two private sector attorneys from different firms. While this may seem unorthodox at first blush, it is the opinion of our firm that such an arrangement would insure that:

- a. no one firm's agenda would predominate any legal services provided; and
- b. the ramifications of any amendments to the Northern Mariana Islands' Constitution could be examined from three different approaches.

Should the Committee and Convention agree with our proposal, we would offer our legal services again at the hourly rate of \$150.00. However, we anticipate a minimum of 600 hours of legal services required if the Convention continues for the full seventy-five (75) days. Therefore, we would propose an initial cap of \$80,000 for our services. Should the Convention require less than 480 hours, we would rebate the \$80,000 at \$150.00 per hour for every hour less than the anticipated 600 hours. If the Convention requires our legal services in excess of the 600 hours, then for any amount over 700 hours, we would expect payment at the rate of \$150.00 per hour.

Again, the above figure does not include any extra costs such

as copying, and other costs and expenses. As stated in paragraph 1, if the Convention desires to contract such work out, then those costs will be negotiated with our firm on the an at-cost basis for our at cost expenses. However, again, Section 17 anticipates that such costs will be better defrayed by use of available government facilities.

## **B. Firm Qualifications**

The Law Office of G. Anthony Long was formed on January 2, 1992, by G. Anthony Long, Esq. Mr. Long practiced as a sole practitioner until June 1, 1994, when Pamela Brown, Esq. joined the office as a partner. Upon Ms. Brown joining the office, the firm's name was changed to Long & Brown, Attorneys-at-Law.

The firm represents clients in many areas of Law. Our practice ranges from business, commercial and corporate law to labor law. We do not represent any executive branch agencies and do not have any clients or cases which are adverse to the Committee or the Convention.

### 1. Responsible Attorney

Ms. Pamela Brown will be the responsible attorney. Ms. Brown has a B.A. degree from the University of Washington, a M.A. degree from the University of Washington and a J.D. degree from the University of Washington. Prior to attending law school, Ms. Brown worked for the U.S. Environmental Protection Agency Region where she gained experience in federal grant application review and enforcement procedures. She also was a news editor with the ABC Seattle affiliate, Komo-TV for several years. Ms. Brown has practiced law for 6 years. Before becoming a partner in Long & Brown, Ms. Brown also served as a Prosecuting Attorney in both the CNMI and King Co., Washington; a defense attorney in Seattle, Washington and in the Consumer Protection Division of Washington State Office of the Attorney General.

Ms. Brown has extensive experience in public law including but not limited to legislation, appropriations, public land leasing and administrative law. As Senate Legal Counsel, Ms. Brown was a member of the Secretariat of the Association of Pacific Island Legislatures (APIL). As the CNMI's member, she co-chaired the Secretariat during the Tenth General Assembly APIL Convention June 30 - July 7, 1991. As co-chair, she organized events, scheduled and supervised support staff and was responsible for overseeing the drafting and finalization of all resolutions, committees reports and other convention communiques. Such oversight required the marshalling of the legal counsels and several committees of many of the member islands.



Moreover, Ms. Brown served as a member of several committees of the Western Legislative Council of the State Council of Governments. These include Westrends, and the Legislative services and Research directors from 1990 to her retirement in 1994. As a member of these committees, Ms. Brown gained training and experience in effective, innovative management of the delivery of support services to legislative bodies, committees and working groups. Further, Ms. Brown staffed general assemblies as a member of the CNMI's delegation. Finally, Ms. Brown was a delegate to the 27th General Assembly of the Asian Pacific Parliamentary Union in Taipei, Taiwan in the fall of 1992. One of her duties was the drafting and editing of the Assembly's communique. Ms. Brown gained valuable experience in working in a cooperative enterprise on behalf of a multi-national governmental assembly.

## 2. Support Attorney

G. Anthony Long who will provide any necessary back-up has a B.A. degree in Religion from Duke University, J.D. degree from Syracuse University and a LL.M in international business law from American University. Mr. Long has been a practicing attorney for over ten years and is licensed to practice law in the CNMI, New York and Guam. Mr. Long has extensive experience in corporate, commercial and business law, both domestic and international. Additionally, Mr. Long possesses extensive experience as a litigator in the area of civil law as well as criminal law.

Prior to moving to Guam, Mr. Long worked with the Overseas Private Investment Corporation ("OPIC"). OPIC is a corporation wholly owned by the U.S. government and specializes in financing and insuring American investments in certain third world countries. During that employment Mr. Long gained experience in reviewing and preparing detailed financing agreements.

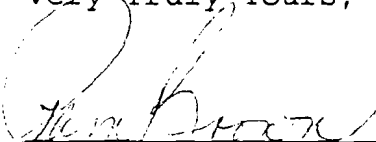
Upon relocating to Guam, Mr. Long worked with Klemm, Blair, Sterling and Johnson, P.C. where his experience involved preparing loan agreements, promissory notes, mortgages and various financing documentation. He continued this type of legal financial services since arriving on Saipan and in his current practice.


## CONCLUSION

The firm Long & Brown, Attorneys at Law have extensive experience in the day to day application of Constitutional law here in the Commonwealth. Each has practiced in the CNMI for over five years. The firm is eager and well-qualified to offer impartial, well founded analysis and drafting services. Ms. Brown's extensive experience in media is also available asset if the Convention wishes to utilize our services to assist in conducting public hearings, pocket meetings or press-release.

If the Committee wishes to hire a local firm with the experience, and talents necessary to conduct an efficient and effective Convention then Long & Brown, Attorneys at Law, offers such services.

Very Truly, Yours,

  
\_\_\_\_\_  
Pamela Brown, Esq.

  
\_\_\_\_\_  
G. Anthony Long, Esq.

cc: Joaquin P. Villagomez  
Bennet T. Seman  
Esther S. Fleming  
Herman T. Guerrero  
Lilian A. Tenorio  
John DLR. Gonzales  
Marian Aldan-Pierce  
Frances DLG. Borja  
Mariano Taitano  
Juan S. Tenorio  
Jose R. Lifoifoi  
Donald B. Mendiola  
Dr. Helen Atalig-Taro  
Tomas B. Aldan  
Felix R. Nogis  
David L. Igitol  
Vincent S. Aldan  
Marylou A. Sirok

# LONG & BROWN

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April 3, 1995

VIA FAX: 664-4759

Chairman, Pre-Convention Committee  
Third CNMI Constitutional Convention  
Second Floor, Joeten Dandan Commercial Center  
Saipan, MP 96950

**Re: Legal Services for Third CNMI Constitutional Convention**

Dear Chairman:

In response to the Notification of Proposed Action with Respect to Retaining Legal Consultants dated March 29, 1995 and conveyed to us by Delegate Herman T. Guerrero, we hereby submit our proposal to provide legal services to both the Pre-Convention Committee and the Third CNMI Constitutional Convention. This proposal supersedes the proposal submitted on March 20, 1995.

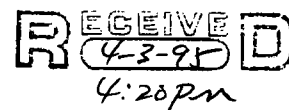
Our proposal is formatted to respond to the six concerns listed in the Notification with additional information to assist the Committee in making its final selection of legal consultants.

**1. Legal Services:**

Pamela Brown, Esq., partner in Long & Brown Attorneys-At-Law will be responsible for directing the legal services to be provided by our firm to the Pre-Convention Committee and the Convention. She will be assisted by Charles Rotbart, Esq. and Lana Buffington, Esq.

The Law Office of G. Anthony Long was formed on January 2, 1992, by G. Anthony Long, Esq. Mr. Long practiced as a sole practitioner until June 1, 1994, when Pamela Brown, Esq. joined the office as a partner. Upon Ms. Brown joining the office, the firm's name was changed to Long & Brown, Attorneys-at-Law.

The firm represents clients in many areas of Law. Our practice ranges from business, commercial and corporate law to labor law.



We do not represent any executive branch agencies and do not have any clients or cases which are adverse to the Committee or the Convention.

A. Directing Attorney

Ms. Brown will coordinate the legal services provided by the firm to both the Pre-Convention Committee and Convention. Ms. Brown has a B.A. degree from the University of Washington, an M.A. degree from the University of Washington and a J.D. degree from the University of Washington. Prior to attending law school, Ms. Brown worked for the U.S. Environmental Protection Agency Region X where she gained experience in federal grant application review and enforcement procedures. She also was a news editor with the ABC Seattle affiliate, Komo-TV for several years. Ms. Brown has practiced law for 6 years. Before becoming a partner in Long & Brown, Ms. Brown also served as a Prosecuting Attorney both in the CNMI and King Co., Washington, as a defense attorney in Seattle, Washington and as a law clerk in the Consumer Protection Division of Washington State Office of the Attorney General.

As CNMI Chief Senate Legal Counsel from 1990-1994, Ms. Brown acquired extensive experience in public law including but not limited to legislation, appropriations, public land leasing and administrative law. During this period, Ms. Brown was a member of the Secretariat of the Association of Pacific Island Legislatures (APIL). As the CNMI's member, she co-chaired the Secretariat during the Tenth General Assembly APIL Convention June 30 - July 7, 1991. In this capacity, she organized events, scheduled and supervised support staff and directed legal counsel in drafting and finalizing all resolutions, committees reports and other convention communiques.

Moreover, Ms. Brown served as a member of several committees of the Western Legislative Council of the State Council of Governments. These include Westrends, and the Legislative Services and Research Directors from 1990 to her retirement in 1994. As a member of these committees, Ms. Brown gained training and experience in effective, innovative management and delivery of support services to legislative bodies, committees and working groups. Further, Ms. Brown staffed general assemblies as a member of the CNMI's delegation. Finally, Ms. Brown was a delegate to the 27th General Assembly of the Asian Pacific Parliamentary Union in Taipei, Taiwan in the fall of 1992. One of her duties was the drafting and editing of the Assembly's communique. Through this participation, Ms. Brown gained valuable experience in working in a cooperative enterprise on behalf of a multi-national governmental assembly.

B. Associate Attorney

Charles R. Rotbart is joining our team as an Associate for the purposes of providing the Convention with a balanced, comprehensive perspective. Mr. Rotbart graduated from University of California, Berkeley in 1981. Following this, he worked in Beverly Hills with the investment firm of Girard & Associates. Much of his work at that time involved counseling sophisticated investors about the advantages of investment quality collectibles over real estate, oil and gas leases, stocks, bonds, and other types of investments. The clientele was quite sophisticated and his work required him to become quite conversant with all aspects of finance, taxes, projected rates of return, depreciation and liquidity. He learned a great deal about business and investments during those two years and as a result Mr. Rotbart understands the real life forces that drive businesses and the economy. He left the investment field to seek foreign language training and gain business skills in Japan.

During the first of the four years, he completed an immersion Japanese language course, accepted employment with advertising agency, and acted as a consultant for some of Japan's major electronics manufacturers, including Sharp, Sony and Matsushita. In 1986, prior to attending law school, he had his own translation and advertising business which was grossing over \$500,000 per year with fourteen employees.

Mr. Rotbart attended law school at the University of Santa Clara in California, where he was a member of both the Santa Clara Law Review, as well as The Santa Clara Computer And Law Journal. His contribution on Law Review was to edit, analyze and cite check a very lengthy article about the U.S. Constitution and presidential power. This involved an extensive analysis of U.S. Constitution. In law school, Mr. Rotbart was an intern in the Federal Public Defender's Office and an extern for the Honorable Patricia Trumbull, a Federal Magistrate.

After law school, Mr. Rotbart practiced for three years with the international law firm of Graham & James, one of the world's largest and most prestigious law firms. During that time, he worked on a number of complicated cases involving land transactions, building contracts, investments and banking. On one case Mr. Rotbart represented the Resolution Trust Corporation ("RTC") and was responsible for investigating and bringing suit against the former members of a failed savings and loan ("American Savings"). In total, the board of directors had diverted \$640 million to off-shore banks using dummy corporations and falsified documentation. Approximately one-third of the funds were recovered, and seven people are in federal prison as a result of the suits brought by Graham & James in federal court.

During the past two years, Mr. Rotbart has been a prosecutor with the CMMI Office of the Attorney General. As author of the

brief to the Ninth Circuit in CNMI v. Campbell, he analyzed critical issues concerning the rights of CNMI citizens under the CNMI Constitution versus the U.S. Constitution, and the jurisdiction of the Ninth Circuit to review CNMI decisions that are based on local law. This experience sharpened his understanding of local constitutional issues.

### C. Legal Specialist.

D. Landon ("Lana") Buffington, Esq. has been retained as a legal specialist by our firm. A copy of Ms. Buffington's resume is attached hereto for your reference. She is a young attorney with impressive credentials, and we are proud to have recruited her to assist us in this project.

Ms. Buffington has an A.B. degree in History from Stanford University and a J.D. from the University of California, Hastings College of the Law. She is a member in good standing of the California Bar Association and admitted to practice law before the courts of that state as well as federal courts.

After graduating from Stanford University, Ms. Buffington worked for four years as a Senior Paralegal for Wilson, Sonsini, Goodrich & Rosati in Palo Alto, California in the field of high-tech corporate law. She then worked at Apple Computer, Inc. for two years as a legal specialist.

After graduating from University of California law school, Ms. Buffington started her practice as an associate with Brobeck, Phleger & Harrison, one of the five largest law firms in California and one of the premier corporate firms in the country in the field of high technology.

After visiting Saipan and falling in love with it in 1993, Ms. Buffington left a promising career in corporate law to come to the islands to "make a difference" in the position of Senate Legal Counsel. At the Senate, she began working with Ms. Brown in April 1994 shortly before her retirement. After a challenging and rewarding year with the Senate, Ms. Buffington is leaving that position and will be available this month to be a full-time member of our team.

## 2. **Legal Staffing**

### A. Pre-Convention Committee Staffing

Our firm will provide hands on legal services to the Pre-Convention Committee. In our estimate that means the presence of, at least, one of the attorneys at every meeting of the Committee.

We believe that such coverage is vital from the earliest phase of the convention process to ensure the delivery of the best work product. Optimal staffing would be two attorneys at each meeting.

In addition to legal advice concerning conducting the Committee's business, and the drafting and promulgation of the Rules of Procedure for the Convention, the Committee would be well served if we conduct an "Issues Survey" of all delegates to determine the proposed agenda for adoption by the Convention. The benefits of this issue survey would be two-fold.

First, we would conduct such a survey through individual interviews of each delegate. Upon compiling the results of these interviews, this list would be submitted to each delegation for its prioritization. After such delegation in-put, the issues could be arranged according to committees. Finally, a draft agenda could then be identified for presentation by the Committee for the approval of the entire Convention.

Second, through this process, we can identify and begin to draft specific, concrete proposed amendments which the delegates wish to offer within these major areas of concern. Consequently, the Convention should be able to minimize time expended in preparation for consideration of these matters; thus, freeing them to devote their time and efforts to substantive matters instead of housekeeping.

#### B. Convention Staffing

As to this phase of staffing, we wish to offer the Committee two alternate proposals. The proposals are virtually identical in most respects. The major difference being the level of direct attorney participation.

1) Our first alternative is to have direct attorney involvement at each level of the Convention. This translates into an attorney being present at every committee meeting as well as during Convention sessions. In our minds, this approach is more desirable as it would provide the committees with much needed legal advice during actual deliberations and not simply, issue spotting on an ad hoc basis. In addition, this level of legal services would allow the committees to function in real time instead of being forced to table issues; refer them to counsel; and interrupt later deliberations to re-visit old issues. We believe this would result in time savings and therefore, increased productivity for the committees.

Of course, the same can be said for our direct participation in each Convention session. By having legal counsel present and able to field questions on the spot, the Convention can smoothly and efficiently address each proposed amendment. Such approach

would thus provide the means of producing the best work product in the optimal amount of time.

All of our estimates in this proposal are based on the assumption that the Convention will proceed with four to five committees. (This assumption is in recognition that each of the prior conventions utilized four committees.) Thus, we envision that at least two attorneys will be required on a full-time basis to staff the committees or Convention. The third attorney would be busy full-time in research, writing, and other legal tasks.

2) We prepared the second alternative in recognition that monetary resources may be consideration in the Committee's decision on retention of legal services. This alternative provides that the staff and not attorneys would attend each committee meeting in order to record the committee events and to act as courier between the attorneys and the committees. The attorneys' main role in this scenario would be as legal consultants. Committees could request legal analysis and opinions on a matter; refer it to the attorneys through staff personnel; and then receive an analysis at a later date. We anticipate that the actual attorney time required under this alternative would be approximately half the time provided under alternative number 1.

### **3. Attorney Fees**

#### A. Pre-Convention Committee.

Our usual hourly rate is \$150.00 per hour for attorney's fees with any additional services such as copying, and other costs and expenses charged at cost to the firm. However, considering the anticipated number of hours necessary, we propose that the Pre-Convention Committee agree to a lump sum payment in return for the legal services which we stand ready to provide. Our anticipated number of hours for such work is a minimum of 200 and a maximum of 300. Therefore, we propose a payment of lump sum of \$35,000.00 for attorney's fees with costs in addition thereto depending on whether it is the Committee's decision to contract this out or to utilize the facilities available in the Executive or Legislative Branches as contemplated by Section 17 of P.L. 9-18

#### B. Convention Legal Services.

1) Under alternative number 1, in anticipation of the large number of hours required and in recognition of the important public interest to be served by this Convention, we are prepared to offer our services for the sum of \$220,000.00 which is calculated at a substantial discount from our usual hourly rate. Our discounting stems from our belief that the Convention will be best served by a



high level of participation by our team of attorneys. By providing this discount, we are hoping to make this proposal more attractive to the Committee.

2) If the Committee prefers a lower level of participation as outlined above, the fee for our services (no discount applies under this scenario) would be \$150,000.00.

Again, the above figures do not include any extra costs such as copying, and other costs and expenses. As stated above, if the Convention desires to contract such work out, then those costs will be as set forth below. However, again, Section 17 anticipates that such costs will be better defrayed by use of available government facilities.

#### **4. Experts Fees.**

Our collective educational level and knowledge in the field are both broad and current. Accordingly, we estimate sparing use of experts. We have contacted and intend to utilize MacMeekin and Woodworth, the Washington D.C. firm responsible for much of the legal services provided to the 902 Covenant teams over the last decade, for expert research or analysis as required. In addition, both Ms. Buffington and Mr. Rotbart were recently associated with large California law firms from whom they can obtain full-service and up to date expert legal advice in virtually every field if discrete issues should so warrant. We estimate the costs of experts will be approximately \$46,000.

#### **5. Support Staff.**

Again, should the Committee determine to retain support staff from outside of the government, we estimate that a minimum of three clerical staff and two general support staff will be necessary. Should such persons be unavailable either through volunteers or government employment, we can provide such services could for approximately by \$18,000.00.

#### **6. Equipment Costs.**

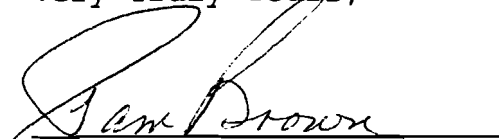
We already have most of the basic equipment necessary for this project. Certain additional equipment such as an extra photocopier and specialized stenographic and transcription equipment will be necessary to accomplish the level of work product we intend to create. These costs plus the costs of supplies will be approximately, \$11,000.

## CONCLUSION

The legal team offered by Long & Brown, Attorneys-At-Law, has extensive experience in the day to day application of Constitutional law here in the Commonwealth. Each is currently practicing in the CNMI. The firm is eager and well-qualified to offer impartial, well founded analysis and drafting services. Ms. Brown's extensive experience in media is also a valuable asset if the Convention wishes to utilize our services to assist in conducting public hearings, pocket meetings or press-release.

If the Committee wishes to hire a local firm with the experience, and talents necessary to conduct an efficient and effective Convention then Long & Brown, Attorneys at Law, offers such services.

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Pamela Brown  
Pamela Brown, Esq.

Attachments - 3