

SOUTHERN ENVIRONMENTAL LAW CENTER

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March 13, 2001

Marty Marina, Executive Director
Tennessee Conservation League
300 Orlando Avenue
Nashville, TN 37209

CONFIDENTIAL

John Devereux Joslin
Advocates for the Oak Ridge Reservation
112 Newcrest Lane
Oak Ridge, TN 37830

Re: Oak Ridge Reservation -- DOE Public Land Disposition
Attorney-Client Agreement

Dear Marty and Dev:

This is to formalize SELC's agreement to represent TCL and AFORR in an effort to convince or, if necessary, force the U.S. DOE to prepare an environmental impact statement on future ORR land disposition decisions. The purpose of this letter is to set forth the terms of our agreement to represent TCL and AFORR in this matter.

As we understand it, your goal is to protect the natural resource values on the Oak Ridge Reservation, in part by getting DOE to analyze potential impacts of its land use decisions in a comprehensive EIS before leasing or selling additional parcels for private development. As we have discussed, we believe litigation may be necessary to reach that goal. You would also like to take additional steps to get DOE to reclaim or otherwise protect the wetlands on the floodplain parcel that was recently sold to Boeing and then to a developer.

As you know, SELC will provide its attorney time to you at no cost, but TCL and AFORR will be responsible for SELC's out-of-pocket expenses incurred in the course of litigating this matter. Those expenses include copying, postage, telephone and travel expenses, and litigation costs such as filing fees, depositions, etc. We would estimate that SELC's expenses in this matter, primarily the cost of travel, would be approximately \$5,000-\$10,000. Obviously, we will make every effort to limit our expenses and will not incur any substantial expense (for depositions, for example) without consulting you. We will keep you advised of those expenses and bill you quarterly starting with any expenses incurred subsequent to the return of this agreement.

In the event that we prevail in this action, either through a settlement or judicial decision, we may attempt to recover the cost of litigation and our attorney fees from DOE. Although we will not charge you any fees for our services, please understand that SELC will retain any attorney fees recovered from DOE for our work on this case. Any costs or expenses that we recover would be used to reduce your obligations or reimburse you for those already covered.

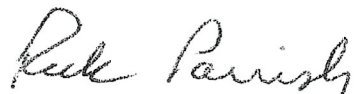
SELC reserves to itself total authority and discretion to resolve any issues relating to payment of its attorney fees by the defendants in this case. SELC will exercise this authority separate and apart from a settlement on the merits, which may be considered by the plaintiff organizations. In the event that the defendants propose a settlement in this matter that is conditioned upon a waiver of costs and attorney's fees, we will reject the proposal. Such an offer could place a direct conflict of interest between the plaintiffs and SELC in this matter. We prefer to plan for this possibility by agreeing in advance to reject such a proposal outright.

In the unlikely event of serious disagreement between TCL and AFORR about strategies or settlement decisions, SELC may not be able to continue to represent both groups. If such a situation develops and agreement among clients cannot be reached, we reserve the right to select which group we would continue to represent, unless continuing representation of either group becomes inappropriate. Of course, a united front is strongly preferred and will increase our chances of succeeding in this matter.

Finally, we expect that TCL, AFORR and SELC will continue to work together to coordinate media contact and communications on this litigation.

We look forward to working with you on this case. We ask that you review this letter and each return a signed copy to me as soon as possible. Please let me know if you have any questions.

Sincerely,



Richard A. Parrish
Senior Attorney

Date

March 22, 2001

Date

Marty Marina
Tennessee Conservation League

John Devereux Joslin

John Devereux Joslin
Advocates for the Oak Ridge Reservation