



Dear Counselors:

Each of the parties has agreed to participate in mediation for the purpose of settling and resolving a disputed claim.

It is understood that the parties will negotiate in good faith at all times during the mediation proceeding. It is imperative that you have in attendance all parties necessary for productive negotiations and those people whose decision or authority will be required in order to reach a settlement.

My role as mediator is to act as a neutral party and assist each of you in resolving the dispute. As mediator, I may at times offer opinions and recommendations or settlement proposals, but I have no authority to make or compel any person to enter into a binding agreement.

It will be helpful for me to have, at least five days in advance of the mediation hearing, a position statement and any supporting documents that you believe would assist the mediator and other parties in understanding your position clearly. **I prefer that the parties exchange submissions.** The mediator's services will include attendance at the mediation conference, review of documentation, participation in telephone and follow-up conferences and other services.

The mediation will begin with a joint session to be attended by all participants, and private caucus sessions will follow. Each mediation takes its own course based upon the discretion of the mediator in an attempt at making progress toward a resolution.

The parties shall not enter into evidence at a later proceeding any statements or admissions made or documents prepared to disclose at the mediation. If the mediator declares an impasse, the parties shall not disclose the offers or final positions in any traditional proceedings or other proceeding used to bind any party. The privileged nature of the proceedings is not altered by disclosure to the mediator. The parties shall not subpoena or otherwise call the mediator to testify in any later proceedings.

Once an agreement has been reached, the mediator will summarize the terms of the settlement agreement in a written document to be signed the parties which the parties agree will be binding.

The mediator shall be paid at the rate of \$600.00 per hour with a minimum of 8 hours per session including the review of prior submissions and travel to and from the mediation site. Any services performed after the hearing date will be in addition to the minimum charged. It is understood that the total bill will be divided equally among the participants unless the parties have agreed otherwise. It is the responsibility of the participating firms to see that any bill is paid.

In the event the initial mediation session does not result in a settlement, the mediator will follow up with telephone conversations or a further conference before declaring an impasse.

By entering the mediation session all parties have agreed to abide by the terms of this letter.

Very truly yours,

JAMES E. MORRIS