

## ADR Terms of Reference

Re: Intervention of Ernest G. Tannis as Third Party Neutral

Re:

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1. I have no personal or Solicitor-Client relationship with any other person involved in the dispute.

2. It is the hope and intention of all parties to arrive at a freely negotiated full and final resolution and release of all related issues, and engage in a conflict resolution process for the ongoing relationship for conflict prevention and management.

3. My role is to facilitate a dialogue and to assist all relevant parties, upon advice from their lawyers, to explore all options and arrive at their own mutually-agreed upon resolution on processes designed by them on consensus of the various issues.

4. In this role, with initial and ongoing acceptance of all parties, and their representatives, as an absolute prerequisite which acceptance may be suspended by any of them at any time, and with co-operation of the parties and their counsel, a mediation approach will be applied to listen to all sides, learn about all legal and factual matters from each person's perspective, and be sensitive to perceptions and feelings in a neutral manner. I will work with permission at all stages with all parties and their representatives, in this process, and engage in a consultation approach as to all disputes, disagreements, or generally, in issues-management, towards their resolution. Overall, this is intended to be a joint problem-solving exercise for all participants towards a common goal.

5. All communications with the various players and their legal advisors, will be on a "Without Prejudice" basis so that nothing said or offered up pursuant to these Terms of Reference and in these assisted negotiations in any way, shall be admissible in evidence in any court, legal or other proceedings, adjudicative or otherwise, nor shall I be compellable or subpoenaed by any party of their lawyers or other representatives, or by any other interested or affected person, as witness.

6. Any meetings that I attend and any content therein, whether verbal or in writing, may be shared with any other party, unless such communication is specifically stated by any party or their lawyer to be given up in confidence; all other parties shall be asked to acknowledge and respect such confidential aspects of these dialogues which everyone agrees, except in such specific exceptions, will and are intended to be otherwise fully open. Of course, all matters of public record, or compellable by law are not subject to such confidences. Any notes made by me are confidential and are merely for the purposes of remembrance to aid the dialogue and to help in drafting a final legal agreement to be reviewed, amended and approved by each party's own legal counsel after which signing all of my notes will be destroyed; these notes are also not subject to disclosure or subpoena.

7. The understandings, principles and conditions of these Terms of Reference shall be equally applicable to any meetings between the Neutral and any other stakeholder, interested or affected party or the respective parties by themselves with

with the Neutral separately or together in any type of group session or in any other circumstances relating to this facilitation process.

8. These arrangements are purely voluntary and may be terminated at any time by any of the parties, or by the Neutral.

9. A general guideline and summary description of a step-by-step process together with costs are set out in Appendix "A" attached.

10. The parties recognize that this process is not a counselling session, and whether or not the dialogue results in a reconciliation between them is a matter which should be dealt with separately.

Submitted  
by:

Date:

Ernest G. Tannis, (Neutral) Mediator

***N.B. The parties and their legal advisors sign. Pending signature, or, in some exceptional cases, if their is no signatures obtained, the following notice applies: "Adherence to and acceptance of these ADR Terms of Reference is hereby confirmed by the participation of this mediation process of the parties, and their legal counsel or other professional advisors, if any."***