**FORM AD HOC EDR AGREEMENT**

(\*) and (\*) enter into this agreement (**“Agreement”)** as of (\*) (the “**Start Date**”) to try to resolve their dispute voluntarily through early dispute resolution (“**EDR**”).

1. Voluntariness. This is a voluntary process. Either party may terminate the process by giving the other party notice in writing that it is terminating the process (the “**Termination Notice**”). The termination shall be effective ten days following service of the Termination Notice (the “**Termination Date**”).
2. EDR Protocols.The parties adopt the EDR Practice Protocols (EDRI), a copy of which is attached as Exhibit A. All definitions in the Protocols apply in this Agreement. In executing this Agreement, the parties represent that:

* they’ve read the Protocols;
* they and their counsel understand that the Protocols place duties on them that are different from the duties in litigation or arbitration;
* they knowingly consent to their and their attorneys’ complying with those duties; and
* they believe in good faith that they and their counsel meet the Necessary Conditions.

1. Tolling. As of the Start Date, each party’s claims against the other are tolled until the Termination Date. Neither party may commence litigation or arbitration until after the Termination Date.
2. EDR Neutral. (\*) shall serve as the EDR Neutral**.** [Or: Within (\*) days of the Start Date, the parties shall select an EDR Neutral.]
3. Schedule. Within [ ] days following selection of the EDR Neutral, the parties shall begin the EDR process, and shall in good faith seek to comply with the following schedule (all days are business days):

* Initial Dispute Assessment –(\*) days
* Information Exchange – (\*) days
* Objective Valuation – (\*) days
* Final Resolution – (\*) days
* Mediation date in Final Resolution stage (if parties can’t resolve dispute completely by negotiation)

1. [*Optional:* Binding procedure. If the parties do not completely resolve their dispute in Final Resolution, they shall submit to [binding process] to resolve the dispute, which process can be changed by mutual consent as part of the Final Resolution process.]

*[Signatures of each party and each party’s counsel]*