

EXHIBIT C

Arbitration Procedure

1. The Parties to the agreement to which this is attached as an exhibit (the "**Agreement**") agree that all disputes, questions and matters in controversy arising under Section 12.5 of the Agreement as to Stipulated Breaches and Stipulated Damages (collectively called "**issues**") shall be submitted to arbitration in accordance with the procedure set forth in Section 12.5 and this exhibit, and the decision of the arbitrator, arbitrators or umpire with respect thereto shall be final and binding on both Parties. Capitalized terms will have the meanings given them in the Agreement.

2. The Party desiring to institute arbitration (the "**Initiating Party**") shall give a written notice (the "**Initiating Notice**") to the other Party (the "**Respondent**") specifying in reasonable detail the issues as to which arbitration is desired and the Initiating Party's position with respect thereto, stating that the Initiating Party is instituting arbitration proceedings under the Agreement and this exhibit, naming one person as the Initiating Party's arbitrator and containing a statement that the Respondent must give a Responsive Notice (as defined in paragraph 3) within 15 days after the Initiating Notice is given.

3. Within 15 days after the Initiating Notice is given, the Respondent shall give a written notice (the "**Responsive Notice**") to the Initiating Party naming one person to serve as the Respondent's arbitrator and specifying in reasonable detail the Respondent's position with respect to the issues. If the Respondent fails to appoint its arbitrator within the time and in the manner provided in this paragraph, the dispute shall be decided by the arbitrator appointed by the Initiating Party within 30 days after the Initiating Notice is given and his or her decision shall be final.

4. Within 15 days after the giving of the Responsive Notice, the two arbitrators so chosen shall either (a) come to a decision agreed on by both of them and notify the Initiating Party and the Respondent thereof in writing, or (b) notify the Initiating Party and the Respondent that they have been unable to reach a decision, notify them of the name of an umpire chosen by the two initially-appointed arbitrators, and notify the umpire of his or her appointment.

5. The umpire chosen pursuant to paragraph 4(b) shall decide the matter within 30 days after he or she is notified of his or her appointment.

6. If either: (a) the Respondent fails to appoint an arbitrator within the time and in the manner required by paragraph 3 and the arbitrator appointed by the Initiating Party does not decide the dispute within the time allowed by paragraph 3; or (b) the two arbitrators named pursuant to paragraphs 2 and 3 do not take the action required by clause (a) or by clause (b) of paragraph 4 within the time therein provided; or (c) the umpire does not decide the matter within the time permitted by paragraph 5; then, on the application of either Party pursuant to the federal arbitration statute (9 U.S.C. ' 5) or the Louisiana arbitration law (La. R.S. 9:' 4206), the Court having jurisdiction shall appoint an umpire who shall decide the matter.

7. An arbitrator appointed by Tulane will be a lawyer who is counsel to Tulane and at no expense to the City; an arbitrator appointed by the City will be the City Attorney or an Assistant City Attorney and at no expense to Tulane; and any umpire must be a lawyer who practices in the City of New Orleans and who has agreed to serve on a voluntary basis (whether as a volunteer hearing officer for the City or otherwise).