

March 28, 2001

GENERAL CONDITIONS:

...with respect to the Company's...
...and the...
...and the...

...during the one year period following expiration or other termination of their terms of office. Board members

...96 (96-0726-EX3), as amended from time to time. Indebtedness - The Board's Indebtedness Policy, adopted July 26, 1996 (96-0726-EX3), as amended from time to time, shall be incorporated into and made a part of the agreement.

...ended from time to time. Ethics - The Board's Ethics Code adopted September 27, 1995 (95-0927-RU3), as amended from time to time, shall be incorporated into and made a part of the agreement.

...fiscal year is deemed a contingent liability, subject to appropriation in the subsequent fiscal year budget(s). Contingent Liability - The agreement shall contain and provide for any expenditure beyond the current fiscal year is deemed a contingent liability, subject to appropriation in the subsequent fiscal year budget(s).

Approved for Consideration:

Approved:

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