

March 28, 2001

GENERAL CONDITIONS:

incorporate Company's policies and procedures, including but not limited to, the following:

1. **Confidentiality** - All information received by the Board members in their capacity as Board members shall be confidential and shall not be disclosed to any other person without the prior written consent of the Board members.

2. **Non-Compete** - During the one year period following expiration or other termination of their terms of office, Board members shall not engage in any business that is in competition with the Company.

3. **Indebtedness** - The Board's Indebtedness Policy, adopted July 26, 1995 (95-0726-EX3), as amended from time to time, shall be incorporated into and made a part of the agreement.

4. **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.

5. **Contingent Liability** - 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:

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]