

BOARD OF DIRECTORS

RESOLUTION

Dissolving the 2000 Annual Performance Reviews Committee [Resolution 2001-002]

WHEREAS, the 2000 Annual Performance Reviews Committee has completed its work of conducting the fiscal year 2000 performance evaluation of the President and has reported its findings and recommendations to the Board; and

WHEREAS, the Board has considered and acted upon the report of the 2000 Annual Performance Reviews Committee;

NOW, THEREFORE, BE IT RESOLVED that the 2000 Annual Performance Reviews Committee is hereby dissolved, with the thanks of the Board.

Adopted by the Board of Directors on January 27, 2001

Douglas S. Eakeley, Chair

Board of Directors

Victor M. Fortuno,

Vice President for Legal Affairs,

General Counsel & Corporate Secretary