

**Steering Committee Meeting
By Telephone Conference
August 8, 2003**

Draft Minutes

Members Present: Michael Pace, Committee Chair
Stephen Cassano

Staff Present: Tom Kirk, President
Angelica Mattschei, Corporate Secretary

Chairman Pace called the meeting to order at 2:30 p.m.

1. Authorization Regarding Termination of General Counsel

Chairman Pace requested a motion on the referenced topic. Director Cassano made the motion to accept the resignation of Brown Rudnick Berlack Israels, LLP and to authorize the President to send a letter to the firm terminating their contract. The motion seconded by Chairman Pace was approved unanimously. Chairman Pace noted that Director Cohn was present at the August 7, 2003 Steering Committee meeting and was in consensus of the motion.

2. Establish Committee Quorums at 50%

Chairman Pace requested a motion on the referenced topic. Director Cassano made a motion to institute that Committee meetings require 50% of its members to be present in order to establish a quorum. The motion seconded by Chairman Pace was approved unanimously.

Adjournment

Chairman Pace requested a motion to adjourn. The motion to adjourn made by Director Cassano was approved unanimously.

The meeting was adjourned at 2:37 p.m.

Respectfully submitted,

Angelica Mattschei
Corporate Secretary