PROCEEDINGS

UNITED STATES SOCCER FEDERATION

85TH ANNUAL GENERAL MEETING
NATIONAL COUNCIL MEETING

NEW YORK HILTON
New York, New York

Sunday, March 7, 2004
8:00 - 9:45 A.M.

Reported by Debra K. Resling, RMR, CRR
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<td>13. For the Good of the Game</td>
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RESLING REPORTING SERVICES
PRESIDENT CONTIGUGLIA: Why don't we begin, please?

Let's get the stragglers seated, please.

Thank you all for getting up early this morning, Sunday, the final stage of the marathon for many of us, and hopefully, we'll get through the AGM expeditiously, get our business done, and folks can continue enjoying my hometown, New York City, and the activities. And I understand there's even beautiful weather out there, so hopefully we'll get along with the business that we have to do today.

First, I would like to ask everyone to stand for a moment of silence to remember those in our organization who have passed on in the last year.

(Moment of silence.)

PRESIDENT CONTIGUGLIA: Thank you. If you will turn to the flag, we will do the Pledge of Allegiance.

(Pledge of allegiance recited.)

PRESIDENT CONTIGUGLIA: I will ask the credentials chairman for the roll call.

MR. BENANZER: Good morning. We will start with the adults.

(The roll call being taken by M. Benanzer; responses by members present.)
Q USASA?
A Here.

Q Arizona. Arkansas?
A Here.

Q California North?
A Here.

Q California South?
A Here.

Q Connecticut?
A Here.

Q Delaware? Eastern New York?
A Here.

Q Eastern Pennsylvania?
A Here.

Q Florida?
A Here.

Q Georgia?
A Here.

Q Hawaii?
A Aloha.

Q Idaho?
A Here.

Q Illinois?
A Here.

Q Indiana?
1. A Here.
2. Q Iowa?
3. A Here.
4. Q Kansas?
5. A Here.
6. Q Kentucky?
7. A Here.
8. Q Louisiana?
10. Q Maryland?
11. A Present.
12. Q Massachusetts?
14. Q Metro D.C. Virginia?
15. A Here.
16. Q Michigan?
17. A Here.
18. Q Minnesota? Missouri?
19. A Here.
20. Q Nebraska?
22. Q Nevada? New Hampshire?
23. A Here.
24. Q New Jersey?
25. A Here.
1 Q New Mexico?
2 A Here.
3 Q North Carolina?
4 A Howdy.
5 Q North Texas?
6 A Here.
7 Q Ohio North?
8 A Here.
9 Q Oklahoma?
10 A Here.
11 Q Oregon?
12 A Here.
13 Q Pennsylvania West?
14 A Here.
15 Q Rhode Island?
16 A Here.
17 Q South Carolina?
18 A Here.
19 Q Southern Ohio?
20 A Here.
21 Q Tennessee?
22 A Here.
23 Q Texas South?
24 A Here.
25 Q Utah?
1 A Here.
3 A Here.
4 Q Wisconsin?
5 A Here.
6 Q Direct affiliates: AYSO Amateur League?
7 A Here.
8 Q USL?
9 A Here.
10 Q New Jersey Championship League?
11 A Present.
12 Q WPSL? WPSL? MPSL?
13 A Here.
14 Q Arkansas?
15 A Here.
16 Q California North?
17 A Here.
18 Q California South?
19 A Here.
20 Q Connecticut?
21 A Here.
22 Q Colorado?
23 A Here.
24 Q Connecticut?
25 A Here.
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<th>Delaware?</th>
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<td>Illinois?</td>
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<td>Indiana?</td>
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<td>Kansas?</td>
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<td>Kentucky?</td>
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<td>Louisiana?</td>
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1        A     Here.
2        Q     Maine?  Maryland?  Massachusetts?
3        A     Here.
4        Q     Michigan?
5        A     Present.
6        Q     Minnesota?
7        A     Here.
8        Q     Missouri?  Montana?
9        A     Here.
10       Q     Nebraska?
11       A     Here.
12       Q     Nevada?
13       A     Here.
14       Q     New Hampshire?
15       A     Here.
16       Q     New Jersey?
17       A     Here.
18       Q     New Mexico?
19       A     Here.
20       Q     New York West?
21       A     Here.
22       Q     North Carolina?
23       A     Here.
24       Q     North Texas?
25       A     Here.
1 Q Ohio North? Ohio South?
2 A Here.
3 Q Oklahoma?
4 A Here.
5 Q Oregon?
6 A Here.
7 Q Pennsylvania West?
8 A Here.
9 Q Rhode Island?
10 A Here.
11 Q South Carolina?
12 A Here.
13 Q South Dakota?
14 A Here.
15 Q South Texas?
16 A Here.
17 Q Tennessee?
18 A Here.
19 Q Utah?
20 A Here.
21 Q Vermont?
22 A Here.
23 Q Virginia?
24 A Here.
25 Q Washington?
1  Q  Wisconsin?
A  Here.

3  Q  AYSO?
A  Here.

6  Q  MLS?
A  Here.

8  Q  USL A league? USL A League, Division 2 and Division 3?
A  Here. Here.

11  Q  Athletes, John Kerr, Jr.?
A  Here.

13  Q  Janusz Michalik?
A  Here.

15  Q  Marcelo Balboa?
A  Here.

17  Q  Amanda Cromwell?
A  Here.

19  Q  Mark Dodd?
A  Here.

21  Q  Peter Vermes?
A  Here.

23  Q  John Harkes?
A  Here.

25  Q  Linda Hamilton?
Here.

Kelly Lindsey?
Here.

Dante Washington?
Here.

Soccer Association For Youth?
Here.

United States Special Sports Association?
Here.

Futsal?
Here.

U.S. Club Soccer?
Here.

NSCAA? NSCAA?
Here.

National Associations: USYSA?
Here.

USASA?
Here.

And AYSO?
Here.

Our life members: Frank Borroni?
Here.

Mavis Derflinger?
Here.
1 Q Larry Monaco?
2 A Here.
3 Q Foster Perry?
4 A Here.
5 Q And Alan Rothenberg.
6 Our Board of Directors: Dr. Robert Contiguglia?
7 A Here.
8 Q Sunil Gulati?
9 A Here.
10 Q Bill Goaziou?
11 A Here, sir.
12 Q Dave Askinas?
13 A Here.
14 Q Dave is voting as a pro today. MaryPat Bell?
15 A Here.
16 Q John Bouda?
17 A Happy to be here.
18 Q Mike McDaniel?
19 A Here.
20 Q Chris Christoffersen?
21 A Here.
22 Q Amanda Cromwell is voting as an athlete.
23 Q Nelson Rodriguez?
Nelson is voting as a pro today. Tony DiCicco.
Mike Edwards?
Mike Edwards?
Werner Fricker, Jr.?
Don Garber?
Don Garber?
Don is voting as a pro today.
Richard Groff?
Richard Groff?
Burton Haimes?
Burton Haimes?
John Harkes?
John Harkes?
John is voting as an athlete today.
Larry Harmon?
Larry Harmon?
Linda Hamilton?
Linda Hamilton?
Voting as an athlete today.
John Kerr, Jr.?
John Kerr, Jr.?
Q Is voting as an athlete today.
A Here.

Q Francisco Marcos?
A Here.

Q Francisco is voting as a pro today.
A Here.

Q Brooks McCormick?
A Here.

Q Bob McGee?
A Here.

Q Bob is also voting as a pro today.
A Here.

Q David Messersmith?
A Here.

Q Bob Palmeiro?
A Here.

UNIDENTIFIED SPEAKER: He is here.

Q I have it in the wrong spot, here. You looked like a pro.
A I will take their pro vote.

Q Bob Palmeiro?
A Here.

Q Kevin Payne?
A Here.

Q Kevin is also voting as a pro today.
A Here.

Q Darl Rose?
A Here.
1 Q Bill Sage?
2 A Here.
3 Q Jim Sheldon?
4 A Here.
5 Q Bruno Trapikas?
6 A Here.
7 Q Peter Vermes?
8 A Here.
9 Q Is voting as an athlete.
10 A Here.
11 Q And Dante Washington voting as an athlete.
12 I will recall the adults that did not respond and then I will recall the youth that did not respond. The Adults: Arizona? Delaware? Minnesota?
13 A Here.
14 Q Nevada? Vermont?
15 On the youth, Missouri? Ohio North?
16 A Here.
17 Q That will make a total vote of 1020.
18 UNIDENTIFIED SPEAKER: Mr. Chairman,
19 Women's Youth Soccer League, did you call?
20 MR. BENANZER: WPSL?
21 A No.
22 MR. BENANZER: I did not recall them. Also,
23 MGPL, they are not here?
MR. BUSCH: The Washington State Soccer Association is here, the adults.

MR. BENANZER: Say it again.

MR. BUSCH: The Washington State Soccer Association is here, the adults.

MR. BENANZER: I will need to visit with you. We show a total vote of 1020, which makes the majority 511, and the two-thirds vote will be 680. That is based on the full amount voting. If there's an abstention...

UNIDENTIFIED SPEAKER: Tim Holt.

MR. BENANZER: Tim Holt, voting as a pro.

PRESIDENT CONTIGUGLIA: And I will declare the presence of a quorum. I will also ask by voice vote for the membership to approve the agenda as submitted. All in favor, please, say aye.

MR. MONACO: Point of order.

Item 12 is not in conformance with the Federation Bylaw 301-9.

PRESIDENT CONTIGUGLIA: Do you want to explain what you are talking about, and what does that have to do with approving the agenda or not?

MR. MONACO: The agenda says the affirmation of policies adopted. That's not the authority of the National Council. The authority of
the National Council is to approve all actions of the Board of Directors.

UNIDENTIFIED SPEAKER: The mic.

UNIDENTIFIED SPEAKER: They can't hear you.

PRESIDENT CONTIGUGLIA: Are you comfortable if I reworded that to say all actions?

MR. MONACO: Absolutely.

PRESIDENT CONTIGUGLIA: Then, with that change to Item 12, we will say: Affirmation of all actions adopted by the Board of Directors. Are there any other comments? If not, say aye if you approve of the agenda. Opposed? Thank you.

(Motion carried.)

PRESIDENT CONTIGUGLIA: Now, I will ask for your approval of the minutes of the last AGM, 2003. Are there any changes that anyone has to submit?

MR. GOAZIOU: So move.

PRESIDENT CONTIGUGLIA: Is there anyone opposed to approving? If not, it will be approved by unanimous consent. Thank you.

Starting with my report, if you will indulge me for about ten minutes, while I read this, I would appreciate it.

Just seven months ago, in Chicago, during our 90th anniversary, we celebrated a momentous 2002,
both on and off the field with our World Cup success, the opening of U.S. Soccer's National Training Center, and preparing to host the FIFA 2003 women's World Cup in the United States.

Shortly after the AGM, more than 350,000 fans flocked to six venues across the United States to see the finest women athletes perform at the highest level.

By using soccer-specific facilities such as Home Depot Center and Columbus Crews Stadium, partnering with Soccer United Marketing, MLS and WUSA, USL, the U.S. Soccer Foundation, and contributions from thousands of volunteers from the soccer family, with less than four months of preparation, we were able to provide athletes with an unmatched environment for success and to impress the world with incredible organization.

We were also able to achieve a financial surplus for the event.

I want to thank everyone involved in Women's World Cup 2003 for their hard work. We could not have done it without you, and I would like to ask everyone in the room who participated, even if you bought a ticket in World Cup 2003, please stand up and be recognized by the membership.
(Applause.)

It was quite an event. Everybody worked overtime and incredibly hard and everyone, all of these folks and many, many more deserve your recognition.

The success of the Women's 2003 World Cup also showed the impact of the United States Soccer Association on the women's game, with most of the extraordinary performances by players coming from WUSA players. It is obvious that the United States must have a high-level women's professional league for our women's national team to consistently excel and for the women's game to succeed worldwide.

During the Women's World Cup, I met with many women soccer advocates from the international soccer community. They said that WUSA was the icon for building the women's game worldwide; that formation of another league is critical for the women's sport, and that any new league must be sustainable for five years.

U.S. Soccer's committed to assist in the process of restarting a women's professional league. To that end, we are supporting and working closely with the WUSA ad hoc committee, and the women's national team players association.
Player development and facility development are the two critical components of our business plan as we move forward.

Last November, your Board of Directors approved Phase 4 of U.S. Soccer's overall strategic business plan. This commitment charts the course for our sport to increase its presence in the American sports landscape.

Over the next three years, we will invest $30 million over operational dollars, with $14.5 million earmarked for player development, $13.6 million going to facility development, and $1.9 million for other initiatives.

These investments will bring us closer toward meeting our mission of making soccer a preeminent sport in the United States.

The Center For Player Development and the home of our national teams, is our National Training Center at the Home Depot Center in Los Angeles, Carson, California.

In January of this year, at the NTC, we hosted nine different U.S. national teams at the same time.

In one special moment, we could see the full integration of our men's and women's programs.
painted in a continuous vista showing national team
players from one field to the next.

    An emotional soccer reporter -- usually,
they don't get very emotional -- was standing with me,
and he said, "Bob, this is the proudest moment for the
United States. Our future is clearly before us."

    Also in January, the National Training
Center hosted a national referee camp and debuted as a
venue for the U.S. Soccer National Coaching Schools.
And we are currently reviewing the possibility of
expanding the National Training Center to include a
soccer-specific sports medicine center focusing on
performance, treatment and prevention of injuries and
player safety.

    On the field, the target for our national
teams continues to be consistent success between the
best teams in the world and we are now one of them.
Our national team goals remain to qualify, advance and
win every FIFA competition.

    To that end, the past seven months have
seen our national teams placed in the top 5, in three
FIFA championships with a fifth-place finish for our
Under-17 and Under-20 men's teams in their respective
competitions, with two players selected for the U-20
all tournament team, and the golden boot award, and of
course, the third-place finish of the women's national
team in the FIFA World Cup.

With their third-place finish in the World Cup, our U.S. women's team maintained its perfect
record of being the only team with top three finishes in every Women's World Cup and every Olympic women's
football tournament.

No other country in the world has shown this kind of success. I want to congratulate April
and her team for dominating the CONCACAF tournament and qualifying for this coming Olympics in Athens.

The inability of our Under-23 men's national team to qualify for the Athens Olympics shows us that there's still more work to do for player development, especially in the 18- to 23-year-old age group.

We have talented players in our professional leagues who are capable of competing with the best in the world, but we need more talented players at that level and they need to compete regularly in a professional environment.

Our technical staff recommends that our professional leagues establish a reserve team system to provide regular competition for this group of young and talented athletes.
We are examining how we can assist in making this reserve team system a reality and working with our professional leagues to see that it happens. Our scouting system, residency programming in Bradenton, Florida and our current developmental program do a good job in identifying and developing players up to 18 years old. We have more quality players who are under 18 years old than ever before with over 40 players in residency.

In our business plan, we are providing more training days and more international competition for these young athletes than ever before. Our youth members and scouting systems are identifying hundreds of players starting at 13 years old, and we are using the NTC for more regional, national, and international events to continue to grow this talented pool of players.

On the other hand, whenever I attend a FIFA event, I'm congratulated on our progress as a country and our consistent success at the international level.

International experts, both in the men's and women's sides of the game, commend us for our athleticism, our fighting spirit, our organization and the psychological strengths of our players. And they
say that while the United States has made great progress, we still need to continue to improve in the technical ability of our players.

Technical development begins at the eight- to ten-year-old recreational soccer level and continues throughout a lifetime.

One of our greatest challenges continues to be the technical development of our young players and making the average player better. Our youth members are responsible for that development.

We need to focus on technical development and coach and player education and need to use small-sided games as the best way to develop young players and individual talent.

All of us must resist and educate the ill-informed who believe that children must play the adult game and that youth coaches must stress the tactics of winning over technical development. We must understand what youth sports psychologists have been telling us for the last 20 years -- when young athletes have a sense of individual success and accomplishment, like technical training, they get a sense of personal accomplishment. They stay in the activity longer, and they even have more fun.

Two weeks ago, I attended the USYSA state
association meeting and coaching convention.

Great concern was expressed to me about interorganizational and intraorganizational competitions leading to player burnout by forcing players to participate in too many tournaments and events.

This also interfered with individual player development. Our youth organizations need to bring order to this situation by working together to organize competitions that place the needs of players above the commercial and economic needs of the coach, club and organization.

Our responsibility as soccer leaders is to provide an environment for every player to be as good as he or she can be. This includes providing competent coaching, refereeing, administration, and a training with competition that is appropriate for player development.

Another concern expressed by our members is the barriers created by the requirements for teams to obtain travel permits. Travel permits were first introduced by the Federation years ago, mainly to protect players and assure quality competition.

Today, these permits are no longer required and are absolutely unnecessary. We need to
initiate a uniform policy to remove travel permit requirements for teams playing within U.S. Soccer, and require only notification to the appropriate member organization.

Let's move down to facilities.

Facility development is crucial to bring our sport to the level of other major sports in the United States. One can easily document the importance of modern sports facilities in the growth of sport worldwide. New NFL stadiums, NASCAR tracks, hockey and basketball arenas have become the backbone of sports throughout the country. New soccer-specific stadiums will plant a solid footprint never seen before in the American sports landscape to help drive future commercial success.

We have already seen benefits of these stadiums in Columbus and Los Angeles. These facilities have been shown to provide a better experience for the spectator and the television viewer.

The recent ground breaking for a new stadium and field in Frisco, Texas has resulted in a public-private partnership between the city of Frisco, North Texas Soccer, and the Hunts Sports Group and MLS.

The project demonstrates what can be
accomplished when the whole soccer community works together.

The Frisco plan can be a model for partnerships across the rest of the country. In addition, similar plans for facilities development have been approved in Chicago, and plans are underway for Denver, Rochester, Harrison, New Jersey and Washington, D.C.

These soccer-specific facilities will benefit the entire soccer family, provide the finest environments for all players to succeed, give U.S. Soccer greater flexibility in scheduling national team games, allow us to host more FIFA competitions and allow for more flexible scheduling for our professional leagues.

We will no longer be limited to using only American football stadiums and subject to their scheduling priorities.

This new flexibility will allow us to offer broader and more flexible television scheduling of MLS and national team games, which is critical to our advancement in the future.

Governance and ethics. We're currently in the middle of a new adventure, namely, a formal evaluation of U.S. Soccer's governance structure and
ethics practices. This independent study -- and I stress the word "independent" -- by the consensus management group is the result of the concerns expressed by you, our members, regarding all aspects of how U.S. Soccer governs itself.

Issues of equity and fairness in governance, and the balance of tensions between the needs of the Federation as a whole and the needs of our individual members will be examined. We will explore all aspects of governance and structure, and the size and function of our Board of Directors to structure the National Council. In addition, in light of recent scandals within sports and business, there is a need to evaluate our business practices. We will need to do this in order to preserve organizational integrity and to assure that we follow ethical business principles.

So far, the process has been well received with everyone providing it, but we had a very nice town hall meeting last night. It was very positive, and I believe the process is going on very well.

You have all been open and honest, providing diverse opinions which have been kept confidential.

A final report with recommendations will
be submitted to the board and to the Task Force on Governance and Ethics and presented on the Internet to all of you for comment. This will be done in May.

Then the real work begins, after the report is received and finished. My hope is that any changes coming out of this report will be acted upon at next year's AGM in 2005.

You know, one of my favorite sayings is that our challenges are the results of our successes. Our teams are consistently winning on the field. We have financial stability well into the future, a strong business plan for the first time in 90 years. Our coach and referee programs are among the best in the world. We are partnering to build a national footprint of soccer-specific stadiums, and we are focusing on creating environments for making players better.

We hosted a most successful Women's World's Cup in only four months. We have done this all by the soccer family working together. But there's more to do, and we talked about it.

And we could only do this by continuing to work in an open and transparent manner, respecting each other's opinions and responding to each other's needs while always putting the needs of the players
Together we can continue to build what I consider to be the finest sports organization in the world.

Thank you all for what you do for our game.

(Applause.)

(Mr. Alan Rothenberg is now present.)

PRESIDENT CONTIGUGLIA: Dan Flynn will give the General Secretary's report.

MR. FLYNN: Thank you, Bob.

As we look over the past four years -- ready for the slides, Jay -- as we looked over the past four years, we have essentially managed through our financial framework of our organization and gone from a "now" atmosphere to a much longer-term view and vision for our organization. We have gone through, if you will, our crisis financial management to a longer-term financial management, and now, we must focus on our vision of the future.

The challenge in front of us is to strategically set the course for our future. And for the first time in our organization, we can meet the guidelines of our budget committee. We can meet the guidelines of sustaining our player development
programs and associated personnel. We can also address
where we want to be in five years, and do that in the
transparent manner with the financial resources and
confidence to execute those plans.

As we look away from the now and towards
the future, we focus on U.S. Soccer's major
initiatives -- player development, facility
development, coaching and referee development, event
and staff development, the quality environments for
our national teams and two task forces of governance
and diversity.

While Bob has mentioned it, we cannot
overemphasize the development of player development in
our future. Our objective is simple. To train and
develop more athletes and coaches in a better
environment, to prepare our athletes for our national
teams and their professional leagues. Qualify for each
World Cup competition and ultimately set the goal of
winning on a world scale.

Player development continues to evolve.
It's different today than 20 years ago, and we must
plan for it to be different five years from now. It's
a collective effort with various segments and
everybody in this room contributing in different ways.
Over the past few years, we have been able to increase
the levels of programming for all of our youth teams, and that process also includes, coaches, teams and everybody in this room. Our goal is to get more players involved and more high-level days of training, take our programming from the base level to our supplemental level, introduce new programs that we can sustain through 2006, which include our youth, women's residency program, national team training, our Under-17 through Under-20 development programs, a women's pro development program and a national team residency which is underway for our women's national team.

After creating the basic operating assumptions from our national team coaches, we focused on a financial model that ensures that we can fund these programs over an extended period of time, and we are committed to those programs through 2006. Facility development has obviously been talked about a great deal. What started as a dream in '99 was a reality in 2003, with the National Training Center. They are the anchors of our future for our sport, and we have soccer-specific stadium work underway in several markets.

As we look to the future of the projects, in many, many cities, we continue to pursue those and
bring that information back to the board.

In terms of our coaching development, we have made progress in our coaching programs over the past few years. We have created and refined the business model for our schools, and we have given technical experts the leeway to improve our curriculum to ensure that we are teaching again in the best fashion possible. There are a number of initiatives that will improve our coaching education for our members. We're introducing two new specialty courses, one in goal keeping and one in strength and conditioning. Additional CEU opportunities will be with our national team at games and at training. Exchange programs continue to be part of our plans, and on-line learning programs and video development is also underway.

Turning to referee development, the key part of our continuing evolution is important. It's an all-inclusive top-down program that affects all of our members, starting with young referees and nurturing them through the development process. Our referees from the United States have been extremely successful on the world stage, both on and off the field. In fact, a number of our referees have received important assignments in major events, such
as the Men's and Women's World Cup, but it doesn't stop there. We need to make some capital investments in Soccer House to improve our database management as well as personnel.

We continue to look at exchange programs with other federations and confederations around the world to improve our refereeing. We continue to focus on on-line learning programs and focus once again on increasing the top-level referee training.

In terms of events, the event development is twofold. U.S. Soccer events and hosting world events. Both can have a significant impact on our sport in this country. We have shown what we can do in just four months with the Women's World Cup, but additionally, hosting outside world events, such as Women's World Cup, can play an important role in providing the growth for our sport in this country. It will provide our teams with an important advantage by playing in the U.S., and of course, soccer-specific stadiums will assist in these efforts.

Turning to our staff. We have evolved as an organization, and we cannot forget to address our staffing needs. We have reduced our staff, if you will, over the past four years, but we have strategically added back positions that meet our needs
and most importantly the needs of our coaches and our
teams. Our goal is to operate as efficiently as
possible, while creating a solid working staff that
can carry the organization to the next level.

Turning to our teams -- we want to
continue to focus on the quality environment for our
national teams, whether it's charter programs that we
will gain a technical advantage, whether it's a family
program that adds the extra element that's going to
improve the team environment. We have always found
ways to deliver these items within our budget, but if,
in fact, we have needs, we will go back to the board
to present them accordingly. And we have launched two
task forces that Bob has mentioned, one on governance
and one on diversity. I think both processes are
underway, and we will be getting results throughout
the course of 2004.

In summary, we remain focused on our
mission to lead and guide the development of the sport
in the U.S. We want to generate large-scale momentum
for the sport now and into the future. We want to
protect the future by focusing on player development.
Execution-wise, we remain committed to organizational
efficiency and we're committed to remain focused.

Thank you.
PRESIDENT CONTIGUGLIA: We are now down to new business. The proposed budget for the fiscal year 2005. Bill, are you going to do this or is Dave going to do this?

MR. GOAZIOU: It would be a pleasure -- I would like to have David Eldridge, as always, he's been chairman of our Budget Committee -- if he will lumber up from the back of the room. He's getting old and the budget is so heavy, he can't carry it.

MR. ELDRIIDGE: It's on a disk, man. Seize it.

MR. GOAZIOU: Come on up here so we can throw rocks at you, Dave. Ladies and gentlemen, David Eldridge, Budget Chairman.

MR. ELDRIIDGE: Thank you, Bill.

As always, I want to publicly thank and have, for the record, my committee, as well as the people that formulated this monstrosity that you have, again, on a disk.

The Budget Committee includes Jeff Agoos, Tony Briggs, Bill Goaziou, Brad Hays, Walt Konopka, Steve Lacher, Dave Simmons and Roy Smithers.

It's a diverse committee that includes, as you can see, if you remember the names, people from
all aspects of soccer.

In addition to that, the staff of Soccer House meets with us, Dan and Jay and Rick Matthys, Forest Eber, Chuck Gramigna and Wayne Bizbub.

Those people are the ones that put all of the information together from all the facts that they obtain from all the directors.

And I want to thank all the directors of all the programs for doing this in a timely manner.

As last year, the budget process is a continuing operation. It never stops.

We will, as soon as we finish this program, start formulating next year's budget, and the committee will probably meet in August or September to get that formalized, get it to the board, et cetera, et cetera.

With that in mind, I would like to ask for a motion to put the budget on the floor for consideration.

MS. MADRIAGO: So move.

UNIDENTIFIED SPEAKER: Second.

MR. ELDREDGE: It's been moved and seconded. Anybody have any question about anything?

We will be back, and I will entertain a motion to approve.
PRESIDENT CONTIGUGLIA: It's already been moved.

MR. ELDRIDGE: I'm sorry, vote.

PRESIDENT CONTIGUGLIA: It's approved by acclamation.

MR. ELDRIDGE: We'll approve it by acclamation. It's fine by me.

MR. GOAZIOU: Lot of hard work, David.

MR. ELDRIDGE: Well, yeah, it is a lot of work, but we're headed in the right direction.

(Applause.)

PRESIDENT CONTIGUGLIA: Thank you.

Our budget people and our staff put in tens of thousands of hours of work, and I appreciate your trust in them, because it's deserved. These people work so hard and every detail is accounted for, and it's the most professional group of people I have ever seen or ever worked with, and I think all of our financial people -- Rich, and people in our office, Forest -- all deserve a round of applause because they are just fabulous.

(Applause.)

PRESIDENT CONTIGUGLIA: New business. I have here on the agenda life membership. Is there a --

MS. DERFLINGER: It was a nomination for
Hank Steinbrecher for membership.

PRESIDENT CONTIGUGLIA: There was a nomination sent to the membership for life membership for Hank Steinbrecher. May I have a motion?

MR. GOAZIOU: So moved, sir.

UNIDENTIFIED SPEAKER: Second.

PRESIDENT CONTIGUGLIA: It has been seconded. Is there any discussion? If not, we will approve Hank Steinbrecher as a life member by acclamation.

(Applause.)

PRESIDENT CONTIGUGLIA: Moving along.

We now have election of officials. The first position is Executive Vice-president. Are there any nominations for that position?

MR. EDWARDS: Mike Edwards, Chairman of the Adult Council.

I would like to nominate the incumbent Sunil Gulati for reelection. We historically eat our young, and I think one of the natures of your true soccer art is after we've smacked you and told you to straighten up, you come right back the next day and say we've got a lot of work to do. Sunil has been at this for longer than I have been involved in the sport, and every setback has simply redoubled his
efforts to improve the game. I think our results in the last several years have been directly attributable to a lifetime of effort on behalf of Sunil Gulati, and I would encourage you to reelect my friend for the position of Executive Vice-president.

PRESIDENT CONTIGUGLIA: Thank you. There's no need for a second. Are there any other nominations for Executive Vice-president from the floor?

Are you making a nomination? If there are no other nominations, then I will declare the election unanimous.

(Applause.)

PRESIDENT CONTIGUGLIA: The next position that's up for reelection is the Treasurer. Bill -- excuse me, I almost blew it, Larry.

MR. HARMON: Mr. President, Larry Harmon, Youth Council.

His golf skills aside -- and they should not be confused with his financial abilities -- I would like to enter into nomination the name of Bill Goaziou for reelection.

PRESIDENT CONTIGUGLIA: Bill's name has been nominated. Are there any other nominations from the floor? If not, I will ask for acclamation to elect Bill Goaziou.
(Applause.)

PRESIDENT CONTIGUGLIA: The next election will be for Foundation board members. It's my understanding that three positions are up.

Let's have the nominations first, and then we will talk about the voting process.

Steve Flamhaft from New York.

MR. FLAMHAFT: I rise to nominate Charles Stillitano. May I be heard?

PRESIDENT CONTIGUGLIA: Charles Stillitano. Do you want to say something?

MR. FLAMHAFT: It is my privilege to ask the delegates here today for their consideration and support of the reelection of Charles Stillitano to the Board of Directors of the United States Foundation. The Foundation serves the United States Soccer community and plays an important part in the growth of the game. The officers serve and perform throughout the year, involving countless hours of energy, dedication and commitment. Charlie has been an integral part of this group, who volunteered their time and receive in return only the realization that soccer is going forward on America's sports landscape.

As many of you already know, Charlie is one of the longest-serving members of the board,
having served since its inception ten years ago.

He was elected to his present position, as vice chairman, and four years ago, accepted the prestigious appointment as chairman of the grants committee, whose responsibility is to evaluate, implement, and ultimately to determine and decide the granting of millions of dollars to responsible grantees whose ultimate goal is to promote the game.

No position is more important. As one of the original members of the Board of Directors, and with the recent change of leadership at the foundation, his past contributions and proven ability and accomplishments takes on greater significance. Now, it is crucial that his experience and counsel be available.

If elected, he will continue to serve with dignity and integrity.

I ask for your support in permitting Charlie to retain his position and continue to serve for the good of soccer in the United States.

(Appause.)

PRESIDENT CONTIGUGLIA: I didn't set the ground rules, and I will set some ground rules now. I will ask, if there's a second nominating speech, I will allow it, and I will allow only two, and then
when the candidates are all listed, I will give an
opportunity to each candidate, if they wish, to make a
statement to the membership.

Okay. Bill? No, Mike, you were up next.

MR. GOAZIOU: I will defer to the older
man, sir.

MR. EDWARDS: I was going to defer to my
dad. Hearing that, I will go first.

Mike Edwards, Chairman of the Adult
Council.

I would like to place in nomination, Irene
Saucedo-Smith. Irene has been a board member since the
organizational meeting of the Foundation. Yesterday,
during the Foundation board meeting, we were treated
to a videotape of all these wizards sitting around the
table, exchanging ideas as to what the Foundation
should be, and I thought it was delightful that Irene
had brought her daughter to the meeting, and then I
realized that was Irene ten years ago. She still is as
tireless and energetic today. She chaired the
oversight committee for the Foundation, which keeps
the big thumb on Jim Hamilton for all that time, and
then keeps the thumb today on Brad Hays, and believe
me, knowing those two guys, that is a very large thumb
that needs to be kept in place.
In that role, Irene also serves on the Executive Committee of the Foundation, has been a tireless worker for the Foundation serving in various committees over that time, and I think her contribution is invaluable. And we would encourage you to retain her as a member of the board of the U.S. Soccer Foundation. Thank you.

(Applause.)

PRESIDENT CONTIGUGLIA: Thank you. Is there anyone that wants to make a seconding comment for Irene?

If not, I will go to Bill Goaziou.

MR. GOAZIOU: Mr. President, members of the board of delegates, I would like to place the name of Kevin Payne for reelection to the board of the United States Soccer Foundation. Kevin serves as Secretary, and he's on the Executive Committee. He does a yeoman's job. I have worked with him as a member of the Foundation board. He does a great job, and I would ask everybody to support his reelection to that position. Thank you, Mr. President.

(Applause.)

PRESIDENT CONTIGUGLIA: Anyone wish to second Kevin's nomination?

Are there any other nominations from the
floor? Amanda Cromwell.

MS. CROMWELL: Yes, I would like to
nominate Linda Hamilton. She's a former national team
player, coach of the Richmond Striker's Club, current
member of the Board of Directors, and currently on a
committee on the Soccer Foundation.

PRESIDENT CONTIGUGLIA: Anyone wish to have
seconding comments for Linda Hamilton? If not, are
there any other nominations?

MR. RAPAGLIA: Mr. Chairman, I don't even
know who is Linda Hamilton? Is she supposed to be
here?

PRESIDENT CONTIGUGLIA: She's here, and
what I'm going to do is give each candidate an
opportunity to present themselves to you. We have four
nominations. Is there anyone else? Any other
nominations from the floor? I don't think I need to
vote for that, if there's no other nominations.

There's four candidates, Charlie
Stillitano, Irene Saucedo-Smith, Kevin Payne and Linda
Hamilton. In that order, I will ask each candidate to
take the microphone and address the membership.

Charlie, are you here? Charlie
Stillitano? Is Charlie Stillitano here? Would
someone tell him he needs to get to the microphone?
He's coming. Charlie Stillitano, you have been nominated for the Foundation. Would you like to say a few words to the membership?

MR. STILLITANO: I guess I want to apologize first, for not being here in the Foundation. Was it a good speech? Thank you, Steve. I will get the notes later from that. I apologize. I was pulled out there.

It is ten years now since I have served this committee, and there have been so many wonderful times, and there was moments over the past few days where I said to myself, maybe it's time to move on. But coming here the past two days and spending time with really our constituents and the people here, I feel that it would be an honor for me to serve for another three years on this board; particular.

Thanks -- I want to thank Jim Hamilton and Brad Hays for making these days feel like they're very rewarding for us. So, thank you very much.

PRESIDENT CONTIGUGLIA: Thank you.

(Applause.)

PRESIDENT CONTIGUGLIA: Irene Saucedo-Smith? Irene?

MS. SAUCEDO-SMITH: Good morning. My name is Irene Saucedo-Smith. I have served you on the
Foundation since it first started. I would like to continue serving. I would like your vote. I think I do a good job -- I know I do a good job -- in trying to do what's best for soccer, so if you vote for me, I would really appreciate it. But then I also have to say, that if you don't vote for me, I do appreciate the time you have let me serve, and thank you very much.

(Applause.)

PRESIDENT CONTIGUGLIA: Kevin Payne.

MR. PAYNE: Good morning. Thanks, Bill, for nominating me. I have enjoyed my time involved with the Foundation, I have served for three years on the grants committee with Charlie, and the last six years as a member of the board, and as a member of the Executive Committee, as the Secretary. I've tried to work hard and honestly on behalf of the Foundation. I have certainly enjoyed my time. It's a very rewarding task for anybody who has the privilege to undertake it, and I hope that I will have an opportunity to continue to serve.

Thank you very much.

(Applause.)

PRESIDENT CONTIGUGLIA: Linda Hamilton.

And Linda, if you are over there, why don't you come
to this microphone, please?

MS. HAMILTON: Can I come to the one Kevin
spoke at?

PRESIDENT CONTIGUGLIA: Sure.

MS. HAMILTON: I can't believe the one that
asked who I am. I'm a little upset.

Those of you who don't know, I am Linda
Hamilton -- not to be confused with the actress -- I
know it's a tough one to get over. I played for the
U.S. National Team from 1987 through 1995, on two
world cups.

Now that I'm old and retired and have bad
knees, the thought to get back involved -- I think
athletes, in general, we've come up through this
program, and we are so grateful to what everybody has
done for us, and really, my goal is to give back, both
as a coach, as a player, as a leader, and I have
joined the U.S. Soccer Foundation recently, on one of
the development committees.

And the more I continue to get reinvolved
on the business side of this game, the more good I
feel I can do, so, that's why I would ask for your
vote to be on the Foundation.

And I appreciate all your support.

Thank you.
(Applause.)

PRESIDENT CONTIGUGLIA: We will vote.

Now, who is going to explain how the voting machines work?

MR. BENANZER: We're doing the non-cumulative voting. You can only vote for one individual one time. You can vote for up to three of these individuals. If you will put them up on the screen, you can -- apologize, Irene, we've got an E missing.

You can vote for one, two, three, or four. You can vote for three of those people. If you happen to press one of those more than once, it will cancel the vote. So, if you want all three of your votes to go to one of those individuals, just push that number one time.

If you want to have your votes split up between the three, you can press up to three. So do not press the same button more than once.

As you press your button, you will see it come on.

PRESIDENT CONTIGUGLIA: Excuse me, John. Please recorrect that, because if they press one three times, their vote would be cancelled
because you can't vote for the same person three
times.

MR. BENANZER: That's correct.

PRESIDENT CONTIGUGLIA: Because you had
said if you press it three times. Please correct that.

MR. BENANZER: I will repeat it.

You can only vote for one person one time.

If you press Number 1, more than once, it will not
count.

However, if you want to vote for three
individuals, you can vote for one, two, three, or one,
two, four, or one, you can vote for up to three
individuals. But if you want all of your votes to go
to one individual, push one time, and that's all you
need to vote.

MR. ASKINAS: John, do you have to point it
at the screen like a remote control?

MR. BLACK: Can we just get one
clarification? I'm sorry.

But if you vote one vote for one person,
and that's all you vote, you are not voting three
votes?

PRESIDENT CONTIGUGLIA: Correct.

MR. STRACHAN: If you press Number 1, the
light comes on, and the key pad says number 1, then
1 extinguishes. You press Number 1 again, that cancels
2 the first vote. If you press Number 1, again, and --
3 MR. BLACK: You have the ability to vote
4 for three individuals on the list. You may choose to
5 vote for one, two or three, or choose not to vote, or
6 choose to vote all your votes for one, which is the
7 same as abstaining.
8 MR. STRACHAN: If you press any button, one
9 through four, it will light up. Once that number
10 disappears, your vote has been submitted, you can
11 press another number. It lights up.
12 MR. BLACK: Let the games begin.
13 MR. STRACHAN: The bottom line is, if you
14 press the same number twice, it cancels out the first
15 number.
16 PRESIDENT CONTIGUGLIA: The point is that
17 you cannot vote for -- an individual may not vote for
18 the same person three times.
19 MR. BLACK: Exactly.
20 PRESIDENT CONTIGUGLIA: Got it.
21 MR. BENANZER: The explanation is if you
22 press Number 1, it will give them three votes; if you
23 press Number 2, it takes one vote away from that
24 person, and give them to whoever --
25 MR. BLACK: No.
UNIDENTIFIED SPEAKERS: No, no, no, no.

PRESIDENT CONTIGUGLIA: I'm sorry, I didn't hear.

MR. BLACK: Dr. Bob.

Since again, if you cast one vote, one more time, please don't anyone say anything or believe that three votes have been cast for anybody, because they have not.

UNIDENTIFIED SPEAKER: Correct.

MR. BLACK: You have no ability to cast three votes for a single person regardless of whatever, so, please, John, you can cast one vote, two votes or three votes.

PRESIDENT CONTIGUGLIA: For three different people.

MR. BLACK: That's all the ability we have to do to vote for up to three different individuals.

MR. BENANZER: Correct.

PRESIDENT CONTIGUGLIA: If you only want to vote for one individual, you vote once. If you want to vote for two individuals, you vote twice, two different buttons. If you want to vote three individuals, you press three different buttons. You cannot press the same button twice.

MR. STRACHAN: The way you do that is to
submit a vote, wait for that number to extinguish on
the key pad, submit another vote. So you have to wait
until that number disappears, submit another vote, and
you can do that three times.

PRESIDENT CONTIGUGLIA: I have a suggestion
that we do a test vote. Is that possible?

MR. BENANZER: Sure.

PRESIDENT CONTIGUGLIA: Okay.

UNIDENTIFIED SPEAKER: No, no, no, no.

PRESIDENT CONTIGUGLIA: Okay. Everyone is
comfortable with what we're doing. Let's go and vote.
If you press Number 1, you are voting for Charlie
Stillitano. If you press Number 2, you are voting for
Irene Saucedo-Smith. If you press Number 3, you are
voting for Kevin Payne. If you press Number 4, you are
voting Linda Hamilton. You may only press three --
choose three of those four.

MR. BLACK: And we have ensured that the
computer is set up to calculate it that way, and not
to, in any way, collect more than one time for anyone?

MR. BENANZER: Yes, we have, Bob.

PRESIDENT CONTIGUGLIA: Can I declare the
games beginning? Vote now.

MS. STROUP: Excuse me, Dr. Bob. Could
somebody press the box before --
PRESIDENT CONTIGUGLIA: I just voted. What happens is you press your number, it comes on, it flashes, it disappears, and then you press your next number; it comes on, flash, disappears, and then you can get the third number, okay?

We're in the process of voting.

MR. BUSCH: Mr. Chairman.

UNIDENTIFIED SPEAKER: We have a problem with one of the key pads not clearing.

PRESIDENT CONTIGUGLIA: We have a key pad not clearing.

MR. BENANZER: Bring the key pad. We have one.

PRESIDENT CONTIGUGLIA: Bring your key pad, down there.

MR. BENANZER: We closed it down. We will have to do a revote here in just a moment.

PRESIDENT CONTIGUGLIA: That was the practice run; is that what we're saying?

MR. BENANZER: That was definitely practice.

PRESIDENT CONTIGUGLIA: That was the practice run, okay.

MR. BENANZER: It looks like we have four key pads.
PRESIDENT CONTIGUGLIA: We have four disabled key pads. We have a trainer here to tape up these key pads and get them back on the field.

Now, what we will do, now that we’ve practiced, what we will do is count down to the vote. Everything has been reset, am I correct? Everything has been reset. We need to get our athletes back here and reseeded on the field of play. He's gotten his rubdown. He's ready to go.

MR. BENANZER: We've got the key pads prepared, and we're ready when you are.

PRESIDENT CONTIGUGLIA: Let's get those folks seated. There you go. Now, may I count down. 5, 4, 3, 2, 1, vote.

UNIDENTIFIED SPEAKER: I got another one not working again.

MR. BENANZER: The voting will stop in 3 --

PRESIDENT CONTIGUGLIA: Hold up. We have a couple of disabled. Everything is still active, so don't play -- if you voted already -- don't play with your key pads.

MR. BENANZER: There's no more key pad problems. The voting will stop in 3, 2, 1.

PRESIDENT CONTIGUGLIA: 3, 2, 1, stop. Vote is submitted. I do want to announce that tomorrow is
John Harkes' birthday.

(Applause.)

PRESIDENT CONTIGUGLIA: Happy birthday. He tells me he is 29.

MR. HARKES: Again.

PRESIDENT CONTIGUGLIA: Again.

MR. HARKES: Thank you.

PRESIDENT CONTIGUGLIA: Anyone else have a birthday that we can clap for? John Kerr had a birthday yesterday and he was 29 yesterday.

Very good.

MS. STROUP: I hope you will join me in congratulating Mavis Derflinger, who is going to be inducted into the CONCACAF Hall of Fame.

(Applause.)

PRESIDENT CONTIGUGLIA: We have the results up on the board. Your new members of your Foundation, continuing members, are Charlie Stillitano, Linda Hamilton and Kevin Payne. Congratulations to you.

Irene, thank you for your service.

The next item on the business agenda are proposed amendments to the Federation bylaws. I will ask MaryPat Bell to step forward.

MR. MONACO: Point of order, Mr. Chairman.

PRESIDENT CONTIGUGLIA: Larry, you had one
point of order today. That's enough. No more.

What is your point of order?

MR. MONACO: Under Section 3 of Bylaw 802, it says proposed amendments and recommendations of the Rules Committee shall be submitted in writing to each member of the council at least 30 days in advance.

My point of order is on today's basis, it was not submitted 30 days in advance, and it was not submitted in writing. Here's the package February 17th, which includes a disk, so none of the amendments are in order.

(Appause.)

PRESIDENT CONTIGUGLIA: Is your point that because it's on the disk, it's not in writing?

MR. MONACO: That's one of the two points. The first point is that it's on a disk, which is not in writing. Page 2, footnote, Page 2, Roberts Rules of Order footnote, but in any event, our bylaws say "in writing." That's not in writing. The disk is not in writing. And second, it was not, even if you construed it to be in writing, it's not 30 days. It was not put in the mail distribution system until February 17th. To be valid, it must have been put in the mail distribution system on February 6th.

PRESIDENT CONTIGUGLIA: Okay. What I will
do, I will.

UNIDENTIFIED SPEAKER: Can we move to waive that?

PRESIDENT CONTIGUGLIA: I will ask for a voice vote to waive that obligation and proceed.

UNIDENTIFIED SPEAKER: No, no, no.

MR. MONACO: Point of order, Mr. Chairman.

PRESIDENT CONTIGUGLIA: Larry, sit down, please. He has made his point. Let's let the parliamentarian decide what we want to do.

(Pause in proceedings.)

PRESIDENT CONTIGUGLIA: We have decided to waive that bylaw and not address it. We will take it off the agenda because of those protests, and we will, I'm told that stuff was mailed 29 to 28 days. It wasn't 30, so we will take that proposed amendment off of the agenda and deal with it at the next AGM.

The next item of business is -- how did we correct the language here? Affirmation of Board of Directors actions. I will ask for a motion to accept or affirm.

UNIDENTIFIED SPEAKER: So move.

PRESIDENT CONTIGUGLIA: Is there a second?

UNIDENTIFIED SPEAKER: Second.

PRESIDENT CONTIGUGLIA: Any discussion? It
appears not. We will affirm the actions of the Board
of Directors by unanimous consent.

I will ask for a motion to adjourn.

MR. GARBER: So move.

PRESIDENT CONTIGUGLIA: Unless there's a
comment, we are adjourned. We will move to the Good
of the Game. And I will ask, welcome anyone up to the
microphone to talk on behalf of the Good of the Game.

MR. FRISOLI: For the good of the game, I
would suggest that the next time we meet and they
serve coffee and rolls outside that they leave it
until the end of meeting instead of rushing it off to
get everybody in the room.

PRESIDENT CONTIGUGLIA: I'm sorry. I
couldn't understand your Boston accent.

MR. FRISOLI: I speak the King's English.

I make a suggestion that the next time we
meet, we serve a continental breakfast outside that
stays outside until the end of the meeting, in case
someone wants to go outside for a second cup of
coffee.

PRESIDENT CONTIGUGLIA: Other Good of the
Game comments over here.

MR. SULLIVAN: Aloha. I want to invite all
of you people to paradise. As you may know, it's the
second time, we are having the Veteran's Cup in
Hawaii. Last year we had 65 teams. We had parties at
the Royal Hawaiian under the stars. Everybody enjoyed
the 23 fields that we have, and our lighted stadium. I
also have a Boston accent, but I have been in Hawaii
for 47 years. We do invite you June 21st to, and 27th
to 23rd, for -- you can get eight days in Waikiki,
seven nights, if you have four to a room, you get a
free car, air fare included, for $650. That's on the
West Coast. Only 950 --

(Laughter.)

MR. SULLIVAN: Anyway, from New York, it's
only 950. Now, we are not only talking about bringing
a team -- if you want to come and play with a team, we
can do that -- but your friends or relatives who want
to come to Hawaii that don't have anything to do with
soccer, don't want to see a game, just want to come
out and enjoy with themselves or their families or
their girlfriends, whatever, that's $650 from the West
Coast, so you can find all of this information. We
have tournaments all year long you can come to. You
just go to -- remember this -- soccer, you all know
soccer -- Soccer Hawaii, which is your destination.
So, Soccer Hawaii, you will find out all about this.
Aloha, and see you there.
MR. PINORI: Peter Pinori from Eastern New York. I just want to say, welcome to New York on behalf of our President Peter Masotto from Eastern New York. I hope you all had a good time, and you had time to enjoy theaters, museums and restaurants. And since we're talking about Hawaii, maybe our next meeting will be in Hawaii. But since we're finishing earlier, if you guys can get a chance, please take a chance to see the island of Manhattan. It's a beautiful island. So welcome, and thank you very much.

MR. HAYS: I'm Brad Hays, the chairman of the Foundation. I just wanted to stand and, again with Dr. Bob thank Irene for her service on the Foundation board. She's done that at considerable personal sacrifice, and she's always the champion and the conscience of the Foundation that reminded us of everyone that's sitting right here, and how things impacted you.

Our minds might be globally looking at different things and Irene would always bring us down to the base level. How is this going to affect the state association in Missouri? She was a tireless -- and totally incapable of being intimidated -- voice for women on the board. When there was lots of noise
going one direction, Irene would stand by herself, sometimes, and, say wait a minute, this is not going to positively impact the cause of women in our sport. And I just hope all of you go around and thank her for the ten years of service as an extraordinary member of not only the board, but the Executive Committee of the Foundation.

Thank you, Irene.

(Appause.)

(Standing ovation.)

PRESIDENT CONTIGUGLIA: Jim Hamilton.

MR. HAMILTON: First I would like to echo what Brad said, but also, one of the members of the Region 4 group had some medical problems last night, and is in the hospital -- Barb Trainor from Arizona -- and I hope everybody keeps her in their prayers and best wishes. Arizona was not here today for that reason.

PRESIDENT CONTIGUGLIA: Barb had appendicitis, I believe, and I think surgery went well. Irene.

MS. SAUCEDO-SMITH: I'm sorry, I'm always so emotional. I hate to stand up here and cry. My dad said it was a sign of weakness.

I do want to thank you all. It's been
really a great experience and being on the
Foundation -- I used to be a state president, and of
course, I started out being a referee and a coach and
all of that. But I do think one of the problems we
have with our group is we can't seem to get along, and
we're all here for the same reason -- at least I
hope -- that we want soccer to keep growing, and we
have done such a great job up until now, even with the
obstacles that come about.

People know when I get up to talk, I get
very nervous, I'm horrible at public speaking, but I
do want to thank you. And I know the youth and the
amateurs really supported me, and that makes me feel
so good. I know that I did a good job.

And being on the Foundation, the people
that serve, it really, it was a very good experience,
and even though, at times, we disagree on different
things, I think that we got the right idea in trying
to go forward, and when I look at Alan Rothenberg --
who Alan, you know that I didn't vote for you when you
were running --

MR. ROTHENBERG: Nobody will claim it.

MS. SAUCEDO-SMITH: -- and that is one
thing, I will always try to be very honest. It's
easier.
Oh, if someone would smile and ask me for my vote, oh, yeah, right, and you're really not lying -- and no, if someone would ask me -- and I was going to steal somebody's Coke here because my mouth is getting so dry, they don't have water on the tables anymore -- but Alan Rothenberg, when he came on board, he did so much for the sport that even though in the beginning, I didn't seem to see that picture. And just different people who we might not feel the same way to begin with, that realize that they are moving us forward and taking us forward, and I do hope with the athletes and the pros and the youth and the amateurs, or adults, as we call them -- I thought we were all adults -- that we can put all these differences aside and try to move forward.

But thank you so much. And I don't mean to be crying, but I just wanted to have one word to let you know I have enjoyed this, and I do appreciate that you let me serve. Thank you.

(Appplause.)

PRESIDENT CONTIGUGLIA: Anyone else wish to make a comment before I recognize folks from up here? Kevin, then Sunil. Anyone else?

MR. PAYNE: Sorry, Bob, didn't mean to go out of order. I just wanted to say that for me, I have
really enjoyed this Annual General Meeting a great
deal, and it's been very encouraging for me. And I
know I have talked to a lot of the membership, and I
have heard the same thing. We seem to have better
lines of communication open now than maybe we have had
in some past AGMs, and I think there's been a lot more
discussion and frank and open discussion between
members of the various councils, and I think it's
very, very beneficial for the organization.

I also recognize as a practical matter,
this isn't, obviously, the largest AGM that we've had
in recent years in terms of attendance, and I know
that the youth, for instance, just had their mid
winter event just a few weeks ago. But I hope that
everybody who is here will go back and talk to their
constituent members and their colleagues and explain
that we maybe are entering into a new and more
constructive phase of communication and candor and
cooperation that will serve the game well for all of
us.

Thank you.

(Applause.)

MR. GULATI: Thanks, Bob.

First, thank you for your support today.

Two or three comments -- and I made some of these at
the board meeting -- and some of you who were at the board meetings know that we're engaged in a pretty broad-based study of our own membership as well as soccer participation in the country. And a number of you have asked for parts of that. We will get you parts of that in the next 60 days, it will be done, and frankly, it's the most comprehensive study we've done or anyone has done on our membership since we have been in existence. Demographics, reasons for playing, all those sorts of things -- age, profile, and a lot of what we saw early on -- reinforced what all of us thought to be the case, and we'll see where that is and where it's not.

Second, part of the reason for that study was a continuing effort that we have in terms of diversity. I think we will see some numbers in there that will make that even more important if we didn't already believe that, and that's certainly an important goal that I'm going to keep hammering at for the next few years. And lastly, which I have said, I guess, every time I have come to the microphone for the last 20 years or so, we have been successful. We need to keep getting better. We're not going to be in Athens with two teams, but with one team, and there's some great things going on. But unless we're winning
every medal, we can get better. Unless we can get
every kid the right place to play, we can get better,
and so on, so let's keep our eyes on the multiple
balls we're juggling. Thanks.

PRESIDENT CONTIGUGLIA: Anyone else wish to
make any comments?  Billy.

MR. GOAZIOU: First, I would like to say
thank you for allowing me to serve here for another
four years. I want to kind of echo a few things that
he said, and Kevin has said. I found this weekend to
be an enjoyable one in terms of sharing with the
athletes, the amateurs, the youth -- people working
together to try to have the same goals and objectives
and that's to have better players play for the United
States, and I think we just need to continue to do
that. To me, this was a very, very positive weekend in
terms of relationships being started, and last, but
not least, I want to say thank you to Irene. She and I
have become very, very dear friends, and I want to
thank you for what you have done for the Foundation.
Thank you.

(Applause.)

PRESIDENT CONTIGUGLIA: Peter.

MR. VERMES: I won't bore you.

I just want to say a quick note in regard
to the athletes.

I've had a chance to speak with different councils, so have a lot of the other athletes. Whatever has happened in the past, in regards to the athletes not being available -- I think I have sent this out to most of you -- but to those of you who haven't heard this, we, as the athletes, would like to just say that we are in a position where we are very approachable. Issues that come up in the future, we want to be kept in the loop on, and you need to invite us into sessions where you are discussing certain matters, so that we have a chance to make informed decisions on those things.

We're becoming more proactive as time goes on, and as I stated yesterday in a couple of meetings, that unfortunately, what happens is that a lot of the people in this room view the athletes as professional players. But that's because when we retire, that's usually where we, what we leave from.

Realistically, we all started out as rec players one day, and we went through the system, in which all of you are here, committed and loyal to and trying to put the best opportunities out for kids and playing the game. And you have to understand, from our point of view, we're all about the players. And
we have a premise from which we make our decisions on, and it's pretty simple: If there's something that comes up that is helping players play the game, we are for it. If it's something that's going to restrict players from playing the game, we're against it. It's a pretty simple thing.

Our line of communication, I believe, is extremely open with our group. I don't want it to be just with myself, since I'm the new elected chairman of our council. I think it has to be with all 20 members, because it will give us an opportunity again to make more informed decisions.

Know that that opportunity is there. We are very approachable. At the same time, there's going to be times that we will disagree, but I think it's because that we all have different opinions, but I also think there's got to be a level of respect between all of us. I have been in meetings here for a number of years now, and there's been hand grenades thrown across this room many times by different groups. It's unproductive. It's the wrong thing to take place in this environment, and different people have their own perspectives. And remember, you don't always know what's going on behind the scenes, just as when we get in a meeting ourselves, we discuss issues.
A lot of people think we don't do that, but we do. We may not make the best decision. We're going to make mistakes. We'll accept that. We did the same thing when we were players at the highest level. We made mistakes on the field, and we suffered those consequences, but we came back the next week, and we had another game and we tried to perform to the best of our ability. I hope this group is always thinking in that respect, especially because we're all here for one reason. It's because of players. If there wasn't players out there, we wouldn't be in this room -- the bottom line. I don't mean to lecture anybody. I'm not talking down to anybody by any means, because I have the utmost respect for all of you, because you are volunteers, and you have done a great job for this game. We are where we are today because of you, and because of people in the past who have just put a tremendous amount of effort into this game, and that's fantastic.

But again, we have to be willing to approach each other and have an open dialogue. And I believe that's how we will move forward. I thank you for your time, and I hope this game will progress forward because of great efforts of the people in this room.
Thank you.

(Applause.)

PRESIDENT CONTIGUGLIA: Steve Flamhaft.

MR. FLAMHAFT: I would like to address Larry Monaco's actions. As a lawyer, I think I understand the adherence to strict interpretation of statutes; however, when you read the commentaries on why statutes are passed and what the legislature had in mind when they passed the statute, there are reasons for the passage of certain statutes, and that's called spirit of the statute. I think that was violated today by Larry, by his position, in not allowing those proposed amendments to go forward on a strict interpretation of one or two days that we were missing.

PRESIDENT CONTIGUGLIA: Don Garber.

MR. GARBER: Thanks, Dr. Bob. I want to first thank the folks from Eastern New York for hosting all of us here during the AGM. I also want to thank and really congratulate Dr. Bob and Dan and the guys at the federation. Our federation is more professional and better well run than it's ever been in the past, and I think the concept of inclusion is something that all of us are beginning to feel more and more, and I think that's because of the people
that are running our Federation.

I also want to thank and really express the appreciation of everyone in our league for the support of everyone in the soccer community for our league, for our teams, and for helping us to grow professional soccer in the United States, and to help us be more competitive as a professional soccer league here against the other leagues, and to be able to stand toe to toe at some point with the other professional leagues across the world.

You are responsible for creating the athletes that are here today and taking an active role in helping to make this Federation and make our country, a bigger and better, more powerful soccer nation. We ask that when you are dealing with those young kids to help turn them from participants into fans, to help them to understand the experience and the joy and the passion of cheering for a player, of cheering for a team, of waving a flag, of tooting a horn, of aspiring to be a great player in our great country, so thanks for your support. We really do appreciate it.

(Applause.)

MR. BOUDA: John Bouda, referee director.

I want to thank all the states for their
help in making what FIFA considers one of the finest
referee programs in the world. I also want to say that
the goal for the national program for referee national
development is to get a United States referee in every
third-place match around the world, and this is
because we want our men's and women's national teams
to be playing in the finals.

Also, an AGM couldn't go by with me not
saying, please have a safe, fair, fun game of soccer.

PRESIDENT CONTIGUGLIA: Thanks, John.

(Applause.)

PRESIDENT CONTIGUGLIA: John, of course,
reelected to our Board of Directors. He has been an
incredible asset, not only for his analysis of things,
and representing the referees, but for his dedication
and fun and considering the game as fun and reminding
us why we're all here. It's definitely appreciated,

MR. BLACK: I promise to be brief.

PRESIDENT CONTIGUGLIA: That's not
possible. A brief statement by Bob Black.

MR. BLACK: However, I just want to reflect
on a couple of items. A great deal of pride too in
the fact that, I too tomorrow will be 29. I share a
birthday with John Harkes.
MR. HARKES: Bob, I love you.

MR. BLACK: Both of us had some incredible contentious times in our early years and it will probably continue, too.

UNIDENTIFIED SPEAKER: Brief.

MR. BLACK: However if you look around this room, and this room is made up, this organization is made up of the past, the present, we are all looking for the future. Most of the time, the future isn't brought here with us, because it's left at home, whether it's kids who don't have players to play with.

Those of us from the past need to make sure we're tuned to getting into the future and helping be part of that future. Those that are from the present need to not discount some of the knowledge from the past -- not saying you have to take it at face value, but at least consider it.

And if you are from the past, understand that whether the present and the future is listening to you or not doesn't mean they have to do every part of it to be right.

Together, this organization is going to go much farther than it has already gone, and it's made some incredible leaps. This is my 21st consecutive one of these meetings. I don't say that to be brave or
something, because I look around this room, and my
God, Sal has doubled that.

And I will close by saying this is far
better than my last experience in this room, when a
former actress who was really, really looked at as
being, you know, really pro soccer for the moment --
pro soccer lasted for, I think, one night, when she
butchered Dr. Havelange's name and our president's
name a couple of times -- but God bless her, once in
awhile, "I do dream of Jeannie."

Thank you.

(Applause.)

PRESIDENT CONTIGUGLIA: Anyone else wish to
make any comments? Marge?

MS. MADRIAGO: We did not do a Werner
Fricker Award for this meeting. You will be receiving
something in the near future about that. I want to
bring your attention to it, and please give it some
considerable thought and get out nominations for those
deserving people. Thank you.

PRESIDENT CONTIGUGLIA: Anyone else want to
make a comment?

First, I want to thank Eastern New York,
Youth and Amateur Soccer for hosting us; Don Garber,
for hosting the reception, Nike. It's always fun to
I come to New York.

I spent the weekend listening, and it's been a great experience for me sitting down with many of you individually, and one-on-one and listening to your thoughts. And there's no question that the comments that were made tonight about us moving in a direction of working together and the commitment to doing that are there.

If we continue to follow what we're saying and keep doing that, our organization is going to continue to grow and prosper with all of you. You are the ones that have made this game develop throughout this country. You are the ones who have provided the programs for the kids. You are our foundation, and we thank you all for what you do for the game and all for you what you do throughout your lives.

Enjoy yourselves. The meeting is adjourned.

(Adjourned at 9:45 a.m.)
REPORTER'S CERTIFICATE.

I, DEBRA K. RESLING, Registered Merit Reporter, appointed to take the meetings of the United States Soccer Federation, do certify that the within proceedings of the Annual General Meeting meeting were taken by me stenographically at the New York Hilton, New York City, NY, on March 7, 2004 then reduced to typewritten form consisting of 78 pages herein; that the foregoing is a true transcript of the proceedings had.

I further certify that I am not related to any party herein or their Counsel, and have no interest in the result of this litigation.

In witness hereof I have hereunto set my hand this 22nd day of March, 2004.

______________________________
Debra K. Resling, CSR, CRR
Registered Merit Reporter
and Notary Public.
18 E. Fountain
Colorado Springs, CO  80903

My commission expires February 25, 2005