

**APFA  
SPECIAL BOARD OF DIRECTORS MEETING  
FEBRUARY 11 – 12, 2003**

Y = Yes  
N = No  
P = Pass  
A = Abstain  
N/A = Absent  
PXY = Proxy Vote

**Resolution Tally Sheet**

		Y	N	P	A	N/A		
<b>Resolution:</b>	#3	BOS	Carrigan	•				
<b>Maker:</b>	Ward	BOSI	McCauley	•				
<b>Second:</b>	Trautman	DCA	Valenta	•				
<b>Date:</b>	2/12/03	DCAI	DeSantis VC	•				
<b>Time:</b>	1207	DFW	O'Kelley	•				
		IDF	Watson	•				
		JFK	Nasca	•				
		LAX	Nikides	•				
		LAXI	Mitchell	•				
		LGA	Hodgson VC	•				
		MIA	Washbish	•				
		IMA	Trautman	•				
		ORD	Mallon	•				
		IOR	Moehring	•				
		RDUI	Turley	•				
		SFO	Syracuse	•				
		SFOI	LeWinter	•				
		STL	Bertolini (V. Chair)	•				
		PRES	Ward (Tie Breaker)					

**YES: 18      NO:      ABSTAIN:      ABSENT:**  
**STATUS: PASSED (•)      FAILED ( )      TABLED ( )      WITHDRAWN ( )**

**WHEREAS**, in December 2002, the Company publicly announced that it was experiencing financial difficulties and requested that APFA agree to forgo the 3% pay increase scheduled to become effective January 1, 2003 and the premium pay increase scheduled to become effective July 1, 2003, and, at the same time, indicated it intended to seek broader relief from APFA; and,

**WHEREAS**, APFA determined that the interests of the American and TWA-LLC flight attendants would be best served by conducting a detailed financial review of the Company's financial and related information and retained the services of a financial advisor to conduct such financial review and, upon completion of such review, to provide an analysis to APFA; and,

**WHEREAS**, while APFA's financial review was being conducted, the Company further publicly announced that, in light of its financial situation, it required that the employees of American and TWA-LLC agree to a "permanent annual" reduction in labor costs of \$1.8 billion, including \$340 million in "annual permanent" reductions by the APFA-represented flight attendants; and,

**WHEREAS**, representatives of APFA, including its National Officers, its financial advisor, and others have participated in a series of meetings with the Company related to the Company's demand for financial relief; and,

**WHEREAS**, the APFA Negotiating Committee has met to give preliminary consideration to issues presented by the Company's announced financial situation and its request for relief; and,

**WHEREAS**, the APFA Board of Directors has met in special session in which it has received a thorough briefing and analysis from APFA's financial and legal advisors and a presentation from the APFA Negotiating Committee; and,

**WHEREAS**, the Board of Directors recognizes the importance of doing everything possible to protect the significant improvements in terms and conditions of employment contained in the current collective bargaining agreement and that this industry-leading contract was obtained only through the hard work, support and perseverance of the APFA leadership and representatives and, most importantly, of the APFA membership; and,

**WHEREAS**, APFA is committed to the survival of the Company and recognizes the importance to the membership of taking appropriate steps to ensure that the Company is a viable and successful entity which, at the same time, respects the needs and legitimate rights and expectations of its employees and specifically of the American and TWA-LLC flight attendants; and,

**WHEREAS**, in light of the Company's more recent demands for substantial relief, there is no longer any need or purpose for responding to the Company's specific December 2002 request that APFA agree to forgo the January 1, 2003 3% increase or the July 1, 2003 premium pay increase, and, instead, APFA must focus on the broader requests for relief that the Company has presented; and

**WHEREAS**, APFA has determined that the interests of the American and TWA-LLC flight attendants would be best served by pursuing a comprehensive, multi-faceted approach to addressing the important issues presented by the Company's financial situation and request for relief.

**THEREFORE BE IT RESOLVED**, that the APFA Board of Directors adopts a comprehensive, multi-faceted plan of action that includes the following basic principles:

1. APFA should be prepared to address and promptly respond to all contingencies that may arise.
2. APFA will continue to actively monitor American's financial situation and related relevant information and will base its actions upon the best and most current information available.
3. If the need for relief is demonstrated to APFA's satisfaction, the relief to be provided will be designed to address, and will be limited in scope and duration to meet, the specific demonstrated need for relief. Every effort will be made to preserve to the maximum extent possible existing terms and conditions of employment.
4. If relief is provided, pre-relief conditions must be restored as soon as there is no longer a demonstrated need for relief.

5. APFA will seek to obtain appropriate protections and relief from the Company in the event APFA determines to provide any relief to the Company.
6. Membership involvement will be a critical part of APFA's plan of action. The membership will be kept fully informed of pertinent developments, membership input will be solicited, and membership participation will be welcomed and actively encouraged.
7. APFA recognizes the importance of coordinated, consistent efforts with its Union Coalition partners and will make every effort to facilitate and encourage such coordinated efforts.

**BE IT FURTHER RESOLVED**, that the Negotiating Committee, under the direction of the APFA President, is directed to take all necessary action, including a thorough review of the collective bargaining agreement, to be able to expeditiously address varying contingencies; and,

**BE IT FURTHER RESOLVED**, the Board of Directors reaffirms that, if it is determined at some subsequent time, based on a thorough review of the most up-to-date information, it is necessary and in the best interests of the American and TWA-LLC flight attendants to provide certain relief to the Company, it will not provide such relief without first obtaining the approval of the APFA membership.