

**APFA  
BOARD OF DIRECTORS TELECONFERENCE  
APRIL 15, 2003**

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

**Resolution Tally Sheet**

**Resolution: #1**  
**Maker: Ward**  
**Second: Bott**  
**Date: 4/15/03**  
**Time: 1432**

		Y	N	P	A	N/A
BOS	Carrigan	•				
BOSI	McCauley	•				
DCA	Weston		•			
DCAI	Horan	•				
DFW	O'Kelley	•				
IDF	Walker (V. Chair)		•			
JFK	Nasca	•				
LAX	Nikides		•			
LAXI	Mitchell	•				
LGA	Edwards	•				
MIA	Washbish	•				
IMA	Trautman		•			
ORD	Mallon	•				
IOR	Moehring	•				
RDUI	Turley	•				
SFO	Syracuse	•				
SFOI	LeWinter	•				
STL	Cooper		•			
PRES	Ward (Tie Breaker)					

**YES: 13      NO: 5      ABSTAIN:      ABSENT:**  
**STATUS: PASSED (√)      FAILED ( )      TABLED ( )      WITHDRAWN ( )**

**WHEREAS**, the APFA Board of Directors resolved to take all necessary action to expeditiously address the Company's financial situation, while protecting the best interests of the APFA-represented flight attendants; and

**WHEREAS**, the Board of Directors directed the President and the Negotiating Team to take actions needed to reach a negotiated agreement with American Airlines to best protect the interests of APFA-represented flight attendants under the circumstances presented; and

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**WHEREAS**, the President and the Negotiating Team, in compliance with the directive of the Board of Directors, vigorously attempted to secure the best agreement that could be reached under the circumstances, given the serious, substantial threat of an imminent bankruptcy filing by the Company; and

**WHEREAS**, an agreement proposed by the Company was presented to the Negotiating Team which the Negotiating Team believed was the best proposal that could be obtained under the circumstances and taking into consideration the serious, substantial threat of an imminent bankruptcy filing; and

**WHEREAS**, the APFA Executive Committee determined that, under the circumstances presented and taking into consideration the serious, substantial threat of an imminent bankruptcy filing, the agreement proposed by the Company was the best proposal that could be obtained, that if agreements were not ratified by the Company's employees, there was a great likelihood that the Company would promptly file a bankruptcy petition and that, in the event of such a filing, there was a strong likelihood that the APFA-represented flight attendants would suffer a reduction in wages and working conditions which exceeded those provided under the Company proposal presented to the Executive Committee for its considerations, and therefore approved the Company proposal and directed that it be submitted immediately to the APFA membership for its approval; and

**WHEREAS**, the Board of Directors previously had determined, taking into account the extreme circumstances presented, the threat of an imminent bankruptcy and the deadlines set by the Company, that the balloting of the membership should be conducted on a highly expedited basis over a 15-day period of time by telephonic voting;

**WHEREAS**, due to continued obstacles presented by the Company, actual contract language for the proposed modifications to the Collective Bargaining Agreement which was the subject of the ratification vote was not finally agreed to until several days after the balloting period had commenced; and

**WHEREAS**, during the course of the balloting period, additional agreements were reached between the Company and APFA while the balloting was proceeding, including as recently as 8 p.m. on April 14 – just hours before the conclusion of the balloting period -- which provided for a shorter duration for the contractual changes, the early reopening of negotiations, the possibility of additional wage increases during the term of the agreement, and a shortening of the period for provision of all stock options, and other developments occurred at other carriers during the balloting period, all of which could have impacted the voting if additional time was available for consideration by the flight attendants; and

**WHEREAS**, due to difficulties in the balloting process conducted by an outside, neutral agency, a number of flight attendants reported that they were unable to cast votes and/or extensive difficulties and confusion encountered with the voting process; and

**WHEREAS**, the APFA membership has voted to reject the Company proposal by a very slim margin; and

**WHEREAS**, following the announcement of the ratification vote of APFA, there remains a high likelihood of an imminent bankruptcy filing by the Company; and

**WHEREAS**, in light of the slim margin of the vote the Company has indicated that it would defer a bankruptcy filing pending an extension of the APFA voting period until 5 p.m. Central Daylight time on April 16, 2003; and

**WHEREAS**, the Board of Directors has determined, as did the Executive Committee previously, that in the event of a bankruptcy filing, there is a strong likelihood that the APFA-represented flight attendants will suffer a reduction in wages and working conditions which exceeds those provided under the Company proposal that has been presented to the membership for a ratification vote; and

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**WHEREAS**, the Board of Directors has determined that the best interests of the flight attendants will continue to be served by taking all necessary action to avoid a bankruptcy filing if possible, and that this can best be accomplished under the present circumstances and in light of the intervening events noted above, by permitting flight attendants a further opportunity to vote and/or to change their votes if they so desire on the Company proposal; and

**WHEREAS**, the Board of Directors believes that the time period for extension of the voting period to which the Company has consented is shorter than desired, but further believes that, under the circumstances, it is important that flight attendants be given the opportunity to cast further votes or to change their votes if that is their desire.

**THEREFORE BE IT RESOLVED**, that the ratification voting period for APFA members will be extended until 5 pm Central Daylight Time on April 16 during which time members will be permitted to cast or change votes if they so desire, and the Board of Directors directs the National Balloting Committee to make arrangements with the American Arbitration Association to provide for resumption of telephonic balloting to commence immediately with APFA members provided the option of changing votes previously cast if they so desire.