

# EXHIBIT D



# **BPR Meeting 88**

## **January 2, 2013**



## Communications Committee

December 30, 2012

### Special BPR Meeting Notice

In accordance with the USAPA Constitution & Bylaws Article V Section 3 and USAPA UOM Section 3 Paragraph II.a.1 President Gary Hummel is calling a Special Meeting of the Board of Pilot Representatives to commence at 1400 on Wednesday January 2, 2013 and adjourn on Thursday January 3, 2013 or at the conclusion of business. This special meeting will be held in the USAPA Offices.

The agenda for this meeting is an update by the Negotiating Advisory Committee on the status of the MOU. It is expected that most of this meeting will be conducted in closed session.

USAPA Communications

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USAPA001120

**US Airline Pilots Association  
Board of Pilot Representatives Special Meeting  
January 02, 2013**

1424 Gary Hummel calls the meeting to order. Also present:, Vice President Steve Bradford, Secretary Treasurer Rob Streble, Communications Committee James Ray, Communications Committee Chris Fillar, Attorney Pat Szymanski, Merger Committee Jess Pauley, Merger Committee Wayne Siemer, Merger Committee Kevin Barry, Negotiating Committee Chairman Dean Colello, Negotiating Committee John Owens, Negotiating Committee Ken Holmes, Negotiating Committee Rocky Calveri

**Roll Call:**

CLT – McKee, Crimi, Ingram  
DCA – Stein, Dugstad  
PHL – Szpyrka (DDR Martin), Jamie Weidner, Gillies (DDR DiOrio)  
PHX – Scherff, Simmons, Velez (DDR Fergusson)

1427 **MOTION** to approve the Agenda

Scherff/Simmons

1428 **MOTION** to Amend the agenda to add a discussion on the Giordano, Halleran & Ciesla, P.C.'s Mergers and Acquisitions ("M&A") Practice Group or other appropriate resources

Crimi/DiOrio                      Motion Passes

FOR: McKee, Crimi, Ingram, Stein, Martin, Weidner, DiOrio, Martin

AGAINST: Dugstad, Scherff, Simmons, Ferguson

1443 Vote on the Main Motion to approve the Agenda

Passes Unanimously

1444 Members in Good Standing address the Board

1500 **MOTION** Closed session

Simmons/Dugstad                      Passes Unanimously

1920 Recessed until 0900

**DAY 2**

**January 3, 2013**

0900 Gary Hummel calls the meeting to order. Also present:, Vice President Steve Bradford, Communications Committee James Ray, Communications Committee Chris Fillar, Attorney Pat Szymanski, Merger Committee Jess Pauley, Merger Committee Wayne Siemer, Merger Committee Kevin Barry, Negotiating Committee Chairman Dean Colello, Negotiating Committee John Owens, Negotiating Committee Ken Holmes, Negotiating Committee Rocky Calveri, APA Negotiating Chairman Neil Roghair

**Roll Call:**

CLT – McKee, Crimi, Ingram  
DCA – Stein, Dugstad  
PHL – Szpyrka (DDR Martin), Jamie Weidner, Gillies (DDR DiOrio)  
PHX – Scherff, Simmons, Velez (DDR Fergusson)

The closed session continued from the previous day

1905 Recess until 0800

**Day 3**

**January 4, 2013**

0800 Gary Hummel calls the meeting to order. Also present: Vice President Steve Bradford, Secretary Treasurer Rob Streble, Communications Committee James Ray, Attorney Pat Szymanski, Merger Committee Jess Pauley, Merger Committee Wayne Siemer, Merger Committee Kevin Barry, Negotiating Committee Chairman Dean Colello, Negotiating Committee John Owens, Negotiating Committee Ken Holmes, Negotiating Committee Rocky Calveri

**Roll Call:**

CLT – McKee, Crimi, Ingram  
DCA – Stein, Dugstad  
PHL – Szpyrka (DDR Martin), Jamie Weidner, Gillies (DDR DiOrio)  
PHX – Scherff, Simmons, Velez (DDR Fergusson)

The meeting continued in closed session.

The Board voted on the following resolution after coming out of closed session.

**AI 13-01 Membership ratification of the MOU**

**WHEREAS**, USAPA has been engaged in negotiations with US Airways and other parties related to a possible merger between US Airways and American Airlines which would create a New American Airlines, and

**WHEREAS**, The Board of Pilot Representatives has reviewed the terms and conditions of the tentative MOU reached between USAPA, US Airways, AMR, and APA which will afford an opportunity to aid in the creation of the New American Airlines and has debated the merits and deficiencies that we believe it contains, and

**WHEREAS**, While members of the Board of Pilot Representatives all have individual concerns with specific details of the MOU but believe that due to the unique considerations and opportunities that this potential merger affords our pilots that the ultimate decision should rest with our membership,

**THEREFORE BE IT RESOLVED** That the BPR accepts the MOU as presented, and

**BE IT FURTHER RESOLVED** That the BPR directs the President and Officers to allow for the membership of USAPA to participate in the ratification process and to begin balloting in compliance with the USAPA Constitution and By-Laws as soon as possible, and

**BE IT FURTHER RESOLVED** That the Board directs the President and Officers to coordinate with the NAC and Communications Committee to engage in a thorough and complete education process through road shows, meetings and web content providing the potential benefits and detriments that adopting this MOU would have on their future careers if a merger occurs, and

**BE IT FURTHER RESOLVED** That the ratification ballot be accompanied by a BPR voting recommendation to Approve in accord with the requirements of Paragraph 18.b(ii) of the MOU and Article V.A.2 of the USAPA Constitution and By Laws, and.

**BE IT FINALLY RESOLVED THAT** the Officers will release this resolution, the vote count and any supporting documentation at the appropriate time as permitted by the NDA.

Dugstad/Scherff

Motion Passes Unanimously

1230 Meeting Adjourned