

## APCO International – Special Board of Directors Meeting

Teleconference

February 15, 2013

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### Call to Order

President Terry Hall *called* the meeting to order at 4:04 pm EST.

In attendance:

Name	Title	Present	Absent
Terry Hall	President	x	
Gigi Smith	First Vice President	x	
John Wright	Second Vice President	x	
Gregg Riddle	Immediate Past President		x
Derek K. Poarch	Ex-Officio / Executive Director	x	
David W. Clemons	East Coast Regional Representative	x	
James J. McFarland	East Coast Regional Representative	x	
Matthew J. Stillwell	Gulf Coast Regional Representative	x	
Julie J. Righter	North Central Regional Representative	x	
Robin Tieman	North Central Regional Representative	x	
Peggy Fouts	Western Regional Representative	x	
Kimberly Burdick	Western Regional Representative	x	
Donald Whitney	Commercial Advisory Council (CAC)	x	

The purpose of this special meeting is to review, pursuant to 11.1 of the Bylaws, the performance of the executive director.

Gulf Coast Regional Representative Matt Stillwell *motioned* that the Board move into Executive Session to discuss this sensitive personnel matter. CAC Representative Don Whitney *seconded* the motion. A verbal vote was taken and the *motion passed without opposition*.

The Executive Session commenced at 4:07 pm EST.

Following the conclusion of discussion, East Coast Regional Representative Dave Clemons *motioned* that the Board move out of Executive Session. Western Regional Representative Kimberly Burdick *seconded* the motion. A verbal vote was taken and the *motion passed without opposition*.

The Executive Session concluded at 4:20 pm EST.

For the record, East Coast Regional Representative Dave Clemons *motioned* for Board ratification of the following amendments to the executive director's contract:

1. That the current contract with the Executive Director be set to expire on March 31, 2014 rather than November 14, 2014.

2. In the event that the contract is terminated prior to March 31, 2014 by either party for any reason including resignation, the executive director will be paid a net sum of \$8000.00 to defray costs associated with his prematurely terminating a housing lease.

CAC Representative Don Whitney *seconded* the motion. A verbal vote was taken and the *motion passed without opposition.*

East Coast Regional Representative JJ McFarland *motioned* to adjourn the meeting. Second Vice President John Wright *seconded* the motion.

The meeting adjourned at 4:23 pm.

Respectfully submitted,  
Derek K. Poarch  
Executive Director

The Board of Directors meeting agenda will be part and parcel of the formal record of the business of APCO International, Inc., and will be retained at APCO International headquarters.