

REPORT TO THE NOMINATIONS COMMITTEE

September 2013

The Board approved the establishment of a Nominations Committee at its February 15, 2012 Meeting (Resolution No. 12-6 attached). The Nominations Committee is responsible for reporting Board nominations of one or more candidates for offices subject to the election (Chairman, Vice Chairman and Secretary). In the absence of volunteers, the Committee would be responsible for finding candidates. The Committee can make any recommendation it chooses on the basis of any internal process it chooses. Meetings of the Committee will be set by the Committee Chairman, and the Committee is expected to report to the Board before the November 13 Annual Meeting. The Committee is comprised of four Members which can either be the senior Member from each jurisdiction appointing Members to the Authority or the Members from each jurisdiction could agree to another candidate to serve on the Committee. Presently, the Members of the Nominations Committee are Directors Carter, Conner, Hall and Wells. The Committee will report Board nominations of one or more candidates for offices subject to the election at the Annual Board of Directors Meeting on November 13. While the Committee will produce a slate of candidates, nominations from the floor for all offices will be in order at the November 13 Meeting.

The proposed schedule for the Nominations Committee is as follows:

- Confirm Committee Membership and elect Committee Chairman at first meeting (Wednesday, September 18)
- Distribute correspondence that candidates wishing to serve as Officers or Members intending to advance a candidate would be expected to notify the Committee (in writing) through any of its members no later than Friday, October 11 (Wednesday, September 18)
- Finalize a list of the Committee's candidates to be advanced as officers and inform the entire Board of the Committee's candidates (no later than Friday, November 8)

Prepared by the Board Office
September 2013



RESOLUTION NO. 12-6

Establishing the Nominations Committee

WHEREAS, The Board of Directors has concluded that a Nominations Committee will improve the dynamic of its annual election of officers;

WHEREAS, The structure of a Nominations Committee has been discussed at length in meetings of the Executive and Governance Committee and at a Board Retreat;

WHEREAS, By its nature, a Nominations Committee should not be established and appointed by the Chairman, as all other Committees are under the By-laws; and

WHEREAS, The Executive and Governance Committee has reached consensus on the terms, now, therefore, be it

RESOLVED, That the Nominations Committee is hereby established, consisting of four members, each of whom shall be the senior member of each group of Members appointed by the same officer;

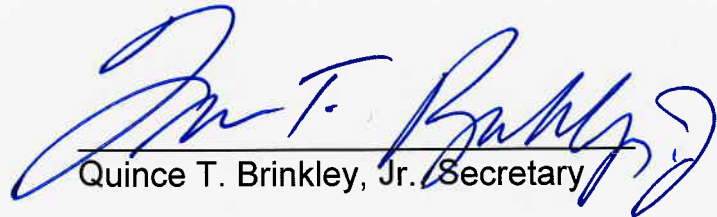
2. That the Committee shall elect a chairman, at whose call the Committee shall meet;

3. That candidates wishing to serve as Officers of the Authority, or Members intending to advance a candidate, shall so notify any member of the Committee;

4. That the Committee shall report to the Board nominations of one or more candidates for offices subject to election at the Annual Meeting; and

5. That the Committee shall comply with applicable provisions of the By-laws that are not inconsistent with this Resolution.

Adopted February 15, 2012


Quince T. Brinkley, Jr. Secretary