



## **MINUTES**

### **CEO Evaluation Committee Meeting JAA Administration Bldg. 3<sup>rd</sup> Floor Ed Austin Board Room Wednesday September 17, 2025/8:00am**

Committee Chair Fernando Acosta-Rua called the September 17, 2025 CEO Evaluation Committee meeting to order at 8:00am. The following committee members attended in person at the call to order:

Mr. Fernando Acosta-Rua, Chair  
Mr. David Hodges, Jr., Member  
*(Mr. Andy Hofheimer, Member, attended via phone)*

Non-Committee board member attending in person:  
Dr. Solomon Brotman  
*(Mrs. Michelle Barnett, Non-Committee board member, attended via phone)*

Also in attendance at the order call were:  
Mr. Mark VanLoh, JAA Chief Executive Officer  
Mr. Devin Reed, JAA Chief Compliance Officer  
Mr. Michael May, JAA Vice President Human Resources  
Ms. Melissa Marcha-Lee, JAA Sr. Executive Assistant to CEO/Board Recording Secretary

Committee Chair Acosta-Rua welcomed everyone to the meeting, acknowledged member Hofheimer attending via phone, acknowledged non-committee board attendance both in person and via phone, and advised that a voting quorum was in place

Comm. Chair Acosta-Rua called for any public comment, hearing none he moved to the next agenda item.

Comm. Chair Acosta-Rua advised that the reason for the meeting was to discuss the FY2025 CEO final goals status report memorandum that had been sent to the committee members/board by CEO VanLoh, and to evaluate his performance. Comm. Chair Acosta-Rua called upon CEO VanLoh to review the memorandum with the committee and he answered all their questions. He stated that he was extremely proud of the team's handling of the fire event as well as their handling of the major construction projects, the tariffs, etc., all while keeping passenger satisfaction at a very high level.

Comm. Chair Acosta-Rua then asked the committee members for their comments on the goals final status report, advising that comments need to be based on the current goals that were put



in place in January 2025. Comm. Chair Acosta-Rua advised that he believes it has been a fantastic year, but recognized there are challenges with City Council that need to be addressed. Comm. Member Hodges concurred about the year, saying passenger, employee satisfaction and financial levels were great and congratulated CEO VanLoh – he agreed that we have issues with City Council that have to be dealt with, advising that relationships matter. Member Hofheimer advised that he wants to work closely with the team on maintenance issues which should be a part of the goals.

Comm. Chair Acosta-Rua thanked Mr. VanLoh for the discussion and excused him from the room.

Comm. Chair Acosta-Rua asked if there were any further comments from committee members regarding CEO VanLoh's performance and hearing none, he proceeded to rating his performance against current goals. Comm. Chair Acosta-Rua discussed the top three goals being financial, passenger satisfaction and community engagement, weighted as 50%, 25% and 25%, respectively, as he recalled. The committee felt that CEO VanLoh hit every metric in the financial goal and the rating was excellent, and he was rated excellent in the passenger satisfaction goal as well, but he missed opportunities in the community engagement goal, he could have been more proactive, and he was rated very good.

The committee determined that based on the performance ratings, CEO VanLoh should be awarded an incentive payment equaling 93.75% of the 25% maximum allowed bonus of salary, calculated as \$90,528. Comm. Chair Acosta-Rua asked the members for any additional comments. Mr. Hofheimer advised that he has a good relationship with the Mayor's office and CEO VanLoh must work on improving his relationship with Mayor as well, and City Council. Non-comm. member Barnett asked to speak and Comm. Chair Acosta-Rua called on her. She shared that in her opinion, City Council doesn't know how we operate and suggested that she feels it would help with community engagement if board members would talk with City Council persons and educate them about who JAA is and what we do.

Hearing no further comments regarding the review and bonus pieces, Comm. Chair Acosta-Rua requested that Ms. Marcha-Lee ask CEO VanLoh to return to the board room.

Comm. Chair Acosta-Rua welcomed CEO VanLoh back to the meeting and shared the committee's discussion on his performance and the decision regarding his bonus. Mr. VanLoh thanked the committee for their actions and their tremendous support of JAA, and further advised he cannot do anything without the fantastic staff here at JAA. He advised he is looking forward to strengthening community relationships and Comm. Chair Acosta-Rua advised him that we will all work together to get there.

Hearing no further comments regarding the performance review and bonus payment determination, Comm. Chair Acosta-Rua called for a motion to approve the bonus payment amount and for it to be submitted to the Board of Directors for approval, and upon motion made by Chair Acosta-Rua and seconded by Mr. Hodges, Jr., the committee voted unanimously to



submit both the performance review and bonus payment recommendation to the Board of Directors for approval.

There being no further business to come before the committee, Committee Chair Acosta-Rua adjourned the meeting at 9:15am.

Approved November 19, 2025