

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 09-60

Executive Director Compensation

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et seq.* (the "RMA Rules"); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, after a thorough process the CTRMA Board of Directors selected Mike Heiligenstein to serve as the CTRMA's Executive Director; and

WHEREAS, under Resolution No. 06-02, dated January 10, 2006, the Board of Directors approved entry into the current employment contract with Mike Heiligenstein (the "ED Contract") related to his employment as the CTRMA Executive Director; and

WHEREAS, the ED Contract provides for review of the Executive Director's performance and compensation by the Board of Directors on or about every anniversary of the ED Contract and at such other times as agreed upon by the parties thereto; and

WHEREAS, the Board of Directors has reviewed the Executive Director's performance and compensation and has concluded that he has served the Agency well and that his performance merits an increase in his compensation and that the ED Contract should be revised as an amended and restated ED Contract to reflect such increase in his compensation.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves of the increase in the Executive Director's compensation with a merit increase of his base salary equal to five percent (5%) of his existing salary and a continuation of his bonus and compensation structure as it exists in the ED Contract; and

BE IT FURTHER RESOLVED, that the ED Contract be revised as an amended and restated ED Contract to reflect the increase in compensation described herein and the Chairman of the Board is hereby authorized to execute the amended and restated ED Contract consistent with the terms of this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of August, 2009.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 09-60
Date Passed 08/26/09