

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

RESOLUTION NO. 11-146

Amendment to Executive Director Contract

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 § 26.1, *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, pursuant to Resolution No. 06-02, dated January 10, 2006, the Board of Directors approved entry into an employment contract with Mike Heiligenstein (the “ED Contract”) related to his employment as the CTRMA Executive Director; and

WHEREAS, pursuant to Resolution No. 09-60, dated August 26, 2009, the Board of Directors approved certain changes to the ED Contract and authorized execution of an Amended and Restated ED Contract reflecting those changes; and

WHEREAS, pursuant to Resolution No. 10-85.2, dated August 25, 2010, the Board of Directors approved an amendment to the Amended and Restated ED Contract to provide for an increase in compensation and payment of a bonus; and

WHEREAS, the Amended and Restated ED Contract provides for review of the Executive Director’s performance and compensation on or about every anniversary of the Amended and Restated 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 has concluded that he has served the CTRMA well; and

WHEREAS, based on their evaluation of the Executive Director’s performance, the Board of Directors has determined that the Executive Director’s performance merits an increase in compensation and payment of a bonus and that the Amended and Restated ED Contract should be amended to reflect those changes, along with the additional changes in contract terms summarized in Attachment “A”.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the changes to the Executive Director's compensation and benefits summarized in Attachment "A"; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes the Chairman to execute an amendment to the Amended and Restated ED Contract incorporating the changes summarized in Attachment "A".

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 7th day of December, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-146
Date Passed 12/07/11

Attachment "A"

**PROPOSED REVISIONS TO
AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN
CTRMA AND MIKE HEILIGENSTEIN**

The following are new or modified terms to be included in an amendment to the Executive Director's current employment contract. Terms not addressed below will remain the same.

- Base Salary: \$242,069 per year (5% increase over current Base Salary) effective January 1, 2011.
- Term: Current term ends January 10, 2012; extend term four years such that new termination date will be January 10, 2016.
- Deferred Compensation: \$38,000 (payable upon first anniversary date of extended term), with future deferred compensation at the discretion of the Board. Consistent with the contract, deferred compensation payments may be received in the form of (i) a discretionary employer contribution to the CTRMA's retirement plan; and/or (ii), if so elected by the Employee, a deferral contribution to Employee's deferred compensation plan account.
- Additional/Post-employment Health Benefits: Beginning January 10, 2012, Employee shall be entitled to either (i) an annual employer contribution to a Code Section 401(h) account or similar retiree health account; or (ii) a payment to be used solely for health expenses, in an amount equal to the maximum annual single employee contribution to a Health Savings Account, subject to all limits imposed under Code Section 401(h).
- Vacation: Five weeks of paid vacation in first year of extended term; one additional week in each of the second and fourth years of the contract term.
- Personal Leave: Seven days of paid personal leave and ten days of sick leave annually. Additional sick leave provided by mutual agreement. Payment for unused time to be per CTRMA policy.
- Additional Benefits: Annual payment of \$7500 for dependent or non-dependent college tuition and room and board expenses, financial plan maintenance, legal advice/counsel, document preparation, and non-covered medical and dependent care expenses.
- Termination of employment without cause: Employee shall be entitled to receive as severance compensation the Base Salary for 540 days.