

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

**RESOLUTION NO. 09-29**

**Supplement No. 1 to Work Authorization No. 1 for  
General System Consultant Services by MSX International, Inc.**

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, in Resolution No. 06-07, dated January 31, 2006, the CTRMA Board of Directors directed staff to begin negotiations with MSX International, Inc. for terms of an agreement to provide General Systems Consultant services relating to independent oversight and guidance regarding the development and operations of the electronic toll collection system; and

WHEREAS, in Resolution No. 06-13, dated February 22, 2006, the CTRMA Board of Directors authorized and approved the retention of MSX International, Inc. to provide General Systems Consultant services relating to independent oversight and guidance regarding the development and operations of the electronic toll collection system and the execution of an Agreement for General System Consultant Services (the "Agreement"); and

WHEREAS, in Resolution No. 06-14, dated February 22, 2006, the Board of Directors approved the initial scope of work under the Agreement as detailed in Work Authorization No. 1; and

WHEREAS, MSX International, Inc. continues to provide the services described in the Agreement and Work Authorization No. 1 to the CTRMA; and

WHEREAS, Supplement No. 1 to Work Authorization No. 1 in substantially the form set forth in Attachment "A" hereto must be approved by the Board of Directors in order for MSX International, Inc. to continue to provide the services described therein; and

WHEREAS, MSX International, Inc. has represented to CTRMA staff and the Board of Directors that the work reflected in Supplement No. 1 and the cost thereof are necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves Supplement No. 1, attached hereto as Attachment "A", provided that any work commenced under Supplement No. 1 continue to be subject to the Agreement for General Systems Consultant Services between the CTRMA and MSX International, Inc; and

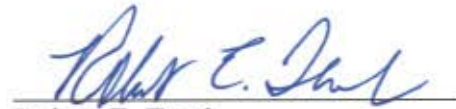
BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute Supplement No. 1 on behalf of the CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of April, 2009.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 09-29  
Date Passed 4/29/09

Attachment "A"

**SUPPLEMENT NO. 1 TO  
WORK AUTHORIZATION NO. 1  
GENERAL SYSTEM CONSULTANT SERVICES AGREEMENT**

**THIS SUPPLEMENT NO. 1 TO WORK AUTHORIZATION NO. 1** is made pursuant to the terms and conditions of the General System Consultant Services Agreement (the "Agreement") dated effective March 1, 2006, by and between MSX International, Inc. ("Consultant") and the Central Texas Regional Mobility Authority ("Authority").

The following terms and conditions of Work Authorization No. 1 are hereby amended as follows:

**SECTION C-Compensation.**

**C-1.** In return for the performance of the foregoing obligations, the amount payable under Work Authorization No. 1 is increased by up to \$50,000.00. Compensation shall be based upon the hourly rates reflected on Attachment "B" to Work Authorization No. 1, and in accordance with the Agreement.

This Supplement No. 1 shall become effective as of April 29, 2009 upon final execution by the parties hereto. All other terms and conditions of Work Authorization No. 1 not hereby amended remain in full force and effect as originally written.

**IN WITNESS WHEREOF**, this Supplement No. 1 is executed in duplicate counterparts and hereby accepted by the parties below.

**MSX INTERNATIONAL, INC.**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
**Mike Heiligenstein,**  
**Executive Director**  
Date: \_\_\_\_\_