

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

**RESOLUTION NO. 04-63**

WHEREAS, the Texas Transportation Code authorizes the creation of a regional mobility authority for the purposes of constructing, maintaining, and operating one or more transportation projects in a region of this state; and

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 46 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, the CTRMA Board of Directors approved the entry into an employment contract with Mike Heiligenstein to serve as the CTRMA's Executive Director; and

WHEREAS, the Executive Director's contract provides for review of his performance and base salary by the Board of Directors on or about six months from the effective date and on or about twelve months from the effective date, as well as at such other times that the parties agree upon; and

WHEREAS, the Board of Directors has reviewed the Executive Director's performance and base salary and has concluded that he has served the agency well and that his performance merits an increase in his base salary, as provided for in the First Amendment to Employment Contract, attached hereto as Exhibit "A"; and

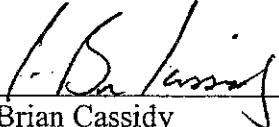
WHEREAS, the Board of Directors desires to obtain further information about salaries and benefits paid to executives at similar agencies so as to assure that compensation and benefits offered to the Executive Director and other key employment positions to be filled within the CTRMA are competitive and appropriate within the relevant market;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the base salary increase reflected in the First Amendment to Employment Contract, attached hereto as Exhibit "A"; and

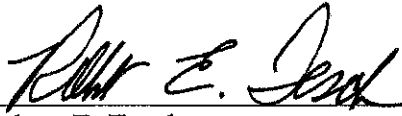
BE IT FURTHER RESOLVED, that the Board of Directors directs staff to secure a survey of salaries and benefits of key personnel at similar agencies and to present the results of such survey to the full board of directors at a future board meeting.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2004.

Submitted and reviewed by:

  
\_\_\_\_\_  
C. Brian Cassidy  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 04-63  
Date Passed 12/08/04

**First Amendment To  
Employment Agreement  
Between  
Central Texas Regional Mobility Authority  
And  
Mike Heiligenstein**

This First Amendment to the Employment Agreement Between Central Texas Regional Mobility Authority ("CTRMA") and Mike Heiligenstein ("Employee") is made effective as of the 5<sup>th</sup> day of December, 2004, and is for the purpose of amending paragraph 4.1 of the Employment Agreement between CTRMA and Employee effective December 5, 2003.

Pursuant to action of the CTRMA board of directors, reflected in Resolution No. 04-63, Section 4.1(a) of the Agreement is amended to read as follows:

(a). Effective as of December 5, 2004, the base salary payable to Employee shall be \$12,500.00 per month (or \$150,000.00 per year) (the "Base Salary"), which shall be payable, less applicable withholding for federal and other required taxes, in bi-weekly installments or otherwise in such manner as the salaries of other employees of CTRMA are paid in accordance with CTRMA's standard payroll procedures, but not less frequently than monthly.

By their signatures below, the parties to the Agreement evidence their agreement to this amendment set forth above.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: \_\_\_\_\_  
Robert Tesch, Chairman

EMPLOYEE

\_\_\_\_\_  
Mike Heiligenstein