

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

**RESOLUTION NO. 12-081**

**APPROVING AN AMENDMENT TO THE CONTRACT WITH  
MSX INTERNATIONAL, INC., FOR GENERAL TOLL  
SYSTEMS CONSULTING SERVICES.**

WHEREAS, the Mobility Authority contracts with MSX International, Inc. ("MSXI") for general toll systems consultant services under an Agreement for General Systems Consultant Services effective April 1, 2011 (the "Agreement"); and

WHEREAS, the Mobility Authority wishes to obtain additional toll consulting services from MSXI for capital projects not included within the scope of services provided under the Agreement or by Work Authorization No. 1 issued under the Agreement; and

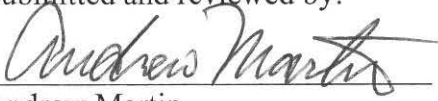
WHEREAS, the Executive Director recommends approval of an amendment to the Agreement to permit additional work authorizations and compensation for consulting approved by the Board, in the form attached as Exhibit 1 to this resolution.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed First Amendment to the Agreement for General Systems Consultant Services with MSXI, in the form attached as Exhibit 1 to this resolution; and


BE IT FURTHER RESOLVED that the Board of Directors authorizes the Executive Director to execute the First Amendment to the Agreement for General Systems Consultant Services with MSXI in the form or substantially similar to the form attached as Exhibit 1 to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 5<sup>th</sup> day of December, 2012.

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 12-081  
Date Passed: 12/05/12

**Exhibit 1 to Resolution No. 12-081**

**First Amendment to the Agreement for General Systems Consultant Services**

This First Amendment to the Agreement For General Systems Consultant Services between the Central Texas Regional Mobility Authority ("Mobility Authority") and MSX International, Inc. ("MSXI" or "Consultant") effective April 1, 2011, (the "Agreement") is made effective as of the \_\_\_\_ day of December, 2012.

WHEREAS, the parties to this First Amendment desire to amend the Agreement so the the Mobility Authority may obtain additional consulting services from MSXI needed for the Manor Expressway and MoPac Improvement Projects; and

WHEREAS, the Mobility Authority Board of Directors has authorized the Executive Director to execute this First Amendment by Resolution No. 12-\_\_\_\_, duly enacted by the Board at its meeting on December 5, 2012.

NOW, THEREFORE, the parties agree as follows:

Subsection (i) of Article 2 (Compensation) of the Agreement is amended to read in its entirety as follows:

- i. **AS-NEEDED BASIS.** As provided for above, the Authority shall request that the Consultant perform specific Services on an as-needed basis and through the issuance of Work Authorizations. No representation or assurance has been made on behalf of the Authority to the Consultant as to the minimum total compensation to be paid to the Consultant under this Agreement during any fiscal year. The maximum annual compensation the Authority is obligated to pay MXSI under this Agreement for Work Authorization No. 1, dated April 13, 2011, is \$175,000.00. The maximum compensation the Authority is obligated to pay MSXI for any other work authorization under this Agreement will be established by a work authorization approved by a resolution passed by the Mobility Authority Board of Directors.

***IN WITNESS WHEREOF***, the parties have executed this First Amendment to the Agreement for General Systems Consultant Services to be effective on the date and year first written above.

**CENTRAL TEXAS REGIONAL MOBILITY  
AUTHORITY**

**MSX INTERNATIONAL, INC.**

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

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