

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

RESOLUTION NO. 17-070

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 approved entry into an employment contract with Mike Heiligenstein (the “ED Contract”); 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 Resolutions Nos. 10-86, 11-146, 12-090, 13-082, and 14-096, dated August 25, 2010, December 7, 2011, December 21, 2012, December 18, 2013, and December 17, 2014, respectively, the Board of Directors approved various amendments to the Amended and Restated ED Contract; and

WHEREAS, pursuant to Resolution No. 15-096, dated December 16, 2015, the Board of Directors approved further revisions to the terms of the Amended and Restated ED Contract and authorized the Chairman to execute a revised form of agreement (the “2016 ED Contract”) incorporating the terms of the Amended and Restated ED Contract, all subsequent amendments thereto, and the additional changes reflected in Resolution No. 15-096; and

WHEREAS, the 2016 ED Contract provides for review of the Executive Director’s performance and compensation on or about every anniversary of the 2016 ED Contract and at such other times as agreed upon by the parties; and

WHEREAS, the Board of Directors has reviewed the Executive Director’s performance and has concluded that he has served the CTRMA well; and

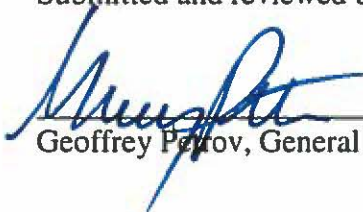
WHEREAS, the Board of Directors has determined that the 2016 ED Contract should be amended as reflected in the revised contract terms, attached hereto as Exhibit A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the revisions to the terms of the 2016 ED Contract as set forth on Exhibit A; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes the Chairman to execute an agreement (the "2018 ED Contract") to implement the revisions to the 2016 ED Contract set forth on Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

**Summary of Proposed Revisions To
Employment Agreement
Between Central Texas Regional Mobility Authority
And
Mike Heiligenstein**

Base Compensation	Proposed 2018: \$297,345.80 Proposed 2019: \$309,239.65
Deferred Compensation	Proposed 2018: \$60,000, payable prior to January 10, 2019 Proposed 2019: \$72,000, payable prior to January 10, 2020 Provide for quarterly accrual of right to deferred compensation.
Cost of Living and Performance Payment	Proposed 2018: \$40,000 (payable prior to January 10, 2018) Proposed 2019: \$44,000 (payable prior to January 10, 2019)
Term	Proposed: through January 10, 2021 (extend two years)
Annual Reimbursement (legal, non-covered medical, financial plan maintenance, etc.)	Proposed 2018: \$12,000 Proposed 2019: \$15,000
Life Insurance	Clarify that any unused portion of the up to \$3000 for annual life insurance premiums will available as Additional Benefits under Section 4.4(j).
Outside Consulting	Delete Section 4.4(i) allowing for outside consulting work.