

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

RESOLUTION NO. 20-005

**EXECUTIVE DIRECTOR EMPLOYMENT
AGREEMENT AMENDMENT**

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, Mike Heiligenstein has served as the CTRMA’s Executive Director since 2004; and

WHEREAS, since that time the Board of Directors has approved various forms of, and revisions to, an employment agreement with the Executive Director; and

WHEREAS, pursuant to Resolution No. 17-070, dated December 13, 2017, the Board of Directors approved a revised form of the Executive Director’s employment agreement (the “2018 ED Contract”) incorporating contract terms approved by the Board of Directors in Resolution No. 17-070; and

WHEREAS, the 2018 ED Contract provides for review of the Executive Director’s performance and compensation on or about every anniversary of the 2018 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

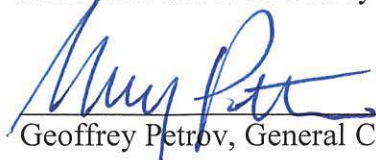
WHEREAS, the Board of Directors has determined that the 2018 ED Contract should be amended as reflected in the summary of revised contract terms, attached hereto as Exhibit A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the revisions to the terms of the 2018 ED Contract as set forth on Exhibit A; and

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

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2020.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Bobby Jenkins
Chairman, Board of Directors

Exhibit A

The following is a general summary of terms to be incorporated into an amendment to the 2018 ED Contract:

1. Term: The term of employment shall continue until the earlier of: (1) written notice to Employee that a new Executive Director commenced employment; or (2) January 10, 2021, subject to other terms related to contract termination set forth in the 2018 ED Contract.
2. Consulting Agreement: CTRMA and Employee may agree to a consulting agreement following the termination of the 2018 ED Contract for a period of up to one (1) year and at a rate of \$200 per hour.
3. Base Salary: Base Salary shall remain at the same level as it was for the period January 1, 2019 through January 9, 2020.
4. Deferred Compensation: Employee shall accrue deferred compensation at a rate of \$6,000 per month to be paid only if Employee remains employed through the end of the 2018 ED Contract term, as amended.
5. Cost of Living and Performance Payment: Employee shall receive a cost of living and performance payment of \$25,000 following execution of the amendment to the 2018 ED Contract.