

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

**RESOLUTION NO. 24-022
EXECUTIVE DIRECTOR EMPLOYMENT AGREEMENT
APPROVING SECOND AMENDMENT**

WHEREAS, pursuant to Resolution No. 21-001, dated January 27, 2021, the Board of Directors approved the selection of James Bass for the position of Executive Director at the CTRMA and authorized the Chairman to negotiate and execute an employment agreement (the "ED Agreement") incorporating the terms approved by the Board of Directors in Resolution No. 21-001; and

WHEREAS, the ED Agreement provides for an annual review of the Executive Director's performance and compensation; and

WHEREAS, pursuant to Resolution No. 22-039, dated August 31, 2022, the Board of Directors approved the terms and authorized the execution of the First Amendment to the ED Agreement following the annual review of the Executive Director's performance and compensation ("First Amendment"); and


WHEREAS, the Board of Directors has reviewed the Executive Director's performance and compensation for the prior year; and

WHEREAS, the Board of Directors has determined that the ED Agreement should be amended to set the deferred compensation paid to the Executive Director at ten percent of the Executive Director's base salary.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the revisions to the amount of deferred compensation in the ED Agreement as set forth in this resolution; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes the Chairman to negotiate and execute an amendment to the ED Agreement to set the deferred compensation paid to the Executive Director at ten percent of the Executive Director's base salary to be paid on or prior to the third anniversary date of the Executive Director's employment.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 24th day of April 2024.

Submitted and reviewed by:


Brian O'Reilly, Outside Counsel

Approved:


Robert W. Jenkins, Jr.
Chairman, Board of Directors