



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #15 SUMMARY

Approve an amended employment agreement with the Executive Director, including compensation and other contract terms.

Department: Board of Directors

Associated Costs: TBD by Board Action

Funding Source: General Fund

Board Action Required: Yes

Description of Matter:

The annual performance review for the Executive Director is scheduled for an executive session under Agenda Item 13. This agenda item is posted for the Board to take appropriate action following the evaluation.

Backup information: Draft Resolution (without attachment)

Contact: Andrew Martin, General Counsel

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

RESOLUTION NO. 14-___

**FIFTH AMENDMENT TO AMENDED AND RESTATED
EXECUTIVE DIRECTOR CONTRACT**

WHEREAS, the Central Texas Regional Mobility Authority (“Authority”) 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 has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, after a thorough process the Board of Directors selected Mike Heiligenstein to serve as the Executive Director for the Authority 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, and 13-082, dated August 25, 2010, December 7, 2011, December 21, 2012, and December 18, 2013, respectively, the Board of Directors approved various amendments to the Amended and Restated ED Contract; and

WHEREAS, the Amended and Restated ED Contract provides for review of the Executive Director's performance and compensation on or about every anniversary of the Amended and Restated 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 Authority well; and

WHEREAS, the Board of Directors has determined that the Amended and Restated ED Contract should be further amended as reflected in the revised contract terms set forth in the Fifth Amendment to the Amended and Restated ED Contract, attached hereto as Attachment “A.”

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the Authority hereby approves the Fifth Amendment to the Amended and Restated ED Contract, in the form or substantially the same form attached hereto as Attachment “A;” and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes the Chairman to execute the Fifth Amendment to the Amended and Restated ED Contract.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-_____
Date Passed: 12/17/2014

Attachment A

**Fifth Amendment to the Amended and Restated
Executive Director Contract**

[on the following 2 pages]