

**AMENDMENT NO. 5
TO
EMPLOYMENT AGREEMENT**

THIS AMENDMENT NO. 5 TO EMPLOYMENT AGREEMENT (“Amendment No. 5”) is made and entered into as of May 12, 2023 (the “Effective Date”), by and between the Town of Paradise Valley, an Arizona municipal corporation (the “Town”) and Jill B. Keimach (“Keimach” or “Manager”).

RECITALS

- A. Effective March 28, 2019, the Town employed Keimach as Town Manager for the Town pursuant to Employment Agreement, CON-19-063-TMG (the “Employment Agreement”), approved by the Mayor and Town Council of the Town (the “Town Council”).
- B. Among other things, the Employment Agreement provides for an annual performance review and an opportunity to earn a salary increase or bonus, at the Town Council’s discretion.
- C. As part of the 2023 annual performance review, the Town Council seeks to provide a bonus for exemplary services provided by Keimach during the past year.
- D. Keimach has notified the Town Council of her desire to retire from the position of Town Manager and to serve in the capacity of a Special Projects Administrator.
- E. Town and Keimach wish to modify and amend the Employment Agreement subject to and strictly in accordance with the terms of this Amendment No. 5.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals, which are hereby incorporated into and are deemed an integral part of this Agreement, the mutual covenants set forth below and other good and valuable consideration, the receipt and sufficiency of which are mutually acknowledged by the parties hereto, the Town and Keimach hereby agree as follows:

- 1. Performance Bonus. Pursuant to Section 8 of the Employment Agreement, Keimach shall be paid a bonus in the amount of \$40,000.00, which shall be paid in a lump sum, subject to taxes and withholdings applicable to earnings, as soon as practical but no later than 30 days after the effective date of this Amendment No. 5.
- 2. Modification of Term. Section 2 of the Employment Agreement is hereby modified to reflect a Termination Date of June 19, 2023, at which time Keimach’s employment with the Town shall be converted to a Special Projects Administrator, contingent upon approval by the Town Council of the Special Projects Administrator position in the FY 2024 legal department budget. The Town and Keimach hereby waive any notice requirements in Section 3 of the Employment Agreement.

3. Ratification of Agreement. Town and Keimach hereby agree that except as expressly provided herein, the provisions of the Employment Agreement shall be and remain in full force and effect and that if any provision of this Amendment No. 5 conflicts with the Employment Agreement, as previously amended, then the provisions of this Amendment No. 5 shall prevail.

IN WITNESS WHEREOF, the parties have executed this Amendment No. 5 on the day and year first set forth above.

“Keimach”

“Town”

TOWN OF PARADISE VALLEY, an
Arizona municipal corporation

Jill B. Keimach

Jerry Bien-Willner, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew J. McGuire, Town Attorney