

**AMENDMENT NO. 1
TO
EMPLOYMENT AGREEMENT**

THIS AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT ("Amendment No. 1") is made and entered into June __, 2020 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 ("Employment Agreement").

B. Among other things, the Employment Agreement provided that as part of Keimach's compensation, the Town would make an annual contribution to a deferred compensation plan.

C. As part of the 2020 performance appraisal process and in response to the financial burdens imposed on the Town pursuant to the COVID-19 pandemic, Keimach voluntarily offered to reduce her compensation by eliminating the Town's obligation to make a deferred compensation contribution until such time as the parties mutually agree to reinstate a deferred compensation contribution as part of Keimach's compensation.

D. Further, consistent with the Town Manager's budget recommendation to eliminate employee merit pay in Fiscal Year 2021 in response to the significant decline in Town revenue as a result of the COVID-19 pandemic, Keimach also requested that she not be considered for any salary increase or bonus as may be provided by the Town Council pursuant to the Employment Agreement until such time as merit pay increases are generally provided for other Town employees.

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. 1.

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. Section 7.3.B of the Employment Agreement (Deferred Compensation) is deleted in its entirety and replaced with the following:

B. Deferred Compensation. Beginning July 1, 2020, no additional compensation in the form of a contribution to a qualified tax-sheltered

deferred compensation plan shall be due from the Town. The Town shall not be obligated to make any contribution to a deferred compensation plan unless and until the Council and the Town Manager revise the Town Manager's Employment Agreement to provide for a contribution to a deferred compensation plan.

2. 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. 1 conflicts with the Employment Agreement, then the provisions of this Amendment No. 1 shall prevail.

IN WITNESS WHEREOF, the parties have executed this Agreement 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 Miller, Town Attorney