

AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT
BETWEEN THE CITY OF AGOURA HILLS AND GREG RAMIREZ

That certain Employment Agreement dated February 25, 2004, as amended in February 2005, by and between the City of Agoura Hills ("City") and Greg Ramirez ("City Manager") ("Amended Agreement") is hereby further amended as follows:

1. Section 4(A)(1)(a) of the Amended Agreement is amended in its entirety to read as follows:

“(a) Base Salary. Effective May 1, 2006, City agrees to pay City Manager for the services required by this Agreement a monthly base salary of twelve thousand nine hundred sixteen dollars and sixty-six cents (\$12,916.66) per month.”

2. Section 6(C)(1) of the Amended Agreement is hereby amended to read as follows:

“(c) In the event the City Manager is terminated by the City Council without cause during such time that the City Manager is willing and able to perform the City Manager’s duties under this Agreement, as amended, then in that event the City agrees to pay the City Manager a lump sum cash payment equal to twelve (12) months’ base salary then in effect as provided in Section 4.A(1) above.

3. The foregoing amendments, when approved by the City Council and duly executed by the Mayor and City Manager, shall be made a part of the Amended Agreement. Except as amended herein, the terms and conditions of the Amended Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the parties have executed this Amendment No. 2 to the Agreement as of May 10, 2006.

CITY MANAGER

Greg Ramirez

CITY OF AGOURA HILLS

Denis Weber, Mayor

ATTEST:

Kimberly Rodrigues, CMC, City Clerk

APPROVED AS TO FORM:

Craig A. Steele, City Attorney