

**RESOLUTION NO. 3301-16**

**A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WINDSOR  
AMENDING THE TOWN MANAGER EMPLOYMENT AGREEMENT TO PROVIDE  
THAT THE TOWN MANAGER'S ANNUAL BASE SALARY BE INCREASED BY  
THREE AND ONE-HALF PERCENT AND AUTHORIZING EXECUTION OF THE  
AMENDMENT BY THE MAYOR**

**WHEREAS**, on November 7, 2012, the Town entered into an Employment Agreement with the Town Manager; and

**WHEREAS**, on July 17, 2013, the Town Council of the Town of Windsor ("Town Council") adopted Resolution No. 3025-13, authorizing execution of an amendment to the Employment Agreement to provide a two percent annual wage increase, effective July 1, 2013 through June 30, 2015; and

**WHEREAS**, on March 5, 2014, the Town Council adopted Resolution No. 3061-14, authorizing execution of an amendment to the Employment Agreement to provide a five percent wage increase, effective December 12, 2013; and

**WHEREAS**, on November 19, 2014, the Town Council adopted Resolution No. 3153-14, authorizing execution of an amendment to the Employment Agreement to provide a two and one half percent wage increase, effective December 12, 2014; and

**WHEREAS**, on July 15, 2015, the Town Council adopted Resolution No. 3016-15, authorizing execution of an amendment to the Employment Agreement to provide a two percent wage increase, effective July 1, 2015, effectuating Resolution 3025-13; and

**WHEREAS**, the Town Council met on January 12, 2016, pursuant to Government Code Section 54957, to consider the evaluation of the Town Manager's performance; and

**WHEREAS**, the Town Council met on July 20, 2016, pursuant to Government Code Section 54957.6, to discuss compensation of the Town Manager with the Town Council's designated representative and to provide direction for discussion with the Town Manager; and

**WHEREAS**, the Town Council desires to increase the Town Manager's annual base salary by a one-time increase of three and one-half percent (3.5%), effective as of July 1, 2016, to \$198,829, subject to customary withholding, and the Town Manager is agreeable.

**NOW, THEREFORE, BE IT RESOLVED** that the Town Council of the Town of Windsor does hereby authorize a Fourth Amendment to the Town Manager Employment Agreement and authorizes its execution by the Mayor, in a form that substantially conforms to Exhibit A, attached, subject to any minor, non-material modifications as may be approved by the Town Attorney, on behalf of the Town.

**PASSED, APPROVED AND ADOPTED** this 3rd day of August 2016, by the following vote:

**AYES:** COUNCILMEMBERS FOPPOLI, OKREPKE, SALMON,  
VICE MAYOR FUDGE, AND MAYOR MILLAN  
**NOES:** NONE  
**ABSTAIN:** NONE  
**ABSENT:** NONE

  
\_\_\_\_\_  
**MARK MILLAN, MAYOR**

**ATTEST:**

  
\_\_\_\_\_  
**MARIA DE LA O, TOWN CLERK**

**Attachment:**  
Exhibit A

**FOURTH AMENDMENT TO TOWN MANAGER EMPLOYMENT AGREEMENT**

This Fourth Amendment (“Fourth Amendment”) to the Town Manager Employment Agreement (the “Agreement”) is executed as of \_\_\_\_\_, 2016 by and between the TOWN OF WINDSOR (“Employer” or “Town”), acting for itself and on behalf of the Town of Windsor Water District and the Windsor Redevelopment Successor Agency, and Linda Kelly (“Employee”). Employer and Employee are referred to collectively herein as the “Parties.”

**RECITALS**

- A. On November 7, 2012, the Parties entered into the Agreement, which is incorporated herein by this reference as if fully set forth herein.
- B. On July 17, 2013, the Parties entered into that certain Amendment to Agreement (“Amendment”), to provide for an annual two percent (2%) wage increase for Employee for the Applicable Period of July 1, 2013 through June 30, 2015, as defined in that certain Memorandum of Understanding between the Town and the Town of Windsor Management Employees Group and as applied to Unrepresented Executive Management and Confidential Employees. The Amendment is incorporated herein by this reference as if fully set forth herein.
- C. On March 13, 2014, the Parties entered into a Second Amendment to Agreement to provide for a one-time five percent (5%) increase in Employee’s annual base salary.
- D. On November 19, 2014, the Parties entered into a Third Amendment to Agreement to provide for a one-time two and one half percent (2.5%) increase in Employee’s annual base salary.
- E. On January 12, 2016, pursuant to Government Code Section 54957, the Town Council of the Town of Windsor (“Council”) met to consider the evaluation of Employee’s performance.
- F. On July 20, 2016, pursuant to Government Code Section 54957.6, the Council met with its designated representatives regarding the salary of Employee.
- G. The Parties desire to amend the Agreement to provide for a one-time three and one-half percent (3.5%) increase in Employee’s annual base salary.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

- 1. The above recitals are incorporated herein as if fully set forth.
- 2. Section 5A of the Agreement is hereby amended to add the following new paragraph: “Effective July 1, 2016, Employer agrees to pay Employee for her services rendered pursuant to this Agreement, a base salary of One Hundred Ninety-eight Thousand Eight Hundred Twenty-

nine Dollars and No Cents (\$198,829.00) per annum, payable in bi-weekly installments at the same time as other employees of the Town are paid and subject to customary withholding.”

3. Except as so amended, all of the other terms, conditions and covenants of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Fourth Amendment to Town Manager Employment Agreement as of the date first written above.

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Mark Millan, Mayor

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Linda Kelly, Town Manager

ATTEST:

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Maria De La O, Town Clerk

Approved as to Form:

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Robin Paige Donoghue, Town Attorney