

**THIRD AMENDMENT TO 2017 EMPLOYMENT AGREEMENT
(GENERAL MANAGER SCOTT CARROLL)**

This Third Amendment to Employment Agreement is made and entered into this 22 day of June, 2020, by and between the Costa Mesa Sanitary District ("District") and Scott Carroll ("General Manager") with reference to the following facts:

RECITALS

WHEREAS, the District hired Scott Carroll as its General Manager after a competitive search on January 4, 2010;

WHEREAS, General Manager has served since then and his employment has been subject to an employment agreement since that date;

WHEREAS, General Manager's terms of employment are currently set forth in a Restated Employment Agreement for 2017 (hereinafter "Employment Agreement") and was amended on June 28, 2018 to increase the compensation paid; and amended on March 28, 2019 to provide a one-time bonus and a contribution towards a health club membership; and

WHEREAS, the Board offered the General Manager a cost of living increase in his salary but the General Manager declined the offer due to current conditions, including but not limited to the COVID-19 pandemic.

NOW, THEREFORE, the parties do hereby agree to provide General Manager with:

Section 1. Another extension of the current Employment Agreement, as modified.

Section 2. That all other benefits shall remain the same.

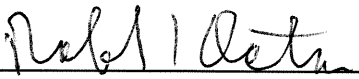
Section 3. That except as expressly modified herein, the terms and conditions of the 2017 Agreement as amended, shall remain in effect and govern the rights of the parties.

IN WITNESS WHEREOF, the parties have caused this Amendment to be entered into the date and year first above written.


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COSTA MESA SANITARY DISTRICT

SCOTT CARROLL



President



Signature



Secretary

APPROVED AS TO FORM:

HARPER & BURNS LLP



District Counsel

ATTEST:
