

January 11, 2023

**8c** | Commission  
Discussion

**REGULAR MEMBERS**

CHAIR  
**Douglass Davert**  
Special District Member

VICE CHAIR  
**Donald P. Wagner**  
County Member

IMMEDIATE PAST CHAIR  
**Derek J. McGregor**  
Public Member

**Wendy Bucknum**  
Commission Member

**James Fislér**  
Special District Member

**Vacant**  
Commission Member

**Vacant**  
County Member

**ALTERNATES**

**Andrew Do**  
County Member

**Kathryn Freshley**  
Special District Member

**Lou Penrose**  
Public Member

**Vacant**  
Commission Member

**STAFF**

**Carolyn Emery**  
Executive Officer

**Scott Smith**  
General Counsel

**TO:** Local Agency Formation Commission  
of Orange County

**FROM:** Commission Chair  
General Counsel

**SUBJECT:** Adoption of a Resolution Approving the Third Amendment  
to Memorandum of Agreement for the Position of  
Executive Officer with Carolyn Emery

**BACKGROUND**

Carolyn Emery (“Emery”) has served as LAFCO Executive Officer since 2013. The Memorandum of Agreement employing Emery as Executive Officer has been amended from time to time. On July 11, 2018 the Commission and Emery entered into an Amended and Restated Memorandum of Agreement for the Position of LAFCO Executive Officer, followed by the First Amendment on June 12, 2019 and the current Second Amendment on November 10, 2021 (“Agreement”). Sections 4 and 5 of the Agreement provide that the salary provided the Executive Officer may be increased by Commission action.

**DISCUSSION**

Pursuant to the Agreement and LAFCO policy, on December 14, 2022 the Commission conducted Emery’s annual performance evaluation. The Commission and Emery now desire to amend the Agreement in the form of a Third Amendment to Memorandum of Agreement to set 2022-23 compensation.

Government Code subsections 54956(b) and 54957.6(a) require that any final Commission action on executive compensation occur during the public portion of a regular meeting. The attached Resolution provides final approval of the Third Amendment to Memorandum of Agreement presented by the Commission's labor negotiator (its Chair) and accepted by Emery.

**RECOMMENDED ACTION**

It is recommended that the Commission:

1. Adopt Resolution No. CP 23-01 approving the Third Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer for Carolyn Emery; and
2. Authorize Commission Chair Douglass Davert to execute and the Commission Clerk to attest to these documents.

Respectfully submitted,



SCOTT C. SMITH  
LAFCO General Counsel



Douglas Davert  
Chairperson of the OC LAFCO

*Attachment 1: Form of Resolution No. CP 23-01*

CP 23-01

RESOLUTION OF THE LOCAL AGENCY FORMATION COMMISSION OF  
ORANGE COUNTY, CALIFORNIA APPROVING THE THIRD AMENDMENT TO  
MEMORANDUM OF AGREEMENT FOR THE POSITION OF LAFCO EXECUTIVE  
OFFICER

January 11, 2023

On motion of Commissioner, duly seconded and carried, the following resolution was adopted:

WHEREAS, Carolyn Emery ("Emery") has served capably in the position of Executive Officer of the Orange County Local Agency Formation Commission ("Commission" or "LAFCO") since 2013; and

WHEREAS, the Commission and Emery have entered into a series of Memoranda of Agreement for the Position of LAFCO Executive Officer and amendments thereto over the years; and

WHEREAS, on December 14, 2022 the Commission completed its annual evaluation of Emery; and

WHEREAS, LAFCO and Emery have agreed to the compensation, duties, and other terms and conditions in the attached Third Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer, which shall apply to Emery's employment as Executive Officer, effective July 1, 2022; and

NOW, THEREFORE, the Commission DOES HEREBY RESOLVE, DETERMINE, AND ORDER that the Third Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer between LAFCO and Emery, attached to this Resolution as Exhibit "A" and incorporated herein by this reference is hereby approved.

Ayes:

Noes:

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF ORANGE )

I, Douglass Davert, Chair of the Local Agency Formation Commission of Orange County, California, hereby certify that the above and foregoing resolution was duly and regularly adopted by said Commission at a regular meeting thereof, held on the 11th day of January 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of January 2023.

Douglass Davert  
Chairperson of the Orange County  
Local Agency Formation Commission

By: \_\_\_\_\_  
DOUGLASS DAVERT

ATTEST:

Cheryl Carter-Benjamin, Commission Clerk  
Orange County LAFCO

\_\_\_\_\_

## EXHIBIT A

### THIRD AMENDMENT TO MEMORANDUM OF AGREEMENT FOR THE POSITION OF LAFCO EXECUTIVE OFFICER

January 11, 2023

WHEREAS, Carolyn Emery (“Emery”) has been serving as Executive Officer and previously served as Interim Executive Officer and in other positions for Local Agency Formation Commission, County of Orange (“LAFCO”) for more than 20 years; and

WHEREAS, LAFCO and Emery entered into an Amended and Restated Memorandum of Agreement for the Position of LAFCO Executive Officer on July 1, 2018 in order to restate their prior agreements and to memorialize the terms of her employment as Executive Officer going forward (“Agreement”); and

WHEREAS, LAFCO and Emery entered into a First Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer on June 12, 2019 (“First Amendment”); and

WHEREAS, LAFCO and Emery entered into a Second Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer on November 10, 2021 (“Second Amendment”); and

WHEREAS, after having completed Emery’s 2022 annual performance evaluation, LAFCO and Emery have reached agreement on the terms for her continued appointment as Executive Officer, as provided herein; and

WHEREAS, LAFCO and Emery now desire to amend the Agreement to memorialize the terms for her continued employment by the Commission (“Third Amendment”).

NOW, THEREFORE, in consideration for the mutual covenants herein, it is agreed by and between the parties as follows:

1. **Salary.** Section 4 of the Agreement is hereby amended in its entirety to read as follows:

“As salary for services rendered by this appointment, Emery shall receive, effective July 1, 2022, \$209,328 per annum, paid biweekly, which shall be paid in the same manner and at the same times as County of Orange employees generally.”

2. **Remaining Provisions of Agreement.** Except as otherwise specifically set forth in this Third Amendment, the remaining provisions of the Agreement shall remain in full force and effect.

**EXHIBIT A**

3. **Acknowledgment and Consent.** I, Carolyn Emery, acknowledge that I have read and fully understand the terms and conditions of this Third Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer, and I consent and agree to each and every term and condition contained herein.

\_\_\_\_\_  
Carolyn Emery

\_\_\_\_\_  
Douglass Davert, LAFCO Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

Approved as to form:

\_\_\_\_\_  
Best Best & Krieger LLP, General  
Counsel

\_\_\_\_\_  
Date