

**8a** | Commission  
Discussion

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**Douglass Davert**  
Special District Member

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Public Member

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City Member

**James Fisler**  
Special District Member

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County Member

**Kathryn Freshley**  
Special District Member

**Carol Moore**  
City Member

**Lou Penrose**  
Public Member

**STAFF**

**Carolyn Emery**  
Executive Officer

**Scott Smith**  
General Counsel

**MEETING DATE:** December 13, 2023

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

**FROM:** Commission Chair  
General Counsel

**SUBJECT:** Adoption of a Resolution Approving the Fourth  
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, Second Amendment on November 10, 2021, and the current Third Amendment on January 11, 2023 (“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 November 8, 2023 the Commission completed Emery’s annual performance evaluation and salary study. The Commission and Emery now desire to amend the Agreement in the form of a Fourth Amendment to Memorandum of Agreement to set 2023-24 compensation.

Government Code subsections 54956(b) and 54957.6(a) require that any final Commission action on executive compensation occur during the non-consent public portion of a regular meeting. The attached Resolution provides final approval of the Fourth 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 23-05 approving the Fourth 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  
OC LAFCO General Counsel



DOUGLASS DAVERT  
OC LAFCO Chairperson

*Attachment 1: Form of Resolution No. CP 23-05*

CP 23-05

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

December 13, 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 November 8, 2023 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 Fourth 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, 2023; and

NOW, THEREFORE, the Commission DOES HEREBY RESOLVE, DETERMINE, AND ORDER that the Fourth 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 13th day of December 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December 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

FOURTH AMENDMENT TO MEMORANDUM OF AGREEMENT FOR THE POSITION OF  
LAFCO EXECUTIVE OFFICER

December 13, 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, LAFCO and Emery entered into a Third Amendment to Memorandum of Agreement for the Position of LAFCO Executive Officer on January 11, 2023 (“Third Amendment”); and

WHEREAS, after having completed Emery’s 2023 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 (“Fourth 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, 2023, \$230,051 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 Fourth Amendment, the remaining provisions of the Agreement shall continue in full force and effect.

3. **Acknowledgment and Consent.** I, Carolyn Emery, acknowledge that I have read and fully understand the terms and conditions of this Fourth 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