

**FIFTH AMENDMENT TO EMPLOYMENT AGREEMENT
FOR SERVICES AS EXECUTIVE OFFICER OF THE
EL DORADO LOCAL AGENCY FORMATION COMMISSION**

This Fifth Amendment to Employment Agreement ("Amendment") is made and entered into as of the 1st day of January, 2011 by and between the EL DORADO COUNTY LOCAL AGENCY FORMATION COMMISSION ("LAFCO") and JOSÉ C. HENRÍQUEZ ("Employee").

RECITALS

WHEREAS, LAFCO and Employee entered into an Employment Agreement for Services as Executive Officer ("Agreement"), effective November 14, 2005 and subsequently amended on January 1, 2007, January 1, 2008, January 1, 2009 and January 1, 2010; and

WHEREAS, pursuant to Section 2 of the Agreement, LAFCO considered and favorably evaluated Employee's performance as Executive Officer; and

WHEREAS, LAFCO and Employee wish to amend the Agreement to set a new contractual term.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants contained herein, LAFCO and Employee hereto agree as follows:

AMENDMENT

1. Subsection A of Section 2 of the Agreement, entitled "TERM, TERMINATION AND AT WILL STATUS," is hereby amended to read as follows: ""This Agreement shall continue to _____, and thereafter for consecutive two-year terms subject to Employee's favorable annual performance evaluation.""

IN WITNESS WHEREOF, the El Dorado Local Agency Formation Commission has caused this Amendment to be signed and duly executed by Ken Humphreys, Commission Chair, and the Employee has signed and executed this Amendment, as of the day and year first above written.

LAFCO:

EL DORADO LOCAL AGENCY
FORMATION COMMISSION

By: _____
Ken Humphreys, Chair

EMPLOYEE:

By: _____
José C. Henríquez