

**FIRST AMENDMENT TO AGREEMENT  
EMPLOYMENT AS CITY MANAGER  
BY AND BETWEEN THE CITY OF MILPITAS AND THOMAS C. WILLIAMS**

The City of Milpitas and Thomas C. Williams agree to the following amendments to the Agreement entered into on the 19<sup>th</sup> day of December 2006, by and between the City of Milpitas and Thomas C. Williams, City Manager:

1. Amend termination provisions of the contract from “at will employment” to a termination provision “for cause.”
2. Amend Termination of Employment and Severance to incorporate provision 1 above and amend lump sum severance payment to 12 months.
3. Employee and spousal medical retiree benefits shall be fully vested upon 10 years of service.
4. Employee base compensation shall be restored and a 2% cost of living adjustment added. The adjustment shall be calculated retroactively 2.5 years.

This First Amendment has been approved and shall become effective \_\_\_\_\_, 2012.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Thomas C. Williams, City Manager

DATED: \_\_\_\_\_

\_\_\_\_\_  
Jose S. Esteves, Mayor

DATED: \_\_\_\_\_

\_\_\_\_\_  
Pete McHugh, Vice Mayor

DATED: \_\_\_\_\_

\_\_\_\_\_  
Debbie Giordano, Council Member

DATED: \_\_\_\_\_

\_\_\_\_\_  
Armando Gomez, Council Member

DATED: \_\_\_\_\_

\_\_\_\_\_  
Althea Polanski, Council Member

**ATTEST:**

\_\_\_\_\_  
Mary Lavelle, City Clerk

**APPROVED AS TO FORM:**

\_\_\_\_\_  
Michael J. Ogaz, City Attorney