

**THIRD AMENDMENT  
TO  
EMPLOYMENT AGREEMENT**

THIS THIRD AMENDMENT TO EMPLOYMENT AGREEMENT (this “Third Amendment”) is made and entered into as of May 15, 2026 (the “Effective Date”), by and between the Town of Paradise Valley, an Arizona municipal corporation (the “Town”) and Andrew B. Ching (“Ching”).

**RECITALS**

A. Effective May 25, 2023, the Town employed Ching as Town Manager for the Town pursuant to Employment Agreement, CON-23-060-TMG (the “Original Employment Agreement”), approved by the Mayor and Town Council of the Town (the “Town Council”).

B. The Original Employment Agreement was amended twice, on June 13, 2024, CON-23-060-TMG-A1 (the “First Amendment”) and May 20, 2025, CON-23-060-TMG-A2 (the “Second Amendment” and together with the Original Employment Agreement and the First Amendment, the “Employment Agreement”).

C. Among other things, the Employment Agreement provides for an annual performance review and an opportunity to earn a salary increase and bonus.

D. As part of the 2026 annual performance review, the Town Council seeks to provide a bonus for exemplary services provided by Ching during the past year.

E. The Town and Ching wish to modify and amend the Employment Agreement subject to and strictly in accordance with the terms of this Third Amendment.

**AGREEMENT**

**NOW, THEREFORE**, in consideration of the foregoing recitals, which are hereby incorporated into and are deemed an integral part of this Agreement, the mutual covenants set forth below and other good and valuable consideration, the receipt and sufficiency of which are mutually acknowledged by the parties hereto, the Town and Ching hereby agree as follows:

1. Performance Bonus. Pursuant to Section 8 of the Employment Agreement, Ching shall be paid a bonus of \$25,000, which shall be paid in a lump sum, subject to taxes and withholdings applicable to earnings, as soon as practical but no later than 30 days after the effective date of this Third Amendment.

2. Base Salary. Pursuant to Section 7.1 of the Employment Agreement, Ching is to receive an annual adjustment to his base salary equal to the combined (cost of living and performance) percentage increase provided to management employees of the Town for the fiscal year beginning on July 1 of each year. For Fiscal Year 2026-27, the Town Council has approved a

combined cost of living and performance increase of 5.0%. The Town Council has also approved a market adjustment of 3.0% that will take effect as of January 1, 2027. Effective as of July 1, 2026, Ching’s annual base salary shall be adjusted by 5.0% to \$290,787. Effective as of January 1, 2027, Ching’s annual base salary shall be adjusted by an additional 3.0% (based on his salary in effect as of June 30, 2026) to \$299,095.

3. Ratification of Agreement. The Town and Ching hereby agree that except as expressly provided herein, the provisions of the Employment Agreement shall be and remain in full force and effect and that if any provision of this Third Amendment conflicts with the Employment Agreement, as previously amended, then the provisions of this Third Amendment shall prevail.

IN WITNESS WHEREOF, the parties have executed this Third Amendment on the day and year first set forth above.

**“Ching”**

**“Town”**

TOWN OF PARADISE VALLEY, an  
Arizona municipal corporation

\_\_\_\_\_  
Andrew B. Ching

\_\_\_\_\_  
Mark Stanton, Mayor

ATTEST:

\_\_\_\_\_  
Duncan Miller, Town Clerk

APPROVED AS TO FORM:

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Andrew McGuire, Town Attorney