

EXHIBIT C

**AMENDMENT #2 TO EMPLOYMENT AGREEMENT FOR GENERAL MANAGER  
BETWEEN THE SANTA CLARA COUNTY OPEN SPACE AUTHORITY AND  
ANDREA MACKENZIE**

THIS AMENDMENT #2 TO EMPLOYMENT AGREEMENT FOR GENERAL MANAGER (hereinafter referred to as "Amendment #2") entered into on June 14, 2012, forms a part of the Employment Agreement for General Manager (hereinafter "Agreement"), between the SANTA CLARA COUNTY OPEN SPACE and ANDREA MACKENZIE dated March 10, 2011, and modifies the Agreement as follows:

Section 2, second paragraph, which reads "Employee agrees to engage in executive management coaching or training as directed and approved by the Board of Directors, and Employee and Board of Directors will meet and confer on such coaching and training," is hereby deleted in full.

All other provisions of the Agreement, and Amendment # 1 to Employment Agreement for General Manager approved on June 14, 2012, will remain in full force and effect until the expiration date of the Employment Agreement for General Manager.

IN WITNESS WHEREOF, the parties hereto have set their hands the day and year first above written and hereby represent having the authority to do so.

ANDREA MACKENZIE

SANTA CLARA COUNTY  
OPEN SPACE AUTHORITY

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By: \_\_\_\_\_  
Virginia Holtz, Chairperson

APPROVED AS TO FORM:

By: \_\_\_\_\_  
William P. Parkin, General Counsel