

FIRST AMENDMENT TO EMPLOYMENT AGREEMENT

THIS AMENDMENT is made as of the 8th day of September, 2008, by and between JASPER COUNTY, GEORGIA, a political subdivision of the State of Georgia (the "County") and C. GREGORY WILLIAMS (the "Employee"), as the First Amendment to that certain Employment Agreement made as of October 27, 2005, between the same parties (the "Original Agreement").

WHEREAS, the Employee has been continuously employed since the inception of the Original Agreement as the Manager of the County and its affairs, and

WHEREAS, the governing body of the County, the Board of Commissioners, believe that the Employee has admirably served in his position as Manager of Jasper County and wish to extend the term of his Agreement, and make changes to the Employee's compensation.

NOW THEREFORE, in consideration of the mutual premises and covenants herein and in the Original Agreement, the parties do hereby agree as follows:

1. Pursuant to the terms of the Original Agreement, Paragraph 1 of the Original Agreement is amended by extending the term of Employee's employment for an additional year. The extended term of the Agreement, as amended, shall begin on November 1, 2008 and extend through and until October 31, 2009. Nothing in this Amendment shall abridge the right of the Board of Commissioners from further amending the Agreement during its term or executing a new contract between the parties in its place, with the consent of the Employee.

2. Paragraph 4 of the Original Agreement is amended by striking the paragraph in its entirety and replacing it with the following:

"4. Compensation. As the entire compensation to the Employee for the performance of his Duties to Jasper County under and during the term of this Agreement, Jasper County shall pay to the Employee a salary of \$86,320 per annum beginning November 1, 2008, which represents a 7.79% increase over the compensation paid in the Original Agreement term.

3. Paragraph 6 of the Original Agreement is amended by striking the second paragraph in its entirety.

4. All other provisions and terms of the Original Agreement remain in place and in full force and effect. In the event of any conflict between the terms of the Original Agreement and the terms of this First Amendment, the language of this First Amendment shall govern.

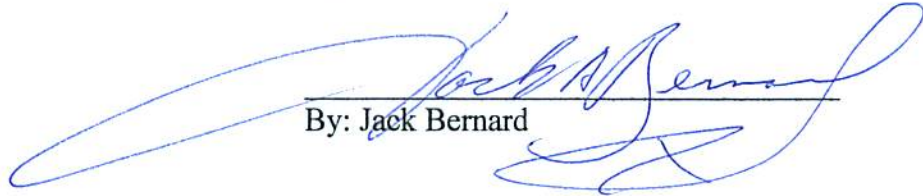
IN WITNESS WHEREOF, the parties hereto have execute this First Amendment as of

the date and year first above written.

JASPER COUNTY, GEORGIA



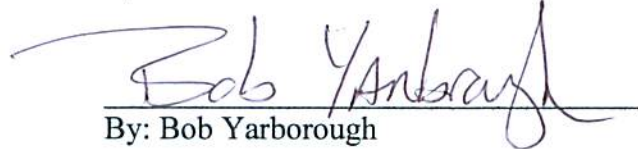
By: Charles Hill, Chairman



By: Jack Bernard

By: Greg Johnson

By: Carl Pennamen



By: Bob Yarborough

EMPLOYEE:


C. GREGORY WILLIAMS