

**Finance, Expenditure & Legal
Subcommittee Meeting Minutes
December 10, 2009 ***

A meeting of the Papio-Missouri River Natural Resources District's Finance, Expenditure & Legal Subcommittee was held at the Natural Resources Center, 8901 South 154th Street, Omaha, Nebraska, on December 10, 2009. The meeting was called to order by Chairperson Tesar at 6:43 p.m.

Quorum Call: Quorum call was taken. The following subcommittee members were in attendance.

Subcommittee Members Present	Subcommittee Members Absent	Other Directors Present	Others in Attendance
Larry Bradley		Scott Japp	John Winkler
John Conley		Fred Conley	Carey Fry
Rick Kolowski		Jim Thompson	Pat Teer
Dorothy Lanphier		Tim Fowler	Jean Tait
Rich Tesar		David Klug	Trent Heiser
			Amanda Grint
			Lori Laster
			Gerry Bowen
			Dick Sklenar
			Marlin Petermann
			Paul Peters
			Jason Tonges, Bland & Associates.
			Jack Borgemeyer, Midwest ROW

Adoption Of Agenda

- **It was moved by Director Kolowski and seconded by Director Conley that the agenda be adopted.**

Roll call was taken on the motion. The motion carried on a vote of 5-0.

Voting Yea: Bradley, Conley, Kolowski, Lanphier, Tesar
 Voting Nay: None
 Abstaining: None
 Absent: None

Proof Of Publication: Public notice of the meeting was posted at all District offices and published in the Omaha World-Herald on December 3, 2009. The Chairperson ordered the Proof of Publication recorded in the minutes of this meeting.

* Meeting originally scheduled for December 8, 2009. Meeting was re-scheduled for December 10, 2009 due to inclement weather.

FY 2009 Audit:

Jason Tonges of Bland and Associates stated there had been no significant changes to the audit report that was presented at the November meeting.

There was discussion.

- **It was moved by Director Conley and seconded by Director Kolowski that the FY2009 Audit Report and management letter, prepared by Bland and Associates, be accepted and that the General Manager be directed to file an authenticated copy of the audit report with the Nebraska Auditor of Public Accounts and the Nebraska Natural Resources Commission.**

Roll call was taken on the motion. The motion carried on a vote of 5-0.

Voting Yea: Bradley, Conley, Kolowski, Lanphier, Tesar
Voting Nay: None
Abstaining: None
Absent: None

Director Lanphier's Request for Written Procedures and policies for the Papio Watershed Fund and the Papio Creek Partnership Fund:

General Manager Winkler stated that staff had met with Bland and Associates to discuss how funds should be handled. Bland and Associates indicated that current policies are adequate for these funds. Accounting procedures and policies will be updated in the next fiscal year, so adjustments can be made. Director Lanphier presented several questions regarding the funds.

There was discussion.

No action was taken.

Update on Papio WP-5 Land Acquisition:

- **It was moved by Director Bradley and seconded by Director John Conley that the Subcommittee go into executive session to discuss WP-5.**

Roll call was taken on the motion. The motion carried on a vote of 5-0.

Voting Yea: Bradley, Conley, Kolowski, Lanphier, Tesar
Voting Nay: None
Abstaining: None
Absent: None

The Subcommittee went into Executive Session at 7:05 p.m.

- **It was moved by Director Bradley and seconded by Director Kolowski that the Subcommittee return to Regular Session.**

Roll call was taken on the motion. The motion carried on a vote of 5-0.

Voting Yea: Bradley, Conley, Kolowski, Lanphier, Tesar
Voting Nay: None
Abstaining: None
Absent: None

The Subcommittee returned to Regular Session at 7:15 p.m.

- **It was moved by Director Conley and seconded by Director Kolowski that the following resolution be adopted:**

WP-5 Project Tract No. 1

BE IT RESOLVED by the Board of Directors of the Papio-Missouri River Natural Resources District that the General Manager of the District should be and is hereby authorized to execute, for and on behalf of the District, the proposed purchase agreement between the District and John H. Rohwer and Denise A Rohwer, as Trustees of the H. E. Rohwer Grandchildren's Trust, providing for the purchase by the District, for the WP-5 Project, for the sum of \$876,340.00, a tract of land, comprising 20.539 acres, more or less, in Section 19, Township 14 North, Range 12 East of the 6th P.M, Sarpy County Nebraska, referred to in the District's files as WP-5 Project Tract No. 1 and described in the legal description attached hereto as Exhibit A and incorporated herein by reference, and containing such other terms and conditions as the General Manager determines necessary; and authorized to execute such other and further instruments as he determines necessary to effectuate such transaction, as Legal Counsel approves as to form.

Roll call was taken on the motion. The motion carried on a vote of 5-0.

Voting Yea: Bradley, Conley, Kolowski, Lanphier, Tesar
Voting Nay: None
Abstaining: None
Absent: None

- **It was moved by Director Conley and seconded by Director Kolowski that the following resolution be adopted:**

WP-5 Project Tract No. 5

WHEREAS, for purposes of construction, operation and maintenance of its West Papillion Regional Basin No. 5 Project ("the PROJECT"), the Papio-Missouri River Natural Resources District ("the DISTRICT") has negotiated for the acquisition of the parcel of land in Sarpy County, Nebraska, referred to as Tract No. 5 in the DISTRICT'S plans for the PROJECT ("Tract No. 5"), owned by PAPIO VALLEY LAND COMPANY, a Nebraska General Partnership (hereinafter referred to as "SELLER"), and the DISTRICT has offered to the SELLER the amount appraised by the DISTRICT'S appraiser for Tract No 5, to-wit, the sum of \$1,477,690.00, for such acquisition; and,

WHEREAS, Tract No. 5 consists of 35.413 acres within a larger parcel of land comprising 66.0 acres, more or less (“the PAPIO VALLEY LAND COMPANY FARM”), described and depicted in the legal description and diagram contained in the DISTRICT’S in the DISTRICT’S plans for the PROJECT and incorporated herein by reference as Exhibit “A”; and, the SELLER has proposed to sell to the DISTRICT the entire PAPIO VALLEY LAND COMPANY FARM for the sum of \$2,772,000.00; and,

WHEREAS, the Board of Directors of the DISTRICT hereby finds and determines that the purchase by the DISTRICT of the entire PAPIO VALLEY LAND COMPANY FARM would be a valuable, reasonable and feasible enhancement to the PROJECT and for the general benefit of the DISTRICT, and would result in only incidental special benefits; and further finds and determines that the DISTRICT should purchase the entire PAPIO VALLEY LAND COMPANY FARM for purposes of the PROJECT, if such purchase can be negotiated for the sum of \$2,772,000.00.

NOW, THEREFORE, BE IT RESOLVED that the General Manager of the DISTRICT should be and is hereby authorized to execute for and on behalf of the DISTRICT an agreement between the DISTRICT and the SELLER, providing for the purchase of the PAPIO VALLEY LAND COMPANY FARM by the DISTRICT for the sum of \$2,772,000.00, and containing such other terms and conditions as the General Manager determines reasonable and necessary and Legal Counsel approves as to form; and,

BE IT FURTHER RESOLVED that the General Manager of the DISTRICT is hereby further authorized to execute for and on behalf of the DISTRICT such other and further documents and instruments, approved as to form by Legal Counsel, as the General Manager determines reasonable and necessary to effectuate the transaction herein described, and that the Treasurer and General Manager of the DISTRICT are hereby authorized to disburse DISTRICT funds in the amount of \$2,772,000.00 as consideration for such purchase.

Roll call was taken on the motion. The motion carried on a vote of 4 yea and 1 abstention.

Voting Yea: Bradley, Conley, Kolowski, Tesar
Voting Nay: None
Abstaining: Lanphier
Absent: None

ADJOURNMENT: Being no further business, the meeting adjourned by acclamation at 7:20 p.m.