

**Personnel, Legislative and Public Affairs Subcommittee
Meeting Minutes
June 10, 2003**

A meeting of the Pappio-Missouri River Natural Resources District's Personnel, Legislative and Public Affairs Subcommittee was held at the Natural Resources Center, 8901 S. 154th Street, Omaha, NE on June 10, 2003. The meeting was called to order by Chairperson Barbara Nichols at 9:30 p.m.

QUORUM CALL:

Quorum call was taken. The following were in attendance.

<u>Subcommittee Members Present</u>	<u>Subcommittee Members Absent</u>	<u>Other Directors Present</u>	<u>Others Present</u>
Conley (Fred)	Gardner *		Steve Oltmans
Connealy			Emmett Egr
Nichols			Paul Peters
Rubin			Jean Tait
Tesar**			Pat Teer
			Marlin Petermann

* Excused Absence

** Alternate Voting Member

ADOPTION OF AGENDA:

◆ **It was moved by Connealy and seconded by Rubin that the agenda be adopted.**

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

Voting Yea	-	Conley, Connealy, Nichols, Rubin, Tesar
Voting Nay	-	None
Abstaining	-	None
Excused Absence	-	Gardner
Absent	-	None

PROOF OF PUBLICATION OF MEETING NOTICE: Notice of the meeting was posted in all District offices and published in the Omaha World Herald on June 5, 2003. The proof of publication affidavit is included with the file copy of these minutes.

REVIEW OF GENERAL MANAGER'S EVALUATION: Discussion took place concerning the appropriate form to use to carry out the evaluation of the general manager and if the evaluation ratings should utilize adjectives or a numerical system.

- ◆ **It was moved by Conley and seconded by Rubin that the general manager evaluation be done using a format and procedure similar to that used in 2002, and that the GM goals established for FY 2003 be incorporated into the form.**

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

Voting Yea - Conley, Connealy Nichols, Rubin, Tesar
 Voting Nay - None
 Abstaining - None
 Excused Absence - Melissa Gardner
 Absent - None

- ◆ **It was then moved by Connealy and seconded by Rubin that all board members be given an opportunity to fill out the form for review by the PLPA Subcommittee**

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

Voting Yea - Conley, Connealy Nichols, Rubin, Tesar
 Voting Nay - None
 Abstaining - None
 Excused Absence - Melissa Gardner
 Absent - None

ESTABLISH GENERAL MANAGER GOALS FOR FY 2004: Discussion took place concerning the development of new goals.

- ◆ **It was moved by Conley and seconded by Rubin that the general manager be requested to submit draft goals to the subcommittee for review at the August, 2003 PLPA Subcommittee meeting and that next year’s process of evaluation and goal setting begin at the May, 2004 Subcommittee meeting.**

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

Voting Yea - Conley, Connealy, Nichols, Rubin, Tesar
 Voting Nay - None
 Abstaining - None
 Excused Absence - Melissa Gardner
 Absent - None

LEGISLATIVE UPDATE: General Manager, Steve Oltmans then briefed the Subcommittee on the state-funding related issues of the legislative session.

OTHER ITEMS OF INTEREST

At this point the subcommittee reconvened to further discuss the general manager evaluation.

- ◆ **It was moved by Conley and seconded by Rubin that Pat Teer prepare the evaluation review form and mail the form to all board members by June 17th, for return by board members to Pat no later than June 30, 2003.**

Roll call vote was held on the motion. The motion carried by a vote of 4-0.

Voting Yea -	Conley, Connealy, Nichols, Tesar
Voting Nay -	None
Abstaining -	None
Excused Absence –	Melissa Gardner
Absent -	Rubin

ADJOURNMENT:

Being no further business, the meeting adjourned by acclamation at 10:00 p.m.

PROOF OF PUBLICATION

AFFIDAVIT

State of Nebraska, County of Douglas, ss:

NOTICE OF PUBLIC MEETINGS

Notice is hereby given of the following Papio-Missouri River Natural Resources District meeting(s) which will be held at the Natural Resources Center, 8901 S. 154th Street, Omaha, NE unless otherwise indicated:

- 1. Programs, Projects and Operations Subcommittee Meeting, June 10, 2003 at 6:00 p.m.
2. Finance, Expenditures and Legal Subcommittee Meeting, June 10, 2003 at 7:30 p.m.
3. Personnel, Legislative and Public Affairs Subcommittee Meeting, June 10, 2003 at 9:00 p.m.
4. Board of Directors Meeting, June 12, 2003 at 8:00

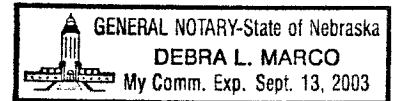
An agenda for such meeting(s) shall be kept continually current and shall be readily available for public inspection at the District's principal office during normal business hours.

Michelle Revis, being duly sworn, deposes and says that he is an employee of The Omaha World-Herald, a legal daily newspaper printed and published in the county of Douglas and State of Nebraska, and of general circulation in the Counties of Douglas and Sarpy and State of Nebraska, and that the attached printed notice was published in the said newspaper on the 5th day of June, 2003, and that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge. The Omaha World-Herald has an average circulation of 200,238 daily, 241,137 Sunday, in 2003.

(Signed) Michelle Revis Title: Advertising

Subscribed in my presence and sworn to before me this 5th day of June, 2003.

Debra L. Marco
Notary Public



Printer's Fee \$
Affidavit
Paid by



Papio-Missouri River Natural Resources District
Performance Evaluation of the General Manager
Fiscal Year 2003

Instructions: On a scale of 1 to 10, with 1 being lowest and 10 being best, circle the numerical value that most represents your opinion of the performance in the area being evaluated. If there is insufficient space for your comments, please add to the OVERALL RATING at the end. **The Performance Evaluations are to be returned to Chairperson of the Personnel, Legislative and Public Affairs Subcommittee (Barb Nichols) in the enclosed self addressed, stamped envelope no later than June 4, 2003.**

1. **MANAGEMENT SKILLS:** How do you rate the ability of the GM to continue to develop individual and professional ability?

- Commitment to attend and participate in manager's meetings/conferences.
- Strive to improve computer skills appropriate to the position of GM.
- Demonstrate ability to think outside the box to bring innovative perspective to District responsibilities.
- Associate with excellence.
- Delegate responsibilities to maximize District strengths.

1	2	3	4	5	6	7	8	9	10
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COMMENTS:

2. **PUBLIC RELATIONS:** How do you rate the ability of the GM to work towards improvement of information to the general public about the Papio-Missouri River NRD?

- Continue to work with community media sources.
- Review and revise as needed participation in local, state, and national organizations for greatest benefit to the mission and goals of the District. Include communities outside the Omaha metropolitan area.
- Continue to develop and distribute District information; keep up on new technology in production and delivery of such information (i.e. the internet).

- Increase the number of speaking engagements in rural communities of the District. Encourage designated staff to accept opportunities to speak about the programs, projects, and goals of the District on basis of expertise.

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COMMENTS:

3. **PERSONNEL MANAGEMENT:** How do you rate the ability of the GM to develop and implement practices to improve the employment environment in the District?

- Schedule timely staff and project manager meetings. Possess the ability to assess and assign projects for the most effective use of staff.
- Encourage team building and inspire efforts toward common goals.
- Continue semi-annual, district-wide employee days that include topics of benefit and interest to District employment.
- Clearly set forth the structure of authority for communication, ideas, and problem-solving. Revise to update district flow chart as needed.
- Take steps to improve skills in the employee evaluation process for employee evaluations. Demonstrate through timely completion of employee evaluations.
- Review and update as needed the emergency mobilization plan.

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COMMENTS:

4. **PROGRAMS AND PROJECTS:** How do you rate the ability of the GM to plan and implement district program and project needs?

- Practical application of multi-purpose, multi-agency management approach.
- Innovative application and utilization of district policies to most effectively serve district's mission and goals. (i.e. explore public/private partnership agreements)
- Continue to make staff available at subcommittee and board meetings for Directors to ask questions and provide input regarding programs and projects.

- Ensure that programs and projects are in compliance with federal, state and local statutes.
- Continue to actively seek outside funding opportunities for programs and projects.

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COMMENTS:

5. **FISCAL MANAGEMENT:** How do you rate the ability of the GM to strive to improve sound financial management of District funds?

- Continue to negotiate cost-share and inter-local agreements with related agencies and organizations to best meet the District's goals.
- Continue to coordinate and form partnerships with neighboring NRDs to cost-share projects that serve interests of each entity.
- Continue to monitor the District's budget and address any changes or projected changes with the Treasurer and the Board in a timely manner.
- Review annual audit of District accounts. Continue to maximize the use of District resources.
- Continue to apply prudent management of project cost overruns.

1	2	3	4	5	6	7	8	9	10
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COMMENTS:

6. **COORDINATION WITH BOARD OF DIRECTORS:** How do you rate the ability of the GM to develop and maintain an open communication with all Directors?

- Inform and update Directors in a timely manner of program and project status through workshops, seminars, tours and other communications for the Directors in addition to monthly board packet information. Encourage all Directors to attend and participate in the interest of long-range planning.
- Review staff's position on upcoming month's agenda with board chair and executive committee and committee chairs.
- Provide monthly reports to the Board on general items of interest in the District.

- Respond to specific concerns from Directors and/or direct to the appropriate staff member for information and clarification.

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COMMENTS:

7. **AGENCY RESPONSIBILITIES:** How do you rate the ability of the GM to coordinate and make timely contacts with other agencies and individuals, informing them of the District’s responsibilities and efforts?

- Maintain relationships throughout the District with pertinent political, governmental, and community leaders and their respective staffs.
- Continue efforts to coordinate inter-agency partnerships.

1	2	3	4	5	6	7	8	9	10
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COMMENTS:

8. **OVERALL RATING:** How do you rate the ability of the GM to carry out the missions and goals of the District?

- Apply sound management principles in managing the day-to-day operations of the District.
- Oversee management of all District activities, programs and projects.
- Manage all District activities, programs and projects in accordance with the policies set forth by the Board in the District’s Policy Manual.
- Be a challenging and inspiring manager.
- Demonstrate vision and leadership; energizing personality.

1	2	3	4	5	6	7	8	9	10
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COMMENTS:

ADDITIONAL COMMENTS:

Signature

Date

The Performance Evaluations are to be returned to Chairperson of the Personnel, Legislative and Public Affairs Subcommittee (Barb Nichols) in the **enclosed self addressed, stamped envelope** no later than **June 4, 2003**.



Papio-Missouri River Natural Resources District
 Performance Evaluation of the General Manager
 Fiscal Year 2002

Instructions: Place an X in the box that most represents your opinion of the performance in the area being evaluated. If there is not sufficient space for your comments, please add to the OVERALL RATING at the end of this report. **The Performance Evaluations are to be returned to Chairperson of the Personnel, Legislative and Public Affairs Subcommittee (Fred Conley) in the enclosed self addressed, stamped envelope no later than April 1, 2002.**

1. **MANAGEMENT SKILLS:** How do you rate the ability of the GM to continue to develop individual and professional ability?
 - a. Develop a communication system to enable the GM to more effectively monitor all staff and ease of employee mobilization in time of emergency operations.
 - b. In order to provide uninterrupted staff productivity during the GM's absence, the GM will develop subordinate accountability.
 - c. Delegate to staff more of the public relations presentations to the general public on behalf of the District.
 - d. Periodically attend professional workshops and seminars relating to management techniques, i.e., personnel management skills training, such as performance evaluation methodology.

<input type="checkbox"/> Exceptional	<input type="checkbox"/> Fair
<input type="checkbox"/> Excellent	<input type="checkbox"/> Inadequate
<input type="checkbox"/> Good	<input type="checkbox"/> Don't Know

COMMENTS:

2. **PUBLIC INFORMATION**: How do you rate the ability of the GM to continually work towards constant improvement of the public information between the Papio-Missouri River NRD and the general public.
- a. Continue implementation of the Information and Education program as adopted by the Papio-Missouri River NRD Board.
 - b. Build and maintain a positive relationship with members of the news media and community decision-makers:
 - (1) Participating Membership: Omaha Chamber of Commerce, Suburban Rotary Club, Mid-American Scout Council, United Way
 - (2) Serve as primary staff spokesperson in the presentation of District policies, programs and projects through the media and to the public.
 - (3) Continually develop staff capability to handle public speaking engagements.
 - (4) Maintain records of public engagements.
 - c. Develop, implement and distribute various publications such as bulletins and newsletters explaining the policies, programs and projects of the District.
 - d. Develop activities to maximize outdoor recreation and education benefits of Chalco Hills Recreation Area, Walnut Creek Recreation Area, Elkhorn Crossing Recreation Area and Platte River Landing.
 - (1) Implementation of recreation facilities.
 - (2) Development and/or implementation of outdoor curriculum.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

3. **STAFF DEVELOPMENT:** How do you rate the ability of the GM to constantly work towards and carry out activities that will improve the communication between the GM and staff:
- a. Develop regular review and scheduling of staff for training opportunities. Such training will be documented through each employee's evaluation(s).
 - b. Meet at least once a year with each staff member.
 - c. Hold at least two All Employees meetings throughout the calendar year. Such meetings to be inclusive of the District's 3-Ps ... Policies, Programs and Projects.
 - d. Hold monthly management meetings.
 - e. Make suggested administrative policy changes that will improve District operations. (Example: Cross training of employees for responsibilities such as rural water project.)
 - f. Develop and keep up to date policy, management and staff organizational chart for the District.
 - g. Explore new ways to enhance employee productivity and work toward diversifying staff educational opportunities.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

4. **PROGRAMS AND PROJECTS**: How do you rate the ability of the GM to continually provide suggestions and recommendations to the Board of Directors regarding program and project needs?

- a. Make recommendations and provide alternatives to the Board regarding programs and projects.
- b. Update District's Long Range Implementation Plan and Master Plan. Such plans should be clear, concise, useful and informative.
- c. Provide forum for Directors to provide recommendations to staff regarding programs and projects.
- d. Make sure programs and projects are in compliance with federal, state and local statutes.

(1) Implementation of Chemigation Act and Sediment and Erosion Control Act.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

5. **FINANCES:** How do you rate the ability of the GM to constantly strive to improve sound financial management of District funds?

- a. Timely notification of Treasurer and Directors of necessary actions to result in good cash flow to meet District financial needs.
- b. Continue monitoring expenses and provide the Treasurer and Directors with appropriate monthly, quarterly and annual reports. Such reports should include indication of potential problems.
- c. Control cash carryover for projects and programs:
 - (1) Reduce percentage of cash carryover in each fiscal year budget.
 - (2) Coordinate and invest District funds with District Treasurer to assure best rate of return.
- d. Complete annual audit of District accounts.
- e. Improve liability exposure to District:
 - (1) Continually monitor liability exposure.
 - (2) Review such issues and concerns with legislators.

_____ Exceptional	_____ Fair
_____ Excellent	_____ Inadequate
_____ Good	_____ Don't Know

COMMENTS:

6. **BOARD RELATIONSHIPS**: How do you rate the ability of the GM to develop and maintain an open communication with all Directors?
- a. Continually and constantly update Chairperson of District issues:
 - (1) Timely communications, briefings on policy impact(s), foresight of potential emergency(ies), anticipation of future emerging issues.
 - b. Conduct workshops, seminars and tours for the Directors.
 - c. Inform Directors of projects and programs status. Specific workshop for newly-elected Directors.
 - d. Provide monthly reports on District activities.
 - e. Periodically organize Director Retreats with GM for purpose of future planning efforts of the District.
 - f. Document compliance with Board of Directors' policies (example: contract procurement).
 - g. Provide feedback to Directors when a specific concern(s) is raised by said Director.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

7. **AGENCY RESPONSIBILITIES:** How do you rate the ability of the GM to coordinate and make timely contacts with other agencies and individuals informing them of the District's responsibilities and efforts?

a. Periodical contacts with Congressional delegation, state senators, county governing board members and city council members and their respective staffs.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

8. **OVERALL RATING:** Include comments on any additional categories for evaluation.

_____ Exceptional

_____ Fair

_____ Excellent

_____ Inadequate

_____ Good

_____ Don't Know

COMMENTS:

Signature

Date

GM Goals FY 2003

Adopted by P-MRNRD Board of Directors – June 13, 2002

1. **MANAGEMENT SKILLS**: Continue to develop individual and professional ability.
 - Commitment to attend and participate in manager's meetings/conferences.
 - Strive to improve computer skills appropriate to the position of GM.
 - Demonstrate ability to think outside the box to bring innovative perspective to District responsibilities.
 - Associate with excellence.
 - Delegate responsibilities to maximize District strengths.

2. **PUBLIC RELATIONS**: Work towards improvement of information to the general public about the Papio-Missouri River NRD.
 - Continue to work with community media sources.
 - Review and revise as needed the participation in local, state, and national organizations for greatest benefit to the mission and goals of the District. Include local communities outside the Omaha metropolitan area.
 - Continue to develop and distribute district information; keep up on new technology in production and delivery of such information (i.e. the internet).
 - Concentrate on more speaking engagements in rural communities of the District. Encourage designated staff to accept opportunities to speak about the programs, projects, and goals of the District on basis of expertise (see Speakers Bureau on website).

3. **PERSONNEL MANAGEMENT**: Develop and implement practices to improve the employment environment in the District.
 - Schedule timely staff and project manager meetings. Possess the ability to assess and assign projects for the most effective use of staff.
 - Encourage team building and inspire efforts toward common goals.
 - Continue semi-annual, district-wide employee days that include topics of benefit and interest to District employment.
 - Clearly set forth the structure of authority for communication, ideas, and problem-solving. Revise to update district flow chart as needed.
 - Take steps to improve skills in the employee evaluation process for employee evaluations. Demonstrate through timely completion of evaluations.
 - Review and update as needed the emergency mobilization plan.

4. **PROGRAMS AND PROJECTS:** Plan and implement district program and project needs.
 - Practical application of multi-purpose, multi-agency management approach.
 - Innovative application and utilization of district policies to most effectively serve district's mission and goals. (i.e. explore public/private partnership agreements)
 - Continue to make staff available at subcommittee and board meetings for Directors to ask questions and provide input regarding programs and projects.
 - Ensure that programs and projects are in compliance with federal, state and local statutes.
 - Continue to constantly seek outside funding opportunities for programs and projects.

5. **FISCAL MANAGEMENT:** Strive to improve sound financial management of District funds.
 - Continue to negotiate cost-share and inter-local agreements with related agencies and organizations to best meet the District's goals.
 - Continue to coordinate and form partnerships with neighboring NRDs to cost-share projects that serve interests of each entity.
 - Continue to monitor the District's budget and address any changes or projected changes with the Treasurer and the Board in a timely manner.
 - Review annual audit of District accounts. Continue to maximize the use of District resources.

6. **COORDINATION WITH BOARD OF DIRECTORS:** Develop and maintain an open communication with all Directors.
 - Inform and update Directors of program and project status through workshops, seminars and tours for the Directors in addition to monthly board packet information. Encourage all Directors to attend and participate in the interest of long-range planning.
 - Review staff's position on upcoming month's agenda with board chair and executive committee and committee chairs.
 - Provide monthly reports to the Board on general items of interest in the District.
 - Respond to specific concerns from Directors and/or direct to the appropriate staff member for information and clarification.

7. **AGENCY RESPONSIBILITIES**: Coordinate and make timely contacts with other agencies and individuals, informing them of the District's responsibilities and efforts.
 - Maintain relationships throughout the district with pertinent political, governmental, and community leaders and their respective staffs.
 - Continue efforts to coordinate inter-agency partnerships.

8. **OVERALL RATING**: Carry out the missions and goals of the District.
 - Apply sound management principles in managing the day-to-day operations of the district.
 - Oversee management of all district activities, programs and projects.
 - Be a challenging and inspiring manager.
 - Demonstrate vision and leadership; energizing personality.

PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT

GENERAL MANAGER EMPLOYMENT AGREEMENT

This Agreement is entered into by and between Papio-Missouri River Natural Resources District ("Employer" or "the District"), and Steven G. Oltmans, an individual ("Oltmans"), for the employment of Oltmans by Employer, on the terms and conditions set forth herein. The parties agree as follows:

1. EMPLOYMENT, TITLE AND DUTIES.

Employer hereby employs Oltmans, and Oltmans hereby accepts employment by Employer, on a full-time basis, in the capacity of General Manager, under the terms provided for in this Agreement.

Oltmans shall report to Employer's Board of Directors. The Board of Directors shall retain and have the responsibility to formulate and adopt the policies of Employer and make such determinations and perform such acts as required of it by law. Oltmans shall be the chief administrative officer of Employer, and shall be responsible for the selection, placement, organization, transfer and discharge of Employer's personnel (subject to the Board's employee grievance procedures), and, with the assistance of the Employer's personnel, Oltmans shall administer the District and its business affairs and carry out the policies and determinations of the Board. Oltmans agrees to devote his full-time skill, labor and attention to his duties as General Manager and not to engage in any outside activities that would prevent him from carrying out the duties of General Manager. Oltmans and the Board of Directors agree to not interfere with or usurp the duties and responsibilities of the other. The members of the Board, individually and collectively, will promptly refer all criticisms, complaints and suggestions to the attention of Oltmans for action, study and recommendations, as appropriate. Oltmans shall satisfactorily meet written performance standards mutually agreed to by and between the Board of Directors and Oltmans for each fiscal year. The parties shall establish such written performance standards prior to the commencement of the fiscal year for which they apply.

2. COMPENSATION.

During the period of employment under this Agreement, Oltmans shall be compensated as follows:

a. Exempt Status. Oltmans shall be classified as an exempt employee under the Fair Labor Standards Act and shall not be entitled to overtime pay or other compensation except as set forth in this Agreement.

b. Salary. For all services rendered by Oltmans in any capacity during his employment under this Agreement, Employer shall pay Oltmans a base salary at the rate of not less than Ninety-Seven Thousand Five Hundred Ninety-Seven Dollars and Eighty-Two Cents (\$97,597.82) per annum, payable according to Employer's standard payroll procedures. Unless otherwise agreed, the base salary shall increase immediately on July

1, 2003, and again on each July 1 thereafter, in direct proportion to the increase for the preceding 12 months in the Consumer Price Index-Seasonally Adjusted U.S. City Average for All Urban Consumers (CPI-U) as published by the U.S. Department of Labor, or if such index does not exist, the most comparable consumer price index.

c. Expenses. Within limits established by the Board of Directors from time to time, Oltmans is authorized to incur reasonable expenses on behalf of Employer in promoting the goals and objectives of the District, including reasonable expenses for business entertainment, business travel, and similar items. Employer will reimburse Oltmans for all such reasonable expenses upon presentation to the Board of Directors by Oltmans, from time to time, of an itemized account and satisfactory proof of such expenditures. Upon termination of employment, Oltmans authorizes Employer to deduct from any amounts due Oltmans the reasonable value of Employer property not returned to Employer such as cell phones, books, materials and computer equipment, as well as any debt on Employer credit cards or accounts for expenses which have been reimbursed to Oltmans but not paid by Oltmans to the creditor.

3. BENEFITS.

In addition to the compensation set forth in Section 2, Oltmans shall be entitled, during the term of employment under this Agreement, to participate in the benefits offered to other employees of Employer, subject to all eligibility requirements, qualifications and conditions of such benefit plans. Benefits to which Oltmans may be entitled include, but are not limited to, group insurance, sick leave, vacation and retirement plan benefits. Employer may, at its complete discretion, amend, eliminate or add to existing benefit plans from time to time. In addition, Oltmans shall receive the following benefits:

a. Four Thousand Dollars (\$4000.00) per year contributed by Employer, for Oltmans, to the District's Deferred Compensation Plan established under Section 457(b) of the Internal Revenue Code.

b. Full-time use of a 4 wheel drive, 5 passenger vehicle, subject to proper recording and reporting for tax purposes of business use and personal use.

4. TERM AND TERMINATION.

This Agreement and Oltman's employment by the District shall be for a term commencing July 1, 2003, and continuing for three (3) years ending June 30, 2006, unless earlier terminated as provided herein. No later than one year prior to the end of the term, the parties will meet to discuss the possible execution of a contract for a new term commencing July 1, 2006.

This Agreement and Oltmans' employment may be terminated prior to the end of the term, as follows:

a. Upon written notice by Employer to Oltmans, if Oltmans materially breaches any provisions of this Agreement or performs any act which substantially inhibits his ability to discharge his duties as General Manager, including, but not limited to, incompetence, conviction of a felony, neglect of duties, general neglect of the business of

the District, or unprofessional conduct which interferes substantially with the continued performance of the duties of the General Manager; or

b. Upon four (4) months' written notice from Oltmans to Employer; or

c. Upon written notice by Employer to Oltmans in the event that Oltmans is unable, due to illness or disability, to fully perform the essential functions of his job pursuant to this Agreement, with reasonable accommodation, for a cumulative period of one hundred eighty (180) or more calendar days in any 12-month period. After ninety (90) continuous days of disability, the base monthly salary otherwise payable to Oltmans for the period of his entitlement to any disability insurance benefits, whether or not application for benefits is made, shall be reduced by the amount of such disability insurance benefit entitlement; or

d. Automatically in the event of Oltmans' death; or

e. At any time pursuant to written agreement of the parties, on such terms as may be set forth in such agreement.

5. **MISCELLANEOUS PROVISIONS.**

No waiver of any breach of this Agreement shall constitute a waiver of any other or subsequent breach. This Agreement may be modified only by written instrument duly executed by both parties. The foregoing constitutes the entire agreement of the parties as to the subject matter hereof, and replaces as of July 1, 2003, the prior employment agreement between the parties, and any prior oral or written agreements as to the subject matter hereof.

**PAPIO-MISSOURI RIVER NATURAL
RESOURCES DISTRICT**

STEVEN G. OLTMANS

By: Frank Conly

Signed: St. G. Oltmans

Title: Chairperson

Date: 9-13-02

Date: September 12, 2002

DOCS/512132.1