



**Board of Directors – Business Meeting
Business Development Center, 420 Memorial Drive
Idaho Falls, ID 83402
13 February 2013**

Minutes:

In Attendance: Board Members Robb Chiles, Bob Everhart, Terri Gazdik, Kris Meek and Cindy Ozaki. Also present were IFAD Legal Counsel Mark Fuller and IFAD Consultant Rebecca Casper. CRSA Architect Kevin DeKold joined a portion of the meeting by telephone.

I. Call to Order.

Conducted by Chairman Ozaki, the meeting was called to order at 7:42 a.m.

II. Adoption of the Agenda.

Action: Mr. Chiles moved to approve the agenda.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

III. Approval of Minutes from Previous Meeting.

Action: Mr. Meek moved to approve the minutes from the 01/23 Business Meeting and the 02/01 Business Meeting and Executive Session.

Action: Ms. Gazdik seconded the motion.

Result: All members present voted in the affirmative.

IV. Approval of IFAD Payables.

A. \$4,555.65 to Fuller and Beck for monthly legal services

B. \$447.00 to Horrocks for work done to support the annexation effort.

C. \$900.22 to the GIF Chamber of Commerce for \$689.39 for monthly rent and shared services for December and January, and \$168.62 in one-time set-up fees.

Action: Mr. Everhart moved to pay IFAD obligations in the amounts listed above.

Action: Ms. Gazdik seconded the motion.

Result: All members present voted in the affirmative with the exception of Mr. Chiles who abstained from the vote.

V. Reports and Updates.

A. Architectural Report. Mr. DeKold received calls and other information regarding hiring an outside consultant to examine costs and construction design. He asked for an update on what the IFAD Board was considering with respect to working with a consultant. Ms. Ozaki indicated that the search for someone to review the cost estimates or alternative

construction methods was underway. She reported that Mr. Bruder had been in touch with Layton Construction who has done this type of work before and their prior experience in Idaho has been that doing such work does not preclude their participation in an open bid process later on. They are reportedly verifying this with an attorney before officially expressing interest in a contract. Mr. Everhart also reported having had conversations with an official from Layton Construction. Mr. Fuller concurred with the proviso that any future RFQ be written in such a way as to appear to be "sole-sourcing" the requirements. If another consulting agent *not* interested in bidding on the final project could be found, that would be the ideal situation. The difficulty lies in finding someone who has the desired qualifications and who is vested in providing quality services. Ms. Gazdik indicated that she has two local consultant candidates in mind though she has not contacted them. Board members debated the pros and cons of finding a local consultant who is familiar with local construction mores versus finding one who is familiar with an ice sheet, which, given the relative scarcity of professional-level ice sheets in Idaho, would necessitate a consultant who has worked on a national level. Ms. Ozaki pointed out that the cost numbers are probably good for the current design and what is more desirable is a consultant who has an eye for less-expensive alternative construction methods. Mr. DeKold suggested that the Board look into hiring an owner's representative who would be hired to take some of the specialized work load off of individual Board members. Board members agreed that such a person could be helpful later in the process once the financing and construction plans are more firm. The consensus was that the financing is not yet in place and therefore the timing is perhaps not quite right for considering this right now.

B. Audit/Budget Committee Report. Ms. Gazdik reported that Mr. Bond, who is working on the Audit, would be ready to report at the next IFAD Board meeting on the 27th.

C. Administrative Updates.

- 1. Administrative Personnel.** Mr. Chiles had placed ads for the Assistant position. He has received several ads so far. He and Mr. Everhart have been screening the applications. Their plan is to continue to accept resumes through February 22nd. That time they will set up some interviews with an eye toward having a few applicants screened and ready to present to the Board soon—perhaps as early as the meeting on the 27th.
- 2. Legislative Updates.** Mr. Fuller reported on the communication from the AGC received on Feb 1st. He has also made contact with Senators Davis and Mortimer and reported on the status of these. The difficulty in pursuing legislation this year may be twofold: 1) the legislative session is half over and 2) the support of the ACG is at issue. The Board hoped to hear back from key legislators and was willing to make a decision by the end of the week. They agreed to convene a brief mtg. to do so if warranted. The Board considered the propriety of hiring a lobbyist to assist with the promotion of a particular piece of legislation. Members noted that other public entities—cities, counties and the PCAD—have and do still hire lobby firms—or pay dues to organizations—which which hire lobbyists to advise them on how to further their agendas. Ms. Casper also shared copies of a draft fact sheet designed with the purpose of educating legislators and the public on the merits of the issue.
- 3. Website Development.** Ms. Casper reported on the status of the website. The mock site had recently been loaded and was available for manipulation. Ms. Casper was tasked with working on organizing the site and coordinating this with Mr. Chiles. Ms. Casper requested that Board members submit a bio and photo for the site.
- 4. Other Reports.** Ms. Ozaki recommended that the IFAD Board join the Chamber of Commerce with payment of a membership fee of \$107 and a one-time New-member set-up fee of \$25.

Action: Mr. Meek moved that the IFAD board pay the fees listed above to become members of the GIF Chamber of Commerce.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative with the exception of Mr. Chiles who abstained from the vote.

VI. Discussion of Contractor and Financing Options.

Mr. Fuller began working with an attorney/CPA named John Brems of Taylorsville, UT. Mr. Brems indicated that section 170(c)1 of the *US Code* allows for public entities to receive funds for exclusively public purposes. So, the assumption is that as long as the funds are carefully managed so as to be applied only public processes and not for Board administrations, etc. Ms. Gazdik raised the question of whether or not the collection of rental fees for private use of the proposed event center would preclude it from being a strictly public building. Mr. Fuller advised that this issue is worthy of exploration once a center is built and in operation. But until then, any funds collected in the near term could be used solely for construction. The Board directed Mr. Fuller to seek a formal legal opinion from Mr. Brems. Knowing of section 170(c)1 frees up the board to look into hiring a capital campaign manager. Ms. Ozaki and Mr. Bruder will be vetting interested parties and will be prepared to introduce them at a future meeting if desired. Finally, Ms. Ozaki was prepared to begin working with Mr. Meeks on several grants she has identified.

Action: Ms. Gazdik moved that the IFAD pay to obtain a tax opinion letter from Mr. Brems.

Action: Mr. Meek seconded the motion.

Result: All members present voted in the affirmative.

VII. Calendar and Announcements.

A. Upcoming IFAD Meetings/Events.

02-27-13 Regularly Scheduled Business Meeting.

March 5th P&Z annexation hearing date.

03-13-13 Regularly Scheduled Business Meeting.

B. Announcements and Minor Questions. None were posed.

VIII. Public Comment.

Meeting time was made available for public commentary, but no members of the public provided comment.

IX. Adjournment.

Action: Mr. Everhart moved to adjourn.

Action: Ms. Gazdik seconded the motion.

Result: The vote was unanimous in the affirmative. The meeting was adjourned at 9:03 a.m.