



**Board of Directors – Business Meeting
Business Development Center, 420 Memorial Drive
Idaho Falls, ID 83402
14 November 2012**

Minutes

In Attendance: Board Members: Robb Chiles, Bob Everhart, Kris Meek and Cindy Ozaki. Board Member Terri Gazdik was excused. Also present were: IFAD Legal Counsel Mark Fuller and IFAD Consultant Rebecca Casper.

I. Call to Order.

Conducted by Chairman Ozaki, the meeting was called to order at 7:48 a.m.

II. Adoption of the Agenda.

Action: Mr. Meek moved to approve the agenda as amended to include an executive session as item X (ten).

Action: Mr. Chiles seconded the motion.

Result: All members present voted in the affirmative.

III. Approval of Minutes from Previous Meetings.

Action: Mr. Meek moved to approve the minutes from the 10/24 Business Meeting, the 10/29 Business Meeting, and the 10/30 Executive Session.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

IV. Approval of IFAD Payables.

A. Fuller and Beck \$1,906.85 (Invoice for October 2012).

B. Bob Everhart \$110.42 (Meals for a meeting with Operator representative).

C. Cindy Ozaki \$24.48 (Reimbursement for costs associated with providing a tour of local economic environment for operator representative.)

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

Action: Mr. Meek seconded the motion.

Result: All members present voted in the affirmative.

V. Reports and Updates.

A. Architectural Report. Mr. DeKold reported that there was nothing additional to report while the architectural design process is still on hold. Land development issues with respect to land acquisition will be addressed in the Executive Session. After the Executive session, Mr. DeKold introduced the topic of FFE costs and how they differed between the Architects' lists and estimated costs and the Operator's estimated costs. Board members expressed a desire to

get the right persons in the room to define and discuss this further.

- B. Administrative Update.** Ms. Casper updated Board members with respect to website development. She asked the board to approve purchase of the domain names from GoDaddy.com which was recommended by the website designer as one of the least expensive options for domain name purchases.

Action: Mr. Meek Chiles moved to approve the purchase of domain names to secure the IFAD website.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

C. Other Reports.

1. **Finance/Accounting Report.** Ms. Ozaki wanted to investigate a reporting anomaly for expenses in the balance sheet report from the accountant before providing a formal report. Informally, she reported IFAD income for the month of September to be at \$140,336.00. This reflects an amount that is approximately \$8K above the anticipated amount for that month.
2. **Emergency Preparedness Update.** Ms. Casper reported that she is still seeking information from a contact at Homeland security.
3. **Building Update.** Mr. Chiles indicated that building signage costs were to be greatly offset by a grant from the city thereby rendering the actual shared costs to be much less than anticipated. Board members suggested that the billing for this will be included along with the monthly utility payment.
4. **Operator Announcement.** Ms. Ozaki would like to hold a media event to announce the selection of Centennial as the intended operator. Centennial is anxious to work jointly do a media event. A suggestion was made that the event be combined with the already-scheduled open house for the new facility to be held on December 6th at 5pm. Ms. Ozaki agreed to handle the planning for the event.

VI. Approval of Proposed Public Records Policy.

As the written policy was studied, Board Members requested several small typographical or stylistic edits. Ms. Casper was able to make the changes in the master document file as they suggestions were made.

Action: Mr. Chiles Meek moved to approve the policy as edited.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

VII. Personnel Considerations.

Mr. Everhart reported that he and Mr. Chiles have been drafting a job description for a part-time administrative support position to assist with notices, agenda development, minutes, and general compliance. The description is in rough format and has not yet been refined. Mr. Everhart next plans to make additional recommendations for other positions such as a project manager to assist with the construction phase.

VIII. Calendar and Announcements.

- A. Upcoming IFAD Meetings.** November 28th and December 12th are the next regularly scheduled meetings. There will not be a second meeting December. The January meetings will be held on January 9th and 23rd. The board will continue to set its meeting schedule a few months in advance and post its meetings regularly. Board members also discussed plans for a holiday social event in late November.

- B. Announcements and Minor Questions.** None were given.

IX. Public Comment.

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

X. Executive Session. (*Executive Sessions are closed to the Public*)

At 8:42 a.m. Ms. Ozaki made a formal motion to take the meeting into Executive Session. The motions passed unanimously and the vote was recorded by the chair. The session was held in accord with Idaho Code §67-2345(1)(c) "To conduct deliberations concerning labor negotiations or to acquire an interest in real property which is not owned by a public agency." A roll call vote of all Board members present was taken and formally recorded.

XI. Public Session.

Action: Upon conclusion of the Executive session discussion at 9:12 a.m., Mr. Meek moved to close the Executive Session and return the meeting to public session.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

XII. Action Pursuant to Executive Session.

Pursuant to the information shared and discussed in the Executive Session, Board members desired to address the issue they had discussed.

Action: Mr. Chiles moved that the IFAD contract with Horrocks Engineers to start the necessary canal work on the proposed site—including a topographical survey—all contingent upon development of an MOU with Snake River Landing.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

XIII. Adjournment.

Action: Mr. Meek moved to adjourn.

Action: Mr. Everhart seconded the motion.

Result: The vote was unanimous in the affirmative. The meeting was adjourned at 9:19 a.m.