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**Board of Directors — Regular Business Meeting**

**425 N Capital Ave., Idaho Falls, ID 83402**

**Wednesday, 13 December 2017, 7:00-8:30 a.m.**

**Meeting Location: In the large conference room of the Offices of Fuller & Beck located 410 Memorial Drive, Suite 201, Idaho Falls, Idaho 83402.**

*In attendance: Board Members: Chair Terri Gazdik, John LoBuono, Bob Nitschke, Jill Kirkham, Legal Counsel Mark Fuller, Administrative Coordinator Brandace Novack, Chip Schwarze, Scott Bradford, James West, Kevin Trevellyan, Mike Clements, Blake Davis, and Laura Lewis and Kevin Bruder via conference call.*

**Agenda**

**I.** Call to Order - Chair Gazdik calls meeting to order at 7 a.m.

**II.** Adoption of the Consent Agenda – Prior to adoption of the consent agenda, there is a motion to amend the agenda. Chair Gazdik would like to add a Legal Report to future agendas. The Legal for today’s meeting will be added to the Administrative Report in Section XII. Motion to amend the agenda. All in favor. Motion passes.

**A.** Meeting Minutes – Adoption of the Meeting Minutes for 8 November 2017 and 29 November 2017. Minutes will be more thoroughly reviewed during the meeting with the intent to adopt at the end of the meeting.

**B.** Payables – Motion to approve the payables. All in favor. Motion passes.

**III. Public Comment** – anyone wishing to provide public comment will be given 3 minutes. Not public comment at this time.

**IV. Laura Lewis –** update on financing **–** Ms. Lewis heard back from Ms. Stephani Bonney, bond Counsel for IFAD. She was informed that the physical building could be used for security to support a bond. It must be transferable in the event of a default. A lien to support a bond is put on the physical structure. The building may be used as collateral. In addition, fund raising dollars must be confirmed. Chair Gazdik would like something in writing. Ms. Lewis will send an email to Chair Gazdik that can then be distributed to the board.

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Any difference in funding can be made up in written agreements, leases, and/or cash up front. Once commitments and/or cash is in hand, she can then go out to the bond market. Cash is always preferable and can sometimes secure lower interest rates.

**V. Discussion and approval of budget for FY 17/18** – Ms. Kirkham asks to confirm the Ball Ventures line item. It is confirmed. Ms. Kirkham asks to allow for fifty thousand dollars for a feasibility study. Mr. Nitschke confirms request and would like four months to conduct the study as well. Ms. Kirkham stated that she asked her husband (Mike Kirkham, Idaho Falls Assistant City Attorney) if the city placed a bid for feasibility studies, and she was advised that the city does not always bid those as it is a service provided. Legal Counsel recommends ten thousand a month over a five month period. Motion to approve the budget as amended. Motion is seconded. All in favor. Motion passes.

**VI. Discussion and final approval of Pathways contract –** Chair Gazdik recognized a misstatement as the final contract was not approved at the last meeting. The minutes from 29 November 2017 are reviewed regarding the engagement of Pathways**.** Legal Counsel makes copies of the proposed contract for board review. Mr. Nitschke states concern about the compatibility of the schedules for the Pathways report and feasibility study. Legal Counsel references paragraph nine, which refers to confidentiality agreements. Modifications of services are in paragraph five. Fees are referenced. Legal Counsel recommends that services support the fees for the readiness campaign. Chair Gazdik believes that both the Pathways and feasibility studies can occur in tandem. Motion to approve the contract. Yay – 3 Abstain – 1. Motion passes.

**VII. Update on Executive Director Search – TEG Global –** Mr. LoBuono summarizes the search process. There are four recommended candidates to date, one of which is in the audience today.

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**VIII. Public Relations**

**A.** Committee report or update – Mr. Schwarze not present.

**B.** Review proposals for public relations services – Mr. LoBuono reviews selection process, using a ten point system to evaluate. Red Sky – 7+.

Oliver Russell – specialize in branding, channel marketing. Mitchell & Palmer – more advertising oriented – 7+. Stoltz Marketing – 7. Drake Cooper – 7++ to 8. Davis – Donate up to fifty thousand a year in pro bono work. Drake Cooper is preferred of the two though both have very high ratings. Steele & Associates is in Pocatello, and is probably the closest to Idaho Falls with the experience that the project will require. CLM – rated a 7. Pathways is a fund raising campaign agency. PR firm will be hired to help with community relations and media relations. Ms. Kirkham states concern as to whether or not IFAD needs a PR firm at this stage in the project. Mr. LoBuono would like to see a PR firm in place to help mentor the board and future ED through the process of building a strong presence in the community. There are top five firms recommended by Mr. LoBuono. He strongly believes good public relations is strategically important for the success of the project. The Pathways report stated a 67 percent support by the community for the project. Chair Gazdik reads a statement and scope of work of a PR firm as it partners with a team working together to complete a project from the initial vision stage all the way through to completion. Reference first paragraph of Pathways report. Mr. Nitschke inquired how capabilities can be reviewed without a scope of work in place. Ms. Kirkham recommends hiring a smaller firm initially, and then in a year visit the idea of hiring a larger firm. Mr. LoBuono has some concern about the hiring of two firms though out the life of the project. He assures the board that contracts can be changed, and that most state contracts go to bid every year. He expresses the importance of getting the right PR firm from the start. A multiple year campaign may require changes over time.

Top Five: TRR Marketing, Drake Cooper, Oliver Russell, Davies Moore and Payron Communications. Mr. LoBuono agrees to put together a scope of work for a PR firm. Action: The objective is to define the scope of work and place an RFP.

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**IX. Operational feasability study** – review proposals to make selection –

Mr. Nitschke presents a draft RFP for an updated operational and financial study. The ERA report showed the feasability of constructing, maintaining and operating an event center. Mr. Nitschke points out that the last study was done in 2008, and made assumptions that are no longer valid. He would like to see an updated market demand, community demand in comparable communities with the community defined. The revenue and expense forecast for the event center needs to be included. The study needs to show support for building the facility. He chose a thirty year period of review for the purpose of analysis. For the purpose of this analysis, the operator will be responsible for all expenses, and then subtract out of the budget items paid by other revenue sources. The impact of other community projects should be considered, especially since the objective of the Event Center is to not compete with city venues. He would like to see a comprehensive and understandable study upon which the board can base future decisions. Action: Mr. Nitschke will complete a scope of work for the feasibility study after receiving comments from the board. Comments from the board should be received no later than the last business day of the year, December 29th, 2017.

**X. Business Advisory Committee** – discuss purpose, responsibilities, structure. Chair Gazdik did not receive any comments back on the topic. She would like to know if anybody has any input on the formation of the BAC. Current volunteers are Steve Vuccovich, Jeff Sayer and Mario Hernandez. The Pathways report has suggestions for the BAC. See report for suggestions. A BAC brings a level of expertise that the board doesn’t have. Chair Gazdik would like the board to agree on how the BAC will function. She would like to see a broad scope of expertise represented. Mr. LoBuono believes that IFAD will be fortunate to have as many as ten members to join the committee. Legal Counsel recommends bringing to the committee people with opposing views which the board can take into consideration and make improvements. Ms. Kirkham reminds the board that the BAC is part of the project’s schedule. Pathways has agreed to help develop a committee. Chair Gazdik will run the idea of an invitation to join the BAC by Pathways. Action: Chair Gazdik will put together an invitation with the Admin Coordinator’s help.

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**XI.** Discuss preliminary negotiations on operations contract with Centennial

Management – Item postponed for discussion until the hiring of the

Executive Director.

**XII.** Reports and Updates – Legal Counsel – Letter from Greater Boise Auditorium District - GBAD.

Review of Auditorium District definition, and impact of possible change of the definition. Legal Counsel would like to keep an eye on this and would be willing to monitor and act as contact point in the case that there is legislative activity on this topic. Notice may be less than two weeks. A government affairs person may be required to act on behalf of IFAD. Action: Legal Counsel will keep the board informed.

**A.** Administrative – Thank you card to Hogan Construction for the holiday gift basket.

a. Christmas party – Location to be determined. Suggestions considered.

b. Meeting calendar for 2018 – Action: Revision complete for next meeting.

**XIII.** Calendar and Announcements

Upcoming IFAD Meeting/Events

**A.** Next Board Meeting on 9 January 2018 (Tuesday)

**B.** Announcements and Minor Questions

**XIV.** Adjournment 8:46 a.m.

**XV.** Executive Session Convened at 8:47 a.m.

**XVI.** Executive Session: § 74-206(1)(a) Convening an executive session to consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated to fill a particular vacancy or need.

**XVII.** Adjournment of Executive Session 9:20 a.m.

**XVIII.** Adjournment of Public Session 9:21 a.m.

Conference Call Information:

Dial In number- (515) 739-1030

Access Code – 207-770-975

Posted on or before 7:00 a.m. on 11 December 2017