

**Board of Directors Business Meeting**

**Tuesday 23, April 2019, 7:00 a.m.**

**Location: Idaho Falls Auditorium District Office**

**467 Constitution Way, Idaho Falls, Idaho 83405**

**Attendees: Terri Gazdik, Bob Nitschke, John LoBuono, Doug Swanson, Rob Spear, Mark Fuller, Salem Thomas, Mike Clements, Blake Davis, Kevin DeKold, Darwin Mecham, Tana Barney, Chad Hammond, Kevin Greene**

**Minutes:**

1. Call to Order – at 7:05 a.m.
2. **Action Item** – Accept agenda for this meeting – Gazdik proposed a motion to add an action item to extend the Centennial Management MOU after the public comment, add a discussion item after item 9 for an owner’s representative, and to remove the executive session and action item to make a decision on the things discussed in the executive session. Motion made. Seconded. Motion passes.
3. **Action Item** - Accept the Consent Agenda - Motion to approve the consent agenda. Seconded. Motion passes.
   1. Meeting Minutes – 3/26/19, 4/9/19
   2. Approve Payables
4. **Discussion Item** - Public Comment – None.
5. **Action Item** – To Approve the Executive Director Contract – Discussion to hire Rob Spear as the executive director for the Idaho Falls Auditorium District. Fuller explained that no changes were made to the contract that had been previously approved by the Board. There were a few changes to the nondisclosure agreement including removing the words “at will employee” because the first year of employment Spear will be a contracted employee. After the first year, he will become an “at will employee.” He will continue to remain employed as long as both parties agree. Motion made to approve the contract for the hiring of Rob Spear as the executive director. Seconded. Motion passed.
6. **Action Item** – Off Site Update – Tana Barney – The original schedule showed that the bridges would be complete by September 2019. It is on track right now. The roads will be paved by July 2019. The road will be completed by September and the city should accept it by the beginning of October. The blasting is all done for this section. Barney indicated rock removal is currently under budget. Blake Davis requested of Barney that she share the final, completed budget with them so they can update their numbers. Mark Fuller asked if there is predictability from the previous blasting to the upcoming blasting. Barney said they should be close to the original proposed numbers. There are no foreseen issues at this point.
7. **Action Item** – Centennial Management Contract – Fuller had a good discussion for about an hour with the contract negotiators and they plan to have another hour teleconference next month. They wanted to know if there was a possessory interest tax. There was some concern that there was a Lease Tax like there is in Utah. As far as Fuller has researched, there is not a lease tax in Idaho. At the same time of researching and approving the CM contract, they are negotiating the concessions and the hockey team contracts. Fuller said the contract is more difficult to write than was previously anticipated, and that the Board should not expect the contract to be finished in less than two months.

Fuller suggested extending the Memorandum Of Understanding for one more year even though the contract should be completed long before the completed year. Motion to approve addendum to MOU. Seconded. Motion passed. Nitschke requested an opportunity to weigh in on the contracts before they are completed. Fuller agreed. He explained that one of the current issues they are considering is whether the hockey team and the concessions providers will be contracting with the IFAD Board or with Centennial Management. Fuller explained that the original plan was to have the team contract with Centennial Management, but there will have to be at least one contract with IFAD. Nitschke said he would like to see what is being discussed. LoBuono said he would like to have an input on the concessions prices. Gazdik said that she isn’t sure the Board would have the ability to change menu prices.

1. **Discussion Item** – Marketing/PR efforts – Chad Hammond – There will be a press conference at the IFAD office today to announce the new executive director. Gazdik said she would be present at 1:30 to answer questions from the press. Hammond explained that they would also like to get together at Watkins Distributing to officially welcome Rob Spear to the area.

Nitschke asked how many and which people are on the Business Advisory Committee. Gazdik said that attendance changes every time based on availability, but there are agendas distributed for each meeting to a specific list of participants. They generally go through different potential sponsors every time and offer updates on those who are wanting to move forward with donation. Nitschke requested a list of all the members on the Business Advisory Committee. Gazdik explained that having the business advisory committee has been very beneficial to draw on the expertise and connections that each member has.

Nitschke asked Hammond for the long-range communication strategic plan. Hammond said the idea is that right now they are updating the website and Facebook accounts, but the main focus is the fundraising and helping Pathway Associates do their outreach. Nitschke requested an updated document outlining the long-term plan efforts. Gazdik reminded the Board that the original PR plan is in the proposal that IE Productions used to win the bid to be the PR firm helping IFAD. Spear reminded the Board that his action plan includes a 69 day action plan that involves finalizing the project management plan, document control, etc. He suggested that he would be able to help create that strategic outreach plan by July 1. As the new executive director he would make sure the community engagement is at the level it should be. Getting these documents together would be a great way to get him up to speed with the current plans and actions of the Board. Spear requested the project management plan (PMP) in digital form so he could review and update it. He plans to review the one that has been created and update it to be a complete plan. Fuller clarified that Spear’s contract says the PMP would be completed in the first two months of service. Spear wants to get the plans completed so the Board can focus on the future of the project. Nitschke suggested having a discussion item concerning the PMP each meeting. Gazdik suggested reverting to having an executive director report on each agenda and that the PMP review could be included in that.

1. **Discussion Item** – Update on the progress of the naming rights campaign – Gazdik explained that the Board is nearing the end of the 30 day exclusivity agreement with the entity that is considering the full naming rights option. Phyllis Hockett of Pathway Associates has said there will be a meeting on Friday that will determine the decision of the one entity. Hockett has a positive outlook on the prospects of them wanting the rights. Gazdik added up all the potential donations and it seems that there will be $10 million if all the prospective entities decide to offer the funds.
2. **Action Item** – Update from Building Committee and Kevin DeKold: to provide suggestions on how decision making process should be handled with CRSA. – Nitschke received a “Decision Template” from one of the workers at CRSA. Nitschke said that he was looking for decision criteria and thresholds, and the document he received was neither of those things. Gazdik said that all she thought they really needed was a decision making flow chart. Nitschke said he wants the order of who should be able to approve which kind of decisions. There need to be thresholds explaining which decisions are available for each level of decision making. Kevin DeKold explained that they sent Nitschke an editable document so he could rearrange it as he felt necessary. LoBuono said he felt the decision making flow would start with the project manager, go to the executive director, then to the building committee, then to the full Board if necessary. DeKold explained that he would plan on working with the executive director on most of the project decisions. Nitschke said he would get with Vucovich and create that decision making threshold document. Spear said he feels the project management plan has a similar requirement so he could also help with it.

1. **Discussion Item** – Owner’s representative – Bob Nitschke – Gazdik said the potential cost is about half a million to have an owner’s representative. If the Board thinks having an owner’s rep is important, they can send out an RFP to find the right one. She thinks it is important that the owner’s rep has the expertise to do the decision making that was just being discussed. Nitschke said he thinks the most vital thing is that the owner’s rep is available full time. DeKold said it would be best to hire that person now as opposed to when the ground breaking begins. The Board needs to put together a request, but Gazdik suggested calling another meeting to accomplish that as it is not on the current agenda. Nitschke said he would help facilitate once it gets going.
2. Report and Updates
3. **Discussion Item** - Legal Report – May 9, 2019 at 7:30 p.m. is the public hearing before the city council for the rezoning of the land on which the event center is to be built. Fuller suggested having a board member and the executive director be in attendance. There is another small piece of property that is going up for sale. It is a seven acre parcel. Tana Barney said Snake River Landing is aware of the parcel for sale.
4. Calendar and Announcements
   1. Upcoming IFAD Meeting/Events – **Next Meeting on May 14, 2019**
   2. **Discussion Item** - Announcements and Minor Questions – LoBuono said he would be willing to attend the May 9 city council meeting.

The meeting on May 28th is the day after Memorial Day, but it is scheduled and will stay the same.

There is Zoom information available to attend meetings if needed.

* 1. **Discussion Item** - Agenda Items for May 14th meeting – decision matrix. The design schedule needs to be filled in instead of just having milestone dates.

1. **Action Item** - Adjournment – Motion to adjourn. Seconded. Motion passed. Adjourned at 8:15 a.m.

Action Items

Fuller will provide Spear with signed nondisclosure agreement

Spear will create/complete project management plan

Thomas will fix Zoom functions

Spear will create long-term PR campaign with Hammond

Gazdik will send Nitschke a list of BAC members

Include Executive Director Report on next agenda

Nitschke and Vucovich will create decision thresholds