

Approval: _____
(Chair)

Idaho Falls Auditorium District

Board of Directors — Business Meeting
Fairfield Inn and Suites
16 January 2012
8:00 a.m.

Minutes

In Attendance: *IFAD Board Members: Robb Chiles, Bob Everhart, Kris Meek, Cindy Ozaki, and Jeff Sayer. Also: Mark Fuller (legal counsel) Rebecca Casper (consultant), Kevin Dekold (CRSA), Aaron Johnson (Bateman-Hall Construction), Kris Smith and Jeff Palmer (Layton Construction), Steve Swisher (Swisher Garfield Traub and Gary Horton (public). Mr. John Traub, Kathy Wheadon (CRSA), Michael Harvey, and Don Dethlefs joined portions of the meeting by phone.*

- I. Call to Order.** The meeting was conducted by Chairwoman Ozaki and called to order at 8:14 a.m.

- II. Adoption of the Agenda.**
Action: Mr. Everhart moved to adjust and then accept the agenda by moving the presentation from Swisher Garfield Traub Development from the 7th to the 4th item of business.
Action: Mr. Meek seconded the motion.
Result: All members present voted in the affirmative.

- III. Approval of the Minutes from Previous Meeting.**
Action: Mr. Everhart moved to approve the minutes.
Action: Mr. Meek seconded the motion.
Result: All members present voted in the affirmative.

- IV. Presentation from Swisher Garfield Traub Development.**
Report: Mr. Steve Swisher facilitated a presentation about the full range of development services offered by the firm. Their full-service package includes financing options, as well as the coordination of the architectural and construction aspects of a public project. Mr. Swisher and M. Traub (on the phone) stood for questions about their services and how they might relate to the IFAD. Guests from Layton Construction were present to indicate that a partnership with a construction firm was possible. And Layton indicated it would likely partner with local construction company Bateman-Hall Construction if invited to become a part of the project. Various finance options were discussed. No decisions were made.

**V. Discussion/Approval of IFAD Payables and Funds.
Fuller and Beck.**

Discussion: The invoice was presented to the board for approval and payment. No questions were raised.

Action: Mr. Chiles moved to pay the invoice.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

VI. Discussion/Approval of ICRMP D&O Insurance

Discussion: The Board re-considered the quote for D&O insurance provided by ICRIMP and determined that the bid was highly competitive and therefore satisfactory.

Action: Mr. Sayer moved to obtain the insurance.

Action: Mr. Meek seconded the motion.

Result: All members present voted in the affirmative.

VII. Approval of Informational Tour of Maverik Center

Discussion: Ms Casper presented still-fluid information about the tour itinerary and lodging accommodations. Some discussion was held as to the how to obtain the most favorable lodging rates. An offer was made by Mr. Gary Horton of the Ameritel Hotel to help obtain a favorable rate at his Company's Utah property. Ms. Casper was directed to investigate that further. Attorney Mark Fuller made a brief presentation interpreting Idaho ethics laws. He encouraged members to treat their time in Utah as a public meeting and post it according to Open Meetings law requirements. The board determined to do so and an agenda was discussed briefly. Finally, a head-count was obtained and transportation planning was delegated to Ms. Casper who determined to conduct them via email. No action was taken.

VIII. 2012 Meeting Schedule

After discussion and calendaring, the board set a meeting schedule for the first quarter of the year.

Jan 21st

Jan 23rd

Feb 14th

Feb 27TH

Mar 12th

Mar 26th

IX. Discussion with CRSA.

Discussion. Mr. Kevin DeKold, joined by Kathy Wheadon (CRSA, and Don Dethlefs and Michael Harvey (Sink Combes Dethlefs) by phone, led with a discussion to determine the timing and nature of public meetings to be held in February and March of this year. There was some consideration of the purpose and the length of the meetings. A tentative consensus was reached wherein two identical meetings would be held where a broad overview of the project would be given and public feedback sought. The board was very

eager to make use of social media like Facebook and Twitter to elicit further comments and feedback. The board also considered holding a focused feedback meeting just for local hoteliers and perhaps restaurateurs. The discussion then turned to the considerations of programming. The architects desired to make the point that every programming decision had both public support aspects and well as financial considerations that must be considered. Mr. Everhart and Mr. DeKold clarified the original cost projections for the facility. Mr. Dethlefs educated the board about FFE (Fixtures, Furniture, and Equipment) considerations. Mr. DeKold introduced considerations of project timing and groundbreaking for an approximate 14-month construction schedule. Obtaining enough input for a 2012 groundbreaking will require months of programming work and schematic design. Mr. Meek expressed a desire for some budget numbers based on what the income stream from the IFAD's room tax will generate. Mr. Everhart offered to obtain updated figures soon as possible. The board concluded that more discussion is needed before public meetings will be scheduled. No further decisions were made.

X. Public Comment

Mr. Horton inquired as to why the media was able to obtain meeting notification. Mr. Fuller explained that the media were not considered members of the public and that the IFAD had a legal responsibility to notify them of meetings if requested. Mr. Horton also inquired whether or not the work done by the consultant was of a nature to qualify for independent contractor status. Mr. Fuller, IFAD counsel, indicated that 1) coordination with members of the Board and 2) asking questions to clarify the scope of work to be done were both indeed allowable for independent contractors.

XI. Adjournment.

Action: Mr. Chiles moved to adjourn.

Action: Mr. Everhart seconded the motion.

Result: All Board Members present voted in the affirmative
The Meeting adjourned at approximately 12:03 p.m.