

Idaho Falls Auditorium District

Board of Directors — Business Meeting
Fairfield Inn & Suites, Eagle Rock Room
12 March 2012
8:00 a.m.

Minutes

In Attendance: IFAD Board Members: Robb Chiles, Bob Everhart, Kris Meek, and Cindy Ozaki. Also: Mark Fuller (legal counsel) Rebecca Casper (consultant), and Gary Horton (public). Board Member Jeff Sayer was excused.

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. Chiles moved to adopt the agenda.

Action: Mr. Everhart seconded the motion.

Action: Ms. Casper suggested changes to the agenda including: adding an additional item under item IV-C, and the addition of another website vendor as item VI-C.

Action: Mr. Chiles moved to amend the agenda accordingly.

Action: Mr. Everhart seconded the motion to amend.

Result: The minutes were amended by a unanimous vote.

Result: The chair called for a vote on the main motion and the amended agenda was adopted with a unanimous affirmative vote by all those present.

III. Approval of the Minutes from the Previous Meeting.

Background: Ms. Ozaki noted that the actual cost of the airline tickets was different from that reported in the minutes. Ms. Casper noted the change and agreed to make it in the official copy of the minutes.

Action: Mr. Chiles made a motion to accept the minutes from the previous meeting—as amended.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

IV. Discussion/Approval of IFAD Payables.

A. Fuller & Beck Monthly Billing

Action: Mr. Meek made a motion to accept and pay the February invoice from Fuller and Beck in the amount of \$5,703.95.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

B. Travel Expenses

1. Pocatello Meeting Mileage Reimbursement

Action: Mr. Meek made a motion to approve payment of the mileage expenses for travel to Pocatello of approximately at 104 miles or \$53.04.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

2. Airport Parking Reimbursement.

Background. Ms. Ozaki indicated that most of the travel expenses for the Board's trip to AZ and NM were placed on the Board's credit card with the exception of parking receipts at the IF Airport.

Action: Mr. Meek made a motion to approve payment and reimbursement of all of the expenses for the trip, including airport parking and any hotel and meal costs, etc. paid for by the credit card subject to the review of the credit card statement by two board members.

Result: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

C. Reimbursement to Chamber of Commerce.

Action: Mr. Meek made a motion to reimburse the Chamber of Commerce for payment of the renewal of the Events Center Website Domain names provided that the management of these domain name accounts is permanently changed over to IFAD control.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

V. Discussion of RFQ's Received from Accounting Firms.

Background: The Board had received RFQs from three accounting firms: Galusha, Higgins, Galusha; Rudd & Company; and Cooper Norman. Ms. Ozaki suggested that the Board plan to convene the Board on Monday the 19th in Executive Session to interview the three firms in sequence for 30 minutes each—with Board members meeting before and after to discuss the proposals and presentations. Ms. Casper was asked to arrange the interviews.

VI. Consideration of Website Proposals.

Background: Three vendors responded to the RFP for preparation of the IFAD's new website: Web Impakt; I.E. Productions; and Chuchi Design Innovations. The RFP request included four items: preparation of the site; provision of email addresses; design of a logo; and ongoing technical support. Board members discussed the various proposals and clarified concerns about website revisions, hosting fees and availability of technical support

Action: Mr. Chiles made a motion to accept the proposal from Web Impakt and engage them to design and implement the IFAD Website.

Action: Mr. Meek seconded the motion based on the proposal and the cost of

the other two proposals.

Discussion: Ms. Casper raised the issue of website hosting fees incurred by Web Impakt from May 2011 through March 2012 for the existing Event Center website. Mr. Chiles wanted the minutes to reflect that he made his motion to accept the Web Impakt proposal irrespective of any previous relationship between Web Impakt and the Event Center campaign. All Board members concurred with that sentiment. Mr. Meek also noted that in the future, the IFAD website might seek to include other design features not included in the current proposal, including a modifiable flash banner, Google Earth Images, an image gallery, and a social media management package. Mr. Fuller agreed to review the sales agreement prior to Mrs. Ozaki signing and paying for design services.

Result: All members present voted in the affirmative.

VII. Architect's Report.

Discussion: Mr. DeKold reviewed the plan to meet with the New Sweden Irrigation Company on March 13th. His firm's civil engineer would also attend. His team is also working on "next steps but note that budget uncertainties are slowing the decision-making process. Mr. DeKold suggested that the board look to the E-Center as a resource for financing resources. Mr. Chiles indicated that he was already looking into this and seeking a meeting with the principals there. Mr. DeKold suggested that the resource known as the "Cave" at the CAES site would be a unique and powerful fundraising tool. Mr. Meek noted that a marketing & fund raising video might also be effective if placed on the website.

VIII. Report on Tours of Tim's Toyota Center and Santa Ana Star and Discussion of Operations Models.

Ms. Ozaki invited the board to comment on the Board's recent trip to other centers and to discuss their thoughts about an operating model pursuant to sending out an RFQ. Mr. DeKold pointed out two advantages for selecting an operator at the beginning of the process: 1) Design--Operator participation in the design process is less expensive and preferable to making design changes after; 2) Budget--Any cost savings will improve the accuracy of budget projections and help the entire project to stay on budget. Board members noted that more efficient design results in a more efficient allocation of space—for offices and management—and therefore results in costs savings. Mr. Everhart pointed out that a unified operations model—one that combines facility management, catering/food services, and team ownership—may be preferable in other ways. Board members saw a lack of cooperation between these three divisions in the centers in AZ and NM in contrast to the Maverick Center where the model seemed to lend itself to a more unified experience for guests. Mr. Meek elaborated on how a unified model allows each element of the operation to focus on creating a good experience for the visitor. Mr. DeKold added that the culture of the various centers was certainly different with the main contrast being between an emphasis on turning a profit or on creating a good experience. Members noted that the irony is that a good guest experience seemed to result in

greater profitability for all. Board members were unified in their opinion that so far, the unified management/operations model was preferable and discussed sending out an RFQ/RFP. Mr. Everhart wondered if a combined an RFQ/RFP might not result in a temptation to be swayed by the “numbers.” Mr. DeKold suggested that an RFQ be issued that states the Board’s preliminary findings in favor of combined operations, but that invites all qualified operators to submit their qualifications and state the case for their operations model. Mr. DeKold suggested that this approach might reveal something of each operator’s corporate culture and/or reveal some other operator strengths the board has not yet considered.

Action: Mr. Meek moved that the Board send out an RFQ to all available and potential operators who could operate a facility in Idaho Falls. The RFQ is to include a request for a response or discussion of the Board’s preference for the unified model.

Action: Mr. Everhart seconded the motion.

Discussion: Mr. DeKold wondered if the site visits so far had tainted the impartiality of the selection process. Board attorney, Mr. Fuller said it would not. The impracticality of visiting all sites rules this out as a factor so long as the process itself is impartial. And further, thus far none of the visits was conducted with the intent to do anything but learn and observe. Mr. DeKold offered to assist with the writing of an RFQ. Ms. Ozaki offered to create a draft and circulate it to Board Members and invite comments.

Action: Mr. Meek amended his own motion making it a motion to create an RFQ by or before the next Board Business meeting.

Action: Mr. Everhart seconded the motion to amend.

Result: All members present voted in the affirmative on the amendment

Results: All members present voted in the affirmative on the main motion as amended.

IX. Announcements.

A. **JFAC Update.** Mr. Fuller noted that the Idaho State tax Commission had received authority from the JFAC to administer the IFAD account. They request a formal answer from the IFAD as soon as possible; they anticipate that it will take six months for any formal tax collection capacity to be developed.

Discussion. Mr. Meek asked Mr. Fuller for feedback on the status of collections and the possible use of tax liens in the event that compliance became an issue.

Action: Mr. Meek moved that, based on the foregoing discussion, the IFAD pursue the option of establishing an MOU and determining the actual costs of contracting with the Idaho State Tax Commission.

Action: Mr. Everhart seconded the motion.

Discussion. Mr. Fuller clarified that asking the Tax Commission to prepare an MOU is not tantamount to entering into the agreement.

Result: All members present voted in the affirmative.

B. **Mayor’s Business Day.** Ms. Casper reminded the members of this civic event to be held on March 27th.

X. Calendar Review.

- A. March 13—Meeting with New Sweden Irrigation
- B. March 19th –IFAD Meeting
- C. April 2 IFAD Business Meeting
- D. April 16th Meeting date—room scheduling conflict

XI. Public Comment.

Mr. Horton asked if the budget for the facility had been determined yet. Board members discussed this. The conclusive answer was that the budget has not yet been set as the Board is actively working on costing out each element of the budget—including facility costs, annual IFAD expenses, revenue streams, financing options, etc.

XII. Adjournment.

Action: Mr. Everhart made a motion to adjourn.

Action: Mr. Chiles seconded the motion.

Result: All members present voted in the affirmative.