

Idaho Falls Auditorium District

Board of Directors — Business Meeting

Board Room, Hilton Garden Inn, 700 Lindsay Blvd., Idaho Falls, ID 83402

29 May 2012

8:00 a.m.

Minutes

In Attendance: IFAD Board Members: Robb Chiles, Bob Everhart, and Kris Meek, Cindy Ozaki. Board Member Jeff Sayer was excused. Kevin DeKold (architectural firm, CRSA) participated by telephone. Also in attendance: Mark Fuller (legal counsel), and Rebecca Casper (consultant), Geoffrey Scott (E-Center Intern), and Laura Lewis (financial consultant, Lewis Young Robertson & Burningham).

I. Call to Order.

Conducted by Chairman Ozaki, the meeting was called to order at 8:15 a.m.

II. Adoption of the Agenda.

Action: Mr. Chiles moved to adopt the agenda.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

III. Approval of the Minutes from Previous Meetings.

Decision: In the interest of time, Board members agreed to postpone approval of meeting minutes from 4/30, 5/22, and 5/24 meetings until the next business meeting on June 11th.

IV. Presentation:

Discussion. Laura Lewis, of Lewis Young Robertson & Burningham of Salt Lake City – Municipal Financial Advisors, presented ideas for financing the gap between what is needed for the proposed Event Center design and the revenue stream assured by the room tax. She educated Board Members as to possible financing scenarios.

V. Accounting Firms Contract Review.

A. Rudd and Co.

Action. Mr. Everhart moved to accept the terms for auditing services set forth in the letter of agreement from Rudd and Co. (and as subject to modification in the future.)

Action. Mr. Meek seconded the motion.

Result: All members present voted in the affirmative.

B. Galusha Higgins & Galusha.

Action. The Board instructed Mr. Fuller to adjust the terms in the letter of agreement to address Board Members' concerns with respect to meeting the discount deadlines set for the by the auditing firm, general liability concerns, and termination costs. Mr. Fuller agreed to report back at a future meeting.

VI. MOU with State Tax Commission.

Discussion. Given the IFAD's 100% collection record thus far, Mr. Fuller recommended that the IFAD Board not pursue forming any kind of an agreement) with the Idaho State Tax Commission (ISTC) for the purposes of collecting the room tax until after 01/01/13. This will hopefully avoid any possibility of IFAD monies being used to fund the overhaul and redesign of the Commission's entire computer system and allow for any possible bugs to be worked out of the Alpha model. Mr. Meek raised the possibility of asking the commission if the ISTC would be interested in contracting only for the enforcement (and *not* collection) aspect of the room tax administration. This would require the IFAD to continue to collect the tax as it has been doing thus far. Mr. Fuller agreed to address this issue with the ISTC and report back at a future meeting.

VII. Discussion of Operator RFQ Presentations.

Discussion. In general, the board members felt that the three presentations were entirely different from each other and sorting them could require significant time in another meeting. Ms. Ozaki agreed, but asked the board members if they felt the 3 operators were qualified to operate an Idaho Falls facility—based on the presentations given. Mr. Everhart and Mr. Meek felt that they were, but Mr. Chiles disagreed, citing the fact that one presentation did not adequately address the parameters set forth in the RFQ document. It seemed to him that they did not demonstrate that they had the best interests of the IFAD at heart and that the level of hockey they presented was at a level on par with larger markets like SLC. The discussion turned to next steps regarding the RFP phase and the decision-making criteria to be employed.

Action. Mr. Chiles moved to eliminate Venu-Works from future consideration as an operator based on his comments above.

Action. Mr. Everhart seconded the motion.

Result. The motion passed 3-1 with Mr. Chiles, Mr. Everhart, and Ms. Ozaki voting in favor and Mr. Meek voting against the motion. Ms Ozaki will work on preparing the RFP document.

VIII. Updates and Reports:

A. Update: E-Center/EB-5

Not discussed.

B. Update: Logo/Website.

Not discussed.

C. Architecture Update.

Mr. Dekold reported that CRSA, has worked on a design for a 4000-seat

arena that shifts building development to one side (west) of Battle Creek and parking plans on the other side. This is intended to reduce site development costs. The projected savings are not yet known and will in part depend on sharing parking development costs with the developer. Mr. DeKold was prepared to discuss director project requirements then or at a future meeting. Finally, Mr. DeKold expressed his opinion that the Board was not yet ready to hold public meetings as scheduled and recommended that the meetings be postponed indefinitely—just until a few more details could be established. Board members concurred and determined to postpone the public meetings as recommended.

IX. Approval of IFAD Payables.

Report: Three categories of invoices were presented for payment: 1)

An invoice for Fuller and Beck in the amount of \$4341.70; 2) An invoice from Omnia Strategies in the amount of \$2593.80;) And invoice for the room rental fee at First American Title for \$100.00; and 4) a billing for the IFAD Post Office Box 1-year renewal.

Action: Mr. Chiles made a motion to approve payment of all invoices as represented by the invoices received.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

X. Calendar and Announcements.

A. Discuss Schedule—Public Meetings, Business Meetings:

June 5th and June 13th Public meetings postponed

June 5th—Committee meeting with E-Center (2nd consultation)

June 6th—Committee meeting with SRL (soil samples)

June 11th—Business Meeting at 7am.

June 25th—Business Meeting, time TBA.

B. Other Announcements.

None given.

XI. Public Comment.

There was no public comment.

XII. Adjournment. At 10:50 a.m.

Action: Mr. Chiles made a motion to adjourn.

Action: Mr. Meek seconded the motion.

Result: All members present voted in the affirmative to adjourn.