



**Board of Directors — Business Meeting & Executive Session
Business Development Center, 420 Memorial Drive
Idaho Falls, ID 83402
18 December 2012**

Minutes

In Attendance: Board Members: Robb Chiles, Bob Everhart, Terri Gazdik, Kris Meek and Cindy Ozaki. Also present were: IFAD Legal Counsel Mark Fuller, IFAD Consultant Rebecca Casper, and IFAD Accountant Fred Goodworth (first part of the meeting only). CRSA Architect Kevin DeKold participated by conference call.

I. Call to Order.

Conducted by Chairman Ozaki, the meeting was called to order at 7:43 a.m.

II. Adoption of the Agenda.

Action: Mr. Chiles moved to approve the agenda.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

III. Approval of Minutes from Previous Meeting.

Action: Mr. Everhart moved to approve the minutes from the 11/28 Business Meeting.

Action: Ms. Gazdik seconded the motion.

Result: All members present voted in the affirmative.

IV. Approval of IFAD Payables.

A. \$3576.55 to Fuller and Beck for December legal services.

B. \$1257.00 to Galusha, Higgins, & Galusha for accounting services to date.

C. \$157.50 to Moore, Smith, Buxton & Turke for additional legal services.

D. \$7200.00 (approximate figure) to CRSA for October and November Services. (The additional billing for September's services will be postponed until a further breakdown is received and reviewed.)

Action: Mr. Everhart moved to pay IFAD obligations in the amounts listed above.

Action: Mr. Chiles seconded the motion.

Result: All members present voted in the affirmative.

V. Reports and Updates.

A. Finance/Accounting/Audit Report. Mr. Goodworth presented and sought approval for a report of the work done preliminary to submitting year-end information to Mr. Scott Bond of Rudd and Co—who will be performing the District's annual audit. After questions, discussion, and clarifications, Board members directed Mr. Goodworth to proceed. Ms. Gazdik next reported that she had met with Mr. Goodworth prior to this meeting to discuss

the basis for 2013 budget projections. Based on discussion Ms. Gazdik felt that the budget projections needed to be refined before presenting for adoption. Mr. Fuller was directed to study the statutory budget adoption requirements and the Board agreed to address this at the next meeting. Ms. Gazdik additionally suggested using a budget committee in the future to review monthly financial statements and reports prior to presentation at board meetings. Board Members also discussed the role played by the auditor's firm and the accountant's firm with respect to the preparation of the financial statements needed for the audit process. The Board determined to have the auditor's firm prepare the financial statements for this first audit year as a sort of template. This would allow the Board to determine at a later date how they wish to proceed in future years. Finally, the hotel audit process was discussed. The Board remanded this back to the audit committee for further discussion and study.

B. Architectural Report. Mr. Dekold queried the Board as to their progress with respect to making decisions regarding the choice of architectural design. He emphasized that breaking ground in the spring and adhering to cost projections is contingent upon keeping to the original design schedule. Mr. DeKold introduced other construction considerations such as the competitive bidding process, the projected construction schedule, and the various construction models allowed by Idaho Statutes. Ultimately, Board members determined that the financing options will strongly influence the design choice and agreed to discuss financing options at the next meeting. Ms. Ozaki agreed to obtain more information from Laura Lewis at Lewis Young Robertson & Burningham, Inc. for the next meeting. Lastly, Mr. Dekold asked the Board for direction on the electrical engineers "local involvement initiative" proposal he had submitted. This would allow electrical engineering consulting agreements to be drafted in advance of an actual construction start.

C. Administrative Update.

1. **Personnel.** Mr. Chiles asked the board to identify what direction they wanted to go in with respect to personnel. Board members determined that the most obvious personnel need is for an administrative position only. Mr. Chiles will circulate a draft job description to board members so action can be taken.
2. **Website.** Ms. Casper and Mr. Chiles met and drafted a website map of page content that will be incorporated into the new site. This was presented to the Board and feedback was noted. A meeting will be scheduled with the site designer after the holiday.

D. Other Reports.

VI. Committee Appointments.

A list of the Board members' various committee appointments was reviewed and discussed. Ms. Casper will update the list.

VII. Calendar and Announcements.

A. Upcoming IFAD Meetings/Events.

- 1/9/13 Scheduled Business Meeting (Mr. Chiles indicated his absence from this meeting.)
- 1/23/13 Scheduled Business Meeting (Both Mr. Chiles and Mr. Everhart indicated their absence from this meeting.)

B. Announcements and Minor Questions.

None were discussed.

VIII. Public Comment.

Meeting time was made available for public commentary, but no members of the public provided comment.

IX. Executive Session. (*Executive Sessions are closed to the Public*). This Executive

Session was held in accord with Idaho Code §67-2345 (1)(a) to consider hiring individuals/firms wherein the qualities of the individual/firms are to be evaluated to fill a particular need of the governing body and (c) to conduct deliberations with respect to the acquisition of an interest in real property which is not owned by a public agency.

X. Public Session (Pursuant to Executive Session).

Action: Upon conclusion of the discussion, Mr. Meek moved to leave Executive Session and return to public session.

Action: Mr. Everhart seconded the motion.

Result: All members present voted in the affirmative.

Action: Mr. Meek moved that the Board contact Mr. Isom to move forward on conveyance of the property at the Snake River Landing site to the District.

Action: Mr. Chiles seconded the motion.

Result: All members present voted in the affirmative.

Action: Mr. Everhart moved to authorize Horrocks Engineers to begin the survey and plat work necessary for conveyance of the property.

Action: Ms. Gazdik seconded the motion.

Result: All members present voted in the affirmative.

XI. Adjournment.

Action: Mr. Meek moved to adjourn.

Action: Mr. Everhart seconded the motion.

Result: The vote was unanimous in the affirmative. The meeting was adjourned at 10:38 a.m.