Approved

**Board of Directors – Regular Business Meeting**

**425 N. Capital Ave., Idaho Falls, ID 83402**

**Wednesday, 13 September 2017, 7:00 a.m.**

**Minutes:**

 *In Attendance: Chariman Terri Gazdik, Board Members Jill Kirkham, Bob Nitschke, John LoBuono arrived late., Executive Director Cindy Ozaki, Administrative Coordinator Jo Nelson, IFAD Legal Counsel Mark Fuller, Blake Davis, Kevin Greene, Kevin DeKold, Chip Schwarze, Rusty Landon, Kassy Shepherd, James West, Tana Barney, Kevin Trevellyan, Dana Bracknell, Brent Bates, David Vasas, Catherine Smith*

1. **Call to Order**

Conducted by Chairman Gazdik, the meeting was called to order at 7:07 a.m..

1. **Adoption of the Consent Agenda**
	1. **23 August, 2017 Minutes**
	2. **Payables**
	3. **Financials**

*Action:* Motion made and seconded to adopt the Consent Agenda.

*Result:* All present voted in the affirmative.

Mr. Nitschke moved in good faith to add a number of items to the agenda. Legal counsel advised against the added items as it would be a violation of open meeting laws, in the absence of a good faith reason the agenda item was not included on the original agenda posting.

*Action:* Motion made and seconded to add the items Mr. Nitschke requested.

*Result:* Two present voted in the affirmative, one voted nay.

It was determined these items would be addressed at the end of the meeting after Reports and Updates.

1. **Public Comment –** Rusty Landon, Inntrusted hotels commented on his concern that the money’s being collected will be in fact used for the intended Event Center.
2. **Board Participation –** The question was brought up on how to increase communication and participation among the board members. A discussion was held on using private emails; legal counsel discouraging this practice and legal counsel recommended use of the private emails only to give a notice of an official email that was sent to the IFAD address and keep all IFAD communication on the IFAD email.

A question was also raised on how much interest and time the board members had to spend on sub-committees.

It was also suggested that the board communicate their anticipated absences for Board meetings to the Executive Director.

1. **Strategic Plan and Brainstorming –** A discussion was held on what the strategic plan is, and what the desired outcome is which starts with the project management. Ms. Ozaki explained the previous strategic planning procedure. A further discussion on the need for a more specific and detailed plan occurred.
2. **Project Management Plan –** A discussion was held on the need for a Project Management Plan which not only tracks the project, but which will outline the desired outcome, which is improving tourism and tourist spending. A discussion was held on when a Project Manager would be beneficial by either direct hire or contract for this venture. Blake Davis discussed the point at which project management should be involved. He discussed the architect, contractor and Centennial’s parts in project management, however an owner’s representative could be hired. There are firms and individuals who could be hired for that and suggested that the board consider hiring one for a minimum of two years, starting at the beginning of infrastructure construction, and by the end of construction, Centennial management could take over.

The question was presented: Does the board wish to request proposals for this kind of service? It was stated that we need to be sure of what the fundraising will be. Jill stated that “how can we hire anyone until we know what we want”. It was stated that there needs to be a desired outcome. No motion was made on requesting proposals for a project manager.

A discussion was held on what the desired outcome of the plan is to be agreed upon. Chairman Gazdik stated that the outcome of the Event Center has been in place and that the outcome cannot be changed every time new board members are elected. Ms. Ozaki will put together the documents that state what the outcome of the Event Center was determined to be by the prior Board and present at the October 11 meeting.

1. **Report and Update**
2. **Givent** – Mr. LoBuono discussed the meeting he attended and the financial obligation. He stated that it was a positive experience but considering the funding, other groups such as Rotary and Chamber, these contacts could be met. Mr. LoBuono recommendation is that this should not be pursued. No motion was made.
3. **Public Relations Committee** – Ms. Ozaki reported that the subcommittee did meet. Chip Schwarze discussed the meeting. He reported that IFAD has public relations issues due to newspaper reporting that the board does not have a unified vision. The public wants this building built. The first recommendation is that the board needs to be unified pointing in one direction. A suggestion is to show the public that the board is doing something, possibly a ground breaking and start the infrastructure work. This would show the public things are coming together. Mr. Schwarze’s experience is the fundraising money comes in after the ground work is in. Mr. Schwarze then discussed how social media is a powerful tool that needs to be utilized by publishing every positive statement to help build confidence in the public. A number of areas of concern were addressed. The end result is to increase tourism. Mr. Schwarze discussed that the positive picture needs to be built and the public needs to be educated. The next Public Relations sub-committee meeting is scheduled for two weeks out.
4. **Legal**
5. Mr. Fuller discussed the two vendors that are in arrears.
6. A legal document was presented that outlines the Auditorium District’s legal requirement of the building usage and judicial confirmations if the board wants to change directions.
7. Mr. Fuller then handed out the agenda for the August 23 meeting and addressed the Executive Session that was held and recited the legal code. After the Executive Session, it was made known that there were decisions made that may have violated the public meeting codes. The Post Register submitted an open meeting law claim of violation for that session. Mr. Fuller discussed the response time required, his response clarified that the alleged violation was not a violation. The complaint was that the notice was not adequate. Mr. Fuller’s response was that the procedures were followed correctly but did not cite the most accurate provision.

Recommendation, the board determine their actions to repost the Executive Directors position may be in question and to rectify this situation. Mr. Fuller’s opinion is that the board determine that those actions are null and void and then fulfill notice obligations in the future.

*Action:* Motion made and seconded, all voted in the affirmative.

*Result:* Motion carried.

1. **Executive Director -** Monday September 25 will be the meeting with the Pocatello – Chubbuck Auditorium District.

**Construction progress –** The Building Committee reached out to Ball Ventures about roads and bridges. They requested that they meet with the contractors. Engineers Bateman-Hall/ Hogan and Ball Ventures met. The goal is to start the bridge work this year while the canals are dry. Tana Barney discussed the designing of the roads and bridges and determined they are approximately 60% completed on design and approval. To reach completion, it will be 60 -90 days to go to the City for approval and Ball Ventures needs a financial commitment from the IFAD board to move forward. Legal counsel clarified the agreement between Ball Ventures and IFAD for the land donation, the development agreement, and requirements thereof, which is: the road infrastructure is to be built by the owners, Pioneer Front Properties, but the IFAD board will reimburse them for a percentage of all infrastructure which is based on the frontage, Ball Ventures would like 50%. This is still in negotiation. Direction from the IFAD board is requested at this time. Total cost is estimated to be $2.3 million. Possibly a fixed amount could be agreed upon. A former estimate of $1 million of IFAD contribution was previously budgeted. Ball Ventures stressed the critical timing of getting the bridges in this year and that the window of opportunity to get the designs into the City for approval will close in a couple weeks which will then postpone the project for another year. A public board meeting will be posted today and held 5 days from now, on Monday, September 18, at 6:00 pm for the intent of the IFAD board to agree on funding its portion of the bridge project. Ms. Ozaki will distribute appropriate documents to the board in preparation for the meeting.

**Public relations –**Ms. Ozaki stated that members of the Public Relations Committee are working on an action plan.Ms. Ozaki was interviewed by Karole Honas the previous evening on a live broadcast; this was done to increase community awareness and information.

**Document control system -** This is being put into place. Mr. Nitschke expressed a concern of what he would like and agreed to work with Ms. Ozaki to compile this information.

**Website** - this has been updated with the history.

**YTT** – The economic growth based on tourism was presented. YTT is very excited about the Event Center and will assist with referrals for vendors to access the center. A discussion was held on promoting the Event Center to draw tourists from a distance. Mr. Schwarze discussed his desire to spend grant money on advertising the Event Center to assist in bringing tourists to this area.

1. **Administrative –** Ms. Nelson reported that 3 additional STR’s have registered bringing the total to 18 registered STR.

**Pathways –** An addition to the Agenda as was requested by Mr. Nitschke,was added to the agenda. Mr. Nitschke requested an updated report. Pathways would like to follow up with some key contacts. Ms. Gazdik is interested in getting the best result and asked Pathways to present on September 27th. It was also stated that the Pathways report was to be distributed to the IFAD board before the September 27th meeting.

*Action:* Motion made and seconded to rescind adding the additional items Mr. Nitschke requested to the agenda.

*Result:* The vote was three in the affirmative and one nay.

1. **Calendar and Announcements**

**Upcoming IFAD Meeting/Events**

1. **Next meeting Monday, 18 September 2017**
2. **Next Board Meeting on 27 September 2017**
3. **Announcements and Minor Questions –** None were given.
4. **Adjournment**

*Action:* Motion made and seconded to adjourn the meeting.

*Result:* The vote was three in the affirmative and one nay. Meeting was adjourned at 9:07a.m.