

**Board of Directors — Regular Business Meeting**

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

**Tuesday, 13, March 2018, 7:00 a.m.**

**Location: The large conference room in Offices of Fuller & Beck**

**410 Memorial Drive, Suite 201, Idaho Falls, Idaho 83402**

*In attendance: Board Members: Chair Terri Gazdik, Doug Swanson, Jill Kirkham, John LoBuono and Bob Nitschke, Executive Director Chip Scott, Administrative Coordinator Brandace Novack, Legal Counsel Mark Fuller, James West, Ray Gordon, Blake Davis, Mike Clements, Kevin Greene, Jeff Sayer, Phyllis Hockett, Dave Jones, Isabella Alves, Marc Basham, Kevin DeKold and Kevin Bruder via conference call.*

**Minutes**

1. Call to Order – 7 a.m. Meeting called to order.
2. Adoption of the Consent Agenda
	1. Meeting Minutes – 2/27/18 – Mr. Nitschke suggested factual corrections and additions to the minutes. Bridge and Road costs were corrected. With regard to the audit, the committed amounts were for design, not construction. On page 3 of the 2/27/2018 minutes, a seven year window to complete construction is projected with the option to extend. There is a motion to adopt the consent agenda with modifications to the 2/27/2018 minutes as discussed and edited by Legal Counsel. The motion is seconded. All in favor. Motion passes.
	2. Approval of IFAD Payables – There is a motion to adopt the Payables. Motion is seconded. All in favor. Motion passes.
	3. Approval of January Financial Statement – All in favor. Motion passes.
3. Public Comment – There was no public comment.
4. Hockey Leagues 101 – Kevin Greene, Centennial Management – East Coast Hockey League teams typically have an annual budget of a million dollars, plus. It is Mr. Greene’s professional opinion that Idaho Falls could not support a minor league team at this time. The break even point for a minor league team requires an average attendance of 3,500 seats per game. In contrast, a junior league or amateur team could sustain at 500 to 600 seats filled per game. The franchise model has an annual budget of six hundred thousand dollars. Mr. LoBuono asked Mr. Bruder about league borders.



Mr. Greene continued with the presentation stating three major markets were reviewed. The smallest markets included Rapid City, Quad City and Loveland, giving the best comparable and business models to develop a strong business plan. Mr. Bruder said many teams are having a rough go of it. He stressed the importance of a strong fan base to the success of a hockey team. Mr. Nitschke observed there seemed to be a disconnect between what is being built versus the league choice. Mr. Nitschke asserted that the size of the building was based on a minor league team as tenants. He said if we pursue an amateur league, we could see a change in the building design, possibly allowing an almost immediate start date for construction. Mr. Bruder reminded the board that an analysis was submitted for junior hockey, in addition to a minor league proposal. Mr. Nitschke acknowledged that it would be prudent to adjust the size of the facility to accommodate an amateur team, if it is decided that IFAD will pursue participation in an amateur league. Mr. Greene said that Bozeman has an ice rink more like the size of Tautphaus Park. The size of the arena could be reduced by removing some of the rows of seats, said architect Kevin DeKold. Mr. Nitschke would like to see the ability to accommodate state tournaments, including many sports like volleyball, etc. He suggested the city of Idaho Falls could be a prospective anchor tenant in the off-season. Mr. DeKold said they took direction from previous boards when designing the Event Center. The previous Board was in agreement that four thousand seats was the correct number for the size of the proposed arena. As a previous board member, Mr. Sayer said the previous board tried to find the ‘sweet spot’ for the size of the Event Center, and much care and analysis went into the decision in recommending to have the Event Center accommodate four thousand seats. Executive Director, Chip Scott, said that six thousand seats was the magic number for concerts in the industry. Mr. LoBuono said he believed previous boards did a good job assessing the best size for the Event Center. Mr. LoBuono asked Mr. Bruder if the Mav Center was built for multiple types of events? Mr. Bruder confirmed that it was built for multi-use. He added the ability to reconfigure space as needed is an option for use as well and is well advised.

1. Centennial Management Memorandum of Understanding Review – The original MOU expired May of 2017. It was extended for one year. It is Legal Counsel’s recommendation to extend for another year. The MOU is designed to clarify the understanding IFAD has with Centennial Management. A fifteen year agreement is targeted with options to extend for two additional five year periods. Board member Kirkham refers to two topics in the agreement that Mr. Fuller states will be negotiated during the contract phase. For example, a per Forma income statement would be required before negotiating a



contract. Mr. LoBuono motions to extend the MOU with CM. The motion is seconded. There is a discussion about the MOU. The agreement shows IFAD intends to partner with CM. Chair Gazdik reviews with the Board the many hours of unpaid time the partners have given to the project to date. The vote is called to approve the signing of addendum, number two. Four in favor - Yay. One - Nay. The motion passes. Review of the MOU with CM will be added to the agenda for the next meeting on March 27, 2018.

1. Review & Approval of CSL Feasibility Study Contract – Deferred to next meeting on March 27, 2018.
2. Review of Board Policies III & IV – Public Records/Interaction with Media – It is suggested to streamline the process for sharing public records with the public by submitting a request information form. Mr. Fuller reviews process. A written request is made. There is a limit of three days to respond and to give documents. Mr. Fuller stated that some documents have been redacted or refused. Confidentiality is required unless the board has waived the confidentiality agreement. The ED in coordination with Legal Counsel will respond to future public records requests. The Chair of the board is the official spokesperson for the board. This assures that all communication from the board is of one voice and shares a consistent message. The Executive Director and the Board Chair will share in the duties of interfacing with the public.
3. Pathway Associates Presentation – Phyllis Hockett, Dave Jones – Two handouts were provided to the board. Pathways advised to convene an advisory committee. The development of the case for support for the Event Center is in motion. The case for support answers questions why anybody may want to participate in this project. A packet was presented, one used for the fundraising efforts for the Eccle’s Center in Salt Lake City. A similar packet was recommended for the Idaho Falls Event Center’s fundraising campaign. Included are stacking sheets which can be interchanged with word processing, and a simple brochure. A brochure is shown from the Eccle’s Center. It answers frequently asked questions. It is a professional, yet humble packet to give core information and generate excitement for the project. There is a need for a graphic designer, preferably from Idaho Falls. With this kit in place and the convening of the community advisors, Pathways believes the kit could be in place in as early as thirty days. Perhaps a little longer. Pathways would like to start reaching out to prospective donors and Naming rights candidates by the beginning of May. From the fundraising feasibility study, 8 to 10 million dollars is stated as the targeted number. Ball Ventures would like to begin road construction on or after July 5th, 2018. Pathways stresses the importance of momentum. Announcing commitments at the time of ground breaking is a goal.



A ground staking instead of a ground breaking was presented as an idea by Mr. Jones, one used in previous projects quite successfully. The goal is to have 75 or 80 percent committed to the project before making the announcement to generate excitement for the Event Center. It is important to have available a term sheet and contract written for the donors. Every naming rights offer will be presented to the IFAD Board. Pathways will proceed with developing the packet. Pathway will provide templates of term sheets and contracts to the Board for review.

1. Report and Updates
2. Executive Director’s Report – ED Scott visited the Mav Center last Friday. He left feeling very confident about CM, and the professional management team. CM proximity to Idaho Falls is very positive. Mr. Isom called a meeting with the Mayor and ED Scott. It was very positive.
3. Public Relations RFP Update – Response date is extended to April 6, 2018. Some of the firms asked to have more time to respond. Two firms have confirmed to date. Red Sky has come highly recommended as have the other firms asked to submit proposals.
4. Legal – No update. There is a motion to delegate contract negotiations to board members Nitschke and Chair Gazdik. Contract lead Legal Counsel Fuller. Motion is seconded. Motion passes. Action: Legal Counsel conducts contract negotiations with Chair Gazdik and Mr. Nitschke, and Chair Gazdik is authorized to sign final agreement.
5. Calendar and Announcements
	1. Upcoming IFAD Meeting/Events – Next Meeting on March 27, 2018
	2. Announcements and Minor Questions – None.
6. Adjournment – Meeting is adjourned at 8:29 a.m.