

**Board of Directors Business Meeting**

**Tuesday 26, March 2019, 7:00 a.m.**

**Location: Idaho Falls Auditorium District Office**

**467 Constitution Way, Idaho Falls, Idaho 83405**

**Attendees: Terri Gazdik, Bob Nitschke, John LoBuono, Doug Swanson (by phone), Steve Vucovich, Salem Thomas, Mark Fuller, Rob Spear, Mike Carpenter, Kevin Greene, Chad Hammond, Blake Davis, Mike Clements, Darwin Mecham, Kevin DeKold (by phone), Scott Bond**

**Minutes**

1. Call to Order – at 7:04 a.m.
2. **Action Item** - Accept the Consent Agenda – Motion to approve consent agenda. Seconded. Passed.
   1. Meeting Minutes – 3/12/19, 3/19/19 – Nitschke asked about those who were wanting to donate their time. Gazdik clarified that it was in reference to those who comment on Facebook and through email explaining that they want to participate in some way.
   2. Payables – None.
3. **Discussion Item** - Public Comment – none.

1. **Action Item** - Presentation of audit report by Rudd & Co – Scott Bond reviewed the highlights of the audit for the period ending November 30, 2018. Bond invited everyone to review the two documents he brought: a cover letter and the report. The cover letter talked about the audit process and identified two items for the Board’s attention.

One of the items discussed was the donation of the land from Snake River Landing and how it is typically reported. The second item pointed out the Board at the time of the audit had funds in the bank account in excess of FDIC insured limits. Gazdik commented that each month they do transfer the excess over the $250,000 into the LGIP fund. In November 2018 that did not happen because the Board knew they would have to pay the invoice for development costs to Snake River Landing. Bond went on to discuss the audit report with the Board.

Gazdik asked about concerns on the “actual vs. budget.” Bond said there are no concerns there. Gazdik asked what should be done in the case that the Board ends up spending more than originally planned by the end of the year. Fuller explained that the budget can be adjusted as frequently as needed. Bond agreed, but said that it is best to limit the number of times a budget is amended. That way the Board can watch the spending and make sure they are operating in a fiscally sound manner.

Gazdik asked about posting this information to the state registry. Fuller said he will get the information from Bond and post it. Motion to approve and accept the audit report. Seconded. Motion passed.

1. **Action Item** – Approval of reimbursement amounts for CRSA – Gazdik asked DeKold if the expenses that needed approval were specific or general. DeKold explained that they are for more travel. There are three meetings that CRSA will need reimbursement for in the next couple of weeks. DeKold said they will send a small invoice at the end of March. LoBuono mentioned that the amounts were recorded in the 3/12 meeting minutes. Motion to approve the reimbursable amounts to CRSA of approximately $2,300. Seconded. Motion passes.
2. **Discussion Item** –Draft of Centennial Management contract – Gazdik explained that about a week ago they got the initial draft of the CM contract. The attorneys that drafted this said they are going to make a few modifications. The attorney from Centennial Management explained that the template the Board was using to create the draft contract didn’t contain all the right information. Fuller will be receiving the new template document from Centennial Management. Fuller suggested that Board members don’t spend a lot of time reviewing the current contract draft. The new draft will be ready for the April 9 meeting.

The MOU with Centennial Management expires in May. Fuller suggested that if the negotiations are not complete by that time, the Board can extend the MOU. Fuller explained that the discussion concerning the MOU cannot happen in an executive session. It will have to be open to the public or have a subcommittee take care of it.

1. **Action Item** – status on Executive Director search – Gazdik explained that there was an interview last night and asked the Board if they think it would be beneficial to continue to advertise for the position, or if they are ready to propose contract negotiations with the candidate. Fuller also clarified that there was an ad posted in the paper and it only yielded one applicant. LoBuono suggested making an offer to the recently interviewed candidate. Nitschke asked what TEG Global is doing and if it is worth it to tell them to keep searching. Darwin Mecham from TEG Global explained that they use their database of approximately 15,000 applicants and search InDeed and other site locations to find applicants that fit the criteria that the Board wants. Mecham continued that they do a lot of the vetting of the applicants, and call their references. Fuller asked Mecham for other options the Board has. Vucovich made a comment about raising the salary to see what other applicants would gain or regain interest. Mecham confirmed that there were a couple of applicants who decided to withdraw their applications when they heard what the benefits and salary for the position were. Motion made by LoBuono to move forward with contract negotiations with the applicant that was interviewed last night. Seconded by Nitschke. Motion passes. Fuller asked if TEG Global would have any further part in the employment contract negotiations. Mecham said TEG Global would not be involved further.
2. **Discussion Item** – update on the progress of the naming rights campaign – Gazdik explained that being part of the BAC meeting yesterday, she learned that there have been a number of meetings with people in the agriculture business. Many people were in attendance at the BAC meeting. There was a good report from Pathway. There is good potential for a company to purchase the naming rights for the entire facility. The Board should have an answer, positive or negative, within a month.
3. **Discussion Item** – Schematic design narrative – Nitschke said as the board moves toward the final design, it was suggested to him to read the schematic design narrative. Nitschke said he read through the narrative but didn’t find exactly what he was looking for, namely the design requirements. As an example, he asked how long the building is supposed to last. DeKold responded that the focus has been to create a building that will last 40 to 50 years, but the foundation could last up to 1,000 years. Nitschke asked about the snow loading and wind resistance and the expected frequency of that kind of event. DeKold said he didn’t have a specific answer for Nitschke, but explained that as long as the building has correct maintenance it will continue to be strong.

Nitschke asked about what the design basis flood, including the localized flooding, was. DeKold explained that the building is to be built well above the flood plain. Nitschke asked a few more questions explaining what he meant by design requirements. Some examples of possible design requirements for food and beverages could be having food within x number of feet from any seat and that no one should have to wait for longer than y minutes for their drinks. DeKold suggested putting together a list of questions to be asked at the meeting on April 5. LoBuono asked what the five concessions are supposed to entail – will they be different vendors or all the same vendor.

Nitschke asked about what the requirements were for security and safety. He also asked about the requirements for the audio/visual/electronic systems and what accommodations are being made to address changes in technology. Gazdik asked DeKold if there is someone on his team that keeps up to date on the technology. Again, DeKold suggested having these questions prepared for the 5th and 8th meetings. DeKold explained that if these matter have to be addressed in Board meetings, which are held every two weeks, it will slow design down immensely.

LoBuono asked if there was an adequate budget. DeKold said there is a budget and it will have to be discussed with the new Board to decide if it is adequate. Gazdik asked the Board who would be interested in being on a subcommittee. Nitschke and Vucovich both volunteered to serve. Gazdik pointed out to Mike Clements and Blake Davis that these two men are the Board members who will be contacting them.

Kevin Greene made a comment from the gallery. He said that the number of concessions required is something like one point of sale per 200 people. If that is the case, there needs to be about 20 cash registers. That may not be the correct statistic, but there is a standard that is similar to that. Nitschke said that those are the kind of suggested design specifications he wants to see.

By noon on April 3rd, the Board should have their questions to DeKold so they can have all their answers prepared. Nitschke and Vucovich will receive invitations to participate in the meetings on the 5th and the 8th of April. Mike Clements from the gallery asked if it would be better to have a meeting that simply presents exactly what has already been discussed by previous boards in order to make sure the new Board is all up to speed. It might save time by just answering lots of questions instead of answering each one individually, DeKold said he would rather have the questions from the Board at the meetings with the whole team to make sure they are all answered.

1. Report and Updates
2. **Discussion Item** - Legal Report – The final date to apply for the Board elections in May was March 22. There are three applicants for the two available positions: Terri Gazdik, Steve Vucovich, and Lezhai Gulbransen. Vucovich is currently unopposed so his name will not appear on the ballot unless there is a write-in candidate that applies by Friday, 3/29. There is a hearing scheduled next Tuesday concerning the rezoning of the land for the event center. 4/2 at 7 p.m. in the City Council Chambers. Fuller recommended at least one Board member be in attendance. Fuller plans to attend for IFAD.
3. Calendar and Announcements
   1. Upcoming IFAD Meeting/Events – **Next Meeting on April 9, 2019**
   2. **Discussion Item** – We have a small piece of lava rock from the recent road and bridges work to keep in the office to remind us of what we have done. Nitschke asked how the blasting went. Gazdik explained the blasting involved 450 sticks of dynamite and there were no issues, even with the highway stoppage. Chad Hammond and his team got a great shot of it posted on Facebook.
   3. **Action Item** - Agenda Items for April 9th meeting. Nitschke suggested having a better conference call system and requested that discussion on it be on the agenda for the next meeting.
4. Adjournment from Public Session – Adjourned at 8:32 a.m.

Thomas - Call Ideacom ECSI

Next meeting: Discuss better conference call system

Terri will get Mark the copy of the Rudd & Co audit report

Fuller will get Draft of CM contract by next meeting

The Board will get all design questions to DeKold by April 3rd

Steve and Bob will email DeKold to get meeting info