



**IDAHO FALLS
AUDITORIUM DISTRICT**

Board of Directors — Regular Business Meeting

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

Tuesday, 23 October, 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 (by phone), John LoBuono, Bob Nitschke, Jill Kirkham, Executive Director Chip Scott, Legal Counsel Mark Fuller, Administrative Coordinator Salem Thomas, Blake Davis, Mike Clements, Kevin Greene, Steve Vucovich, Chad Hammond.

- I.** Call to Order – Meeting is called to order at 7 a.m.
- II.** Action Item - Accepting the Consent Agenda - LoBuono moves to accept the consent agenda minus the financials. Motion passed.
 - A.** Meeting Minutes - 10/9/18 - Nitschke provided some word changes and requested his comments on the final CSL report be included in the minutes. It was agreed to include these comments as an appendix to the minutes. Kirkham moved to accept the consent agenda. Motion passed.
 - B.** Approve IFAD Payables - Payables Approved
- III.** Discussion Item - Public Comment - none.
- IV.** Action Item - Pathway Associates Contracts Phase 1&2 - Scott indicated that there would be a meeting this afternoon of Pathway with the Business Advisory Committee. Pathway has completed their contract and Fuller suggested that the Board release the remaining funds to Pathway to complete the Board's side of the contract. LoBuono moved to pay the remaining \$5,000 to complete contract 1. Fuller said that Pathway has rewritten contract 2 concerning naming rights and marketing to include the changes that the Board desired. One of the changes included raising their goal to \$15 Million. Phyllis Hockett wanted to ensure that the Board knew

they would continue to raise funds as much as they could (not raising only \$10 Million). Fuller has requested and approved the word change in the contract from "raised" to "received" in regards to paying Pathway for the donations they generate. LoBuono asked what time frame they were expecting to be paid for their work. Fuller suggested that their campaign would last one year from November 1, 2018 - November 1, 2019. If they found a donor that wanted to donate over a 10 year period, Pathway would continue to be paid by the Board until the entire donation has been obtained over the 10 year period. Pathway will receive 10% of the final received funds. Regarding the contract, Nitschke suggested there should be a change in wording stating that the time spent by Board Staff should be "subject to Board approval." Nitschke also asked what the reporting requirements for Pathways were to be. Fuller stated that the reporting requirements were included in the addendum to the previous contract, but not in the new contract that is awaiting approval. Fuller recommended the Board approve the Pathways with the inclusion of the reporting requirements and the discussed wording changes. LoBuono so moved. Kirkham seconded. Motion passed with all in favor and Nitschke abstained from voting.

- V.** Action Item - State MOU Final Approval - Fuller talked with Mr. Poppler in Boise who referenced the applicable Idaho Code provisions. According to Mr. Poppler, the district shall have the right to review and audit hotel and motel audits. Elissa Magnusan (Deputy Attorney General) sent a copy of the exact language to Fuller. If the District believes that the tax commission is not doing their job correctly, the Board can do their own audit of the reports to make sure they are doing their job correctly. Fuller stated that the Board has never been deeply interested in the payments of hoteliers and has never come to ask if any particular hotel has been making the payments. Fuller suggested that the Board will probably not have a deep interest in the hotels reporting after the State takes over the tax collection. Gazdik and LoBuono expect to continue to monitor lightly the total payment of the hotels over time. Kirkham moved to approve the state MOU. Nitschke seconded. Motion passed with all in favor.

- VI.** Discussion Item - Business Plan Review - Scott explained that this is a draft plan that would give a promoter an understanding of what the IF Event Center can accommodate and who the operator will be. The numbers at the end came from the CSL report as well as information from Centennial Management and projections according to WIPFLI. The marketing piece of the plan will be included when provided by Centennial Management. Scott is hoping this document will be a place to start for all people interested in the IF Event Center including potential donors, contributors and contractors. This

Project document is supposed to be a living document. He is expecting updates and
State suggested that this is simply a starting point.

Update on construction plan from Tana Barney
Missing Meeting minutes reviewed and approved

VII. Report and Updates

- A.** Discussion Item - Executive Director's report - The Business Advisory Committee will be meeting at IE Productions today at 4 p.m. to discuss Laura Lewis's presentation of financing. Pathway representatives will be present. IFAD has moved offices to 467 Constitution Way Idaho Falls, Idaho 83402.
- B.** Action Item - legal report - The Board requested that Bradley Patterson assure that the bonds would be excluded from federal tax, but alternate language was approved in the engagement letter. Fuller said that Fuller will get Patterson the Centennial Management contract provisions necessary so Patterson can review. Patterson made it clear that Patterson's office would fulfill the legal duties assigned to Mr. Patterson's office as soon as this Centennial Management contract has been completed. The only hotelier paying late is the one that is always paying late.

VIII. Calendar and Announcements

- A.** Upcoming IFAD Meeting/Events - Next Meeting on November 13, 2018 at 7 am at 467 Constitution Way Idaho Falls, Idaho 83402

- IX.** Motion to adjourn from LoBuono. Seconded by Gazdik. Meeting adjourned at 7:58 am.

Action Items Before Next Meeting:

Enter business plan in the document control folder
Missing meeting minutes for August 31
Send draft agenda out with meeting notice
Fuller will prepare the final MOU contract for Gazdik to sign
Nitschke will send Scott other changes he wants made to the Business Plan
Update website

Ongoing Work:

Continually review the Business Plan
Website updates - presentation done by IE productions

Project management plan
Strategic communication plan
Update on construction plan from Tana Barney
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