



**IDAHO FALLS
AUDITORIUM DISTRICT**

**Board of Directors Business Meeting
425 N. Capital Ave., Idaho Falls, ID 83402
Tuesday, August 14, 2018, 7:00 a.m.**

**Location: The large conference room in Offices of Fuller & Beck
410 Memorial Drive
Suite 201, Idaho Falls, Idaho 83402**

Attendance: Chairman Terri Gazdik, Board Members Doug Swanson (by phone), Jill Kirkham, Bob Nitschke, John LoBuono, Executive Director Chip Scott, IFAD Legal Counsel Mark Fuller, Mike Clements, Blake Davis, Kevin Greene, Kevin Dekold, Greg Wray (Wray and Associates), Chad Hammond (IEP), Marc Basham (Post Register), Ray Gordon and Steve Vucovich (Apple)

Minutes

- I. Call to order 7:01 am
- II. Adoption of consent agenda
 - A. Payables are not available this morning. Motion to accept consent agenda without payables made by Kirkham. Seconded by LoBuono. Motion passed.
 - B. Motion made by Gazdik to accept prior meeting minutes with one change to the minutes of 7/27 made by Nitschke. Seconded by Kirkham. Motion passed.
- III. No public comment.
- IV. Discussion item - Board commitment and involvement - Nitschke
 - A. Nitschke declared his devotion to the board. He was elected to move the event center forward, and that is what he wants to have happen, as long as it meets his criteria. He is concerned that there will not be enough money to keep the event center running after it is built. He feels that each of the board has something that they represent for the public that is their main concern.
 - B. Gazdik opened for other comments from the board. There have been many people who have felt disrespected and it is agreed, as mentioned by Nitschke, that feeling disrespected is a personal issue. Swanson said he doesn't understand why we have to look backward in our decisions when everything was

VI. Discussion
A. already decided about where the money was coming from and where it was to go before these Board members were even elected. LoBuono commented that Swanson said it right a little while ago, about looking forward and focusing on the future. Kirkham stated that her constituents talk to her about the actual raising of the money and feels like the present design is too expensive and is afraid IFAD is reaching for an unrealistic goal.

V. Discussion item - Centennial Management update - Gazdik and Scott

- A. Kevin Greene went to Salt Lake with Scott and met with Centennial Management and Pathway. The meeting with Pathway included discussion on naming rights, which basically gave them the go ahead with raising funds. Mario Hernandez said that he personally wanted to participate and that Toyota may also want to participate. Greene commented that he didn't foresee any problems working with Pathway. Scott feels that he came away with an understanding that Pathway would keep the separation between donation and making money on the naming rights. It is in CM's best interest to make sure the building is built so that they can operate the facility.
- B. Kirkham asked if there was discussion on income proforma. Scott explained that there was, and as soon as there is a contract there will be some answers. Kevin Bruder and Greene will crunch some numbers and find out what the utilities and personnel cost (salaries and/or wages) will be and see if we can create any savings in those areas. The proforma will not be shown until after there is a signed document. Greene stated that the CSL report is essentially an income proforma. The Board could do its own number crunching and get some idea of what actual costs would be using the numbers we have from CM. In particular, there is a large opportunity to save money on personnel because CM will be using the same staff as the Chukars. Scott and Greene will get the numbers in question from CSL.
- C. Nitschke is concerned with the fact that the Board is focused solely on using CM as operator.. If they are the only ones that can do this, is it really feasible? LoBuono suggested that they are only doing it because they believe it will be an income producer for them. If they were to fall through, the Board would find a new company to take over who believed they could make money as operator.
- D. Scott made a suggestion that Bruder come to a board meeting soon and we begin the discussion of a contract with CM. Nitschke requested an Executive Session to get the Board on the same page as to what the stance is on things that will be discussed as the contract is written. LoBuono suggested that we should have both sides available to negotiate the contract as the contract is being written. Fuller noted that an executive session could include a portion of time with Bruder, and then he could leave. That way he could state his input, but then let the Board discuss with him not in the room.
- E. Nitschke requested that the executive director go through the pros and cons on each contract issue identified by Mark Fuller and present them to the board.

- VI. Discussion - Pathway Associates Update - Chip Scott
- A. They are waiting on us to tell them to go ahead. There was discussion on doing a kick-off event in late September, and they are ready to start as soon as the Board tells them to. The Board has the list of who Pathways are planning to work with. They'll be ready to go after the final report of CSL. We have stopped making the payments to Pathway until they can re-start their work.
 - B. A kickoff event may be happening late in September. Potentially it may be a performance, and we would give donors a VIP experience so that everyone knows behind the scenes what is to come. Pathway is saying that late September is possible. Scott will put together a one-page synopsis of what has been planned as soon as possible.
- VII. Discussion - Donation Agreement Update - Terri Gazdik
- A. Gazdik heard from Eric Isom about ten days ago. The transfer of the property at Snake River Landing will be happening at the end of this month. There are some things we need to discuss about the accepting of the land. There are some risks with taking over the land so we need to see the contract. With the approval of the Board, Fuller will contact DeRay Perry at the Hartwell Corporation to see what insurance liability issues are involved. There are some minor monthly fees to be paid once the land is handed over to IFAD.
- VIII. Discussion - Executive Director Report
- A. The ECHL Commissioner is sending a letter stating that our building is properly designed to host an ECHL team when that time is reached.
- IX. Discussion - Legal Report
- A. Received draft MOU from the tax commission. They are sticking with the same terms. \$10,000 for a one-time set up fee, due June 30, 2019. At the end of each quarter before they send payment, they would take their payment out of the check for ongoing costs. They will not be able to begin any service until July 1, 2019. They expect us to accept the MOU by the end of October.
- X. Discussion - Calendar and announcements
- A. Next Meeting changed to Friday, August 31, 2018 at 7am.
- XI. Executive Session - Idaho Code 74-206 (1) (b) To consider the evaluation, dismissal or disciplining of, or to hear complaints or charges brought against a public officer, employee, staff member, individual agent, or public school student. Unanimously, the vote approved the Executive Session which began at 8:16am and adjourned at 8:53am to return to public session.
- XII. Adjournment of public session at 8:54am.