

**Board of Directors Business Meeting**

**Tuesday, September 14, 2021, 7:00 a.m.**

**Location: Idaho Falls Auditorium District Office/Zoom Videoconference**

<https://us06web.zoom.us/j/81042472219>

**467 Constitution Way, Idaho Falls, Idaho 83402**

**Participants: Terri Gazdik, Rob Spear, Bob Nitschke (via Zoom), Steve Vucovich, Mike Carpenter (via Zoom), Mike Clements (via Zoom), Chris Nations, Alex Oritz, Mark Fuller, Kevin Greene, Chad Hammond, Katie Burke, Rick Lawrence, Vanessa Josephson, Ken Wheadon, Kathy Wheadon, Malone Bullock**

**Agenda**

1. **Action Item** - Call to Order 7:00 AM
2. **Action Item** – Accept Agenda
3. **Action Item** - Accept the Consent Agenda
   1. Meeting Minutes – 8-24-21
   2. Review of Payables/Financials – No financial statements were available because August tax receipts had not been received. A payables list totaling $52,642 was reviewed and approved. Carpenter made the motion to approve the consent agenda, Nitschke seconded. Motion approved.
4. **Discussion Item** –Public Comment (Any member of the public is welcome to take three minutes and share concerns or questions with the Board). There were no public comments.
5. **Discussion Item –** Discuss construction timeline and impact on Pre-opening Services and Opening of the Event Center. Spear suggested moving this to discussion item VIII. Fuller agreed that it was ok to move this item to later in the agenda as long as it was discussed.
6. **Discussion Item –** Katie Burke will present communications plan to the Board. Burke presented a schedule that was developed in Google Docs and said this is how IE Productions tracks all of its social media activity for its clients. Burke said all Board members can have access to the document that tracks date, social media platform, any images used and notes. Burke said that she will receive an email message whenever notes are entered into the document. Burke said the initial focus will be on fundraising, naming the hockey team and subcontractor profiles. Burke said they will respond to any questions from the public that come in on any of the social media sites within one hour if the question is received within normal business hours.

Burke said all the social media sites were switched to reference the Mountain America Center instead of the Idaho Falls Auditorium District (IFAD). IFAD will still utilize its website for IFAD administrative purposes.

Hammond explained the calendar is fluid and will be updated and changed depending on upcoming events or when something is working or not working. Gazdik asked if IE Productions was coordinating with Centennial Management. Kevin Greene said that they will become more involved now that baseball is over and indicated he has shared the contact information of the Chukars social media specialist with IE Productions.

Gazdik suggested giving Kevin Greene and Jason Smith of Mountain America access to the document. Spear agreed and thought it might be a good idea to give all major sponsors access.

Burke said everything will be very fluid and readily changed and, if necessary, deleted. Hammond said it will be important for IFAD to budget money to increase the reach of our social media and suggested investing $20-$50 dollars for some posts. Burke stated that consumers provide Facebook information and then Facebook sells it. Burke said if IFAD wanted to hit people in the Idaho Falls area or other specific demographic areas that can easily be done. Burke provided the example that if IFAD invested $100 dollars for a Facebook post, Facebook would keep posting until the post met the defined metrics on reach and engagement. This allows IFAD to be very specific on its social media posts. Burke said allocating dollars guarantees that specific groups will be reached. Vucovich asked about a suggested budget. Burke suggested $750 per month would be sufficient. Carpenter asked about the ability to target certain audiences. Burke said that can easily be done and the options are unlimited. Gazdik asked about coordinating with the first tilt-up panels going up. Burke said this would be excellent and Spear said the tentative date for walls going up is 10-11-21.

Gazdik said it would be nice for the Board to receive monthly metrics on reach, followers, etc. Burke then provided several examples of metrics available that included dollars spent and number of people reached.

Spear asked about domain names. Burke said they have secured domain names for the website, Facebook, Instagram, Twitter, TikTok, and Snapchat.

Carpenter stated that there must be correlation between all of these and the website. Burke said that is important and it will be monitored.

Burke then displayed the new Mountain America Center website and described the main areas of the site which includes construction updates, upcoming events (hockey games, concerts, ticket purchases), becoming part of the event center (fundraising), FAQs and contact information. Burke said these areas can be enhanced or easily changed. Fuller asked about posting the weekly drone video. Burke said she will do that once she receives it. Spear wanted to make sure the site included a link highlighting sponsors. Gazdik suggested linking these to the sponsors’ website.

Burke said this will become live within the next week.

1. **Discussion Item** - Discussion Item – Kathy and Ken Wheadon of CRSA will present color schemes for the interior of the Mountain America Center. This will include a discussion with CRSA on prior delays and how the project will be staffed moving forward. Gazdik introduced Ken and Kathy Wheadon. Ken Wheadon explained that Perkins Will put together the color schemes and said there are a number of rooms to discuss. Gazdik said what prompted this discussion was finding out the concrete inside the facility was going to be colored and suggested the discussion start with flooring. Ken Wheadon showed the Board the various flooring materials that will be inside the facility. Ken Wheadon then proceeded to describe the areas of the concrete floor that would be colored, concourse area, concessions, and entry ways.

Discussion then focused on the paint colors and specifically the accent wall colors of blue, orange, and black that are planned for the office spaces. Kathy Wheadon attempted to explain what paint colors would be in each room based on an overall template. Alex Ortiz, of the Nations Group, suggested that Perkins Wills identify the colors by room or area. Ortiz then suggested that CRSA with Perkins Will develop a PowerPoint that outlines the color schemes by room and area. This would allow the Board to compartmentalize all the color schemes, paint, carpet, tile by room. Chris Nations said what he has seen in the past is the architect develops color boards by area (office space, meeting rooms, locker rooms, concourse) for display and discussion. Nations said five to six color boards will provide the IFAD Board an idea of why and how the color schemes go together. Trying to identify by the chart CRSA provided would be much too confusing. Kathy Wheadon offered to put together a PowerPoint for the Board that displayed the color scheme by room and present at the next meeting.

The Board was more comfortable with the earth tone paint colors and suggested that these colors be consistently applied throughout the facility.

Spear asked CRSA what decisions had to be made today. CRSA and Bateman Hall said selecting the ACM panels needed to be made today. Gazdik asked about colored concrete and was told that did not need to be made today. Carpenter stated that it was important for decision timelines to be established because there have been issues with CRSA meeting deadlines and that it is important to identify what decisions needed to be made today. Carpenter suggested that Clements comment on what deadlines are important. Clements said there is time on the interior decisions, but any exterior decisions need to be made soon.

Spear asked CRSA to review the metal panels and locations for the Board. Ken Wheadon explained the different locations and colors of the ACM panels and then said the decision for the panels installed on the two wing walls as you enter the facility should be made soon. Fuller suggested the decision be made today.

Gazdik requested CRSA to provide an update and staffing plan for the construction administration of the event center. Kathy Wheadon explained that CRSA now has a consistent team of five members who are working on the contract; Ken Wheadon who is the single point of contact and is full-time on the project, Dave Scott, Andy Saffron, Matthew Duncan and Elaine Jones (Interior reviews). Gazdik asked if the issues with communication and delays were getting resolved. Kathy Wheadon said she did not think CRSA had any delays and said this is a tough project. She went on to explain that now is the time to get all submittals in and that when subcontractors have communicated that a certain product is not available, this creates issues for CRSA as they have to research the alternative product. Kathy Wheadon said there are thousands of decisions to be made and would appreciate things coming to CRSA in advance. Kathy Wheadon asked Clements to comment. Clements asked for clarification about Ken Wheadon’s status and if he was really assigned full-time to the project and if he was involved in any other projects. Kathy Wheadon said he is an advisor on two other projects. Clements said it doesn’t feel like Ken is full-time given the barrage of emails sent after hours. Kathy Wheadon said Ken is full-time on the MAC project.

Clements said Bateman Hall is asking for Quality Control (QC) on updated drawings that CRSA issues. It is very important for the clouded areas in the drawings to reflect the current change of that drawing. Clements said this is industry standard and that is what they expect. Clements indicated Bateman Hall is doing a lot of clean up before they send information to subcontractors. Clements suggested that Vanessa Josephson address the concerns Bateman Hall has with the submittal and ASI process.

Josephson explained the issue is with document tracking and having prior clouds included in the updated document. This is the issue with ASI-5. Josephson said she has never seen this in her career. Ken Wheadon explained that when ASI-5 was issued it included all the previous issues that had been answered in ASI-4, ASI-3, ASI-2 etc., and if a prior cloud was still part of the ASI, that does not impact the drawings. Josephson disagreed and said that when a prior cloud and a new cloud exist in the document it creates confusion, especially for the subcontractors. Clements said it is important to have these changes made because it keeps the working document in the field clean. Kathy Wheadon said she understands the issue and will get her QC person to review the documents before they go out.

Josephson said that ASI-5 has been being discussed for six weeks and construction documents can’t be updated until there is an issuable ASI-5.

Spear asked about the issue with slot diffusers and CRSA not responding in a timely manner which cost the project a $6K price increase. Spear said CRSA must be much more responsive and timelier in its responses because the project can’t afford anymore missteps. Kathy Wheadon said it is important for CRSA to be aware of what is coming and said per contract CRSA has two weeks to respond to requests. Kathy Wheadon said when Bateman Hall becomes aware that price increases are coming, they need to communicate those so CRSA can make things a priority. Josephson said that Bateman Hall has been doing that and CRSA still has not responded in a timely manner. Josephson said that Bateman Hall will notify CRSA of items that need immediate attention to avoid price increases and CRSA still has no sense of urgency. Josephson also stated that everyone must realize this is not a normal year and supply chain issues are creating some unreasonable price increases.

Spear said that is a great point but asked how we can move forward and ensure that we don't have an issue like the slot diffuser price increase again. Spear stated that it appears CRSA was notified via email, well in advance of the deadline, and again noted this issue could cost the project an additional $6K.

Gazdik reiterated this was an unusual year and asked how CRSA can staff the project in order to have clear communication and the rapid response that we need. Clements responded that the submittal process is winding down and that the majority of the materials have been ordered so the risk is diminishing. Ken Wheadon explained that when CRSA is notified of an issue they will contact the involved consultant, for example the mechanical consultant. The consultant then must contact the manufacturer before they can answer questions. So even if CRSA responds to the question by a deadline, there is no guarantee that CRSA has the final say on the issue. Sometimes CRSA’s hands are tied because we have consultants, and we have to rely on their expertise for certain things that we cannot specifically answer. Malone Bullock has been very good about notifying CRSA of material order deadlines. That is the nature of our business, we hire experts to answer certain questions.

Fuller said that it is important to make sure communication improves because right now the attorneys for IFAD and CRSA are involved and not only is this expensive, it is foolish. Communication must improve.

Ortiz stated that is sounds like the process is adequate and it appears that CRSA is getting the information, but Ortiz asked if submittal review parties are being conducted. Ortiz suggested that to streamline communications and have real time communication he would recommend establishing a weekly meeting to review the submittal register and the RFI details, which is the real risk right now. Ortiz said in his experience, he is accustomed to having a submittal and RFI group get together once per week for a real time communication because relying on email correspondence can be unproductive. Although Bateman Hall and CRSA have a regularly scheduled Owner, Architect, Contractor (OAC) meeting every other Tuesday, they agreed to coordinate a meeting every Tuesday at 10a to discuss submittal and RFI issues.

The Board did approve the color selection for the ACM panels for the front entrance wing walls.

1. **Discussion Item** – Construction update from Mike Clements of Bateman Hall and Ken Wheadon of CRSA. This discussion included agenda item V, construction timeline and impact on Pre-opening Services and Opening of the Event Center. Spear asked Clements to update the group on construction. Clements said all the liners and brick are on site. Clements said Keller lost another week because of its QC review of the grout mixture for the first pour of the panels. Keller is reducing the size of the aggregate and increasing the moisture level of the grout. Clements said Keller should begin pouring this week. Even though another week was lost, Clements thought that time could be made up and they are expecting panels to start being tilted on 10-11-21. Clements said they are holding firm on the tilt-up completion date of 10-29-21. However, about 20% of the panels on the eastside may not be complete but this will not impact the steel erection process. If by the end of October, 80% of the panels are erect, then the steel erector is good to go. Clements said this means the steel erector would be doing high work during December and January which is a rough spot to be in. Clements said that is why the December 15th date is so important as we will determine then how to move forward. If the weather is mild in December and January a good portion of the schedule can be made up. Clements said it does feel like the project is gaining momentum.

Lawrence said that Keller is pouring the first ten panels today 9-14-21. There are 107 panels to be poured. Gazdik asked about concrete availability. Lawrence said at this time it is not an issue.

Ken Wheadon said it is important to get a new schedule moving forward.

1. **Action Item –** Review and approve new accounting and payroll services contract from Wipfli. Spear presented a new contract from Wipfli that sets the monthly fee for accounting and payroll services at $650. Fuller expressed concerns with Paragraph 15 of Wipfli’ s engagement letter, "Limitation of Liability", which states that Wipfli’ s liability for negligence or breach of contract shall not "exceed the amount actually paid to Wipfli by client under such engagement letter or change order." Fuller explained that this amount is insufficient to cover any potential mistakes made by Wipfli and the language is designed to limit their liability to IFAD if Wipfli makes mistakes. Based on the advice of Fuller the Board suggested that the entire paragraph be struck and eliminated before IFAD would sign the engagement letter. Gazdik pointed out that Vucovich said that we have another entity auditing our financials (Rudd & Company) and that they would be more likely to be responsible for any liability. However, Gazdik stated that we need to make sure that that if Wipfli is negligent, because we've assigned the responsibility to them, and IFAD incurred penalties because of the negligence, Wipfli must be held responsible.

Carpenter moved to accept the contract subject to modification of Paragraph 15 and for the dates to be updated. Vucovich seconded. Spear was instructed to follow up with Wipfli to see if Paragraph 15 could be eliminated or modified. Fuller was going to provide some alternative language. Motion passed. Nitschke said if the motion is to modify the paragraph, he is for it. If it is to eliminate the paragraph, then he is against the motion.

1. **Action Item –** Review and approve process for procuring Furniture, Fixture, and Equipment. Spear briefed the Board on the status of FF&E financing. Spear said he received one proposal through the Nations Group that was not very attractive. Spear said Laura Lewis is finalizing a term sheet for distribution to over 40 financing entities.
2. **Action Item –** Discuss and approve changing the IFAD Board meeting date from 9-28-21 to 9-27-21. Gazdik asked the Board members about their availability on 9-27-21. Both Vucovich and Carpenter said they would be unavailable if the meeting is held on 9-28-21. Nitschke said he is unavailable if the meeting is held on 9-27-21. Gazdik suggested we keep the regularly scheduled date of 9-28-21 as both Carpenter and Vucovich assigned Gazdik as their proxy for the meeting and there will be a quorum. No vote was taken as the original meeting date remained.

**Report and Updates**

1. **Discussion Item** - Executive Director Report
   1. Fundraising/Cash Flow Update – Spear said all the fundraising updates are included in his weekly Executive Director report. Spear said he will be setting up additional meetings with Kevin Greene with prospects in the near future.
   2. State Tax Commission Reports – Spear said August figures have not been sent by the State Tax Commission.
   3. Construction Update – This was covered in Agenda item VIII.
   4. Action Items –
      1. Follow up with Wipfli
      2. Follow up with State Tax Commission
      3. FF&E Financing

Spear asked Alex Ortiz to introduce himself as the new representative from the Nations Group. Oritz was the Vice President for CAA ICON. A division of leading entertainment and sports agency Creative Artists Agency (CAA), CAA ICON is the world's leading owner's representative and strategic management consulting firm for public and private sports, entertainment, and public assembly facility owners/operators, professional franchises, and leagues. Ortiz has more than 18 years of experience managing the design and construction of sports venues.

1. **Discussion Item** - Legal Report – Fuller report said the hockey licensing agreement was provided and received by Nuveen.

C**alendar and Announcements**

1. Upcoming IFAD Meeting – **Next Meeting on September 28, 2021**
2. **Discussion Item** - Announcements and Minor Questions
3. **Discussion Item** - Agenda Items for September 28, 2021, meeting
   1. FF&E Financing
   2. Discuss construction timeline and impact on Pre-opening Services and Opening of the Event Center.
   3. Construction Update
   4. CRSA color board presentation

Meeting adjourned 8:56 AM