

**Board of Directors Business Meeting**

**Tuesday, March 22, 2022, 7:00 a.m.**

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

[**https://us06web.zoom.us/j/83781504678**](https://us06web.zoom.us/j/83781504678)

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

**Participants:** Terri Gazdik, Rob Spear, Bob Nitschke, Steve Vucovich, Mike Carpenter, Ron Warnecke (via Zoom), Mike Clements (via Zoom), Erik Hudson, Mark Fuller, Kevin Greene, Kevin Bruder, Alex Ortiz (via Zoom), Bryan Laske (via Zoom), Jason Klein (via Zoom), Rebecca Casper (via Zoom), Chad Hammond (via Zoom), Blake Davis (via Zoom).

**Agenda**

1. **Action Item** - Call to Order 7:00 AM
2. **Action Item** – Accept Agenda – Spear suggested moving agenda item VI to Agenda item V. Nitschke moved to accept the agenda as modified. Carpenter seconded. Motion passed
3. **Action Item** - Accept the Consent Agenda
   1. Meeting Minutes – 3-8-22
   2. Review of Payables/Financials – Spear indicated he did not receive payables list from Wipfli but prepared one on his own totaling $7,089.99. Nitschke asked about the I.E. Production invoices and the offset for a donation. Spear said he is keeping track of the expenses and is working with Hammond. Vucovich moved to adopt the consent agenda. Carpenter seconded. Motion passed.
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 was no public comment.
5. **Discussion Item –** Discuss communication plans and responsibilities among IFAD, Centennial Management, and the Hockey Team. Jason Klein of Brandiose will present. Jason Klein presented the process that Brandiose uses to select names of baseball and hockey teams. Klein said his company is behind some of the most famous minor league sports brands in the country. Specifically, Brandiose has worked with over 60 minor league sports teams across the country. They understand what works and does not work. Klein said some of his most successful brands were the Greenville Swamp Rabbits, Toledo Walleyes, and El Paso Chihuahuas. El Paso set the minor league baseball record for merchandise sales, eclipsing $3M. Klein said his most notable project was updating the logo of the Cincinnati Reds. Klein said only 20% of minor league hockey attendees are fans and the other 80% just want to attend hockey games and have fun. So Brandiose sees themselves in the family fun entertainment business. Basically they want to provide a Disney experience where people have fun and focus on not just selling hockey but selling fun. The goal is to make the team famous. Brandiose defines success by merchandise sales and how many people are wearing the brand. Fifteen years ago, Klein said the logo was the most important feature of a team. Today he said it is the team’s name. People hear the name before the logo and you don’t want a generic name like the “Bears,” because everyone knows what a Bear is. You want the name to create curiosity and get people wondering what the logo will look like. Klein then revealed the success patterns of a team name listed below:
6. A name that can’t be ignored
7. Underdog
8. Appeals to kids
9. Not what you’re expecting
10. Hometown personality
11. Inspires a creative world
12. Can own mental real estate

Klein provided naming examples of the Iron Pigs, Flying Squirrels, and El Paso Chihuahuas. All became the number one brands when launched and continue to have high six and seven figure merchandise sales.

Klein then briefed the Board on the process. The process is designed to get the entire community involved that includes focus groups followed by contest voting. Sometimes there is a great name identified but it may already be taken and subject to trademark issues. Plus the names may not be conducive to creating a fan experience.

Klein said the process generates a lot of social media comments and stated that Facebook usually generates a negative response and Instagram and Twitter tend to be more positive.

Once the team’s name is finalized a logo is developed followed by a fashion show, mascot unveiling and then a fan fest. Klein said that reactions to the process resemble a J-Curve. The first reaction is denial, then anger and finally a bargaining phase of grief. Klein said it is important to allow people to grieve during the process. Klein said the worst thing that can happen is if people are apathetic about the name.

Klein said there is another week of fan voting left and then they will sit down and evaluate what name has the most potential, can offer the best Disney experience, and create a great mascot. Community input is important but not the deciding factor.

Spear asked Klein to expand on the potential trademark issues. Klein said it is important to protect apparel, sporting events and paper goods. The idea of a trademark is to ensure nobody mistakes your brand for someone else’s or with another company. Klein said he cautions clients to not get emotionally attached to names because the trademark office is very restrictive.

Nitschke stated a shortcoming of the process is when voting takes place and asks for public opinion but fails to mention the process. This causes more frustration than necessary. Greene said he will ask Klein to attend the team naming announcement and discuss the process. Nitschke stated he hoped the process could be more preemptive. Klein said it is important to acknowledge public opinion but said it is also important to recognize other factors. Klein said Brandiose never comes in with a preset agenda and focuses on telling the story of the community.

Gazdik referenced a question from a meeting participant that asked the role that a name plays into future fundraising and donations. Klein cited an example about focusing on the brand of the biomedical community in Ohio. Klein said he cautioned them on branding on a specific industry because biomedical may not remain prominent, leaves the area, or is involved in a scandal. That is why you see brands revolve around animals or history because they are safe. Things of the moment are a liability. Gazdik asked about the name Spud Kings. Klein said it is more of a product than a business and is part of the Idaho Falls history.

Greene mentioned the name Freedom Gliders was being considered and was a nickname for an eagle. Carpenter stated that in his opinion only one name of the three meets the criteria discussed today.

Nitschke stated that names and logos can change over time. Klein agreed and said things can evolve and said the name is an entry point to a story. How the story is told is crucial.

1. **Discussion Item –**Receive a construction schedule update from Mike Clements of Bateman Hall and Ken Wheadon of CRSA. Clements briefed the Board and said that the weather looks promising over the next two weeks and things are changing on a daily basis. The Precast installer is making progress and has completed the first quadrant. Clements expects the entire precast process to take eight weeks which is one week less than anticipated. Keller is preparing to pour slabs around the first-floor concourse once the precast is completed. On the exterior, the decking is 98% complete. There are still some catwalks that need to be installed. Roofing is due to start next week. The framer has installed about 25% of the roof wall framing. Clements said they are also starting prep work for the concrete slabs on the entry ways and for the back of the house. Drywall and painting has started in the back of the house.

Clements said a key milestone is starting the hockey floor slab in June. The bowl ceiling will need to be painted with dry fall before the floor can be poured. Clements expects the precast and roof to be completed by the end of April.

Clements said he is pleased with the progress. In another month Clements thought they would be in a better position to identify an opening date.

Spear asked about the issue with the ceiling and how it conforms with the inside of the tilt up panels. Clements said the concrete panels are within the tolerance, but the unevenness will be reflected on the ceiling line. Clements said materials are an issue especially if it is decided to frame those inside tilt panel walls. Carpenter asked Wheadon what his timeline is for getting this resolved. Wheadon said he has been in contact with the ceiling provider and is working on a couple of details. One proposal is an edge detail to hold off the ceiling, another is to add stud framing to the walls instead of the track channel. Wheadon said this would be resolved at the 3-22-22 RFI/Submittal meeting. Ortiz said Lawrence put together some good information to resolve the impact.

Spear asked about the cooler space and the raker beams encroaching on the coolers. Wheadon said no cooler sits directly under a raker beam and the coolers are located between them. Spear said he did not think that was accurate because the actual precast encroaches on the space. Ortiz said the beer system condenser unit sits on top of the cooler and does not have enough room. Wheadon said he only had information on the coolers and not the beer condenser unit.

Nitschke suggested that the Board should tour the facility. It was suggested the Board would tour the facility at 9 AM on 3-29-22.

Spear introduced Erik Hudson who asked some questions about the concourse slab and ice rink slab and whether those are flush. Clements said he would find out and invited Hudson to tour the site. Hudson asked about the number of entry points from the vomitories onto the floor. Clements said there were 17 vomitories. Again, Clements said the Bateman Hall guys located at the site can provide the answer. Clements offered a link to the drawings.

1. **Action Item** – Approve Revel TV contract for IPTV. Fuller briefed the Board on the two Revel Media contracts: one for the IPTV hardware and one for software licensing. Fuller said all of his suggested changes were made except the warranty for labor. Revel is offering one year labor warranty which is the industry standard and Fuller said he requested a three-year warranty to coincide with the Samsung TV warranty and then also proposed two-year labor warranty. Revel refused to modify the labor warranty in the contract. Fuller said his office has printed off all the warranties listed in the contract that are provided by the supplier. Fuller said the contract is only for the IPTV package and a separate contract will be coming from Poll Sound for the audio package. Ortiz explained that if the audio package was passed through Revel there would have been a markup. Poll Sound has agreed to adopt the final contract form that Revel produced. Nations and Revel will have oversight over Poll Sound.

Spear provided some additional information on the two contracts. First indicating that Revel was providing wider TVs than the original spec and that IFAD would be billed monthly based on work performed. He also said that the first payment on software licensing would be due upon opening of the event center.

Gazdik asked if the digital services agreement (software licensing) was a three-year agreement or a one-year agreement. Fuller explained it was a one-year services agreement with two one-year renewals. The cost is $53K per year.

Nitschke asked the purpose of the different type styles and stated that Exhibit A has five typefaces. He asked what the significance was of these different typefaces. Fuller said different typefaces are used to bring your attention to something specific in the document. Nitschke stated the document was a mess. Fuller said he did make sure the document had correct page numbers and was enforceable and he recommended the Board approve the contracts as amended.

Bruder said that Revel had promised a revenue matrix chart for selling hockey and event center sponsorships and is not sure that has been thoroughly vetted. Bruder said they love the technology and the opportunities but want more information on packages and how to market. Bruder wanted to know how the additional operating costs can be offset by the revenue opportunities. Spear said Matt Dopp of Revel met with Kevin Greene and his staff last week and discussed this but wanted a contract signed first.

Hudson wanted to know that if a TV breaks, does he need to contact Revel or if he can repair. Fuller said if any attempt is made by the operator to repair the TV, the warranty will be voided. Hudson asked if the contract provides an extensive training program. Spear said it is not in the contract, but that Revel is committed to making sure the product is functioning at a high level. Oritz said from an operations standpoint, both Revel and Daktronics will have people on site for the first events.

Fuller said the contracts needed to be approved by March 25, 2022. Gazdik asked for a motion. Carpenter made a motion to approved both contracts. Vucovich seconded. Motion passed unanimously.

1. **Action Item –**Review and approve resolution and FF&E financing plan from Governmental Capital. Spear said he and Laura Lewis had discussions with two entities last week and received a formal proposal from one. Spear said the proposal contained some elements that were not previously discussed and, in his opinion, did not put the Board in a very favorable financial position. Spear and Lewis had further conversations with Government Capital and are expecting a revised proposal. Spear said he is also expecting a formal proposal from the other entity. Gazdik stated it was great the interest rate did not change which is a benefit to the Board.

**Report and Updates**

1. **Discussion Item –** Pre-Opening Services Report, timeline for deliverables and review of Pre-Opening Services budget. Bruder introduced Erik Hudson who will be the General Manager of the facility. Hudson then briefed the Board on his background. Bruder explained the MAC pre-opening services position requirements spreadsheet that assigned three individuals to each critical path item. The individuals included someone from either Centennial Corporate, Erik Hudson’s team, Kevin Greene’s team or Rob Spear.

Bruder said it is critical to have the rate card developed and that Erik Hudson will immediately begin working on this. Bruder also said they are establishing the booking calendar policies and indicated local interest has been phenomenal. The MAC Center pre-opening document will be a working document and will be reviewed on a regular basis. Currently most of the items are based upon the onboarding of staff. Hudson said it is really important to point out that they are meeting with a lot of local organizations and indicated he is meeting with school districts about future graduations. Hudson said he is also meeting with the local youth hockey program this week about their involvement with the building and tournaments. Hudson said they are working with promoters on the opening event and already have 8-10 holds on the calendar for events in 2023. Bruder said they also will promote nationally.

Gazdik said that she meets with a lot of people in the community this time of year and has received three requests in the past week for a rate card. Hudson said finalizing the rate card is his number one goal for his first week.

Greene said although he has not run a hockey team before, he feels he and his staff have the ability to run day to day business operations. With Hudson’s hockey background and connections, he will be helpful in finding a head coach. Plus the Grizzlies Hockey team at the Maverick Center will help provide contacts for purchasing all the miscellaneous equipment required for the team. Green stated they will be announcing joining the USPHL Mountain Division as an expansion franchise on 3-24-22.

Bruder said the hockey team will recruit 16-to-20-year-olds every year. Just because you had a 17-year-old one year doesn't mean you're necessarily going to have him back the next year. The goal is to recruit and develop the best team in your community, which is going to have some constant movement. Basically it will be a new team each and every year on the ice. Bruder said Greene is an excellent operator of sports and Hudson brings experience with some of the hockey operations. In addition Spear will lend his expertise.

Bruder asked the Board if it wanted more detail on the timeline. Gazdik suggested adding completed column on the spreadsheet that can be presented on a regular basis? Bruder agreed.

Nitschke said he found it difficult to follow the spreadsheet with all the dates scattered around. Nitschke also stated that he didn't see the dates when staff would be hired. For example, the director of Operation would be hired by this date and the Events Coordinator on this date, etc. Bruder said he should have listed that on his spreadsheet, but those details are listed on the pre-opening services budget.

Carpenter asked about recruiting local talent to the team. Greene said they would certainly be open to that and cited several local players who have played at the junior hockey league level. Hudson said he is working with local clubs and the high school teams already. Hudson said that camps will be hosted in Idaho Falls and local players can attend. This will allow the coach to identify talent for the hockey team. Vucovich asked about roster size. Hudson said it will approach 30 players, but Greene did not think it would be that high. On games nights the team will dress 18 players and two goalies.

Nitschke asked about Board involvement in the pre-opening operations and involvement in reviewing documents. Nitschke said he has interest in COVID protocols and security. Bruder responded that he is happy to sort through that and determine the input. Bruder indicated a lot of the plan is based on industry best practices. Bruder said COVID will remain a priority because right now it is mystical and that everyone thinks it's gone away. We need to be prepared. Bruder said he feels it is their job to submit details to Spear and then he communicates with the Board, but is happy to have input on any given area that Board members have expertise in. Board involvement further promotes community buy-in.

Carpenter asked if there were any issues with the Board being an elected Board and assisting with operations. Fuller responded that the Board’s involvement is only limited by its imagination. Formal subcommittees are not necessary but if Board members have a construction background or health and safety background it could reduce the hiring of outside experts. Bruder was supportive of that idea.

Bruder said that he needs to spend more time with Spear on the pre-opening expense budget although nothing has changed from the last two weeks ago. The critical piece and most expensive is the onboarding of staff. There will be general and administrative expenses (G&A) that Bruder will coordinate with Spear. For example, Bruder said they have some money in for advertising for the venue, nationally and locally, especially as the event center ramps up for Christmas parties and other activities.

Bruder said he wants to be sensitive on how Centennial onboards but wasn’t looking for any action today. However, he was anxious to get the labor portion approved. Fuller asked if Bruder was asking for an increased budget. Bruder said he was not and Gazdik clarified by stating that Bruder is just looking for approval for the budget that he has submitted. Nitschke said any approval would need to be on the next agenda.

Gazdik asked if the pre-opening services budget was included in IFAD’s proposed budget for 2022. Spear said he has accounted for that in the budget and showed the most recent budget. Spear said the budget includes about $312,000 in full time labor, plus additional G&A costs for a total budget of $529K. Bruder indicated his most recent budget increased by $30K. Spear responded that he has been working with the $529K number and he expects Centennial to stay within that amount even if it delays the onboarding of staff.

Nitschke asked if there was a difference between onboarding and hiring. Bruder said he uses those terms interchangeably.

1. **Discussion Item** - Executive Director Report
   1. Fundraising/Cash Flow Update – Spear provided several cash flow scenarios that included the projected FF&E costs, pre-opening costs, owner contingency, expected fundraising, no additional fundraising, and projections if TRT revenues decline. Spear said the mezzanine naming right was in a state of flux and was compounded by the message that Red Cardinal Holding wanted to create a Special Purpose Vehicle (SPV). Spear said he instructed Wills to start contacting other prospects. Spear said all the suites have been sold and only 2 loge boxes are available. Spear said that there is a press conference scheduled at 11 AM to introduce Hudson and another press conference on 3-24-22 to announce the hockey team joining the USPHL.
   2. State Tax Commission Reports – Not discussed
   3. Construction Update/Change Orders – Spear said he continues to monitor.
   4. Action Items
      1. Complete FF&E financing
      2. Continue fundraising
2. **Discussion Item** - Legal Report – Fuller had nothing to further discuss and was hopeful he would have a Poll contract for the next meeting.

C**alendar and Announcements**

1. Upcoming IFAD Meeting – **Next Meeting on April 12, 2022**
2. **Discussion Item** - Announcements and Minor Questions
3. **Discussion Item** - Agenda Items for April 12, 2022, meeting
   1. **Discussion Item -** Discuss communication plans and responsibilities among IFAD, Centennial Management, and the Hockey Team. Nitschke said he would like to see a communication plan and said there is a difference between no involvement and no awareness. Greene said he would notify Spear of upcoming events and then he could forward to Board members.
   2. **Action Item –** Approve pre-opening services budget.

Board will meet to tour the site on 3-29-22 at 9:00 AM.

Meeting adjourned at 8:54 AM