 

**Board of Directors Business Meeting**

**Tuesday, August 9, 2022, 7:00 a.m.**

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

[**https://us06web.zoom.us/j/82354396984**](https://us06web.zoom.us/j/82354396984)

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

**1000 Riverwalk Drive, STE 100, Idaho Falls, ID 83402**

**Participants:** Terri Gazdik, Rob Spear, Bob Nitschke, Mike Carpenter, Steve Vucovich, Kevin Bruder (via Zoom), Mike Clements (via Zoom), Erik Hudson, Angie Freer, Mark Fuller, Ken Wheadon (via Zoom), Bryan Laske, Rebecca Casper (via Zoom), Blake Davis (via Zoom), Kevin Greene (via Zoom), Chad Hammond (via Zoom).

**Agenda**

1. **Action Item** - Call to Order 7:00 AM
2. **Action Item** – Accept Agenda. Nitschke moved to accept the agenda. Carpenter seconded. Motion passed.
3. **Action Item** - Accept the Consent Agenda
	1. Meeting Minutes – 7-26-22
	2. Review of Payables/Financials. Spear reviewed the June financials and indicated June revenues were 99.91% of 2021 revenues and attributed the decline to the Yellowstone road closures that occurred in June. Gazdik stated that revenues are still 24% ahead of 2021. Spear said some work needs to be done on the expenditures, specifically the preopening services costs. Wipfli is currently taking all the preopening expenditures and classifying them by category (e.g. salaries for Centennial employees are being included in the IFAD operations salary line) instead of falling all under a preopening services expenditure line item. Spear said he would visit with Wipfli to have all the pre-opening expenses classified under one expenditure code.

Vucovich moved to accept agenda. Nitschke seconded. Motion passed.

1. **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.
2. **Discussion Item –**Receive a construction schedule update from Mike Clements of Bateman Hall and Ken Wheadon of CRSA. Clements briefed the Board on the exterior of the facility. The mason is completing the northwest entry way and sidewalks on the southeast side of the facility are being formed and will be poured this week. The main entry way will be poured this Friday. Clements said most of the curbs have been installed in the southwest parking lot and indicated that lot will be paved next week. On the inside of the building, the conference space has all the ceiling tile installed and carpet could start this week. Framing continues around the main concourse with all the concession areas and rest rooms framed. Clements said that tiling in the locker rooms has started and the mondo flooring will be installed next week. The railing continues around the bowl area and patching of the precast has begun. Clements expressed disappointment with Forterra and said if they don’t complete the work soon, Bateman Hall would do the patching. Clements indicated that Ice Builders removed the plastic covering and that plywood would be installed to protect the floor to allow work on the bowl to continue.

Wheadon explained that CRSA continues to assist Bateman-Hall in getting answers to Requests for Information (RFIs) and any other questions that may arise.

Spear asked Laske to comment on the recent Daktronics communication that indicated a supply chain issue with video board and ribbon board panels. Laske indicated that Daktronics is looking at a 2-week delay for its install. However, Daktronics expects to complete all the necessary infrastructure requirements in preparation of the video board and ribbon board install. Laske said there is a meeting on 8-12-22 that will discuss the new timeline for the video and ribbon board install.

1. **Action Item** – Approve Sponsorship Agreement with Silver Star for mezzanine naming rights. Spear briefed the board on the specifics of the mezzanine naming rights:
* $50K per year for 5 years
* Mezzanine named Silver Star Sky Deck
* Silver Star logo on ice
* Time on large exterior marquee
* Naming of 10 Club Level Seats
* Rent free facility use once per year for the first four years

Spear said he is still working with Barbara Sessions, President, Silver Star on eliminating the redundancy between the in-kind donation for WIFI installation and the mezzanine level. Spear explained it was important to keep the two agreements separate because they are two different entities within the company and two distinctly different scopes.

Carpenter moved to accept the Silver Star proposal. Vucovich seconded. Motion passed.

1. **Discussion Item** – Presentation by Matt Dopp of Revel TV on functionality of LED donor wall. Spear explained the donor wall size of the LED increased from 10’x6’ to 12’x7 feet and eliminated the patron interactive piece. Instead the interactive functionality would be part of the IPTV infrastructure that would allow for sponsorship opportunities, donors to utilize QR Code, and the ability to easily modify the LED board. Dopp explained this option eliminates the software costs. Nitschke asked about the warranty and the statement in the proposal “Service calls 30 days after the date of the installation may be subject to additional labor and equipment costs.” Dopp agreed to remove that language and stated the equipment warranty is for 4 years. Dopp said there is a one-year warranty for software and service which is the industry standard. Dopp said during the first year Revel will be on site for events and will address any issues. Dopp also said Revel would supply “attic stock”. Gazdik asked for clarification and Dopp said that means Revel will provide some extra LED panels in case a panel fails.

Spear showed a rendering of how the wall hosting the LED panel would be framed and suggested the wall be painted red (Mountain America Center red) in order to highlight the LED panel. Nitschke asked about the high cost of labor and Dopp indicated this included materials for mounting the LED panel. Nitschke pointed out the proposal stated the cost of the mount, internet or power was not included. Dopp said the mount is included and agreed to modify the proposal.

Nitschke stated that this is a significant cost for a donor wall. Spear explained that the intent is to allow for the wall to be more than a stand-alone donor wall. It should allow the operator to generate revenue and allow the donor to activate their brand. Spear said the wall could display QR codes that would allow the patron to scan and claim any special offers or promotions offered by the donor. Dopp said QR codes are now heavily used and said the technology going into this event center keeps it ahead of the technology curve. The data captured by IPTV will provide multiple analytics including proof of play - the ability to communicate to sponsors how often their advertisement played and at what times.

1. **Action Item** – Approve Revel TV LED Donor Wall revisions and purchase. Fuller suggested the IPTV main contract be modified to include the donor wall, rather than have a separate contract. This would ensure all warranty language is consistent. Dopp agreed to provide an amendment that references the master agreement and updates the Schedule of Work (SOW). Carpenter moved to approve the Revel LED donor wall agreement pending the update to the SOW and reference to the master agreement. Vucovich seconded. Motion passed

**Report and Updates**

1. **Discussion Item –** Update from Erik Hudson and Kevin Bruder on Hero Arena at the Mountain America Center operations and pre-opening activity. Hudson first introduced Angie Freer who will be the Conferences and Events services manager. Freer comes to Centennial Management with significant sales experience. Hudson said he and his staff are preparing for ticket sales for Mannheim Steamroller with a presale scheduled for 8-9-22 and the public sale for 8-10-22. Hudson explained for seat plaque, suite, and loge box holders they have modified the policy to allow for seats to be purchased up to 30 days prior to the event rather than a 24-hour period. Hudson said they are also allowing multiple ways for seat plaque holders to purchase tickets besides completing credit card forms. Hudson informed the Board that Brennan Mihalick has been hired as the Assistant GM and Director of Operations position and comes to Centennial with extensive experience with multiple sized arenas and ice rinks. Hudson thanked Bateman Hall for its willingness to assist with tours.
2. **Discussion Item** - Executive Director Report
	1. Fundraising/Cash Flow Update – Spear reviewed an updated cash flow scenario that projects revenue growth at 2% through 2028. Spear stated that he expects TRT revenues to be $3M for 2022, which exceeds Hunden study estimates. The $3M TRT revenue figure is what Hunden estimated for 2023.
	2. State Tax Commission Reports – Nothing additional to report.
	3. Construction Update/Change Orders. Spear briefed the Board and said a flagpole was never designed for the facility and presented the costs for installing 1, 2, or 3 40’ or 50’ poles. Spear indicated the flagpole would be located near the front entrance but away from the fire lane. Gazdik asked about an alternate location because of the impact the wind could have on the flags. Spear indicated this was the best location because the site will require power in order to keep the flagpole lighted. Vucovich said at his facility the flags are replaced twice a year. The Board recommended one 40’ flagpole be installed.
	4. Action Items
		1. Follow up with Revel TV to get updated contracts
3. **Discussion Item** - Legal Report – Fuller did not have anything to report on.

 **Calendar and Announcements**

1. Upcoming IFAD Meeting – **Next Meeting on August 23, 2022**
2. **Discussion Item** - Announcements and Minor Questions
3. **Discussion Item** - Agenda Items for August 23, 2022, meeting
	1. Board to tour the facility
4. **Action Item** - Adjournment to Executive Session Gazdik made the motion to move into the Executive Session to consider the evaluation of an employee. [Idaho Code § 74-206(1)(b)]. Motion approved.
5. **Executive Session -** Idaho Code Section 74-206 (1) (b) To consider the evaluation of an employee. Convened at 8:30 AM.
6. **Adjournment from Executive Session** 8:54 AM
7. **Action Item –**Action taken on Section 74-206 (1) (b) matter discussed in Executive Session. Nitschke moved to give Executive Director a pay raise retroactive to May 1, 2022, and to award an annual bonus based on his exemplary performance. Carpenter seconded. Motion passed.
8. **Action Item -** Adjournment from Public Session. Meeting adjourned at 8:55 AM.