

# Board of Directors Business Meeting Tuesday, December 10, 2024, 7:00 a.m.

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

[**https://us06web.zoom.us/j/81819703115**](https://us06web.zoom.us/j/81819703115)

# 1690 Event Center Drive, Idaho Falls, Idaho 83402 Room 2416

**Participants: Rob Spear, Terri Gazdik, Mike Carpenter, Ron Warnecke, Rebeca Casper, Mark Fuller, Erik Hudson, Collin Mabe, Max Harrington**

**Agenda**

1. **Action Item** - Call to Order - Call to Order at 7:00 AM
2. **Action Item** – Accept Agenda – Spear indicated Max Harrington of Cator Ruma and Collin Mabe of ATS will be joining the meeting. Warnecke moved to accept the agenda as amended. Ziel seconded. Motion passed.
3. **Action Item** - Accept the Consent Agenda
	1. Meeting Minutes 11-4-24
	2. Review of Payables/Financials - A payables list totaling $ 52,662.40 was reviewed and approved. The majority of the expenditures ($44,685) were for retro commissioning of the HVAC system. The parking lot repairs came in at $2,678, which is considerably lower than expected. Spear reviewed September financials and showed TRT revenues for September 2024 were $322,078 compared to $318,805 in September of 2023. Spear said the debt service budget is now in place but that it does not appear there is an offset of revenue transferring in. Spear said he would visit with WIPFLI to resolve it. Carpenter moved to accept the consent agenda. Warnecke 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 were no public comments.
5. **Action Item** – Review and adopt 2025 IFAD Board Meeting schedule. Spear presented three scenarios: 2nd Tuesday of every month, third Tuesday of every month and the last Tuesday of every month. Spear recommended moving off the 2nd Tuesday of every month because financial reports are not available. After discussion, the Board decided to have the 2025 Board meetings on the last Tuesday of every month. Warnecke moved to schedule the 2025 IFAD Board meetings on the last Tuesday of every month. Ziel seconded. Motion passed.
6. **Action Item** – Review and discuss proposals from Rick Aman to lead future IFAD planning exercises. Spear presented a proposal from Rick Aman to assist in a futuring exercise that would include:
7. AI-Enhanced Pre-Committee Work and Brainstorming Facilitation
8. SWOT Analysis
9. Environmental Scanning
10. PESTEL Analysis
11. Backcasting
12. Scenario Planning
13. Visioning Workshops

Aman proposed an hourly rate of $125 for preparation, research, interviews and $200 per hour for facilitation and presentations. Aman also offered a retainer of $3K per month. The Board discussed whether Aman would be more useful for IFAD or for the Foundation. Gazdik stated that she wanted Aman to assist IFAD since the district has never really done any long-range planning. Looking forward will help identify what needs to be done to generate room nights and ensuring the upkeep of this center. Also, it will be good to evaluate how to sustain current success five and ten years down the road. Warnecke thought IFAD and the Foundation could both benefit from a futuring exercise.

Spear showed a presentation that he made to the board back in June of 2023. The presentation showed the state statute describing an auditorium district is one to build, operate, maintain, market, and manage for public, commercial and/or industrial purposes by any available means public auditoriums, exhibition halls, convention centers, sports arenas, and facilities of a similar nature, and for that purpose any such district shall have the power to construct, maintain, manage, market, and operate such facilities. Spear said the main goal of IFAD is to generate room nights. That will give IFAD the revenue to improve the MAC.

Forming partnerships with other entities and forming a Sports Commission are keys to enhancing the district’s impact on the community in the future. The presentation said new facilities like a performing arts center, indoor court/field facility and outdoor fields will attract visitors and room nights.

The Board asked Spear to approach Aman on providing a flat fee per project for a specific activity. No action was taken on this item.

1. **Action Item –** Review and discuss alternates to original ATS proposal. Spear welcomed Max Harrington and Collin Mabe to the meeting. Spear briefed the Board on the ATS proposal and provided some background information. Alerton BACnet/IP Controllers will be used to retrofit RTU’s 1-4 due to the nature of the current BACnet Network. Currently, RTU’s 1-4 are connected to the BACnet system via Delta DSM routers. Delta DSM routers are obsolete and are no longer supported or available for purchase by Delta. AlertonBACnet/IP controllers can be connected directly to the Mountain America Center Network and thus bypass any networking through a Delta DSM Router. The Alerton BACnet/IP Controllers will futureproof the control system for the RTU’s and provide a robust communication network for the most critical mechanical equipment on site.

Exhaust Fan control is critical to maintaining the space pressure in the Mountain America Center Arena. Exhaust Fan control is included as an alternate price due to the state of the retro commissioning effort and punch list items of other contractors. Future recommendations will include full control and programming of these fans and this price was provided in an effort to expedite the process moving forward. Currently, there are hundreds of lines of code written to control the exhaust fan sequences. By replacing the exhaust fans with Alerton controls, we will bypass the Delta DSM routers as well as rewriting and simplifying programming associated with controlling Arena Exhaust Fans. This will further our ability to decrease risk associated with network traffic going through Delta DSM routers while future proofing more systems.

Mabe said basically they are going to take a Cat6 cable and plug it directly into the Alerton controller and then plug it into the switch on the network. This will bypass the DSM routers. Mabe said the reason for alternate 1 is that the exhaust fans are critical to controlling the arena space well. Mabe said IFAD can add the alternates at anytime while ATS is retrofitting RTUs 1-4. The second alternate is for a graphics system to make monitoring the system more user friendly.

Hudson asked if alternate 1 is selected would it allow ATS to diagnose a problem like the one the center experienced on 12-9-24 during the Gentri concert where the economizers were opening up the fresh air mode, causing the system to blow 42-degree air on the patrons. Mabe said it would allow them to drill down to the exact code and adjust the sequences. This is not possible under the current configuration, because the code is locked down.

Warnecke asked about bypassing the Delta DSM routers rather than removing or swapping them out. Mabe said removing all the DSM routers is an infrastructure project and would require replacing them with an updated part. Mabe said the 5 DSM routers need to stay in place because they are still needed to transmit data from VAV’s. The scope is to just modify RTUs 1-4 and take that critical equipment off of those DSM routers. The other 5 RTUs still need the DSM routers.

Spear asked about the danger of keeping those obsolete routers in place and if they could cause future problems. Mabe said if a DSM router went bad, they would need to get an EV Manager or another new piece that Delta offers and replace the DSM router. Carpenter asked about swapping all the DSM routers out. Mabe said he would get with his team to see the price but said it may not be money well spent at the present time. Mabe suggested keeping an EV Manager on site. The cost is around $2500 per EV Manager plus a day of labor to install.

Spear suggested that the board consider Alternate 1 and then consider alternate 2 at a later date. Hudson said Alternate 2 would be a nice package and would assist operations.

Spear shifted the conversation to the retro commissioning work performed by Cator Ruma and asked Harrington for an update. Harrington said he is waiting to get back on site to inspect the work by Innovative Equipment. Until then he can’t confirm or deny what work has been completed. Harrington said he is frustrated for us as we navigate through these issues. Having a roof top unit blowing 42-degree air for periods of time is just unacceptable.

Harrington said he needs to be on board and get on site to hold Innovative Equipment’s hand inspects the corrections. If they are not done, Harrington said it may be time to find another service contractor for the mechanical equipment. Harrington said he has the ability to push Innovative Equipment to get these done. Hudson said they are exploring other alternatives but there is a contract with Innovative Equipment.

Spear agreed that Harrington needs to get onsite to review the work and asked about the issues with the dampers. Harrington said he needs to get on site and look and make sure the actuators were fixed and if they have the right power. In one case the wires were mixed up. But he needs to get on site to review. Harrington is confident he can get onsite with Innovative Equipment and get things resolved.

Spear then reviewed the proposal for additional services. The base fee is the same as the previous retro commissioning. Harrington added 5 site visits and a fee for monthly reporting over a one-year period. Spear asked if the number of visits could be cut back. Harrington said it could but cautioned the retrofit of RTUs 1-4 will need the oversight of an engineer. Harrington wanted to point out that part of his scope is to calculate the energy efficiency created by the retrofit. Harrington did say he could cut back the scope to three site visits.

Warnecke asked if the retrofit would really take a year. Mabe said it would take approximately 3-4 months to complete all the units. The first unit may take 6-8 weeks because of all the pre-work. The other units will take 2-3 weeks to complete. The exhaust fan fix will take about 2-3 days. ATS said work may start around the end of January or early February.

Hudson asked about Innovative Equipment staying on during the retrofit period for equipment maintenance. Harrington said he will advise once Innovative Equipment completes its work on the system.

Carpenter asked if ATS would provide a project tracker? Mabe said that is not a typical request but they can have project managers provide an update.

Spear asked Harrington if he could reduce the site visits from 5 to 3. Harrington said he could do that. Harrington did say there is enough work identified in the retro commissioning report to justify a full year of work. Harrington said he would rework the proposal to reduce site visits and could offer a six-month work period with the option to extend if necessary.

Gazdik asked if the work could start later to avoid impacting the event calendar. Spear said he was concerned that during the winter months we might have another freezing of a VAV that could cause significant damage.

Gazdik asked if it was possible to have fixed price per visit with no minimum or maximum. Harrington said that is possible and he would make it work.

Gazdik asked for a motion to approve the most recent ATS proposal for additional work. Carpenter moved to approve alternate #1 at a cost of $23,955. Warnecke seconded. Gazdik suggested tabling alternate #2. Warnecke agreed. Motion passed.

1. **Action Item** - Review and discuss proposal for ongoing support from Cator Ruma. Most of the discussion took place under Agenda item VII. Gazdik suggested a motion for a per visit cost versus a fixed fee cost. Warnecke asked for a schedule of when those site visits might occur. Hudson said those would be coordinated by his team. Warnecke moved to accept the Cator Ruma proposal with changes as discussed (changing from fixed fee to cost per visit). Ziel seconded. Motion passed.

**Report and Updates**

1. **Discussion Item –** Presentation from Erik Hudson
	1. Mountain America Center operations, October financial statements and estimated projections for 2025 operations. Hudson provided the following updates:
		1. Net income for October was $350,054. Hudson said this was a record month for the event center with 28 of the 31 days in October hosting events.
		2. Four sold out shows
		3. Spudkings showcase
		4. Multiple conference space rentals
		5. 2 sold out Enduro Cross shows
		6. Reimbursed expenses were $124K

Hudson said a new Marketing Manager was hired to assist Salsbery and will work 30 hours per week.

Hudson said he has 19 shows already scheduled for 2025. There are 34 other working shows that will be confirmed in the future. The Barnum and Bailey Circus has inquired about a show in the future.

The facility is up for an excellence in international business award through the Acquisition International magazine.

Hudson shared the following numbers comparing 2024 venue use with 2023. Just ticketed events. The numbers do not include the BCICC events, or non-ticketed events on the arena floor.

2023-2024

57 non-hockey ticketed events

Attendance: 111,234

36 ticketed Spud Kings games

Attendance: 110,935

Total: 93 ticketed events

Attendance: 222,169

2022-2023

38 non-hockey ticketed events

Attendance: 104,223

35 ticketed Spud Kings games

Attendance: 106,568

Total: 83 ticketed events

Attendance: 210,791

* 1. Spud Kings Update – Skate with the Spudkings was a successful event. The Spudkings are fourth in the country and vying for first place in their league. Coach Anthony Bone will coach the All-Star game and will have 7 SpudKings players. That event will be held on January 25, 2025, in New Jersey. Hudson said a press conference will be held at the arena on January 25, 2025, to announce the venue will host the Dineen Cup in April 2026. Four teams will spend five nights in Idaho Falls.
1. **Discussion Item** - Executive Director Report
	1. Executive Director Report Summary – no summary was provided
	2. Building Update – Spear said work is ongoing for the HVAC system, beer system and there is a new problem with some door hinges. Parts for the partitions in the restrooms are now obsolete. ABS is attempting to find a solution.
	3. Cash Flow Update – Spear provided an updated cash flow scenario through 2031. Spear pointed out the payments from Zions for excess TRT revenues and for the excess maintained in the debt service fund have been received.
	4. State Tax Commission Reports – Spear presented data for October 2024 TRT revenues and pointed out that revenues were $17K higher than October 2023. Spear said actual revenues are even higher because one entity had a double remittance in October of 2023. Gazdik asked if there was a way to correlate events with increased room nights. Spear used October as an example because it appears event center activity did increase room nights.
	5. Action Items
		1. Follow up on Cator Ruma proposal
		2. Contact Rick Aman for revised proposal
2. **Discussion Item** - Legal Report – there was no legal report presented.

# Calendar and Announcements

1. **Upcoming IFAD Meeting** – **Next Meeting on January 28, 2025**
2. **Discussion Item** - Announcements and Minor Questions
3. **Discussion Item** - Agenda Items for January 28, 2025, meeting
	* + - 1. Discuss Cator Ruma proposal
				2. Discuss Rick Aman proposal

# Meeting adjourned at 8:55 a.m.