

**Abbott Library Board of Trustees Minutes**  
**Town Office Meeting Room – September 24, 2013**  
**Approved**

Trustees: Terri Jillson White, Chair; Peter Urbach, Assistant Chair; John Wilson, Treasurer; James Gottling, Secretary; Jean Molloy; Peter Spanos  
Alternates: Xan Gallup, and Tom Mickle  
Director: Mary Danko  
Others: Sue Gottling, Selectman; Dick Katz, Chair of Friends; Mary Epreman, Anne Nilsen, Linda Urbach, Jeanne Wilson, Mindy Flater (at 7:52 pm)

**I. Chair's Opening Remarks**

Terri White opened the meeting at 6:30 pm and asked Tom Mickle to sit in for Barbara Hollander, who had an excused absence.

**II. Approval of Minutes**

Jim Gottling said that he had misspelled Cyn Barrette's name as Sim Barrette. Terri White added the following corrections:

- Spell "ansences" as "absences"
- In Section IV, delete "19"
- In the last paragraph of Section V, end the first sentence as "...including the "Wrap It Up Event" scheduled on the 19<sup>th</sup>."
- In Section 5 in the next to last paragraph before the bottom of the page, insert "on behalf of the trustees" after "...she has made that commitment many times" and before "in urging town support for the library."

**III. Report from the Friends of the Abbott Library**

Dick Katz, reporting for the Friends of the Abbott Library, said that the Annual Meeting last week was well attended. Dick was impressed with the amount of butter that Chef Duda of Sunapee Country Club used in his cooking presentation. Dick added that the Friends have a gold plated shovel to donate to the new library when construction starts. Dick then admitted "it's not even gold, though."

**IV. Treasurer's Report – John Wilson**

John Wilson said that the library remains under budget by \$15,000 through August 31. The "Total" in the Capital Campaign Checking/Savings as of August 31 is actually about \$171,509 now, because the second \$50,000 received from the foundation in September has not been included here. Terri commented regarding the budget, that most of the subscriptions come due late in the year. She and John agreed that other items like that also come in near the end of the year.

Moving on to the Manifest of Bills for July 15 to September 23, 2013, Terri asked about the payment to Brian Gebo, wanting to know if that was for both lawn mowing and custodial services. Mary Danko explained that Brian was paid for use of his equipment and gasoline. Terri questioned the procedure for maintenance of the library, as compared to other town buildings. On motion by Tom Mickle, second by Jean Molloy, the Manifest of Bills for July 15 to September 23, 2013 was unanimously approved.

**V. Director's Report – Mary Danko**

Mary's report based on her written report, in which she said how pleased she was that the foundation had successfully achieved its principal goal to raise necessary funds, attendance at the annual meeting of the Friends, programming, staff work and support to

install the new KOHA system, and good support of the ASK program, with special note of the 27 children in the 2<sup>nd</sup> and 3<sup>rd</sup> grade program on Wednesday.

**VI. Chair’s Report – Terri White**

Terri said that she would be working with Mary Danko on the budget for next year with the goal of presenting it to the trustees at the October meeting.

Speaking about the ad thanking ALF donors, Terri said that it had become apparent that those having contributed to earlier campaigns and had left their funds with the trustees were not recognized and thanked. Terri, speaking with Mindy and Mary Danko, concluded that it would be good to provide thanks to everyone for their support – early donors, ALF donors, and Sunapee taxpayers. In this thanks, dollar amounts would not be included, as early donations’ records are old and may be in error. This notice would recognize all supporters. There was consensus to go forward with this plan concurrent with the groundbreaking ceremony.

Terri said that she had talked with Jean Molloy and Mary Danko about having a groundbreaking ceremony, and she thought that such an event at the site should be followed with an event at the library in case of inclement weather. Terri thought that having Shannon Martinez help with the library event would be useful, as she had done such a great job at the “Wrap It Up” party. There were comments about an appropriate day. “Saturday” was suggested. Gottling suggested having it when a “yellow Machine” was present at the site, and Spanos urged avoiding Saturday morning soccer games. Terri, with Jean Molloy and Mary Danko, will follow up on details for this combined event.

**VII. New Abbott Library**

**A Discussion on Construction Start Date – Peter Urbach**

Peter Urbach reported having met today with John Wilson, Mary Danko, Scott Thompson of Trumbull-Nelson, and Scott Hazelton, Sunapee Highway Director, to discuss the GMP. Scott, a civil engineer, has worked with area companies and is familiar with the people at T-N. The numbers now are:

\$1,986,237	GMP
157,500	architect’s fee
146,000	furniture
<u>100,000</u>	owner’s contingency
2,389,737	Total

This number is about \$10,000 less than the \$2,400,000.

T-N is prepared to sign next week, following agreement by the town selectboard to the adjusted GMP, and construction could begin in mid October. Hazelton has offered to provide some test borings at the site. He hopes to be able to connect a water line from the library water line to provide drinking water for the Safety Services Building, as its well water is contaminated. Terri suggested notifying the neighbors at the beginning of construction; Urbach agreed that was a good idea.

John Wilson moved, with second by Peter Urbach, to begin construction of the new library as soon as possible. This motion, accompanied by cheers, passed unanimously. The trustees are scheduled for time with the selectboard on Monday, September 30.

B Review Tri-Partite Agreement – White/Urbach

Peter Urbach, speaking using the following prepared document, presented his latest changes to the current version of the MOU.

Comments on Tri-Partite Agreement

Rev 3

*A marked up draft of the Agreement with my suggested changes is attached. Changes suggested by Terri and Mindy have also been included. A clean version with these changes is also attached.*

*This paper explains the more significant suggested changes and the rationale for them.*

*In Section I, the GMP is to be \$1,986,237, not \$2,400,000. The remainder of the funds is allocated for Architect fees, furniture and equipment and Owner Contingency, none of which are part of the contract with the CM.*

*Section II, A, 2. The last sentence of this Section is unclear and appears impractical. If the Trustees and the Foundation are each to provide their respective share of the monies due for each invoice does this mean that for each invoice the Trustees write a check for 15% of the amount of the invoice and the Foundation writes a check for 49% of the invoice (their respective shares of the funding)? Instead, payment of invoices should be as set forth in the motion approved by the Selectboard at their March 25, 2013 meeting which is set forth below.*

*Library Authorization for Construction Manager and Architect*

*Chairman Gallup made a motion that the Board of Selectman authorizes the Library Trustees to pay bills to the Construction Manager and Architect for the funds that they are in charge of in addition, report to the Board of Selectman on an as needed basis and to authorize the Board of Selectman Chairman to sign off on withdrawals from the loan on a monthly basis when the loan funds are available.*

*Seconded by Selectman Smith, unanimous.*

*In Section II, A, 4, the Oversight Committee's recommendations should be approved by the Trustees and when Town funds are involved these recommendations should also be approved by the Selectboard in accordance with the intent of the above quoted Selectboard motion.*

*In Section II, A, 5, the Oversight Committee should include a Foundation representative since the Foundation is intimately involved with the plans and fundraising for the new library and is particularly involved in the Naming of certain portions and features of the new building.*

*In Section II, A, 5, the Trustee's representative should be the Owner's Agent rather than the Town Manager. This project has been developed by the Library Trustees who have nurtured it for over ten years from inception, through fundraising planning, town warrants for project approval and the warrant for the town loan. The Trustees have managed this project to date including the selection of the architect and the CM, the design development and budgeting and the payment of all invoices. The Trustees, through their Oversight Committee and particularly the Vice Chair of the Trustees have served as Owner's Agent, meet regularly with the architect and the CM and modified the design and features of the building to bring it in line with budget and subcontractor bids.*

*It is clear that the Selectboard and the Town Manager have a major role to play in the development of this future town building. The land was purchased by the Selectboard*

*and is town land. The building will be a town building. For these reasons the Town Manager sits on new Oversight Committee and the Selectboard gets regular reports and approves invoices that involve town funds but the project will not be well served by changing "Owner's Agent" from the Vice Chair of the Trustees to the Town Manager. This is demonstrated in part by the work done on this Tri-Partite Agreement. The Town Manager and the Town Attorney have worked on this Agreement for nearly three months, admittedly while dealing with many other projects and priorities. The Trustees turned the Agreement around in a matter of days, completely redrafting it. The Town Manager has many other priorities while the Trustees are focused solely on getting this project done effectively in a timely manner. The Trustees should continue to serve as the Owner's Agent with the Town Manager and the Selectboard participating as outlined in the revised draft Agreement.*

*Peter Urbach 9/12/2013*

*Revised 9/24/2013*

In discussion about Peter's changes, there was consensus. The date changes reflect the correct dates. In I. Recitals, second paragraph, the amounts summarize funds to be provided by the town, funds held by the trustees, and funds that the foundation has provided. The change from \$2,400,000 to \$1,986,237 corrects an error and provides the correct GMP, according to discussions between the ALF and C-N.

There previously had been discussion between Urbach and Danko about including reference to both the library equity in the old building and the new. As a compromise between Mary's position and Peter's keeping only the equity statement about the new building would be sufficient.

The paragraph dealing with the contingency in the event that not all money has been raised by the foundation is not appropriate now, so has been removed.

Peter modified Section A, paragraph 2 to restore the order of payment as originally set up by the trustees. To date, all payments have followed the procedure authorized by the selectboard in their March 25, 2013 motion. John Wilaon urged that payments continue in the order as in the selectboard agreement of March 25. Construction payment should continue as already approved by the selectboard and should not be paid in percentages by all three organizations. There was consensus with regard to this issue. Terri noted that other library projects in the state have proceeded, with trustees making construction payments, their selectboard not being directly involved.

There was discussion about the need for the MOU. Mindy Flater stated that her bank has expressed no need for an MOU to provide a loan against the foundation's pledges, and Peter argued that the town could borrow on the basis of their tax-collecting authority. Peter hopes the selectboard will agree to proceed to construction now that all funds are available and work out details in the MOU later.

Also in Section II, B, 5, the change to have the Trustee's representative (Urbach) be the Owner's Agent rather than the Town Manager (Nashawaty) was strongly supported by Urbach, who argued that he had the time and interest to further the project.

Regarding Section II, B, 5, Jim Gottling questioned adding a foundation representative to the Oversight Committee. Mindy, now present since 7:52 pm, responded that the foundation should be represented to be certain that all donors appropriately be honored, was entirely satisfactory.

Peter urged that the selectboard go ahead with construction approval at this time, since payment for five months of construction now is available. Delay at this time would be expensive, costing increased winter construction costs and higher bids in the future.

John Wilson, with second by Pete Spanos, urged that the selectboard approve beginning construction. The trustees voted approval unanimously.

In further negotiations with town manager, Donna Nashawaty, Gottling asked Urbach if further authorization was needed from the trustees. Ultimately, Urbach thought further authorization was not needed. Nevertheless, Terri White said that holding a meeting Monday, September 30 at 6:00 pm, prior to the selectboard meeting at 6:30 pm might be necessary. Five trustees were available for this meeting, so a quorum would be present. Although that meeting could be canceled, it would be necessary to notice such public meeting to satisfy state requirements for public meetings.

Terri raised the question of having legal counsel for the trustees. Tom Mickle's opinion was to avoid having three lawyers involved.

Peter urged all trustees to attend Monday's selectboard meeting.

#### **VIII. Report from the Abbott Library Foundation – Mindy Flater**

Mindy reported that the fund raising goal had been met last Thursday evening and new funds continue to come in. There was an additional \$2500 in the PO box today. In addition, Xan's fund raising event this Sunday will occur along with the Chowder Challenge. There also is a dinner on October 24 at the New London Inn. The foundation will continue to be a viable organization after this project is over. Working with Arlene Adamson and the bank's loan committee, Mascoma Bank has approved a loan for an amount to the foundation that should be for about \$40,000 more than would be needed. Arlene has said that no cosigners are required.

John Wilson said, "the foundation should receive applause," followed by a applause. Terri White then presented Mindy with a flower pot and thanked Mindy for coming forward to lead the foundation.

#### **IX. Old Business – None**

#### **X. Other Business – None**

#### **XI. Public Comment – None**

#### **XII. Adjournment to Non-Public Session – RSA 91-A:3 II [a] Employee Review**

Terri White, with second by John Wilson, moved to enter non-public session under RSA 91-A:3, II (a). The vote, duly recorded by roll call, was unanimous. The session became a non-public session at 8:24 pm.

#### **XIII. Return to Public Session and Adjournment**

On motion by Jean Molloy, second by Peter Urbach, the non-public session was unanimously adjourned, and the public session resumed at 8:47 pm. Terri White, Chair, noted that the minutes of the non-public session had been sealed.

By motion of Jean Molloy, second by Tom Mickle, and with unanimous vote, the public session was adjourned at 8:50 pm.

Respectfully submitted,

A handwritten signature in black ink that reads "James G. Gottling". The signature is written in a cursive style with a large, stylized initial 'J'.

James G Gottling, Secretary