

**Skaneateles Library Association
Board of Trustees Special Meeting
Monday, October 17, 2016**

Present: Scott Elia, President; David Graham, Vice President; Andrew Hagen, Treasurer; Trustees Gina Benedict; Mike Cirincione; Paula Conan; Bob Lotkowitz; Laurie Spencer; Peg Whitehouse; Library Director Nickie Marquis; Visitor Jessica Millman.

President Elia called the meeting to order at 6:05 p.m.

Jessica Cogan Millman: Pres. Elia introduced Jessica Millman, who is expected to be acting as the project manager for Project Bookends. Jessica then spoke briefly about her background and community activities. She is excited about Project Bookends, recognizes that it includes some significant challenges, and is very happy to be taking on the job as project manager.

Project Bookends Talking Points: Trustee Benedict reviewed the draft Talking Points with the Board, emphasizing that the present document was only a draft. A general discussion and suggestions ensued. Trustee Benedict expected to be getting additional input on the talking points from the Soderbergs and the Project Bookends joint committee at an upcoming meeting, and also to seek further development and assistance from Doug Pinckney (of the Pinckney Hugo Group, an advertising agency based in Syracuse).

Trustees Huba, O'Connell and Marshall arrived at approximately 6:30 p.m., during the Talking Points discussion.

Project Bookends committee structure and participants: Having circulated a document setting forth the Project Bookends committee structure at the Board's October 11th meeting, Pres. Elia requested that each Trustee advise him by the end of the month (October 31st) which of those committee(s) the Trustee is able/willing to serve on. He also noted that no "fundraising" committee has been established at this point, in light of the amount of preliminary work that needs to be done and in hope/expectation of an Allyn Foundation grant to fund that preliminary work.

Jessica Millman departed the meeting at 6:40 p.m.

Proposed resolution on use of restricted funds: Treasurer Andrew Hagen advised the Board that he will be meeting this week with Meg O'Connell/ The Allyn Foundation to review their grant application process. It is expected that SLA will seek a grant of up to \$400,000 to pay for preliminary work necessitated by Project Bookends such as hiring a project manager, retaining architectural and other design professionals to conduct site reviews and preparation work, securing additional insurance, paying for related legal advice and meeting other expenses. The need to carefully delineate the uses to which the grant funds are put, and to keep those funds separate and distinct from the Library's operational funding was discussed by several Board members. Treasurer Hagen has asked Buffington & Hoatland (SLA's accounting firm) to suggest procedures to govern the Project Bookends Finance Committee's accounting for and use of the

Allyn Foundation grant monies. He also noted that SLA may have to incur Project Bookend-related expenses within the next 30 days, i.e., that the Library may be required to “front” some of those expenses from its endowment funds, for reimbursement once the Allyn Foundations funds are received.

Following this discussion, Trustee Graham made a motion that the resolution below be adopted:

The Board of the Skaneateles Library Association authorizes the Finance Committee of the joint Skaneateles Library Association/Bookends Project to accept restricted funds donations for the joint Skaneateles Library Association/Bookends Project. These restricted funds are to be deposited in an account separate from regular Skaneateles Library Associations funds. The Finance Committee is further authorized to disperse restricted funds as the Finance Committee deems reasonable and appropriate for the joint Skaneateles Library Association/Bookends Project, subject to the development of appropriate financial guidelines. The Committee will report regularly to the Skaneateles Library Association of the Board.

Trustee Marshall seconded; the motion passed with all Trustees present voting yes.

Discussion and votes on several upcoming expected engagements with 3rd parties: Pres. Elia requested Board approval to expend up to \$10,000 in Library funds as a “stopgap” measure in the event that any Project Bookends preliminary expenses require payment before the expected grant from The Allyn Foundation is in place. Discussion ensued concerning what the appropriate source of funds would be for some of SLA’s Project Bookends-related legal, architectural, accounting and other costs. Following that discussion, the President’s request was tabled until each of the several remaining particular agenda items were addressed.

Trustee Lee arrived at approximately 7:08 p.m.; Trustee Lotkowitz departed the meeting at approximately the same time.

Request for funds from The Allyn Foundation for the Bookends Project: As previously noted, a meeting with The Allyn Foundation was scheduled for October 18th, to discuss SLA’s grant application. It was expected that the application would require a general statement of what the grant funds would be used for, rather than a detailed budget. The current target date for the grant application is November 1st; the latest possible date for the application is November 15th. If the grant is approved, SLA would receive the funds by approximately November 30th. OCPL has advised that SLA should formally accept the grant/donation from The Allyn Foundation at a Board meeting.

Trustee Conan then made the following motion:

That the Board authorize SLA Treasurer Hagen to apply to the Allyn Foundation for a grant of up to \$400,000, to be used to fund SLA’s Project Bookends-related costs.

Trustee Cirincione seconded the motion, which passed with all Trustees present voting yes.

Donation Letter of Intent and Site Access Agreement: Pres. Elia explained that The Allyn Foundation requires a letter outlining the Soderbergs' intention to donate a portion of the former Stella Maris property (also referred to as "the Bookends site") to the Library, so that Allyn Foundation may appropriately grant funds to be spent by the Library on activities related to property that the Library does not currently own. A draft letter of intent and a draft Site Access Agreement were circulated to the Board prior to the meeting. Trustee Cirincione reported that SLA counsel McKenzie Hughes had reviewed both documents and recommended some changes. He also noted that SLA would need to consult with Delmonico Insurance on whether any changed or additional insurance is advisable before going forward with the anticipated preliminary work on the Bookends site.

Trustee Whitehouse then made the following motion:

That SLA President Scott Elia and Trustee Cirincione be authorized to negotiate and approve a final letter of intent and Site Access Agreement for signature by the SLA President.

Trustee Benedict seconded the motion, which passed with all Trustees present voting yes.

EDR (Environmental Design Research) Proposal: A copy of the EDR proposal was circulated to all Board members before the meeting. One of EDR's primary missions will be to help develop strategies for securing a "use variance" for the Bookends site, which is currently zoned A-1 Residential.

Trustee Hagen made the following motion:

That the Bookends Building Committee (chaired by Dave Nutting, Kate Hoeft, and SLA Trustee Bob Lotkowicz) be authorized to negotiate and approve a contract with EDR, at a cost of not more than \$40,000, for signature by the SLA President.

Trustee Benedict seconded the motion, which passed with all Trustees present voting yes.

Butler Rowland Mays Architects: Pres. Elia noted that SLA needs to close out its existing engagement with BRMA for the work it has done in bringing us up to this point. There was discussion of whether to modify the existing agreement or create a new agreement with BRMA to encompass upcoming expected Project Bookends design activities, up to the amount of \$50,000. It was determined that further consideration of this issue would be tabled until the November meeting.

Jessica Cogan Millman, The Agora Group: As previously noted, the Project Bookends Steering Committee has proposed that Jessica Millman act as the project manager for Project Bookends. Trustee Gina ("I am not a lawyer") Benedict discussed the proposed contract, which she drafted and which Ms. Millman has accepted. Trustee Benedict emphasized that the proposed contract terms, calling for approximately 20 hours per week at a monthly rate of \$2,270 for a 26-week period, represent a greatly discounted rate for the services covered.

Trustee Spencer then made the following motion:

That the Bookends Steering committee be given authority to negotiate and approve the contract with Jessica Cogan Millman, The Agora Group drafted by Trustee Benedict (entitled Consulting Services Agreement of 10-16-16), for signature by the SLA President.

Trustee O'Connell seconded the motion, which passed with all Trustees present voting yes.

Pinckney Hugo: Pres. Elia and Trustee Benedict noted that the Bookends Communications Committee will need to consult with Pinckney Hugo for assistance with press releases, talking points, and other Project Bookends-related communications. It is expected that Pinckney Hugo will charge SLA a reduced rate of \$95/hr. for such services.

Trustee Marshall made the following motion:

That SLA may expend up to \$5000 for Pinckney Hugo's communications services in connection with Project Bookends.

Trustee Whitehouse seconded the motion, which passed with all Trustees present voting yes.

Stevens Office Supply: Pres. Elia reviewed the costs for the renovations to the Silence Room and upgrading of the downstairs office, including a proposal from Stevens Office Supply in the amount of approximately \$23,000 for furnishings for the upstairs and downstairs offices. Computers and phones are not included in that figure. The Board had previously budgeted \$20,000 for the remodel of the downstairs office and Silence Room. Pres. Elia feels that a substantial portion of the total cost is fairly attributable to Project Bookends, as these furnishings, computers, telephones, and other such productivity items will be used in part to support the additional work that will be required by SLA for the Project Bookends project.

Trustee Benedict then made the following motion:

That any cost of the renovations to the Silence Room and downstairs office over \$20,000, including furnishings and equipment, be paid for by the anticipated grant from The Allyn Foundation.

Trustee Graham seconded the motion, which passed with all Trustees present voting yes.

Discussion and votes on several upcoming expected engagements with 3rd parties, Revisited:

Pres. Elia made the following motion:

That Pres. Elia be authorized to spend up to \$10,000 on Project Bookends-related expenses prior to The Allyn Foundation grant funds being in place.

Trustee Graham seconded the motion, which passed 11-1, with Trustee Lee voting no.

Miscellaneous: Trustee Huba observed that the Board had just authorized the potential expenditure of over \$100,000 in connection with Project Bookends, and requested that Jessica Millman be tasked with preparing a budget for the Project over the next six months. President Elia agreed to this request.

The meeting was adjourned at 8:09 p.m.

Next Meeting: Tuesday, November 8, 2016 at 6:30 p.m.

Respectfully submitted,

Paula Conan, Trustee
Secretary Pro Temps