

**Minutes
Sherborn Library Board of Trustees
August 6, 2018**

Present: Library Director Elizabeth Johnston, Chairwoman Mary Moore, Kristiina Almy, Brian Connolly, Chris Kenney, Jim Murphy, Hank Rauch, Lisa Schwarz

Also present: Peter Byerly, Mark Brown, Kaitlin Dunham, Jim Kolb, Adam Page, Sean Killeen, Liz Rowland, John Sayre-Scibona, Libby Yon

Call to Order:

The meeting was called to order by Mary Moore (MM) at 7:02 P.M. This was a combined meeting of the Library Building Committee and Library Trustees. The Library Building Committee meeting minutes were taken separately for the Library Trustees meeting minutes.

Voting of Minutes:

The minutes of the Trustees' meetings held on July 17, 2018 were reviewed, one edit was made, and then were approved unanimously.

Subcommittee Reports:

House Subcommittee: Chris Kenney (CK)

Library Building Committee (LBC) updates:

On August 2, the Massachusetts Department of Environmental Protection (MA DEP) notified the Town of Sherborn that the Cease & Desist was lifted.

Recent work started includes the layout for the roof tile, storefront glazing, roofing insulation and framing. CK explained the testing process which includes the design team signing an affidavit that the building meets code. Peter Byerly (PB) stated that the Architect, Site Engineer and Field Engineer are all proceeding with the necessary reporting.

Muralist Robert Evans has made preliminary design sketches, but is not ready to present to the LBC. He plans to install the mural as two large canvasses, rather than painting directly on the wall.

CK and Elizabeth Johnston (EJ) met with Sherborn Community Center representatives and finalized terms for extending the Library's use of the space through February 2019. The Sherborn Community Center Foundation (SCCF) Board met with some of the Library Trustees and agreed to extend the Library's through February 28, 2019 at a higher monthly rent and some additional costs. The lease extension was prepared by Counsel and sent to Bill Keavany and Town Administrator for their approvals with an effective date of 8/1/18.

John Sayre-Scibona (JSS) has made numerous requests, but has not received an updated and current project schedule from Five Star Building Corp. (FSBC). At a recent site meeting, FSBC stated "our 11 weeks is not realistic", a reference to their projected project completion date JSS relayed this to an FSBC project executive who promised a realistic schedule by August 3rd, but as of August 6th, a new schedule had still not been delivered.

JSS has also been unable to obtain realistic dates or costs for the Town Hall campus and generator work, or on-site work in the Police Station area. He advised that the Town's focus should be on Substantial Completion date, not Owner Move In date. In discussion regarding

the timing of site work completion relative to Substantial Completion, Peter Byerly explained that Substantial Completion is reached when the building is code compliant. EJ raised the issue that the moving company will need a couple months advance notice to plan.

The Trustees and LBC members discussed a potential negative DCAM rating on the contractor, but there is a perception that this would not motivate improved performance. The Design Team noted that FSBC has required more oversight than the norm, and that they are on their third site supervisor. There is continued concern about the quality and detail of rough work, and it is an ongoing effort to make sure that FSBC is following specifications. Some examples cited by JSS included footings needed to be pulled up because they are the wrong size and framing issues. JSS noted that even given the great support from the Town team (Building Inspector and CMD director), it is a daily struggle to work with FSBC.

MM asked who is copied on correspondence regarding these issues and JSS responded that the Town Building Official and the Project Executive, but not FSBC president Kevin Perrier. CK questioned whether measures are being taken to protect the building envelope.. When CK asked whether the MA DEP site approval will generate momentum, JSS responded that there are still many revisions to work through.

The Trustees and LBC members discussed the potential impact of calling in the Bond. The team explained that the bonding company's first recourse could be to have FSBC complete the project, and it could be in the Town's interest to have that pressure; however there is a risk that they could simply walk away from the project.

CK listed items that could be highlighted to FSBC management:

1. The project is on its third site supervisor
2. The project has gone through multiple project managers
3. The dates of CR revisions are late
4. The large number of revisions
5. Construction quality issues
6. The amount of rework required
7. Lack of delivery of credible project schedule
8. After multiple letters requesting a meeting, Kevin Perrier has not met with the LBC or Trustees
9. The Town has continued to approve and process change orders, showing good faith

Change Order 9 should have been presented in July, and is now on the current requisition. PB reviewed the items in Change Order 9.

- a. 47R2 scope has changed, now including 5" of rigid insulation, but this will be credited on 89R1, tied to CCD 7, which was already signed off on by the LBC.
- b. c2R1 is based on a variance from a year ago, but now showing up due to door hardware

The current requisition also includes Change Order 11 which is not the final version. Jim Kolb (JK) noted that the LBC is not being provided a narrative. He noted that the LBC has repeatedly requested that narratives be provided in advance so that the LBC can prepare to make the approval, rather than doing it "on the fly".

JSS suggested approval of both Change Order 9 and 11, so as to not penalize subcontractors for how FSBC is handling contractual issues on filed sub-bids. JSS noted the LBC did not previously vote to approve Change Order 9 because it lacked backup information. The recommended approach of excluding Change Order 9 and 11 from Application 19 is designed to keep work moving.

The LBC voted to approve Change Order #9 and then the Trustees followed the LBC recommendation and voted to approve Change Order # 9 in the amount of \$63,586 as calculated by Beacon.

The Trustees and LBC members discussed the overall budget and JSS re-stated he has a low confidence in the schedule. The LBC and Trustees noted that there is a need for a more granular understanding of the budget numbers before there can be a funding request presented at a Town Meeting. EJ noted that the Town's Finance department has requested a burn rate. JSS will answer Finance Department's request for burn rate. In addition, a Budget Subgroup made up of Trustees and LBC members will review the budget offline, look at pending cost exposures, and vet the figures.

MM will draft a meeting invite to Kevin Perrier to be sent from Town Select Board, requesting that he and Robert Malone attend the September 10, 2018 LBC meeting which may become a joint LBC/Trustee meeting

Friends of the Library Report: Kaitlin Dunham (KD)

The summer concert series was completed, with only one of the four concerts canceled due to bad weather.

Personnel Subcommittee: Elizabeth Johnson (EJ)

EJ reminded the Trustees to return their completed Library Director Evaluation form to Jennifer Searle by August 28.

Trustee Treasurer and Finance Committee: Jim Murphy (JM)

JM updated the Trustees about communications with Select Board members and the Town Treasurer about custody and use of the Library's endowment funds. The Trustees discussed how to address the Town Treasurer's request to take custody of the endowment funds as well as the Town's request for documentation of the previously endowed gifts. JM reviewed a draft letter to send to the Town, where the Trustees respond to the recent request to review endowment documentation and invited any person wanting to discuss the matter to attend a Library Trustees meeting.

JM and MM described a recent review of the endowment fund documentation in 2016 to determine what funds were available for projects related to the new building construction project. The Trustees also discussed the potential need for identifying an independent trusts and estates attorney, should Town officials continue to be interested in determining the spending of the Library's endowment funds.

The Trustees discussed how the two issues of fund custody and ability to spend endowment had may have become conflated. The concern for fund custody was the Town Treasurer's legal liability when the Library's Treasurer uses the Town's Tax ID number. The Trustees discussed the merits of establishing a separate 501(c)3 entity for the Library and asking the town to bond the Library Treasurer. The Trustees voted and approved a motion to send a letter to the Town

Select Board explaining our opinion remains that the Town authorized a Library Treasurer and a request that the Town bond the Library Trustees Treasurer to address the concerns raised by the Town Treasurer The Trustees also discussed meeting with interested Town officials to better understand their interest in these topics.

Unfinished Business

None

New Business:

None

The Trustees adjourned at 9:29 P.M.

Upcoming Meetings:

Library Building Committee, September 10, 2018 at 7:00 P.M. at the Police Station

Library Trustees, September 18, 2018 at 7:30 P.M. at the Police Station

Construction Site Meetings, Ongoing – Tuesdays 1:00 P.M. Town Hall

Respectfully Submitted,
Brian Connolly
Recording Secretary

Materials Distributed at the Meeting:

1. Agenda
2. Minutes from Library Trustees Meeting held July 17, 2018
3. Draft materials for custody of endowment funds discussion
4. Change Order #9.