

MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS

HELD ON
May 14, 2018

A Meeting of the Library Board of Directors of the Kanawha County Public Library was held on Monday, May 14, 2018 at 4 p.m. at the Main Library, 3rd Floor Ray Room.

The following Board Members were present:

| | |
|------------------|-----------------|
| Mr. M. Albert | Ms. T. Jenkins |
| Dr. K. Bailey | Ms. B. Lord |
| Dr. M. Blackwell | Ms. C. Morgan |
| Ms. S. Haden | Ms. C. Morgan |
| Ms. M. Jaensson | Ms. D. Sullivan |
| Mr. J. Jarrett | Mr. B. Thomas |

KCPL staff members present were Mr. Alan Engelbert, Director; Ms. April Wallace, Assistant Director; Ms. Marsha Alford, Human Resources Manager; Ms. Terry Wooten, Marketing Manager; Mr. Teddy Claypool, IT Manager; Mr. Tim Venitsanos, Facilities Manager; Ms. Sarah Mitchell, Main Library Public Services Manager; and Ms. Tricia Stringer, Administrative Coordinator.

Also present were Mr. Jody Driggs of Silling Architects and David Pray of PrayWorks LLC.

Ms. Jaensson presided. The Director served as Secretary. Ms. Jaensson reported that a quorum was present.

Approval of Minutes. Upon motion duly made, seconded and adopted, the minutes of the April 9, 2018 meeting were approved as distributed to the Board.

Approval of Bills. In accordance with Bylaws and on a motion duly made, seconded, and adopted, the payment of General Bills in the amount of \$354,744.06 and the Book Bills in the amount of \$115,024.62 were approved and transmitted for payment by the Library Director to the Board of Education of the County of Kanawha.

Approval of Bills - Special Funds. The Library Director submitted bills to be paid from Special Funds in the amount of \$4,897.82 duly certified and approved in accordance with the Bylaws and on motion duly made, seconded, and adopted, it was ordered that the bills set out on the said list be paid.

Approval of Bills – Construction Fund. The Library Director submitted bills to be paid from the Construction Fund in the amount of \$238,260.89 duly certified and approved in accordance with the Bylaws, and on motion duly made, seconded, and adopted, it was ordered that the bills set forth on the list be paid.

REPORTS OF COMMITTEES:

Support Services/Building Committee. Ms. Albert recapped the most recent meeting in which the committee and counsel worked on issues regarding the engagement of an owner's representative for the new main library project. Documents including agreement letters and the below resolutions were previously distributed to the Board. Upon a motion duly made and carried, the below resolutions were approved.

PRAYWORKS, LLC ENGAGEMENT RESOLUTION

WHEREAS, the Kanawha County Public Library is presently undertaking the project to construct additions to and renovate the Main Library located at 123 Capitol Street in Charleston, which is a substantial capital project which will take several years to manage and complete;

WHEREAS, the Library Board does not have existing staff, employees, or officers with adequate experience and knowledge to manage the Main Library Project on its own without the assistance of outside professionals;

WHEREAS, proper management of the Main Library Project will require regular and continuing professional involvement in a variety of critical areas of expertise including, among others, design, construction, legal, and possibly financing, accounting, and tax issues;

WHEREAS, in order to control the risks in this substantial capital project for the benefit and protection of the assets, property, and interests of the Library Board which must be used for continuing delivery of library and information services to the citizens of Kanawha County and the State of West Virginia, the Library Board believes that professional expertise and assistance is necessary and required in the management of the Main Library Project;

WHEREAS, by prior resolution, the Library Board by request for proposal or expression of interest solicited the assistance of an owner's representative to protect the interests of the Library Board in the management of the Main Library Project;

WHEREAS, the Library Board received five proposals on March 19, 2018 of qualified firms as potential owner's representatives, and the Building Committee has reviewed and analyzed these proposals and interviewed and evaluated the responders;

WHEREAS, based on its review, the Building Committee has recommended the engagement of Mr. David Pray and PrayWorks, LLC of Charleston, West Virginia as the best potential owner's representative, and the Building Committee with the assistance of

Library counsel commenced negotiations with Mr. Pray to determine if an agreement of engagement could be reached;

WHEREAS, the Building Committee has reported that it has concluded the terms of an agreement with PrayWorks, LLC and has recommended the agreement to the Library Board as being in the best interests of the Library;

NOW, THEREFORE, it is:

RESOLVED that the Library Board agrees to and accepts the contract of PrayWorks as recommended by the Building Committee, and the President, Library Director, or other officers of the Library Board are directed and authorized to execute such contract substantially in the form presented today and to take any and all necessary actions to implement and effectuate the contract deemed to be in the best interest of the Library Board, including budgeting for the same, allocating available funds, and making payments thereon, pursuant to the terms and conditions of the contract, subject to all rights and benefits of the Board in such contract including the right to terminate for convenience as reserved therein.

THOMPSON HINE LLP ENGAGEMENT RESOLUTION

WHEREAS, the Kanawha County Public Library is presently undertaking the project to construct additions to and renovate the Main Library located at 123 Capitol Street in Charleston, which is a substantial capital project which will take several years to manage and complete;

WHEREAS, the Library Board does not have existing staff, employees, or officers with adequate experience and knowledge to manage the Main Library Project on its own without the assistance of outside professionals;

WHEREAS, proper management of the Main Library Project will require regular and continuing professional involvement in a variety of critical areas of expertise including, among others, design, construction, legal, and possibly financing, accounting, and tax issues;

WHEREAS, in order to control the risks in this substantial capital project for the benefit and protection of the assets, property, and interests of the Library Board which must be used for continuing delivery of library and information services to the citizens of Kanawha County and the State of West Virginia, the Library Board believes that professional expertise and assistance is necessary and required in the management of the Main Library Project;

WHEREAS, the Building Committee has determined that engagement of special construction law counsel would further reduce the risks of the Library Board and protect the interests of the Library in light of the significant magnitude of the Main Library Project;

WHEREAS, upon additional investigation, the Building Committee has determined that Erin Luke, Esq. and Thompson Hine, LLP of Cleveland, Ohio have superior experience and expertise involving construction law including the advising and assisting of property owners in substantial construction projects like the Main Library Project;

WHEREAS, the Building Committee has reported and has recommended that Erin Luke, Esq. and Thompson Hine, LLP can provide professional, technical, or other specialized services where the scope of the services is known but the price is not the sole factor in determining the award of engagement, that such special construction law services are necessary and in the best interests of the Library Board concerning the Main Building Project, and that upon evaluation of credentials and experience Erin Luke, Esq. and Thompson Hine, LLP has been determined to be able, in cooperation and coordination with Chris Winton and Ray Winton and Kelley, PLLC, to provide these professional services to the Library Board in order to protect the Board's interests involving the Project;

WHEREAS, the Building Committee has reported that it has concluded the terms of an agreement with Erin Luke, Esq. and Thompson Hine, LLP and has recommended the agreement to the Library Board as being in the best interests of the Library;

NOW, THEREFORE, it is:

RESOLVED that the Library Board agrees to and accepts the engagement agreement including conflict waiver of Erin Luke, Esq. and Thompson Hine LLP as recommended by the Building Committee, and the President, Library Director, or other officers of the Library Board are directed and authorized to execute such documents substantially in the form presented today and to take any and all necessary actions to implement and effectuate the engagement deemed to be in the best interest of the Library Board, including budgeting for the same, allocating available funds, and making payments thereon, pursuant to the terms and conditions of the engagement, subject to all rights and benefits of the Board in such engagement including the right to terminate as reserved therein.

Ms. Jaensson introduced Mr. David Pray to the Board. Mr. Pray expressed his excitement to be working with the Library on this project and his eagerness to get started.

Ad Hoc Director Search Committee. Mr. Thomas reported that the deadline to submit applications for the Library Director position is May 25th. Mr. John Keister will then contact the Committee to provide candidates to review and consider. The Committee will meet in early June to consider the candidates and develop plans to conduct interviews.

Membership Committee. Ms. Brooke Lord reported that the Committee met to discuss the reappointment of Directors whose terms expire as of June 30, 2018. Two current Directors have agreed to be nominated for an additional term. The Committee will provide an additional update at the June Board meeting regarding the third member appointment. Upon a motion duly made and carried, the Board approved the following resolution.

RESOLVED, that Ms. Stephanie Haden and Ms. Anne Silbernagel be recommended to the Kanawha County Board of Education for another six year term as Directors of the Kanawha County Public Library, with such six year terms to end June 30, 2024.

NEW BUSINESS: Appointment of Nominating Committee: Ms. Jaensson appointed an Ad Hoc Committee to nominate Board officers for the upcoming fiscal year composed of Mr. Albert, Dr. Blackwell, Ms. King and Ms. Morgan. The Committee will report to the Board at the June meeting with their recommendations. Voting for officers will be held at the Annual Meeting on July 6th.

There being no further business the meeting was adjourned.

President

Secretary