

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

Held on
March 23, 2020

A special meeting of the Library Board of Directors of the Kanawha County Public Library was held on Monday, March 23, 2020 at 4:00 PM via telephone conference. Notice of the special meeting was given by email sent on March __, 2020.

KCPL Board of Directors' members present were Dr. Mickey Blackwell, Mr. Thomas Hurney, Ms. Monika Jaensson, Ms. Betty King, Ms. Brooke Lord, Ms. Cheryl Morgan, Ms. Jennifer Pauer, Ms. Susan Shumate, Ms. Anne Silbernagel, Mr. Benjamin Thomas, and Mr. James Withrow.

KCPL staff members present were Ms. April Wallace, Acting Library Director; Mr. Stan Howell, Marketing & Development Manager; and Ms. Sara Caswell, Administrative Coordinator.

Others in attendance were Mr. Christopher Winton, Library Counsel; Mr. Dave Pray, Owner's Representative; and Mr. Ryan Quinn, Charleston Gazette newspaper.

Ms. Monika Jaensson, President of the Board of Directors, presided over the meeting and determined that a quorum was present, and the meeting was brought to order.

Roll call was done to determine who was present for this phone call.

The purpose of this special Board meeting is to hear the Building Committee's recommendation for the Construction Manager position for the leasehold improvements to be done in the temporary space in the Charleston Town Center Mall. It was verified that Mr. John Jarrett is not participating in this call, since his construction company filed a proposal and was interviewed.

Mr. Thomas, as Building Committee chairperson, explained that the temporary space at the Town Center Mall would need renovation to make it ready for the Main Library to move there during the New Main renovation project. Mr. Dave Pray recommended that the library pursue hiring a Construction Manager, who would oversee the leasehold renovations at the Charleston Town Center. Having a Construction Manager would allow for a better control of project costs and procurement of materials would be more easily managed.

An EOI document was published and circulated to interested parties beginning February 25, 2020. From those, there were six interested parties who reviewed this project. Formal proposals were received from Start to Finish Contracting and Jarrett Construction. The Building Committee met prior to this meeting and conducted interviews with the two interested companies. A points system was used to evaluate their proposals and their interviews.

The resolution recommended by the Building Committee is to hire Jarrett Construction for the role of Construction Manager. It was noted that Mr. John Jarrett had abstained from any voting pertaining to this matter of business, he had not participated in Building Committee meetings, and had done everything possible to exclude himself from this process. Mr. Pray confirmed that he called references for both companies, and it came down to a more mature construction company versus a newly formed one.

With the COVID-19 pandemic, many factors relating to the building projects are up in the air, but Mr. Jarrett has stated his intent to do whatever possible to complete this project in as timely a fashion as possible. It was pointed out that experience and approaches of the two different contractors were considered, with Mr. Jarrett's company being far superior.

As of now, the Library is still adhering to the proposed timeline for this building project. It was asked if construction will be able to begin once and if the contract is signed, and Mr. Pray explained that as according to Governor Jim Justice's orders, construction is deemed an essential service, so that would not slow down our progress. This, of course, is an ever-changing situation, so that could change quickly due to every-changing health concerns.

To aid this process, Mr. Pray suggested designating a Board member, most likely the Board President, to have power to sign off on contracts as needed to expedite the building process. Mr. Thomas explained utilizing a Construction Manager for this part of the process would cut down on the number of contracts needed, and that it would be more efficient to authorize the Board President to sign these contracts without having to gather the entire Board to approve each individual contract. The President would then report to the Board at each monthly meeting decisions that were made. This resolution would recognize the fact that the designated Board member would not be permitted to go over a certain agreed upon amount. It was explained that 5-6 smaller contracts were anticipated and possibly 4-5 purchase orders could be expected during the renovation of the temporary space.

Since the meeting was being conducted via telephone conference, Mr. Thomas read the proposed resolution to those participating in the phone call. There were no questions, and Mr. Thomas, on behalf of the Building Committee, recommended entering into contract with Jarrett Construction for the renovations needing to be completed in the temporary space at the Charleston Town Center. Motion was made and seconded. There was no further discussion, and the motion PASSED as follows –

WHEREAS, by previous Resolutions the Kanawha County Public Library (KCPL) has authorized a lease and leasehold improvements at Temporary Space at the Charleston Town Center (CTC) Mall related to the Construction of Additions and Renovations of the Main Branch building (the "CTC Leasehold Improvements") and authorized procurement of a construction manager and for any general contractors or subcontractors for any separate trades or services related to the CTC Leasehold Improvements;

WHEREAS, KCPL has duly published and solicited for Expressions of Interest for a construction manager for the CTC Leasehold Improvements, and the Building Committee has received proposals from qualified general contractors for the position;

WHEREAS, the Building Committee has interviewed and vetted the qualified applicants who filed proposals and has ranked the applicants in accordance with the Expression of Interest;

WHEREAS, the Building Committee has ranked Jarrett Construction Services of Charleston, West Virginia, as the most qualified candidate;

WHEREAS, it is expressly noted that John Jarrett is a principal officer of Jarrett Construction Services and is also a member of the Board of Directors but that Mr. Jarrett

has recused from voting and has physically removed himself from all of the Board meetings in which any discussions, actions, or votes related to the procurement of a construction manager have been made or undertaken;

WHEREAS, it is further expressly noted that West Virginia Code § 61-10-15 prohibits a "county officer" from having an interest, direct or indirect, in a public contract over which the county officer may exercise voice, influence, or control and that the West Virginia Ethics Commission has issued Advisory Opinion No. 2010-06 (March 4, 2010), which opines that members of the board of directors of the Library are not "county officers" and hence that the provisions of Code § 61-10-15 do not apply to members of the Board of Directors of the Kanawha County Public Library;

WHEREAS, nevertheless it is the policy of the Library Board that a member of the Board of Directors having an interest in a public contract involving the Library should recuse himself or herself from the vote or selection process involving the public contract and should refrain from exercising control over the public contract;

WHEREAS, Mr. Jarrett by his actions has complied with the above cited provisions of law and the policy of the Library Board;

WHEREAS, Jarrett Construction Services of Charleston, West Virginia, is accordingly not disqualified to be hired as the construction manager for the Library for the CTC Leasehold Improvements and has a known and respected reputation, credentials, and experience;

NOW, THEREFORE, BE IT

RESOLVED, that the President of the Board of Directors, the Acting Director, or other officers of KCPL, in consultation with KCPL's architect, construction consultant, and counsel, are hereby authorized and directed to finalize negotiations with Jarrett Construction Services for engagement as construction manager for the CTC Leasehold Improvements consistent with the terms discussed with the Board, and to execute and deliver an agreement with Jarrett Construction for the performance of those services consistent with the terms discussed with the Board. If the President, or her delegates, determines that a recommended negotiated contract cannot be secured with Jarrett Construction Services, then the President, or her delegates, is authorized and directed to enter into negotiations with the second most qualified candidate for the position and to report back to the Board; and be it

FURTHER RESOLVED, that the President of the Board of Directors be authorized to enter into any contracts determined by the President to be in the best interest of KCPL and necessary to carry out the CTC Leasehold Improvements, as presented by Jarrett Construction, as the construction manager in accordance with the terms of any applicable agreement entered into by KCPL and Jarrett Construction, after consultation with KCPL's architect, construction consultant and counsel, provided that any expenses associated with such contracts are included in the budget for the CTC Leasehold Improvements presented to the Board of Directors for the KCPL main branch project.

Additional Comments:

The special Board meeting scheduled for Friday, March 27, 2020 at 4:00 P.M. will discuss the status of the library closure due to COVID-19 health crisis.

There were no additional comments.

There being no further business, the meeting was adjourned.

President

Secretary