

**WESTFIELD WASHINGTON PUBLIC LIBRARY BOARD OF TRUSTEES
REGULAR MEETING MINUTES
COMMUNITY ROOM OR VIA ZOOM
MARCH 9, 2022**

1. CALL TO ORDER.

The meeting was called to order at 7:00 PM by President Nancy Knochel. Those in attendance were: Scott Willis, Jodi Dubovich, Amber Van Den Berg and Justin Wiley. Kim Patton attended at 7:05 after the motion to pay the bills was approved. Absent was Patrick Downey. Also present were: WWPL Director Sheryl Sollars, Attorney Eric Douthit, Kevin Montgomery of krM, Marc Griffith of Veridus, Erin Downey of the WPL Foundation and Tammy Sanders, communications consultant..

2. APPROVAL OF THE MARCH 9, 2022 REGULAR BOARD MINUTES.

Scott made a motion to approve the minutes of the February 9, 2022 regular board meeting minutes. Amber seconded the motion. The motion was approved unanimously.

3. TREASURER'S REPORT.

a. Justin read the treasurer's report. The total of all banks was \$18,609,914.61.

b. Receipts:

Receipt #33 for \$50,322.33 is the February LIT distribution.

c. Vouchers:

Claim #195 is to krM Architecture for \$28,028.00 for professional services.

Claim #196 is to Veridus for \$10,040.95 for professional services.

d. Amber made a motion to pay the bills in the amount of \$162,725.58. Justin seconded the motion. The motion was approved unanimously.

4. UNFINISHED BUSINESS.

a. WWPL New Library Project

i. Building Committee/Director Update.

A. Design Update Presentation – krM.

-- Kevin said they are finishing the designs and starting the construction documents.

-- The site layout plan was presented. The building footprint did not change. The parking lot is now more square than rectangular.

-- The first and second floor plans were also presented as well as a virtual tour of the interior of the building.

B. Veridus Update.

a. Update on strategy meetings.

-- There will be a meeting with managers next Wednesday. AV requirements throughout the building are being reviewed.

-- Further refining of the budget to get it within target is being done.

b. Site Update

-- The documents about the land swap with Moyer have been received as well as information about the utilities. The demolition is scheduled starting in April.

1. PUD Amendment

The PUD amendment has been filed.

-- Duke easement needs to be addressed.

-- Final plat in June or July. Lot currently at 4.119 acres, purchase agreement is for 3.7 acres.

-- The amendment if fast tracked comes before the council March 28th, if not then April 11th.

2. Update on purchase agreement. (Eric)

-- Most of it is agreed upon. Although the lot is bigger the purchase price will be for 3.74 acres. Payoff from lender 1 has been received, but not from lender 2.

-- The due diligence time is agreed upon as well as the post closing escrow.

-- Should be ready to close sometime in May, June or July.

Justin made a motion to give Eric the necessary authority to move the project forward. Amber seconded the motion. The motion was approved unanimously.

C. Update on WWT partnership.

There are conversations with krM concerning design services. Danielle is included in design meetings going forward.

D. Update on Sale of Current Building.

a/b. Meeting with WWS and Purchase Agreement.

The inspection team found 4 issues with our building: the chiller, the bay window, minor roof leak and crumbling staircase on the east side. The cost to replace/fix would be about \$115,000. We can do the repair or take that amount off of the purchase price of 3.87 million for a purchase price of 3.76 million. Scott made a motion to reduce the purchase price by \$115,000.00. Nancy seconded the motion. The motion was approved unanimously. The school plans to fix these issues right away.

c. April 12, 2022 WWS Board Meeting.

The purchase of the library building will be presented to the WWS School Board on April 12, 2022. There will be a lease with an end date for the \$1.00 lease after which time the library would pay fair market value. This date has not yet been agreed upon. The agreement should be drafted in the next two weeks by the attorneys. The purchase will take place soon after the agreements are decided upon and presented to the board.

b. **Westfield Library Foundation Update.**

- Erin reported that the foundation is actively working on a funding initiative. There is a goal of 3.5 million.
- The Foundation is funding two children's programs for the summer reading program and have given \$1,000.00 to the Adult/Teen area for their wish list.
- The 1902 Society donor wall is up. There are currently 40 individual members and 6 corporate members. There will be a push in April to fill the wall.
- The Foundation is working toward a week of events for the library's 120th birthday April 15th.

c. **Director's Report** – no questions.

d. **Building Report** – nothing new.

e. **Personnel.**

One of the student pages has resigned and a new one will be hired.

f. **2020 GO Bond Projects Update.**

- i. Outreach Vehicle -- we are still waiting to hear the delivery date.
- ii. Outreach Vehicle Policy Approval.

Jodi made a motion to approve the Outreach Vehicle Policy as presented. Amber seconded the motion. The motion was approved unanimously.

g. **Communications Consultant Update.**

Tammy is working with Sheryl and Erin on a weekly basis. There is a new release for the book contest and a release is ready for the outreach vehicle.

g. **Website and Branding update.**

Sheryl will send a video out to the board members about the website and branding.

h. **Other – none.**

5. **NEW BUSINESS.**

a. **Indiana Digital Library Consortium.**

On March 1st the library was moved to a new consortium.

b. **PLA Conference March 22-26.**

Sheryl will be attending the PLA Conference in Portland, Oregon March 22-26.

c. **Other – none.**

6. **AUDIENCE TO THE PUBLIC – none.**

7. **ADJOURNMENT.**

The meeting was adjourned 8:07 PM.

Respectfully submitted,


Nancy Knochel, President


Amber Van Den Berg, Secretary

smr

church church hittle + antrim

ATTORNEYS AT LAW

March 14, 2022

Westfield Washington Public Library
Attention: Sheryl Sollars
333 W. Hoover Street
Westfield, IN 46074

Re: Representation of Westfield Washington Public Library in the sale of real estate to Westfield Washington Schools

Sheryl:

This letter serves to notify you of CCHA's concurrent representation of Westfield Washington Schools ("Westfield Schools") as it relates to the sale of real estate owned by Westfield Washington Public Library (the "Library") to Westfield Schools (the "Real Estate Sale").

Under Indiana Rule of Professional Conduct 1.7, our representation of the Library in this matter will create a current conflict of interest because CCHA is currently representing Westfield Washington Schools and will continue to do so in the future. Please be advised there may come a point in our representation of the Library regarding the Real Estate Sale or during CCHA's ongoing general counsel work for Westfield Schools where the interests of Westfield Schools will be directly adverse to the Library related to the Real Estate Sale and thus creates a conflict of interest under Rule 1.7(a)(1).

However, the Library may consent to this conflict of interest and waive it pursuant to Rule 1.7(b). Rule 1.7(b) permits CCHA to concurrently represent Westfield Schools and the Library if the following conditions are met by CCHA:

- CCHA reasonably believes that it can provide competent and diligent representation to each affected client;
- The representation is not prohibited by law;
- The representation does not involve an assertion by the Library of a claim against the Westfield Schools in litigation; and
- Each affected client consents to the conflict in writing.

CCHA reasonably believes it can provide competent and diligent representation to each affected client for the following reasons. CCHA has not learned anything about Westfield Schools or the Library that would harm Westfield Schools or the Library in CCHA's representation of the Library at this point in time. We believe, at this point in time, that CCHA's representation of both the Library and Westfield Schools might actually assist all parties in efficiently and effectively closing on the Real Estate Sale. In addition, the representation of the Library, while representing Westfield Schools in this matter and in other matters, is not prohibited by law and does not involve an assertion of claims by the Library against Westfield Schools or vice versa in any litigation or adversarial proceeding.

cch+a

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ATTORNEYS AT LAW

If an adversarial claim does arise in the future between the Library and Westfield Schools regarding the Real Estate Sale, please note that CCHA would likely be prohibited from representing the Library in any resulting litigation. Please also note that the Library's consent or Westfield Schools' consent to this conflict can be withdrawn at any time.

If the above is consistent with the Library's understanding, please execute below and return a copy of this letter to me. The signature below will signify that the Library, having been fully informed of the conflict of interest and CCHA's reasonable belief that we will be able to provide competent and diligent representation to both Westfield Schools and the Library in this matter notwithstanding the conflict of interest; and further having been informed that the Library has the right to seek independent counsel to advise it regarding this waiver of the conflict of interest, consent to CCHA's concurrent representation of the Library and Westfield Schools.

Respectfully,

CHURCH CHURCH HITTLE + ANTRIM

/s/ Eric M. Douthit

Eric M. Douthit

Attorney at Law | Noblesville Office

I HAVE READ THE FOREGOING AND AGREE THAT THE CONTENT OF THIS LETTER IS CONSISTENT WITH MY UNDERSTANDING AND I CONSENT TO CCHA'S REPRESENTATION AS DESCRIBED ABOVE.

Westfield Washington Public Library

By: _____

Printed Name: _____

Date: _____