

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES

OF THE

BOULDER PUBLIC LIBRARY DISTRICT

Held: Tuesday, May 16, 2023, at 6:00 p.m. at Boulder Public Library, 1001 Arapahoe Avenue, Boulder, Colorado.

Attendance

The organizational meeting of the Board of Trustees of the Boulder Public Library District was called and held in accordance with the Colorado Revised Statutes concerning Open Public Meetings. The following Trustees, having been appointed by the Boulder County Commissioners and the City Council of the City of Boulder to serve on the Board, were in attendance:

Katharine (Joni) Teter
Benita Duran
Jennifer Yee
Cara O'Brien
Sylvia Wirba
Doug Hamilton
Sam Fuqua

Also present were Kim J. Seter, Esq., Seter & Vander Wall, P.C.; David Farnan, Director of the Boulder Public Library; David Gehr and Janet Michaels, Boulder City Attorney's Office; Jennifer Phares, Boulder Public Library; Chris Barge, Executive Director, Boulder Library Foundation; and, Chris Meschuk, Deputy City Manager for the City of Boulder. Kelly Hansen, Legal Assistant at Seter & Vander Wall, PC was present via Zoom. Lisa from the City Manager's Office assisted with the operation of the remote attendance.

Call to Order

Mr. Seter called the meeting to order at 6:00 p.m. noting that a sufficient number of appointed trustees were present to create a quorum authorized to act on behalf of the District.

Introduction

Mr. Seter discussed the purposes of the first meeting of the Board of Trustees as further described in the Memorandum contained in the Trustees' meeting packet.

Oaths of Office

Mr. Seter reported that each of the Trustees had completed their Oath of Office which has been filed with the County Clerk and

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the Colorado Division of Local Governments. Accordingly, each is qualified to serve as a Trustee of the Boulder Public Library District.

Seating of Trustees and Introductions

Each of the attendees of the meeting introduced themselves and their positions described above.

Declaration of Quorum

Mr. Seter noted that the Trustees would be managing the assets and operations of an independent government entity. He took the opportunity to discuss the Open Meeting Laws that will govern the Board's operations noting that these discussions will occur frequently. He then noted that a quorum is Trustees is present and the Board is authorized to take official actions.

Election of Officers

Mr. Seter discussed the duties of Board Officers and the functioning of the Board and discussed how to determine the officers. A discussion was had concerning the merits of separating Secretary and Treasurer positions and the convenience of not doing so.

Trustee Hamilton moved to appoint Trustee Teter as President of the Board of Trustees. Trustee Duran nominated herself to serve. After discussion of various Trustees' willingness to serve, Trustee Fuqua noted that there appeared to be some consensus on a slate. Trustee Hamilton enquired of Trustee Duran if she would be willing to serve as vice-president.

Trustee Hamilton amended his Motion to elect a slate of candidates and upon second from Trustee Fuqua, the following officers were unanimously elected:

Trustee Teter, President

Trustee Duran, Vice-President

Trustee Wirba, Secretary/Treasurer.

Presentation by David Farnan, Boulder Library Executive Director

Mr. Farnan was introduced and he congratulated the Trustees on their new positions. Mr. Farnan noted that there is a chart that lays out what needs to be done in the months ahead. There are many intersecting parts and no date has been set for completion yet. The Board will need to employ or contract some staff to ensure this work can be completed. The library staff, city staff and contractors will have to be involved to meet the milestones. The City is committed to a smooth and efficient transaction

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with no interruption in service. Mr. Farnan has prepared documents identifying the intersections and transition points. The City's focus is to demonstrate to the citizens that their money is being well spent.

The Trustee's enquired about the charts and process that Mr. Farnan has identified and was assured the information will be shared with the Board.

Mr. Farnan also noted that the intergovernmental agreement with the City required by law will be critical to determining the District's future budget. Trustee Teter noted that support from City and library staff will be necessary to completing the process and questioned how the entities can work together. Mr. Meschuk noted the importance of obtaining legal counsel and some administrative support. The City wants to get the District board up and operating and suggested that an interim IGA would be useful to allow the Trustees to work through their process. We will have to be careful about conflict of interest in going through the process since the City and District are theoretically opposing one another in negotiations. We must be thoughtful and careful about the concern. Once the IGA is completed, we will have a clear roadmap to complete the transition.

Attorney Gehr describes some of the provisions of an interim IGA and final IGA that can smooth out the transition regarding employees and their duties. The final IGA can provide the details for the transition and the interim IGA can provide an agreement on operations pending the final IGA.

Mr. Meschuk notes that the City has gathered information in a binder and will provide additional information as requested by the Trustees. The City can also bring subject matter experts to the Trustees' meetings to answer questions and provide information.

Mr. Farnan confirmed that it will be necessary to work through and with the City and that the City is desirous of working with the Trustees to ensure the success of the District and the future of library services in the District boundaries.

Organizational
Administrative Matters

Mr. Seter noted that there are numerous legal matters that must be addressed for the Trustees to satisfy Colorado law regarding

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open meeting, open records, library law and budget laws. He addressed the affect of various laws and requested consideration of various matters.

a. Upon motion made, seconded, and unanimously carried, the Trustees approved the Boulder Daily Camera for publication of legal notices.

b. Upon motion made, seconded and unanimously carried, the Trustees approved the front entrance to the Main Library Branch as the designated 24-hour posting place and the webpage that will be added to the municipal library website.

c. After discussion it was determined that the Boulder Public Library will assist in providing a section on its website for library district information and postings.

d. Upon motion made, seconded, and unanimously carried the Board designated the third Tuesday of each month at 6:00 p.m. at the Main Branch Library as its regular meeting date, time and location. The Board determined to hold special meetings every other Tuesday of each month until further notice.

The Board discussed a two-track approach to become educated on how to be a trustee and another concerning preparation for the IGA negotiations and coming budgeting process. Mr. Farnan noted that the Trustees should consider subcommittees because there will be great deal of work to do and there is not need for anyone to work on it all.

Trustee Indemnification
Resolution

Mr. Seter discussed the limitations on liability of the District, the Board and the Trustees provided by common law and especially the Colorado Governmental Immunity Act and its authorization to the Board to indemnify employees and Trustees against the possibility of incurring expenses as the result of any lawsuits or other actions.

Upon motion made by Trustee Teter, seconded by Trustee Yee, the Board unanimously approved Resolution 2023-5-1 for the Defense and Indemnification of Trustees and Employees of the District as presented.

Engagement of Legal
Counsel and other
Consultants

Mr. Seter presented an engagement letter from Seter & Vander Wall, PC and discussed other efforts available to obtain legal representation.

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Upon motion made, seconded, and unanimously carried, the Board approved the engagement of Seter & Vander Wall, PC to serve a legal counsel to the Board of Trustees.

Trustee Duran stressed the desire for legal counsel to prepare and provide an equity, diversity, and inclusion statement of the firm as soon as one can be developed.

The Board discussed the need to engage other consultants to work through the issues that must be addressed in the IGA and to assist in negotiations.

2023 Budget Approval

Mr. Seter described the Colorado Budget Law for local governments and the budget calendar that must be followed to coordinate with the county assessor, treasurer and to meet the deadline for levying taxes January 1 of each year. He also described the legal requirement that funds be budgeted and “appropriated” prior to any expenditure. Since the District Board is finally constituted and funds are available, a budget and appropriation must be approved after a public hearing. Mr. Seter presented the draft budget prepared to satisfy the Colorado Budget Law.

President Teter opened the public hearing on the 2023 budget at 7:40 p.m.

Mr. Farnan discussed the budget that was presented and the importance of the process going forward into 2024.

There being no further public comment on the budget, the public hearing was closed at 7:46 p.m.

Upon motion made by Trustee Duran and seconded by Trustee O’Brian, and unanimously carried, Resolution No. 2023-5-2 Summarizing Expenditures, and Revenues, Adopting a Budget and Appropriating Funds was unanimously approved.

Legal Counsel Status Report

Mr. Seter presented and discussed the items in the Legal Status Report Memorandum. This report is directed to the agenda items for this organizational meeting. That will not typically be the case in the future. The report provides running tally of legal work underway and avoids the need for lengthy oral reports at Board meetings.

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Presentation of Draft IGA

Mr. Seter presented a copy of the existing draft IGA prepared as part of the City's process to approve formation of the Library District. A discussion was had concerning the breadth of the IGA and the types of issues that must be addressed to provide an efficient and effective transition of the library system to the Library District.

Trustee Fuqua enquired if the plan is to move forward with an interim IGA and then utilize the interim period to complete a final IGA and was advised by President Teter that it is the plan. Trustee Yee asked if there will be a document stating what the City will do and was advised that the interim IGA will contain those terms. Mr. Gehr noted that it will be reduced to a writing and the City anticipates being reimbursed for various categories of expense.

Mr. Meschuk responded to questions concerning the current position of City Council and was advised that it has been a long time since the matter was presented to Council so there may be significant changes and the City will have to address as an entire council.

Trustee Hamilton enquired about opening bank accounts for the District in order to take advantage of the funds that are being held by the Treasurer. Mr. Seter notes the limited investment options available through COLOTRUST to satisfy the limitation of the Public Deposit Protection Act which we will discuss in the future.

Trustee Duran enquires about conflicts of interest and conflict statements. Mr. Seter notes there are seldom conflicts in library districts unless there is some direct contracting or dealings with a Trustee. He also noted that in the future, a conflict letter will be provided for Trustees to consider and provide forms for curing conflicts by disclosure to the Secretary of State prior to actions being taken.

A discussion was had concerning providing a portal to provide access to Board and District documents in the future.


Trustee Matters

There were no trustee matters brought before the Board.

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Adjournment

There being no further matters presented to the Board, the meeting was adjourned at 8:14 p.m.


Secretary for the Meeting
