

RECORD OF PROCEEDINGS

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The FocusConnect contract assumes an eventual end to the use of the City's public WiFi, Connect Boulder. Under the new contract, public WiFi will be provided by the District using equipment purchased by FocusConnect. Trustee Teter expressed concern for this plan, citing the confusion it may potentially cause. Trustee Hamilton noted that the new WiFi should reach 30-60 feet outside of Library buildings and Mr. Saylor remarked that that range can always be increased, but reminded the Trustees of the higher costs associated with doing so. Mr. Saylor shared his recommendation that the Library District be in direct control of their WiFi. Mr. Farnan stated that with direct control over the network, the Library may be able to provide in-home WiFi to those that need it in the future.

Responding to Trustee Duran's inquiry regarding the impact of the City's potential expansion of its municipal fiber network, Mr. Saylor stated that in that case, it may make more sense for the City to be the District's internet service provider ("**ISP**"); but because the Library already has fiber and is the core of the City's network, the Library reaps the benefits regardless of whether the City expands. Ms. Schumm noted that FocusConnect will be exploring different "redundant" internet service providers that can provide internet service in the interim should the City cease to be the District's ISP. Trustee Teter requested that Mr. Saylor and/or Ms. Schumm provide the Trustees with some language regarding the District's WiFi and ISP that the Trustees may call upon for IGA negotiations, to which the two agreed.

Trustee O'Brien requested that the contract be amended to increase the data breach liability cap from six to twelve months of

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subscription fees, to narrow the language contained in the non-solicitation provision, and to allow for the contract to be executed via digital means. Mr. Seter agreed to make those changes.

There being no further discussion, Trustee Hamilton moved the Board of Trustees to accept the proposal and contract with FocusConnect Technology Solutions for IT services and authorize its execution subject to negotiation of a final contract acceptable to President Teter, Director Farnan, IT Senior Manager Schumm, and legal counsel. Upon second by Trustee O'Brien and unanimous vote, the contract was approved subject to negotiation and the changes to be implemented by Mr. Seter.

Mr. Farnan shared with the Trustees that he will be meeting with the District's benefits broker later in the week and that he anticipates having a package ready for the Trustees to review at next week's meeting.

Subcommittee Updates

None.

Trustee Matters

- Discussion of Meeting with City Council

Trustee Teter reported that City Council Member Bob Yates suggested the City enter into a 20-year lease with the District, and potentially a 30-year lease if eligible. Mr. Seter remarked that it may be particularly difficult to qualify for a 30-year lease and that the City's attorneys are more interested in a 20-year lease. Trustee Teter shared that for the most part, City Council is in favor of adopting a longer lease while leaving room to revisit the issue later if need be. At the Boulder City Council Meeting, it was suggested that the lease be written so that every five years the Library District, and only the Library District, can open the possibility of terminating its lease with the City and taking ownership of some or all Library buildings.

Regarding the Trustee appointment process, City Council agreed to the Board's recommendation that the selection committee be comprised of two City Council Members, two County Commissioners, and two non-voting Trustees. Mr. Seter remarked that although Trustees are non-voting members, they will be largely responsible for selecting and vetting the candidates that City Council Members and County Commissioners eventually vote on.

Trustee Hamilton inquired about contract review expectations of

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Trustees. Upon further discussion the Board agreed that throughout the process of building-out the District, the Trustees have taken on much more work than is typical of Board service. Once the full transition has been made, the Board anticipates less involvement in activities such as reviewing contracts, conducting meetings with staff, interviewing potential vendors, etc. and a stronger focus on developing policy.

Legal Counsel Status Report

Mr. Seter reported that the District received a notice of failure to file an audit for 2022 from the state auditor's office even though the District had not yet existed and was therefore not collecting or spending any money. Mr. Seter recommended the Board approve a resolution requesting an audit exemption to resolve the issue as quickly as possible.

Consider Resolution 2023-09-01 re Approval of 2022 Audit Exemption Application

Trustee Duran moved the Board of Trustees to adopt Resolution 2023-09-01 approving an exemption from audit for fiscal year 2022 pursuant to Section 29-1-603 of the Colorado Revised Statutes. Upon second by Trustee Fuqua and unanimous vote, the Board approved Resolution 2023-09-01.

Adjournment

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 8:00 p.m.

Secretary for the Meeting

MEMORANDUM

TO: Boulder Public Library District

FROM: Seter & Vander Wall, P.C.; Kim J. Seter, Esq.

DATE: September 22, 2023

RE: Legal Status Report for September 26, 2023

This is our legal status report for the September 26, 2023 Board of Trustees meeting.

Minutes-Action Item

Task: Prepare meeting minutes.

Status: The September 19 minutes are ready for approval.

Action: Consider approval of the minutes attached.

FocusConnect IT Support Contract-(Report)

Task: Review and comment on legal compliance of FocusConnect IT contract.

Status: The redline changes are being returned to FC by DFarnan.

Action: None Required.

2022 Audit Exemption Request-(Report)

Task: Address State Auditor's Notice of Failure to File a 2022 audit.

Status: Resolution 2023-09-01 was approved and forwarded to the State Auditor's office. We may or may not receive notice of the waiver; but, will follow up as necessary.

Action: None Required.

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Negotiation of Intergovernmental Agreements-Report

- Task:** Draft, negotiate and finalize Intergovernmental Agreement among the City, County and Library District required by § 24-90-107(2)(e), C.R.S.
- Status:** President Teter and I met with the City in their work session on the 14th. President Teter will update you on the discussion. The City Attorneys will update the draft IGA and recirculate.
- Action:** No action necessary.
-

District Bank Account-Report (New Information)

- Task:** Assist in opening District bank account.
- Status:** Checks have been received from the County Treasurer for deposit.
- Action:** None required.
-

Family And Medical Leave Insurance Program Opt Out-Report (New Information)

- Task:** Consider FAMLI participation.
- Status:** You have scheduled a hearing to consider whether to stay in, opt-out or opt-out and assistant employees who would like to enroll individually in making premium payments (particularly the “subs”).
- The hearing will be noticed for October 3, 2023 at the Special Meeting.
- I will provide FAMLI coverage information to the Personnel Committee to develop a recommendation.
- Action:** None required.
-

2024 Budget, Mill Levy and Certification-Report (New Informtion)

- Task:** Prepare, review, hold a public hearing and adopt 2024 District Budget. Discussions will include consideration of Proposition HH and Related District Revenue Reduction Legislation SB 23-303 and SB 23-108.
- Status:** The initial budget information and what to expect in the process will be shared October 3. Spreadsheets with budget information will be presented

along with a discussion of Proposition HH on October 10. Budget consideration and approval will occur on October 10 and 24 or 31.

Public hearings on the budget are being scheduled and noticed for October 10 and 24.

Action: None.

Notice of Violation of 5.5 % Limitation-Report

Task: The Colorado Division of Local Governments in the Department of Local Affairs notified the County of its belief the District has violated the limitation of 5.5% property tax revenue increases and must refund its tax receipts.

Status: The Division often makes these errors. I do not believe the County did anything wrong in the election that approved the tax revenue in the first instance. We are addressing this matter with the Division.

Action: None required.

Additional Projects Underway (All New)

- a. Draft BVSD IGA regarding Student 1 - Student ID for Library Access. (completed)
- b. Lyngsoe Contract Amendment and Assignment to District.
- c. Marmot Contract Amendment and Assignment to District.
- d. 3M System Procurement Agreement.

Additional Projects Outstanding

- a. Research City and District requirements regarding employment benefits. **Completed**
- b. Resolution regarding state Family and Medical Leave Insurance Program opt-in or opt-out. **Completed**
- c. Insurance matters including director errors and omissions, public officials' liability coverage, trustee bonds, and workers compensation.
- d. Colorado Open Records Act Resolution (CORA).
- e. Colorado State Archives Records Retention Schedule and Resolution.
- f. Resolution regarding disposal of data containing personally identifying information.
- g. IGA Sub-Projects Underway

1. Obtain and review title work on all properties to be conveyed in fee. (moot)
2. Review library property leases regarding assignability and allowed uses etc. (completed)
3. Obtain list of operations contracts and copies for review for assignability and conditions.
4. Obtain list of BPL Library personnel positions. (completed)
5. Follow up on NOBO subdivision. (Possibly moot)
6. Prepare analysis regarding transition of employee sick and vacation leave. (Completed)
7. Draft proposed Civic Center License Agreement. (1st Draft Completed)

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF TRUSTEES

OF THE

BOULDER PUBLIC LIBRARY DISTRICT

Held: Tuesday, September 19, 2023, at 6:00 p.m. at Boulder Public Library, 1001 Arapahoe Avenue, Boulder, Colorado.

Attendance

The regular meeting of the Board of Trustees of the Boulder Public Library District was called and held as shown above in accordance with the statutes of the State of Colorado. The following Trustees, having confirmed their qualifications to serve on the Board, were in attendance:

Katharine (Joni) Teter
Benita Duran
Sam Fuqua
Jennifer Yee (via Zoom)
Doug Hamilton
Cara O'Brien
Syliva Wirba (via Zoom, joined at 7:30 p.m.)

Also present were Kim J. Seter, Esq, Seter & Vander Wall, P.C.; David Farnan, Director of the Boulder Public Library; Jennifer Phares, Deputy Director of the Boulder Public Library; Andy Saylor of the Boulder Library Foundation and IT Subcommittee; Aimee Schumm, eServices Manager of the Boulder Public Library; Margo Josephs of Leadline Project Management; and, members of the Teamwork Arts Corps of the Jaipur Literature Festival. Marissa Peck, Esq., Associate Attorney at Seter & Vander Wall, P.C. was present via Zoom.

Call to Order

Trustee Teter called the meeting to order at 6:03 p.m. noting that a sufficient number of appointed trustees were present to create a quorum authorized to act on behalf of the District.

Public Comment

None.

Introduction of Teamwork Arts core (Jaipur Literature Festival)

Members of Teamwork Arts, the production company behind the Jaipur Literature Festival (“JLF”), introduced themselves and discussed the upcoming festival with the Trustees. Teamwork Arts hosts JLF in various locations around the world and the

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Boulder festival is its most well-attended JLF in the United States. Mr. Sanjoy Roy thanked the Library and the City for their continued support over the years and encouraged everyone to attend the festival, particularly the session on banned books.

Consider Approval of
Minutes of September 12,
2023

Upon motion by Trustee Fuqua and seconded by Trustee Hamilton, the September 12, 2023 minutes were approved as modified.

Treasurer's Report

Given Trustee Wirba's absence, the Board tabled the Treasurer's report for a later date. Going forward, and given that the Library District's funds are now accessible, the Board expects Treasurer's reports to occur at all regular meetings going forward.

Director Update

- Project Manager
Update

Margo Josephs of Leadline Project Management provided a brief overview of her firm's approach and timeline for various projects currently underway in the District. Leadline remains steadfast in their mission to aid the Library District in providing high levels of public service and satisfaction after the District transition on January 1, 2024. Leadline will mitigate high-priority risks before they occur; identify and finalize all high impact/high consequence decisions with consensus from the District's leadership team; measure and gather feedback from staff; and, set the Library District up with systems and processes that will support long term success.

Leadline's project management support includes timeline oversight, management of vendors, status reporting, risk management, internal and external communication guidance, team coordination, and an alleviation of staff workload to best manage resources.

In response to Trustee Duran's inquiry regarding staff feedback, Ms. Josephs shared her intent to boost morale and keep staff informed throughout the implementation and development of the District's IT infrastructure such as Paylocity through frequent engagement. To achieve this, supervisory staff will be equipped with information necessary to answer individual questions that may arise within their respective workgroups. Staff teams may also be formed to solicit feedback if necessary.

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Regarding Trustee Yee's question about expectations for Board subcommittee communications, Ms. Josephs stated she anticipates working with subcommittees as the need for policy decisions arises and that she expects such communications to be facilitated by Mr. Farnan. Trustee Teter expressed support for this arrangement.

Responding to Trustee Fuqua's question regarding the feasibility of the proposed timeline, Ms. Josephs expressed confidence that Leadline's projects can be realistically completed within the timeframe outlined. Should a delay occur, any delays will be promptly communicated to the board by Mr. Farnan.

- Consider FocusConnect IT Support Contract

Six RFP proposals were received and reviewed by the IT Subcommittee, Don Mulvey of the City's IT Department, and Library leadership. Of those six, only four could be characterized as complete in that the proposals answered all the questions laid out in the RFP, specifically questions regarding network build-out, migration of Office 365 data, and maintenance of network security. The four proposals were narrowed down to two and upon further review, FocusConnect was selected as finalist. Mr. Farnan noted that while each of the final two proposals had their strengths, FocusConnect seemed to be a better fit. Projected costs from FocusConnect are also much lower than that of the other finalist.

Mr. Farnan reported that startup costs for the IT migration are around \$860,000, inclusive of network licensing for three years. The District will also pay an additional \$30,000 per month for network maintenance and support. Trustee Teter noted that the City anticipates spending approximately \$1,500,000 to complete the migration.

Trustee O'Brien suggested adding language to the FocusConnect contract that establishes that costs are subject to change. Mr. Seter agreed to do so.

Responding to Trustee Teter's inquiry regarding performance evaluation standards for the project under the FocusConnect contract, Mr. Seter stated that the contract is mostly concerned with the purchasing and installing of applications and hardware. Ms. Schumm noted that the District will also be paying for half of the project up front and the second half upon completion of the project. Mr. Farnan and Trustee Hamilton emphasized the network testing that will be conducted off-site to ensure the

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