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**Transcript/Minutes
Special Board Meeting
Via Zoom Conference - 10:00 AM
Riverhead Free Library
May 25, 2020**

Present: John Munzel, President; Louise Wilkinson, Vice President; David Friedrich, Treasurer; Janet O'Hare, Secretary; John Rienzo, Trustee; Ruth Nelson, Trustee; Susan Bergmann, Trustee; Annette Totten, Trustee, Marilyn Banks-Winter, Trustee (joined about 30 minutes after start of the meeting)

Director: Kerrie McMullen-Smith

Staff: Isabelle Gonzalez

Friends of the Riverhead Library: Marcia Littenberg, Rosalie DelQuaglio

Public: Jeff Zeiger

The Special Board Meeting of the Board of Trustees was called to order via Zoom Conference on May 25, 2020 at 10:03 AM. Board was provided with an agenda.

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| John M | It's 10:00. Let's call the adjourned meeting to order |
| Kerrie | I'm letting in some more people to the meeting. Okay I am not getting any more requests to join |
| John M | Ok, great. Let's call the meeting to order. Kerrie, Want to give us any of the updates? |
| Kerrie | I just want to point out that I did receive a more detailed breakdown of the work from Clayton. |
| John M | The email you sent us? |
| Kerrie | Yes, this morning. So I don't know which way you want to go. That's up to you. |
| Ruth | He doesn't give specific costs though. |
| David | No. He supplied no detail as to the current insurance that he holds or what the possible revisions will be or modifications on his present insurance coverage. We don't even know if that's adequate? He didn't comply with the requests to perform a detailed quote on the cost, labor or installation. And lastly from what I read, he does not guarantee installation on or by the 15th. He is asking for extra time if we plan to open later than the 15th. So I thought his second memorandum or email basically was the same as his first. Vague. |
| Susan B | Well he does say, to be accurate, this will take close to the 15th, if you decide to open later. What? Kerrie? Is Phase 1 supposed to begin? When do you think? |
| Kerrie | If we meet all the seven metrics and say we can open up this week then the plan was to open Monday, June 1st. |

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| Susan B | Right, ok. |
| Kerrie | And then we go to Phase 2, there, that would be the curbside pickup and computer usage. |
| Susan B | So that's still not when we need the sneeze guards? |
| Kerrie | I am thinking, it seems like the thought process out there, and it could be wrong and everybody is guessing at this point, that we would possibly be in Phase 1 for two weeks and then be able to go to Phase 2 at that point, and that will be around June 15th. |
| Susan B | Ok |
| Kerrie | And that's why I want to be prepared for that. |
| Susan B | Yeah, I don't blame you. It sounds like in his email that he has stock to begin work with and he also did speculate and also note that he usually gets a third upfront, a third during the project and a third at the end. So that's in writing , what we wanted that part is good. I think he will comply with the June 15th, it's a large job and he is up for it. But it is up to you guys, how you want to vote. I know that he is reputable, again, I know that the Chamber of Commerce does not recommend people that can not get the work done. That would be very, very bad for him. For any business that delays and I don't believe he will delay. But I'm only one vote. So I don't know what you want to do? I know that if we go with the other people, that Kerrie has to let them know by today or tomorrow? Today? |
| Kerrie | Today, yes |
| Susan B | So that's what we are under the gun about. |
| Janet | So we will need a quote from him, Kerrie. Detailed quote, in order to proceed with him. |
| Kerrie | I explained to him exactly what I needed and this is his response. |
| Janet | Right, well, as Susan says, you know, she seems confident that he is a good worker and he is giving this to us in good faith, that we can contact him later and say we need a detailed quote not to exceed a certain amount of money. |
| Susan B | Well, he did send a quote with his first email , an \$11,000 quote, the first time but he also indicated that was not a hard quote. That is because of the material that he plans on using. We had not so much requested but he did come up with a different material that he is able to steam bend so the curve desks would be better covered. But the \$11,000 quote was in the first email he sent, which was not detailed. This email is not as detailed as I had hoped it would be however it sounds to me that he has stock to work with and to begin work with. |

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| Janet | And he said, material costs are changing momentarily. |
| Susan B | Yes |
| Janet | That's a problem |
| Susan | It would be a little more different for him to do as well. I mean, um, I don't think he is the sort of business person who would say, ok I quote you this but now you have to pay thousand of dollars more because my cost is more. I think that is the reason why he was a little more vague about it. And he did tell us, you know, in the last email, the first email rather, that he sent that, you know, it's gone up so much per measurement. It was a certain amount and then it went up 30% over that, like overnight. His quote to us when we met him was "Because they can". It's like price gouging. They can get away with that." I've seen some of the work he did online and I know him. I know he is a very reputable person, but again, I don't, I'm not sure about the vagueness of it. I know he did accomplish one thing and that was how he gets paid. You know a third at a time which I think is fine, it's fair. Yes, but I think if we went with him, he would start immediately with the stock he has so I didn't know if Kerrie, if you want to give him a call and say just send something like per square foot or you're working on to give us an estimate of the overall cost. I don't think he is charging much for labor. That was my gut feeling about it. Not sure if that's true, but I do know that he said 60-65% of his work...60-65%is the estimated sub straight to the polycarbonate and acrylic to account for approximately 60-65% of the job. There are additional materials such as general hardware, fasteners, adhesives, wood for stanchions, etcetera which I can get without issue. So I think if we were to give him the go ahead and we vote to do that, he will get started with the sneeze guards right away because those are almost like fitted, because our desks are so unique. |
| Janet | Custom. |
| Susan B | Yeah, custom. |
| Ruth | Are they all curved? |
| Susan B | Um, Kerrie? |
| Kerrie | The major desks, the children's, actually four |
| Janet | Circ |
| Kerrie | Circulation, the reference desk and up in the Teen Loft. The staff desk up in the Teen Loft |
| Susan B | And also downstairs in the computer labs. That desk is curved too or not? |
| Kerrie | No that's just a square. |

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| Susan | That's right. And I think the fact that he is local you know bodes well for us because he will be there at a drop of a hat. You know he's here. As I said, I am only one vote, but that is my recommendation as head of Buildings and Grounds. John Rienzo, what do you think? Any comments? You're on mute. |
| John R | I'm unmuting myself. I'm just a little leery of the fact that he says he's going to get insurance and I don't know what insurance he's going to get I believe he would get the right insurance that he needs |
| Susan B | He has a policy that is being upgraded, he spoke with his broker. |
| David | But I don't know what his current coverage is? |
| John R | I don't know what his current coverage is? Is he naming us additionally insured. I know he is local. I don't know who he is. I've never met the man. I'm just leery that if this goes south then what do we do? And it is more money although it is arguably a better product if you will, polycarbide versus plexiglass. |
| John M | Excuse me, Kerrie. Is there any chance of getting him on the phone so you can answer some of these questions this morning? |
| David | Well, he had that opportunity before. |
| Kerrie | I don't think he's going to be able to give us anything additional as far as the insurance goes because it says his broker will have it to him in 7 to 10 working days so if it's regarding, if you have, I don't know, that's up to you, but what I'm saying is that I think his vagueness comes from the fact that he doesn't have exact answers for us yet. |
| Ruth | Would he give us a guarantee that the price would not exceed a certain amount? |
| Kerrie | He already, in the first email, he did, he said that he has made a project review of \$11,500 |
| David | Estimated, approximately, that's not a guarantee. |
| Susan B | It's not a guarantee but he also indicated in his first email, that it could possibly be less than that. |
| Kerrie | Yes |
| Susan B | That's why he was considering it himself, as a bit vague, it's because, he felt, he might very well be able to come in at a lower price which I think is good and I agree with John Rienzo that his material is better. He's also available, being local with the fact that if and when we to take these down and if and when we we have to reinstall them, that he would be right there in doing that and I do not believe he would charge for that that was not indicated anywhere and I think he is kind of person, business person he is, that would not charge for that. |

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| Ruth | I don't think that's a real concern having to take them down; we might have them permanently. |
| Susan B | Well the thing is that there will very well come a point where they do have to come down and then have to be reinstalled again you know, I don't know , I am kind of listening to the projections about this coming fall with a resurgence of this right around flu season. So we may very well end up doing that or even leaving them in place until then but the fact is he's available to do what we need as you know the fact that he is so local that is also something to consider. |
| Janet | So if we have, we say to him that he has to have the insurance certificate in hand and shown to us as a guarantee before he starts work and gives us a ceiling price of 11,500. Would the other board members be amenable to employing him? |
| David | I wouldn't |
| Janet | Okay |
| Louise | I think that's absolutely important that we get something in writing that we can present to him. I understand the insurance because it sounds like he's up in the insurance for maybe somebody else on some other job so he's in the process of doing that, yup. So I mean it sounds like he is taking care of his business as best he can and he's local and as far as taking them down we've had a lot of reconfiguration in the library that might happen. If it's guaranteed that he'll come and reconfigure, when we reconfigure that's important. |
| Susan B | Yeah, I agree with you Louise, that is important to reconfigure if need be, if and when need be. |
| Louise | Right |
| Ruth | I would like to go with him but I really am hesitant about the lack of specificity on cost. |
| Louise | So we can put that in the signed agreement and that doesn't have to go out. We can vote on it contingent on him signing that agreement. |
| Janet | Right |
| Susan | Well, I think, I think the timeliness of it, is what Kerrie had specified. That if we don't let the other vendor know today, we will lose our place in the queue and it can be weeks later, that's why, you know we were pushing for more meetings to get a vote done whether or not we were going to hire him or the first people so I don't know at this time if we, if we should call a vote or you know. Kerrie, do you want to see if you can get him on the phone or I don't know what to do here? |
| Ruth | Part of his letter he did indicate that if we could delay implementing because he |

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| | has other customers. |
| Susan B | But he is saying he is going to get it done by the 15th. |
| David | No, he didn't. |
| Janet | We would be the first priority |
| Susan B | Yes, he did. |
| John M | From my perspective going with him is a terrible legal position but as I've learned many times in the past, it doesn't matter what the legal stuff is, it's the person you are dealing with and if this guy is as Susan indicated, I'm inclined to go with him. |
| Louise | I agree. I trust Susan's research and her opinion. |
| Susan | Thank you. |
| John R | What he says in a letter is that he can do it by the 15th, he's just saying that if we're not going to open so he can stretch the time frame out and put other things in. If we have to have it by the 15th, he's saying you'll have it by the 15th if there is the fact that we are not going to open till the 30th. That allows him some additional time to do other projects that might be more pressing but still have it open. Still have it completed by the time that we are open and needed, up and running if you will. |
| Janet | Right and during Phase 1, you could have some of them, you know, the people come back, the employees come back but he could still be doing work. |
| Susan | Absolutely. |
| John R | But even Phase 2 we are not really open to the public, Kerrie, correct me if I'm wrong? We are not open realistically to the public until Stage 4. |
| Kerrie | Stage 3 we would be open by appointment |
| John R | Still they are talking about that being, you have to have Stage 1 first and then it's 2 weeks before Stage 2, am I correct? |
| Kerrie | That is what they are estimating. |
| John R | That's more time still, to Stage 3 and I know the Governor is talking about possibly starting Stage 1 here on Wednesday, which would give us at least Wednesday. Is what the 28th or whatever, 27? That brings us to June. If I could find my phone I could tell you, that would give us till June 27th and then it's two weeks to Stage 2 that would be June 10th then I don't know how long it is till Stage 3. Is it a week, 2 weeks? |
| Louise | Two weeks |

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| John R | So we are looking at the 24th supposedly at the earliest and more likely July 1st, so I mean there is time because we don't need it before Stage 3, correct? |
| Susan | Correct, but of course we want to have it done... |
| John R | I know we don't want to wait till the last day but we don't need to, it's not like he is saying that we are opening Monday or Wednesday, it doesn't really matter. If its only the start of the timeline for us we still have at least three weeks under the current regulations before anybody's even going to be coming in on a limited basis. Am I correct? |
| Susan | Yes |
| Ruth | The vendors may not be available if we don't make a decision. |
| John R | I know, that's what I'm saying. He is saying he can have it done by the 15th which would be the earliest anybody could even come into the library. It would be the 17th. |
| Susan B | And he did indicate it would take a couple of days to install it. I believe that once he gets the configurations done for the desks and the different desks, that the installation is not going to take all that long. It's the, it's at his work space that needs to be done. |
| Janet | Off premises |
| Susan | And that one is here off Middle Road. |
| Janet | That's close. |
| Susan | He says it's up by the hospital somewhere. I don't know where exactly. Kerrie, any feelings there? |
| John M | That's the end of discussion. We want to take a vote. We will have someone, who needs to make up a formal motion. |
| Susan B | I make a motion to hire Clayton Orehek to create and install the sneeze guards at the public service desks as indicated to him and.. |
| Louise | Providing he signs |
| Ruth | Contingent |
| Susan B | Contingent on the insurance and materials but mostly the insurance right at this moment. |
| David | Price guarantee |
| Louise | Price guarantee, right. |

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| Lousie | I second it |
| John M | Any discussion on the motion other than we've already had. Alrighty, all in favor? |
| John M | I lost count |
| Lousie | Go one by one, John |

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| Susan Bergmann Yes | David Friedrich No | Louise Wilkinson Yes | Ruth Nelson No | Janet O'Hare Yes |
| John Rienzo Yes | | John Munzel Yes | | Annette Totten Yes |
| 05.25.20 805 | | Motion Carried | | |
| John R | Now that we voted for this, we need a contract. Do we need to sign a contract on this? | | | |
| John M | Yes, we should get a signed contract. | | | |
| John R | So do we have to have another meeting so we can sign the contract and proceed because we have to give him a check for 1/3. I'm thinking that if Kerrie wrote him a check for \$3000 which she could do without us approving it, even though it's a down payment on something. | | | |
| David | No, it's got to be under a thousand. 3,000. | | | |
| John R | So make it 2,999. | | | |
| David | That's good. | | | |
| John R | I'm just pointing out that we're going to have to have another meeting to sign a formal contract . What are we going to do because this got to be done, we have to have it in place and him starting by Friday or Saturday. He's got to get the roadshow going cause we don't know what the timelines are going to be and the Governor's making a moving target. | | | |

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| Louise | Can Kerrie draw up the contract to include the price limit and insurance for tomorrow? So that he can take a look at it and if he agrees with that even verbally, then we can have a meeting by Thursday. |
| Kerrie | I'm a little confused because this is the opposite of what normally happens. It's the vendor who provides the contract, not the library. |
| Louise | But we are going to have those contingencies in it so maybe it's not a contract until he signs off on that. I don't know. |
| Kerrie | Well then I'd have to have time to get it to Tom Volz. |
| David | It's got to be legal. |
| Louise | So contact him by tomorrow. Does that make sense to you, John Rienzo? |
| John R | Yes, Tom is going to write something up. Kerrie is absolutely right, usually the vendor provides us the contract. Apparently, I'm not sure how his business model exactly works here but because he's an artist and things are a little different in the art world than they are in the real world. |
| Louise | Maybe he has a formal contract. Just get it done but it needs to have in writing that it has to come under that or bottom 11,000. |
| David | What was that exact figure of 11,000 what? |
| Kerrie | 11,500 |
| David | 11,500 even? Well if he wants a third, it's going to be over \$3,000 |
| John R | I know, but everything is negotiable. I'm just saying that I know I've been working to have another meeting again anyhow so we might as well just make it a special meeting on Friday. I would say tell him give us a contract with these parameters in it and that you're going to provide us with the insurance it's going to cost this much and you're going to have it done by the 15th and we will be ready to sign it and give you X amount of dollars 3500, a third is \$4,000 |
| David | So the agreement he generates will indicate that it will not be above \$11,500 for the entire job. |
| John R | I would say, tell him we are ready to go with you but this is what we need and we have to have it ASAP because the board has to approve it otherwise we can't spend the money. |

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| Janet | I'm sure he has a contract I mean if he says 1/3 1/3 + 1/3 that's probably spelled out in the contract so that will give you the bottom line. |
| David | But if you want contingencies added to the contract the boilerplate contract would be no good. |
| Janet | Right. He has to add the insurance contingency |
| David | Which has to be reviewed by Tom no? |
| Susan | Well if it comes from his broker you know, I'd think that would be a legal document. |
| Janet | Right |
| Susan B | He's waiting on the paperwork for the upgrade. He's just waiting for it to come back. |
| David | Something like this, you would want reviewed by Tom wouldn't you? |
| Ruth | I would |
| John R | If its a standard contract that he has for people just like the service contract we got from New York LD or anybody else, he can add whatever he wants to the bottom before he signs it and before we sign it and being contingent upon us being listed as a named insurance and having the proper workman's comp or whatever other insurance he needs you can just write a sentence at the bottom. Does Tom need to review it? Yeah that would be nice, it's a one-sentence thing and Tom can do it in 5 minutes it's more of a question of maybe our insurance agency what do they want us to have working in the building last name is additionally insured under workman's comp them having workman's comp because they have to and he may not need workman's comp if he is a sole employee You don't need workman's comp if you are a sole employee, right John? If you are a sple employee, you don't need workman's comp? |
| David | I'm not sure about that. |
| Ruth | I don't know |
| John R | If you are a sole source employee you don't need workman's comp. |
| Kerrie | Yes, I don't think you do. |

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| John R | The thing is he seems to be working under his own name. It's not like he is really working under a company name but he's just saying I'm so and so, it's just like me saying I'm John Rienzo and I'm coming to install this for you. I'm not John Rienzo incorporated, I'm not John Rienzo Windows and Installers. I'm not John Rienzo the artist. So I mean I would tell him that we need something. That we are named as additional insured and call our agent first thing tomorrow morning and say what is it that we need when we hire people? So we run it past Tom which shouldn't take him long at all and if we have to meet on Friday to approve it and write a check and to be done with it. That is my thought. |
| Janet | I think we're meeting on Friday anyway. |
| Susan B | Right now we are yeah. |
| John R | We are meeting on Friday for the doors for the ingress and egress so add it to the agenda and go with Friday afternoon. That would be my thought. John, do you have anything? |
| John M | No, I agree. We've got to adjourn for some time. Friday seems to be a good time to do it. |
| Louise | What time is the meeting on Friday? |
| David | One |
| Louise | Okay |
| Susan | It is? |
| David | And his insurance coverage has to have a hold harmless in it. |
| Ruth | Excuse me, what did you say? |
| David | I said the insurance that he has, is covering his work and the library. It has to include a hold harmless agreement in the event there is damage or injury. The library cannot be responsible for it. |
| John R | Well, that's why I'm saying, we need to talk to our agency because we are insured also and our agent, what do we usually put in contracts. What do they want to see so our coverage is still valid if you will or useful. |
| David | Totally inclusive too. I am just curious, he is an incorporated entity, isn't he? I mean he's not just an entity, |
| Janet | Sole proprietor |

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| David | Sole proprietor, that basically you know works without being incorporated. He is incorporated, isn't he? That's important |
| John M | I'm sure he is because he is doing a lot of jobs. |
| David | But that doesn't matter. I mean I haven't seen his letterhead or anything else? |
| Ruth | On the original estimate, what did it? What was it written on? |
| David | It was an email |
| Kerrie | It was an email. |
| David | I mean the NYLD quote, it was a service contract. It's a specific document. It's very detailed so you obviously say this guy's incorporated you know but that is another question he's got to prove incorporation. Even if he could supply you with the Articles of Incorporation even a, some sort of a form, which indicates that he's licensed to do what he is doing. |
| Ruth | He said there's no licensing procedure in his email. |
| David | That is what he says. |
| John M | You can check on the internet whether he is incorporated or not. |
| David | Marylin just popped up. Would she know? |
| Marylin | What? As far as? |
| David | As far as, is he a sole proprietorship or is he an incorporated entity or what is ? Can he prove it? I get nervous about these things. |
| Marylin | I'm not sure if he's a sole proprietor or incorporate . I know that when you join the rotary or the Chamber of Commerce you're a certified business so I assume he is a business. I didn't. I haven't checked it out. |
| John R | There is nothing wrong with being a sole proprietor. |
| Marylin | Not at all. A&M, A&W was before we made it A & M Electric Incorporated so it doesn't matter. He's a business, he's certified, |

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| | he's done the work before and he's a local who can supply, supply our demand. |
| Susan B | Yes and he also has done some pretty major projects around town. The Marquee for the Suffolk Theater, I believe that you know he did that, created that and installed that I believe so I am not sure if he is incorporated. I believe he's incorporated but that would be something that Kerrie could ask Tom about and could we ask Clayton about that if he is in fact incorporated. |
| Marylin | Now does the business have to be incorporated in order to work at the library. |
| Susan | No |
| Marylin | Okay, so why is that, I'm sorry. I came in just now so I don't know why that was an issue of incorporation. |
| John M | It's a question of personal liability. |
| Marylin | You can still get liability and workers comp being a sole proprietor. |
| Susan | And I think that's part of his insurance that he getting, he's in the process of getting upgraded waiting for the paperwork to come back to him so it may very well be that he would need to call, you know, his insurance broker to get to speed it up a little bit but I think that the contract and the fact that you know we need to know a little bit more about him is also something that Tom Volz needs to be contacted about. Kerrie, you know, that would be something for tomorrow. Kerrie that he would be available you think to contact? |
| Kerrie | Yes, I can contact him. |
| John M | Kerrie, if you get the proper name of his company whatever, maybe you can look it up on the internet if whether he is incorporated or not. |
| John R | The site is down, I was looking at the New York State Secretary of State to see whether he's known as Off Hand Glass because that's his email. I tried to do the business but it won't let me. It says you can't do it right now. Scheduled maintenance and it doesn't matter because I'm not sure what the real name is? |
| Marylin | I'll call someone from the Chamber and find out and then whatever they send me, I'll email to Kerrie. |
| Kerrie | Thank you |

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| John M | You can send it to us as well, Marylin? |
| Susan B | CC to us as well , if you could. |
| Marylin | Okay |
| Susan B | Not that Kerrie wouldn't forward it immediately but you know I just think that if we get it the same time Kerrie does, that would be good too. |
| John M | Is there anything else before we adjourn the meeting to Friday at 1? |
| Kerrie | Is this meeting just like the same thing as last time we're returning and we are picking up or am I calling a whole new different special meeting with the new agenda. |
| John M | No, we're continuing what we have. There is a meeting scheduled for 1 anyhow. |
| John R | I believe but if we close this meeting then that's 72 hours notice adjourning it we can actually meet again tomorrow if we had to. |
| David | You've got to adjourn it because it's going to be on the agenda for Friday. |
| John R | It doesn't matter we can put whatever we want in the special meeting agenda for Friday. We have the required 72-hour notice but if something comes up that we find out tomorrow and we want to have a board meeting we can't do it till Friday because we need 72 hours notice so if we adjourn this rather than close it we could meet again tomorrow night at 10:00 at night if we had to or Wednesday or Thursday or whatever otherwise we can't meet again till Friday. |
| John M | I think we should adjourn it. |
| Marylin | Adjourn it |
| David | I agree |
| John M | Do I have a motion to adjourn to Friday at 1 o'clock? |
| David | I'll make that motion |
| Marylin | Second |
| John M | All in Favor |
| Board | All in favor |

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| <p>05.25.20 806</p> | <p>Motion Carried</p> |
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Meeting adjourned 10:53 am