

**TRUSTEES OF FORBES LIBRARY**  
**Executive Session of May 18, 2017**

**Present:** Ms. Buckhout, Mr. Carrier, Ms. Downing, Ms. Hess, Ms. Moss, Ms. Reall, Ms. Sheirer, Mr. Twarog, Ms. Wight. **Also Present:** Attorney Sandra Lucentini, Attorney Eric Lucentini.

**Legal Matter**

At 4:02 PM, Ms. Reall moved that the Trustees go into executive session to discuss the lawsuit between Forbes and city of Northampton because discussion in open session would be detrimental to the Trustees' litigating position. Ms. Hess seconded the motion, which was passed unanimously, with Mr. Carrier, Ms. Hess, Ms. Reall, Mr. Twarog, and Ms. Wight all voting in favor. The Trustees invited Ms. Buckhout, Ms. Downing, Ms. Moss, Ms. Sheirer, Attorney Sandra Lucentini, and Attorney Eric Lucentini to remain as guests at the executive session. Ms. Buckhout, Mr. Carrier, Ms. Downing, Ms. Hess, Ms. Moss, Ms. Reall, Ms. Sheirer, Mr. Twarog, Ms. Wight, Attorney Sandra Lucentini, and Attorney Eric Lucentini were present during the executive session. No votes were taken during the executive session.

Mr. Carrier asked Attorney Sandra Lucentini and Attorney Eric Lucentini to summarize the tentative agreement reached with the city. Attorney Eric Lucentini summarized the process over the last year and where the agreement stands currently. The city's original position had been that the library building was municipal property and that the city should control the process of building repairs and maintenance. The city also asserted that Forbes was a part of city government. The fiduciary responsibility of the Trustees under the will of Judge Forbes required them to seek clarity on these matters. Through briefing the case and preparing the declaration of summary judgement, Attorney Lucentini said that the relationship between Forbes and the city has become clearer to both sides. The Trustees felt it was important to obtain that clarity not only for the present situation, but also for future generations of Trustees and city officials. While seeking the court judgement, both parties were strongly encouraged by the judge in the case to arrive at a settlement. There was a lot of back and forth and over time, the city dropped its major contentions about the building ownership and decision-making authority. The agreement arrived at today has undergone radical transformation since negotiations began. While the agreement does not achieve everything the Trustees would like, it does include many good things for the library and the Trustees. The agreement states that Forbes is not part of city government, the building is not owned by the city, and the Trustees can control the disposition of property interests. It includes provisions for Forbes to follow the open meeting laws and to make their records available to the public during open business hours as provisioned in the will of Judge Forbes, as it has been doing all along. It does not require the library to follow the Public Records laws, which are not appropriate for libraries, and which would cause conflict with patron's privacy rights. The agreement recognizes the Trustees' fiduciary responsibilities and gives equal parity to both sides at every stage of large-scale building projects using public funds. Forbes will retain full control when projects are funded solely by privately raised funds, except in cases where the project would increase city-funded costs in the future. The Trustees asked questions and discussed the terms of the agreement. Mr. Carrier said that in the past, the Trustees would initiate a project and then approach the city, but in the future, the city will be involved in projects from the beginning. He said it is a shift from the past, but that it seems reasonable, and there are incentives for both parties to work together. Once signed by both parties, the statement will become part of a judgement of the court.

**Legal Matter** (continued)

Attorney Lucentini said that as an effort to resolve some of the ongoing granular day-to-day issues, Ms. Downing and Ms. Moss met with City Finance Manager Susan Wright and had a productive conversation. Ms. Downing sent a follow-up email with a recap of the discussion concerning expectations on both sides concerning notification of budget shortfalls, expenses, and sick leave and vacation payouts. In response to an email from Ms. Wright, Ms. Downing said that even though the agreement does not require the library to go through Central Services when using 100% private funds, Forbes shares the city's goals of having all library projects carried out as efficiently as possible and will work with Central Services where it makes sense to do so.

Mr. Carrier said that once the agreement is final, signed by the judge, and becomes public, he would like the Trustees to write and sign an open letter to the citizens of Northampton explaining the agreement, the nature of the relationship between the Trustees and the city, and why the Trustees felt it was necessary to pursue a legal decision. The letter will be placed as an advertisement in the Daily Hampshire Gazette. The letter should be prepared and ready to go as soon as the agreement becomes public.

Attorney Lucentini said that once the Trustees have discussed and agree to the settlement, he would notify the city and both parties will sign the agreement. The agreement must then be signed and approved by Attorney Eric Carriker in the State Attorney General's office. It will then go to Judge Fidnick to review the legality of the agreement and sign the order. It will then be filed with the court and become public. This process will take about three weeks.

The Trustees thanked Attorneys Sandra Lucentini and Eric Lucentini for their work on the case and they left the meeting at 5:15 PM.

The Trustees discussed the agreement, and while it does not include everything the Trustees wanted, it is most likely the best that can be achieved. They agreed to discuss it again after they have all had a chance to review it more closely and to review and approve the language in the open letter to the public.

At 5:35 PM, Ms. Wight moved that the executive session be ended and the regular meeting reconvened. Ms. Hess seconded the motion, which was passed unanimously, with Mr. Carrier, Ms. Hess, Ms. Reall, Mr. Twarog, and Ms. Wight all voting in favor.