

COPY



319 W. 103rd Street
New York, N. Y.
June 9, 1939

THE PRESIDENT
and FELLOWS of MIDDLEBURY COLLEGE
Middlebury, Vermont

Dear Sirs:

It is my intention to build a hall in honor of my beloved husband for the use of the boys of Middlebury College, to be known as "THE JAMES M. GIFFORD MEMORIAL HALL for BOYS", the construction of which shall according to his wishes follow the plan used by Mr. A. Barton Hepburn.

Sincerely yours,

Mrs. James M. Gifford

Minutes
Trustees' Meeting
June 10, 1939

The annual meeting of the President and Fellows of Middlebury College was held in the President's Office, Old Chapel, Middlebury, Vermont, at 9:00 A.M. on June 10, 1939

Members present, Redfield Proctor, Chairman of the Board, President Moody, Messrs. Weeks, Partridge, Lane, Wilds, Botsford, Brigham, Nelson, A.D.Mead, C.A. Mead, Hadley, Parker, Leach, Wade, Allen, and Simmons.

Prayer by President Moody.

It was voted to approve the minutes of the Trustees' meeting of April 8, and of the Prudential Committee's meeting of May 13, since they had been previously distributed to all Trustees and no criticisms or suggestion for correction had been received.

It was voted to approve the following promotions in rank, as recommended by President Moody:

- | | |
|-------------------|--|
| Walter T. Bogart, | from Assistant Professor to Associate Professor.
(Salary increase provided in budget) |
| Mary S. Rosevear, | from Assistant Professor to Associate Professor.
(Salary increase provided in budget) |
| Ida V. Gibson, | from Instructor to Assistant Professor. |

President Moody announced that due to ill health, Prof. V. C. Harrington has presented his resignation effective July 1, 1939.

It was voted to accept his resignation with an expression of profound appreciation for his work and regret that he feels it necessary to resign.

On recommendation of President Moody, it was voted that the College supplement Prof. Harrington's retiring allowance under the Carnegie pension by \$100.00 a year for his lifetime, and in the event of his death \$50.00 a year to his widow for her lifetime. This will equalize what he would receive were he to continue teaching for one more year.

Mr. Nelson distributed copies of the Treasurer's report for the period ended May 31, 1939, and reported that it is estimated that the accounts will show a deficit of about \$6,000.00 at the end of the fiscal year.

It was voted that the report be received and placed on file.

Copies of a supplemental memorandum on payroll changes in connection with the 1939-40 budget were distributed, and the 1939-40 budget was referred to.

It was voted to approve the 1939-40 budget as submitted, after amending it so as to include the changes recommended in the supplemental memorandum of June 10, the action taken at the Prudential Committee's meeting of June 9, and that just taken on Prof. Harrington's salary.

Mr. Nelson read a report of the Women's College Committee, listing the recommendations made by the Advisory Board on Women's College at their meeting on April 22.

It was voted that the report be adopted. The Recommendations as approved are as follows:

1. That the Guest Room in Forest Hall, which is now available to returning Alumnae, be continued under the present arrangement, i.e., at the rate of \$1.50 each when used by two people and \$2.00 when used by one person for each night; and that the proceeds therefrom be set aside and added to the Student Alumnae Building Fund by the person in charge of Forest Hall.
2. That colored movies of the Women's College be made, similar to those now used in the Men's College, with arrangements for the use of the equipment now owned by the Men's College, and that a sum not to exceed \$300.00 be set aside from the general fund for this purpose.
3. That a sum of money not to exceed \$500.00 (to be taken from the \$5.00 application payments) be appropriated, to be used at the discretion of the Social Committee to carry on social activities.
4. That a new head of house be provided for Freshmen at Hillside and also a new head of house be provided at Battell for sophomores (the expense for these new heads of houses not to exceed \$400.00 each, plus room and board), with the understanding that Miss Bowles, whose duties are in part at Hepburn, should reside there. It is further recommended that the heads of houses collaborate with the Director of Social Activities.
5. That \$500.00 be allocated to the Women's Athletic Association from the Women's Athletic Fees, this amount to be made a permanent yearly allocation.

Academic Recommendations:

1. That the recommendations with reference to the Departments of Education, Psychology and Sociology be referred to the Curriculum Committee for a report to be presented to the Board at the meeting in January 1940.
2. That the recommendations with reference to a course on the problems of marriage be referred to a special committee made up of Dr. Moody, Dr. Patterson, Dean Ross from the College and Mrs. Milliken

from the Advisory Committee, and that this committee report at the January meeting as to the type of course which should be given at Middlebury, if in their opinions such a course should be given.

The matter of commission on the first year's salary in cases where teaching positions are found for graduates of the College was referred to the Committee on Women's College to report at the January meeting, viz.,

1. Whether the practice shall be discontinued.
2. Whether there shall be established in the College a bureau of placements.
3. Whether such a bureau, if so established, shall have a regular charge to all applicants in the form of a commission on the first year's salary or whether this bureau of placements shall be operated at the expense of the College and without charge, as is common in most colleges.

It was voted to approve the recommendation "that a Scholastic Aptitude Test be required of all students entering the Women's College."

Mr. Brigham read a letter concerning the present condition of "The Lodge, Inc.," of which the College owns five shares of stock.

It was voted that Governor Weeks be authorized to represent the College at the meeting of the stockholders of the Lodge, Inc. to be held on June 20 at Burlington, Vermont, with full authority to vote in behalf of the College on all matters coming before that meeting.

In event Governor Weeks is unable to attend the meeting of the stockholders of the Lodge, Inc., it was voted that President Moody be authorized to execute the proxy in behalf of the College, authorizing William H. Edmunds and Ralph Marsett as true and lawful attorneys to represent the College at the meeting to be held on June 20.

Mr. Partridge read a report from Mr. McCullough of the Finance Committee referring to the withdrawal of the \$10.00 annuity paid by Miss Elizabeth Nesbitt and the amount paid by the College.

In accordance with his recommendation, it was voted that the administrative officers of the College, including the Treasurer, be authorized to make such settlements in their discretion.

A report from Mr. McCullough, Chairman of the Finance Committee, was read, concurring in the recommendations of the Treasurer and the Business Manager that the following student accounts be charged off, and if was so voted:

Frank W. Casey, x'39 \$554.00 student account,
Robert N. Perry, '32, 100.00 (two \$50.00 Scholarship Notes),
Leslie Valois, '30, 260.71 Jewett Loan Note #37.

It was voted that Dr. Elbert C. Cole, '15, of Williamstown, Mass., nominated by the Alumni, be elected a Trustee for a term of five years.

Upon recommendation of the Walker Furlough Committee, it was voted that one semester's leave for the year 1940-41 be granted to Prof. Bruno Schmidt and Prof. Russell G. Sholes.

It was voted to approve the report of the Committee on Committees, and to elect the Committees as nominated by them for the ensuing year, viz.,

(See list of Committees enclosed)

Redfield Proctor was elected President of the Corporation.

Redfield Proctor was elected Chairman of the Board.

Egbert C. Hadley was elected Secretary.

George H. V. Allen was elected Treasurer.

J. J. Fritz was elected Assistant Secretary.

R. D. Hope was elected Assistant Treasurer.

A rising vote of thanks was given to Mr. Allen H. Nelson for the time and attention he has given as Treasurer during the past five years.

The Chairman announced the resignation of Mr. Frank L. Bell as a member of the Board of Trustees, and it was voted that Mr. Bell's resignation be accepted with regret.

It was voted the the degrees in course, A.B., B.S., A.M., and M.S., including those for the 1939 Summer Session, be conferred as recommended by the President and Faculty. See records of the Registrar.

Mr. Hadley gave a report of the Committee on a Plan for the Men's College Campus, stating that \$1,800.00 has been appropriated to date, the expenditures were \$1,948.99, leaving a deficit of \$148.99.

It was voted that the Plan as presented be approved, that we appropriate money for the deficit, and that the Committee be continued.

It was voted that the part of the Plan which we have approved covering land not owned by the College on the west should not be publicized.

It was voted that the seventy existing copies of this map be kept in the possession of the Chairman, and at the discretion of the Committee the plate of the map be corrected, and that new maps in sufficient quantity for the use desired be printed from a corrected plate and the money is hereby appropriated for the purpose.

Mr. Leach read a report of progress for the special Committee appointed on Athletics, and it is understood that the Committee will later make a final report.

It was voted that the report be received and placed on file.

In view of the cumulating deficit in Athletics, Mr. Leach proposed a reconsideration of the adoption of the item in the report of the Women's College, appropriating \$500.00 to the Women's Athletic Association from the Women's Athletic Fees. The motion was declared lost.

It was voted that the Treasurer be given power to employ an additional person in the Treasurer's Office - provided he deems it necessary - at a salary of not to exceed \$1,200.00. (Not provided for in budget).

Mr. Lane made an informal report for the Alumni Council. He reported that they have been considering the awarding of a plaque or some other symbol to alumni of the College who in their judgment have served meritoriously the interests of the College or alumni body. This will not conflict with Honorary Degree awards, but will simply show the appreciation of their own group of alumni men. Such a system is in force in many of our eastern colleges. He displayed a plaque prepared with the idea for such an award.

It was voted that the appreciation of this Board be expressed to the Alumni Association for initiating that action.

Mr. Allen read a report prepared by the special Committee appointed to Study the Undergraduate Activities' Collection and Disbursement Procedure.

It was voted that the report be adopted and put into effect by the Treasurer.

As recommended in Mr. Allen's report, it was voted that the Chairman of the Board be authorized to appoint a Committee to meet with one representative from each of the following: The Executive Council of the Men's College, the Legislative Council of the Women's College; and the Boards of the Campus, Kaleidoscope and Saxonian, to determine the proper basis of compensation for the Boards of the three publications.

President Moody read a letter from Mrs. James M. Gifford, in which she offered to duplicate Hepburn Hall on the north side of Mead Chapel in memory of her husband, and Mr. C. A. Mead made a report of her wishes in regard to it.

Following is a copy of the letter:

319 W. 103rd Street, New York, N.Y.
June 9, 1939.

The President and Fellows of
Middlebury College,
Middlebury, Vermont.

Dear Sirs:

It is my intention to build a hall in honor of my beloved husband for the use of the boys of Middlebury College, to be known as "THE JAMES M. GIFFORD MEMORIAL HALL FOR BOYS", the construction of which shall according to his wishes follow the plan used by Mr. A. Barton Hepburn.

Sincerely yours,

s/ Mrs. James M. Gifford.

It was voted that President Moody be authorized to communicate our acceptance of and gratitude for her gift.

It was voted that the Building Committee for the new Dormitory should consist of the following, Messrs. Weeks, Hadley, C. A. Mead, and Mr. Munroe, if available, the Committee being authorized to elect its own chairman.

President Moody announced that he has expectation of a gift of a new Recitation Building.

It was voted that such specific appropriations as have been made during the meeting today be added to the budget, and that a copy of the revised budget be sent to each member of the Trustees.

Mr. Hadley made a progress report for the special Committee appointed on the Remodelling of Starr Hall. He reported that another estimate has been obtained which runs into approximately \$80,000. The Committee expects to gather figures together without employing any further architectural services or pushing the matter forward otherwise.

Meeting adjourned 12:40 P.M.

J. J. Fritz,
Ass't Secretary.

July 20, 1939.

TO THE PRESIDENT AND FELLOWS OF MIDDLEBURY COLLEGE,
Middlebury,
Vermont.

Dear Sirs:

As I advised you in my letter of June 9, 1939, it is my intention to build a hall for the use of the boys of Middlebury College, to be known as "The James M. Gifford Memorial Hall for Boys." I now desire to make a formal agreement with the College for the erection of this building.

I hereby request you to permit the erection of this building on the land belonging to Middlebury College north of Mead Memorial Chapel, in a situation corresponding to the location of Hepburn Hall south of the Chapel, the building to be erected of native Vermont limestone and the plans to correspond generally with the plans of Hepburn Hall but with such minor variations as may be desired by the College authorities and approved by me, or, in case of my death, by my personal representatives.

In consideration of your permitting the erection of this building in this location on the land belonging to the College, I hereby agree for myself, my heirs, executors and administrators to pay the cost of the erection of the building, with proper connections to electric, water, heating and sewer mains and the necessary grading about the building, the aggregate of such cost now estimated to be in the neighborhood of two hundred and fifty thousand Dollars (\$250,000.00), and not to exceed that sum, the work to proceed as rapidly as possible.

I agree to pay the fees of the architects and engineers and the cost of the furniture and equipment for the building, all within a further limit of \$40,000.00.

Please advise me at your early convenience if this proposition is satisfactory to the College and if it will agree to the use of its land for the erection of the building.

Very truly yours,

s/ Harriet B. Gifford.

COPY

July 20, 1939.

Mrs. James M. Gifford,
319 West 103rd Street,
New York City.

My dear Mrs. Gifford:

The President and Fellows of Middlebury College are in receipt of your letter of July 20, 1939, in which you offer for yourself, your heirs, executors and administrators, to pay the cost of building and furnishing and equipping a hall for the use of the boys of Middlebury College, to be known as "The James M. Gifford Memorial Hall for Boys," provided the College will permit the erection of the building on its land to the north of Mead Memorial Chapel in a situation corresponding to that of Hepburn Hall to the south of the Chapel.

I have been authorized by the President and Fellows of Middlebury College to accept this generous offer and to advise you that the College hereby agrees that the Hall may be erected at the place requested by you and in accordance with the plans as stated by you.

I desire to express to you, on behalf of the President and Fellows of Middlebury College and all connected with that Institution, as well as on my own behalf, our great appreciation of your most generous action in erecting this building for the use of the boys of Middlebury College.

Yours very truly,

THE PRESIDENT AND FELLOWS OF MIDDLEBURY COLLEGE,

By

Egbert C. Hadley
Secretary.

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Saturday, October 14, 1939.

REPORT OF MIDDLEBURY COLLEGE BUILDING
COMMITTEE OF JAMES M. GIFFORD MEMORIAL
HALL FOR BOYS.

Mrs. Gifford became definitely committed to the building of Gifford Hall on July 20, 1939. The plans and specifications were completed and bids were called for on September 6, 1939, to be submitted for opening on September 23, 1939. The call for bids contained the following:

"May we request that your bid be submitted in the following forms:

- a. Comprehensive straight contract bid including all labor and materials required for the construction of the building as covered by above listing of plans and specifications.
- b. Guaranteed comprehensive contract bid, with a fixed contractor's fee, and a proportionate share in any savings as later agreed upon."

The call for bid also asked for other information as to the cost of other items, unit prices, etc.

As Mrs. Gifford intends to sign the building contract herself and requires that the plans and specifications must meet with her approval, there are in this case four parties concerned in the contract instead of the three as usual, namely, the donor, the College, the Architect and the Contractor.

There were seven calls for bids and, when they were opened on September 23, the highest bid proved to be \$350,438.

The lowest bid was by John W. Harris Associates, Inc. and named \$285,000. The second lowest bid was that of Fred T. Ley & Company, Springfield, Massachusetts, \$290,900. The third lowest bid was that of Tidewater Building Company, \$291,800.

Notice was at once given to all bidders that these three lowest bids were the only ones still under consideration by the Building Committee. The bid of Fred T. Ley & Company did not merit serious consideration in view of information received in regard to that firm.

The bid of John W. Harris Associates, Inc. stated:

"We estimate the net cost of this building to be \$273,000.

We are willing to act as general contractor in the construction of this building under the same form of contract as used for the construction of Forest Hall for a fixed fee of \$12,000. Under this contract, all savings are the property of the college."

On reading the bid it was noticed that this did not in terms state that the maximum cost was guaranteed but a reference to the original Forest Hall con-

tract showed that that contract provided for a guaranteed maximum cost and the Building Committee assumed that this was intended.

Mr. Grover C. Burrows, a Vice-President of John W. Harris Associates, Inc., was in Middlebury the day the bids were opened and late in the afternoon of that day the chairman of the committee, in a casual conversation with Mr. Burrows, learned that the Harris Associates, Inc. had merely submitted their estimate of the cost and had not made a guaranteed maximum bid. Mr. Burrows stated that it would be necessary to add \$10,000 to the \$285,000 figure to make it a guaranteed maximum bid. Later he stated that he had called up Mr. Harris in New York and he had been authorized to make a guaranteed maximum bid if \$5,000 were added to the \$285,000 figure.

This information was passed on to the Building Committee at another meeting held that evening and produced a very unfavorable impression, since the call for bids had distinctly asked for a guaranteed maximum bid.

On Monday, September 25, the John W. Harris Associates, Inc. were informed that, as they had not made a guaranteed maximum bid, they had submitted nothing which could be considered by the Building Committee. They were asked to submit a bid for a guaranteed maximum of \$285,000, if possible.

In response to this request, John W. Harris Associates, Inc., wrote the Building Committee on September 26 as follows:

"In accordance with our talk in your office yesterday, we ask that you consider Two Hundred and Eighty-five Thousand (\$285,000) Dollars as our price for the construction of the proposed James M. Gifford Memorial Hall for Boys at Middlebury College, Middlebury, Vermont.

It is understood that this building is not to be built according to the drawings and specifications on which the above price is based; that the above price materially exceeds that allowed in the budget, and that we are to collaborate with you and your architect in making changes in these drawings and specifications, resulting in savings, to the end that the cost will not exceed the budget.

This afternoon we have had a meeting with your architect, Mr. Muller -- have discussed with him possible changes in the drawings and specifications -- and are now preparing estimates of savings resulting from these changes."

It will be noted that this letter stated that the building was not to be built according to the drawings and specifications on which the above price was based but that Harris Associates and the architect were to collaborate in making changes in the plans and specifications.

In the meantime Mrs. Gifford had been advised of the situation and her representative, Mr. C. Lansing Hays, a partner in Mr. James M. Gifford's former firm, had informed the committee that Mrs. Gifford desired to build the building even if it cost more than the \$250,000 originally named.

On the afternoon of September 28, Mr. John W. Harris and Mr. Grover C. Burrows, a Vice-President of his company, called on the chairman of the committee and stated that they had had an interview with Mr. Muller and that he was apparently unwilling to co-operate with them in making changes in the plans and specifications which they considered advisable. They requested the chairman to give them a letter appointing them the representative of the College to make these changes, so that they could speak to the architect with authority. The chairman requested them to dictate the form of letter which they desired, which read as follows:

"This is to authorize you to represent Middlebury College through its Building Committee in working with the architect, Mr. Muller, and the Building Committee to the end of offering suggested changes in the drawings and specifications to the end of reducing the cost of the building as planned. It is to be understood, of course, that these changes in the plans and specifications, arrived at by your efforts, that of our architect and our own, are to be submitted to the donor for approval.

This letter is not to be construed as a contract for this work and places the College under no obligations to you other than that you are to be the builder under a mutually satisfactory contract if, as and when the building is to be built."

The second paragraph of this letter, it will be noticed, was to provide that John W. Harris Associates, Inc. was to be the builder of the building as and when it

it built.

As a result of this interview, it seemed advisable to the chairman to have a joint conference with Mr. Harris and Mr. Muller, the architect, on the morning of September 30. Mr. Muller agreed to attend this conference but Mr. Harris declined, saying that he had had a satisfactory interview with Mr. Muller after he saw the chairman on September 29 and on that day Harris Associates, Inc. wrote a letter to Mr. Muller suggesting savings aggregating \$11,975.

A conference was held at the home of Mrs. Gifford on Monday morning, October 2, to consider these proposed changes in the plans and specifications. Changes involving reduction in the cost had been suggested both by Mr. Muller and by Harris Associates. Certain of these changes Mrs. Gifford declined to consider but others were approved by her. Later the same day a conference was had with Mr. Harris at his office, at which his estimators stated that the reduction in cost resulting from the changes approved by Mrs. Gifford would amount to \$13,015. A further conference was then held with Mr. Muller, the architect, at which these figures were considered, these conferences having taken the entire day.

On Wednesday afternoon, October 4, the chairman and Mr. Hays, Mrs. Gifford's legal adviser, called

at the office of Mr. Harris, saw Mr. Burrows and asked him definitely whether Harris Associates would agree to build the building on a guaranteed maximum bid of \$285,000, less the \$13,015 reduction agreed upon.

As Mr. Harris was not present, Mr. Burrows was asked to give his reply as soon as possible and on Friday, October 6, he advised Mr. Hays definitely that Harris Associates, Inc. would not make such a contract.

The chairman was much disappointed at this outcome, since he had made every effort to get a satisfactory bid from Harris Associates, in view of the high reputation of that firm and in view of Mr. Munroe's statement that he would prefer to have them build the Munroe Hall, other things being equal.

The committee and Mr. Hays then got in touch with Mr. Eurbusse of Tidewater Building Company and gave him the suggested reductions for his estimate on them. He asked that he be given until Tuesday, October 10, to make this estimate; and on that date he reported that Tidewater Building Company would reduce their fee, which had been originally named at \$14,000 by \$2,000 to \$12,000, and estimated that the other reductions amounted to \$18,373.

The total reductions from their bid of ..\$291,800
were accordingly 20,373

leaving a guaranteed maximum of \$271,427

The Tidewater Building Company was requested to prepare a form of contract and submit it to Mr. Hays and the Building Committee for their approval. The Committee is informed that this bid is satisfactory to Mrs. Gifford and to Mr. Hays.

The financial statements in regard to Tidewater Building Company were the most favorable of those received from any of the seven bidders and very satisfactory information in regard to this firm has been received from the New York Telephone Company and others for whom they have erected buildings.

A form of contract was prepared and considered Wednesday evening, October 11. This contract is between the Tidewater Building Company, as Contractor, and Mrs. Gifford, as Donor, and, if satisfactory to the Trustees, is to be signed for its approval on behalf of the College by the President of the Corporation.

The contract is satisfactory to Mrs. Gifford, seems to be in proper form from the standpoint of the College, as it contains nothing that has not been approved by the Building Committee, including Governor Weeks and

Mr. Fritz and I move that it be approved and that the President of the Corporation be authorized to signify the approval of the College.

C.A.M.

Acceptance of James M. Gifford Memorial Hall for Boys
October 31, 1940

My dear Mrs. Gifford, in behalf of the President and Fellows of Middlebury College, we accept with deep gratitude your generous gift to the College of the James M. Gifford Memorial Hall for Boys. By its noble dignity we are reminded of that dignity of character which all who knew Mr. Gifford recognize. The graciousness and hospitality of this building are a symbol of the generous nature of him whose name it bears. Its usefulness to this College now and, we confidently hope through the years to come, is typical of the usefulness to society of our honored Trustee. Its rugged strength, built of this Vermont stone, is emblematic of a strength of character and integrity we all learned to trust. Here is a dignity, graciousness, service and strength, all symbolized in a building of commanding beauty. It is a fitting memorial to a life which exemplified all these virtues, simple but massive, harmonious yet strong.

And to us it symbolizes also the lifelong devotion of a woman to a man. The Taj Mahal at Agra, a building of imperishable beauty, is more than a tribute of a man to a woman. It is the symbol also of the undying affection of a man for a woman. We recognize that though only the name of James M. Gifford adorns this building, nevertheless into its stone and mortar has gone something more, - a lifetime's devotion, to one worthy of that devotion. This gift to the College which Mr. Gifford loved so greatly and served so long, so faithfully and so efficiently, is gratefully accepted, not only for its own sake, but for the sake of him in whose honor it stands and for your sake, Mrs. Gifford, who have so wonderfully preserved his name, along with the great names of the College, - Painter, Starr, McCullough, Mead, Hepburn, and now Gifford. Our appreciation cannot be expressed adequately in words. It is to be done in using this memorial as he and as you would have us. To this end we pledge the College.

Gifford Hall